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

OMB No 1545-0052

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 ZELLERBACH FAMILY FOUNDATION</b>                                                                                                                                                                                    |                                                                                                                                                 | A Employer identification number<br><b>94-6069482</b>                                                                                                                        |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>575 MARKET STREET</b>                                                                                                                                    | Room/suite<br><b>2950</b>                                                                                                                       | B Telephone number<br><b>(415) 421-2629</b>                                                                                                                                  |
| City or town, state, and ZIP code<br><b>SAN FRANCISCO, CA 94105</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<br>(from Part II, col. (c), line 16)<br>\$ <b>128,058,757.</b>                                                                                                                                  | 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"/>                                                                |
| (Part I, column (d) must be on cash basis.)                                                                                                                                                                                                      |                                                                                                                                                 | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                             |

| Part I Analysis of Revenue and Expenses<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) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received                                                                                                      |  | 250,000.                           |                           | N/A                     |                                                             |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B                                                                 |  |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                                                                                |  |                                    |                           |                         |                                                             |
| 4 Dividends and interest from securities                                                                                                            |  | 1,510,426.                         | 1,510,426.                |                         |                                                             |
| 5a Gross rents                                                                                                                                      |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                       |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                            |  | 3,947,509.                         |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a <b>45,976,626.</b>                                                                                    |  |                                    |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                    |  |                                    | 3,947,509.                |                         |                                                             |
| 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                                                                                                                                     |  | -587,364.                          | 543,084.                  |                         | STATEMENT 1                                                 |
| 12 Total. Add lines 1 through 11                                                                                                                    |  | 5,120,571.                         | 6,001,019.                |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                                                                                              |  | 225,000.                           | 22,500.                   |                         | 202,500.                                                    |
| 14 Other employee salaries and wages                                                                                                                |  | 559,610.                           | 123,128.                  |                         | 436,482.                                                    |
| 15 Pension plans, employee benefits                                                                                                                 |  | 334,040.                           | 61,999.                   |                         | 272,042.                                                    |
| 16a Legal fees STMT 2                                                                                                                               |  | 4,713.                             | 942.                      |                         | 3,770.                                                      |
| b Accounting fees STMT 3                                                                                                                            |  | 46,800.                            | 23,400.                   |                         | 23,400.                                                     |
| c Other professional fees STMT 4                                                                                                                    |  | 702,020.                           | 691,020.                  |                         | 11,000.                                                     |
| 17 Interest                                                                                                                                         |  |                                    |                           |                         |                                                             |
| 18 Taxes STMT 5                                                                                                                                     |  | 313,517.                           | 0.                        |                         | 0.                                                          |
| 19 Depreciation and depletion                                                                                                                       |  | 15,081.                            | 3,080.                    |                         |                                                             |
| 20 Occupancy                                                                                                                                        |  | 228,993.                           | 45,799.                   |                         | 183,194.                                                    |
| 21 Travel, conferences, and meetings                                                                                                                |  | 8,851.                             | 885.                      |                         | 7,966.                                                      |
| 22 Printing and publications                                                                                                                        |  |                                    |                           |                         |                                                             |
| 23 Other expenses STMT 6                                                                                                                            |  | 86,710.                            | 24,901.                   |                         | 65,491.                                                     |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                             |  | 2,525,335.                         | 997,654.                  |                         | 1,205,845.                                                  |
| 25 Contributions, gifts, grants paid                                                                                                                |  | 5,203,477.                         |                           |                         | 4,678,477.                                                  |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                            |  | 7,728,812.                         | 997,654.                  |                         | 5,884,322.                                                  |
| 27 Subtract line 26 from line 12                                                                                                                    |  | -2,608,241.                        |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                 |  |                                    | 5,003,365.                |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                    |  |                                    |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                      |  |                                    |                           | N/A                     |                                                             |

2

**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 |  |
| <b>Assets</b>                                     | 1 Cash - non-interest-bearing                                                        | 200.              | 201.           | 201.                  |  |
|                                                   | 2 Savings and temporary cash investments                                             | 73,353.           | 459,161.       | 459,161.              |  |
|                                                   | 3 Accounts receivable ▶ 126,752.                                                     |                   |                |                       |  |
|                                                   | Less: allowance for doubtful accounts ▶                                              | 217,170.          | 126,752.       | 126,752.              |  |
|                                                   | 4 Pledges receivable ▶                                                               |                   |                |                       |  |
|                                                   | Less: allowance for doubtful accounts ▶                                              |                   |                |                       |  |
|                                                   | 5 Grants receivable                                                                  |                   |                |                       |  |
|                                                   | 6 Receivables due from officers, directors, trustees, and other disqualified persons |                   |                |                       |  |
|                                                   | 7 Other notes and loans receivable ▶                                                 |                   |                |                       |  |
|                                                   | Less: allowance for doubtful accounts ▶                                              |                   |                |                       |  |
|                                                   | 8 Inventories for sale or use                                                        |                   |                |                       |  |
|                                                   | 9 Prepaid expenses and deferred charges                                              | 105,705.          | 119,943.       | 119,943.              |  |
|                                                   | 10a Investments - U S and state government obligations                               |                   |                |                       |  |
|                                                   | b Investments - corporate stock                                                      | 66,073,952.       | 72,595,008.    | 72,595,008.           |  |
|                                                   | c Investments - corporate bonds                                                      | 14,791,949.       | 12,323,044.    | 12,323,044.           |  |
| <b>Liabilities</b>                                | 11 Investments - land, buildings, and equipment basis ▶                              |                   |                |                       |  |
|                                                   | Less: accumulated depreciation ▶                                                     |                   |                |                       |  |
|                                                   | 12 Investments - mortgage loans                                                      |                   |                |                       |  |
|                                                   | 13 Investments - other                                                               | 35,534,241.       | 42,362,643.    | 42,362,643.           |  |
|                                                   | 14 Land, buildings, and equipment basis ▶ 185,928.                                   |                   |                |                       |  |
|                                                   | Less: accumulated depreciation ▶ 173,926.                                            | 21,442.           | 12,002.        | 12,002.               |  |
|                                                   | 15 Other assets (describe ▶ )                                                        | 62,376.           | 60,003.        | 60,003.               |  |
|                                                   | 16 Total assets (to be completed by all filers)                                      | 116,880,388.      | 128,058,757.   | 128,058,757.          |  |
|                                                   | 17 Accounts payable and accrued expenses                                             | 202,451.          | 229,920.       |                       |  |
|                                                   | 18 Grants payable                                                                    | 450,000.          | 975,000.       |                       |  |
| <b>Net Assets or Fund Balances</b>                | 19 Deferred revenue                                                                  |                   |                |                       |  |
|                                                   | 20 Loans from officers, directors, trustees, and other disqualified persons          |                   |                |                       |  |
|                                                   | 21 Mortgages and other notes payable                                                 |                   |                |                       |  |
|                                                   | 22 Other liabilities (describe ▶ )                                                   | 269,749.          | 437,835.       |                       |  |
|                                                   | 23 Total liabilities (add lines 17 through 22)                                       | 922,200.          | 1,642,755.     |                       |  |
| <b>Net Assets or Fund Balances</b>                | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X |                   |                |                       |  |
|                                                   | and complete lines 24 through 26 and lines 30 and 31.                                |                   |                |                       |  |
|                                                   | 24 Unrestricted                                                                      | 115,958,188.      | 126,416,002.   |                       |  |
|                                                   | 25 Temporarily restricted                                                            |                   |                |                       |  |
|                                                   | 26 Permanently restricted                                                            |                   |                |                       |  |
|                                                   | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>       |                   |                |                       |  |
|                                                   | and complete lines 27 through 31.                                                    |                   |                |                       |  |
|                                                   | 27 Capital stock, trust principal, or current funds                                  |                   |                |                       |  |
| <b>Net Assets or Fund Balances</b>                | 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                                                 | 115,958,188.      | 126,416,002.   |                       |  |
| 31 Total liabilities and net assets/fund balances |                                                                                      | 116,880,388.      | 128,058,757.   |                       |  |

**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 | 115,958,188. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | -2,608,241.  |
| 3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS                                                                             | 3 | 13,066,055.  |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 126,416,002. |
| 5 Decreases not included in line 2 (itemize) ▶                                                                                                                  | 5 | 0.           |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 126,416,002. |

**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 SEE STATEMENT 15</b>                                                                                                         | P                                                | VARIOUS                              | VARIOUS                          |
| <b>b SEE STATEMENT 15</b>                                                                                                          | P                                                | VARIOUS                              | VARIOUS                          |
| <b>c</b>                                                                                                                           |                                                  |                                      |                                  |
| <b>d</b>                                                                                                                           |                                                  |                                      |                                  |
| <b>e</b>                                                                                                                           |                                                  |                                      |                                  |

| (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) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a 45,817,795.</b>  |                                            | <b>42,029,117.</b>                              | <b>3,788,678.</b>                            |
| <b>b 158,831.</b>     |                                            |                                                 | <b>158,831.</b>                              |
| <b>c</b>              |                                            |                                                 |                                              |
| <b>d</b>              |                                            |                                                 |                                              |
| <b>e</b>              |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                 | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| (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 |                                                                                                 |
| <b>a</b>                                                                                    |                                      |                                                 | <b>3,788,678.</b>                                                                               |
| <b>b</b>                                                                                    |                                      |                                                 | <b>158,831.</b>                                                                                 |
| <b>c</b>                                                                                    |                                      |                                                 |                                                                                                 |
| <b>d</b>                                                                                    |                                      |                                                 |                                                                                                 |
| <b>e</b>                                                                                    |                                      |                                                 |                                                                                                 |

|                                                                                                                                                                                        |                                                                                                                 |          |                   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------|-------------------|
| <b>2</b> Capital gain net income or (net capital loss)                                                                                                                                 | <div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div> | <b>2</b> | <b>3,947,509.</b> |
| <b>3</b> 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 |                                                                                                                 | <b>3</b> | <b>N/A</b>        |

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

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

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

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

☐ Yes ☒ No

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

**1** Enter the appropriate amount in each column for each year; see 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                                                                 | 5,552,054.                               | 105,348,512.                                 | .052702                                                     |
| 2008                                                                 | 6,903,747.                               | 125,722,804.                                 | .054912                                                     |
| 2007                                                                 | 6,256,697.                               | 136,535,081.                                 | .045825                                                     |
| 2006                                                                 | 6,100,506.                               | 121,871,485.                                 | .050057                                                     |
| 2005                                                                 | 4,806,983.                               | 108,093,604.                                 | .044471                                                     |

|                                                                                                                                                                                       |          |                     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------------------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                  | <b>2</b> | <b>.247967</b>      |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | <b>3</b> | <b>.049593</b>      |
| <b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5                                                                                                 | <b>4</b> | <b>116,576,243.</b> |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                    | <b>5</b> | <b>5,781,366.</b>   |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | <b>6</b> | <b>50,034.</b>      |
| <b>7</b> Add lines 5 and 6                                                                                                                                                            | <b>7</b> | <b>5,831,400.</b>   |
| <b>8</b> Enter qualifying distributions from Part XII, line 4                                                                                                                         | <b>8</b> | <b>5,884,322.</b>   |

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

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

|                                                                                                                                                                                                                                      |    |         |         |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|---------|
| 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) |    | 1       | 50,034. |
| 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                                                                         |    |         |         |
| 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       | 50,034. |
| 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       | 50,034. |
| 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 | 49,573. |         |
| b Exempt foreign organizations - tax withheld at source                                                                                                                                                                              | 6b |         |         |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                | 6c | 40,000. |         |
| d Backup withholding erroneously withheld                                                                                                                                                                                            | 6d |         |         |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                | 7  | 89,573. |         |
| 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 | 39,539. |         |
| 11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> 39,539. Refunded <input type="checkbox"/>                                                                                    | 11 | 0.      |         |

**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  |
| 1c 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 <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.                                                                                               |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 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.                                                                                                                                                                           | 2   | 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                                                                                                              | 3   | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                            | 4a  | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                        | 4b  | 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                                                                                                                                                                      | 5   | 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?       | 6   | 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                                                                                                                                                                                                     | 7   | X  |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA                                                                                                                                                                                              |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation                                                                                                                             | 8b  | 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                                                                                    | 9   | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                     | 10  | 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 ► <u>ZELLERBACHFAMILYFOUNDATION.ORG</u>                                                                                                                                                              | 13 | X   |         |
| 14 | The books are in care of ► <u>ZELLERBACH FAMILY FOUNDATION</u> Telephone no ► <u>415-421-2629</u><br>Located at ► <u>575 MARKET STREET, SUITE 2950, SAN FRANCISCO, CA</u> ZIP+4 ► <u>94105</u>                                                                                                                                              |    |     |         |
| 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                                                                                                                                                      | 15 | N/A |         |
| 16 | At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?<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 ► | 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 checked="" type="checkbox"/> Yes <input 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                                                                                                                                                                       | 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 ►                                                                                                                                                                                                                                                                                                                 | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to 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>►                                                                                                                                                                                                                                                                                                                                                                           |                                                                     |    |
| 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                                                                  | X  |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?                                                                                                                                                                                                                                                               | 4b                                                                  | X  |

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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**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 12     |                                                           | 225,000.                                  | 56,542.                                                               | 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 |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| LINA AVIDAN                                                   | PROGRAM EXECUTIVE                                         |                  |                                                                       |                                       |
| 575 MARKET ST., SF, CA 94105                                  | 40.00                                                     | 107,333.         | 31,471.                                                               | 0.                                    |
| MICHAEL SMITH                                                 | OFFICE MANAGER                                            |                  |                                                                       |                                       |
| 575 MARKET ST., SF, CA 94105                                  | 40.00                                                     | 100,287.         | 35,188.                                                               | 0.                                    |
| ELLEN WALKER                                                  | PROGRAM EXECUTIVE                                         |                  |                                                                       |                                       |
| 575 MARKET ST., SF, CA 94105                                  | 32.00                                                     | 94,500.          | 38,549.                                                               | 0.                                    |
| LAUREN CHAITKIN                                               | FINANCE DIRECTOR                                          |                  |                                                                       |                                       |
| 575 MARKET ST., SF, CA 94105                                  | 24.00                                                     | 93,125.          | 35,214.                                                               | 0.                                    |
| LINDA HOWE                                                    | PROGRAM EXECUTIVE                                         |                  |                                                                       |                                       |
| 575 MARKET ST., SF, CA 94105                                  | 32.00                                                     | 72,600.          | 32,404.                                                               | 0.                                    |

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

1

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 |
|-------------------------------------------------------------|---------------------|------------------|
| WELLINGTON TRUST COMPANY<br>BOSTON, MA                      | INVESTMENT MANAGER  | 161,228.         |
| CAMBRIDGE ASSOCIATES<br>BOSTON, MA                          | INVESTMENT ADVISOR  | 122,744.         |
| SNYDER CAPITAL MANAGEMENT<br>SAN FRANCISCO, CA              | INVESTMENT MANAGER  | 90,327.          |
| GRISTANI, BROWN<br>NEW YORK, NY                             | INVESTMENT MANAGER  | 66,832.          |
|                                                             |                     |                  |
|                                                             |                     |                  |

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 NONE |          |
|        | 0.       |
| 2      |          |
|        |          |
| 3      |          |
|        |          |
| 4      |          |
|        |          |

**Part IX-B** Summary of Program-Related Investments

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

|                                                        | Amount |
|--------------------------------------------------------|--------|
| 1 NONE                                                 |        |
|                                                        | 0.     |
| 2                                                      |        |
|                                                        |        |
| All other program-related investments See instructions |        |
| 3 NONE                                                 |        |
|                                                        | 0.     |
|                                                        | 0.     |

Total. Add lines 1 through 3

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 | 73,131,345.  |
| b | Average of monthly cash balances                                                                            | 1b | 314,414.     |
| c | Fair market value of all other assets                                                                       | 1c | 44,905,757.  |
| d | Total (add lines 1a, b, and c)                                                                              | 1d | 118,351,516. |
| 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  | 118,351,516. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 1,775,273.   |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 116,576,243. |
| 6 | Minimum investment return. Enter 5% of line 5                                                               | 6  | 5,828,812.   |

**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  | 5,828,812. |
| 2a | Tax on investment income for 2010 from Part VI, line 5                                             | 2a | 50,034.    |
| b  | Income tax for 2010. (This does not include the tax from Part VI.)                                 | 2b |            |
| c  | Add lines 2a and 2b                                                                                | 2c | 50,034.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 5,778,778. |
| 4  | Recoveries of amounts treated as qualifying distributions                                          | 4  | 0.         |
| 5  | Add lines 3 and 4                                                                                  | 5  | 5,778,778. |
| 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  | 5,778,778. |

**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 | 5,884,322. |
| 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  | 5,884,322. |
| 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  | 50,034.    |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                    | 6  | 5,834,288. |

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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

|                                                                                                                                                                                   | (a)<br>Corpus | (b)<br>Years prior to 2009 | (c)<br>2009 | (d)<br>2010 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2010 from Part XI, line 7                                                                                                                       |               |                            |             | 5,778,778.  |
| <b>2</b> Undistributed income, if any, as of the end of 2010                                                                                                                      |               |                            |             |             |
| <b>a</b> Enter amount for 2009 only                                                                                                                                               |               |                            | 722,277.    |             |
| <b>b</b> Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2010:                                                                                                                         |               |                            |             |             |
| <b>a</b> From 2005                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2006                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2007                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2008                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2009                                                                                                                                                                |               |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 0.            |                            |             |             |
| <b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ► \$ 5,884,322.                                                                                                 |               |                            |             |             |
| <b>a</b> Applied to 2009, but not more than line 2a                                                                                                                               |               |                            | 722,277.    |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions) **                                                                                         | 250,000.      |                            |             |             |
| <b>d</b> Applied to 2010 distributable amount                                                                                                                                     |               |                            |             | 4,912,045.  |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus: Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                        | 250,000.      |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| <b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011                                                              |               |                            |             | 866,733.    |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 250,000.      |                            |             |             |
| <b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a                                                                                              | 0.            |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| <b>a</b> Excess from 2006                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2007                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2008                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2009                                                                                                                                                         |               |                            |             |             |
| <b>e</b> Excess from 2010                                                                                                                                                         |               |                            |             |             |

\*\* SEE STATEMENT 13

Form 990-PF (2010)



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

| Recipient                                                       | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount     |
|-----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|------------|
| Name and address (home or business)                             |                                                                                                           |                                |                                  |            |
| <b>a Paid during the year</b><br><b>SEE STATEMENT 16</b>        |                                                                                                           |                                |                                  | 4,678,477. |
| <b>Total</b>                                                    |                                                                                                           |                                | ▶ <b>3a</b>                      | 4,678,477. |
| <b>b Approved for future payment</b><br><b>SEE STATEMENT 16</b> |                                                                                                           |                                |                                  | 975,000.   |
| <b>Total</b>                                                    |                                                                                                           |                                | ▶ <b>3b</b>                      | 975,000.   |





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

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

**2010**

Name of the organization

THE ZELLERBACH FAMILY FOUNDATION

Employer identification number

94-6069482

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ \_\_\_\_\_

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

**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)**

Name of organization

Employer identification number

THE ZELLERBACH FAMILY FOUNDATION

94-6069482

**Part I Contributors** (see instructions)

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                                        | (c)<br>Aggregate contributions | (d)<br>Type of contribution                                                                                                                                                     |
|------------|----------------------------------------------------------------------------------------------------------|--------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | THE WALLACE ALEXANDER GERBODE<br>FOUNDATION<br><br>111 PINE STREET, #1515<br><br>SAN FRANCISCO, CA 94111 | \$ 100,000.                    | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there<br>is a noncash contribution.) |
| 2          | THE WILLIAM AND FLORA HEWLETT<br>FOUNDATION<br><br>2121 SAND HILL ROAD<br><br>MENLO PARK, CA 94025       | \$ 150,000.                    | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there<br>is a noncash contribution.) |
|            |                                                                                                          |                                | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there<br>is a noncash contribution.)            |
|            |                                                                                                          |                                | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there<br>is a noncash contribution.)            |
|            |                                                                                                          |                                | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there<br>is a noncash contribution.)            |
|            |                                                                                                          |                                | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there<br>is a noncash contribution.)            |
|            |                                                                                                          |                                | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there<br>is a noncash contribution.)            |

STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2010ZELLERBACH FAMILY FDN-SNYDER CAPITAL  
ACCOUNT NUMBER 23521900

| PAR VALUE/SHARES     | DESCRIPTION                                   | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | UNREALIZED<br>GAIN/LOSS | ACCRUED<br>INCOME |
|----------------------|-----------------------------------------------|---------------------------|------------------------------|-------------------------|-------------------|
| <b>EQUITIES</b>      |                                               |                           |                              |                         |                   |
| <b>COMMON STOCKS</b> |                                               |                           |                              |                         |                   |
| 6,800,000            | ORTHOFIX INTL NV<br>N6748L102                 | 277,811.76<br>40.855      | 197,200.00<br>29.000         | 80,611.76-              | 0.00              |
| 4,500,000            | RITCHIE BROS AUCTIONEERS INC COM<br>767744105 | 86,465.72<br>19.215       | 103,725.00<br>23.050         | 17,259.28               | 0.00              |
| <b>MATERIALS</b>     |                                               |                           |                              |                         |                   |
| 6,400,000            | ARCH CHEMICALS INC<br>COM<br>03937R102        | 144,128.96<br>22.520      | 242,752.00<br>37.930         | 98,623.04               | 0.00              |
| 6,100,000            | CABOT CORP COM<br>127055101                   | 161,210.48<br>26.428      | 229,665.00<br>37.650         | 68,454.52               | 0.00              |
| 400,000              | CYTEC INDS INC COM<br>232820100               | 19,986.04<br>49.965       | 21,224.00<br>53.060          | 1,237.96                | 0.00              |

STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2010ZELLERBACH FAMILY FDN-SNYDER CAPITAL  
ACCOUNT NUMBER 23521900

| PAR VALUE/SHARES | DESCRIPTION                                   | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | UNREALIZED<br>GAIN/LOSS | ACCRUED<br>INCOME |
|------------------|-----------------------------------------------|---------------------------|------------------------------|-------------------------|-------------------|
| 7,100.000        | INTREPID POTASH INC<br>46121Y102              | 182,451.86<br>25.697      | 264,759.00<br>37.290         | 82,307.14               | 0.00              |
| 6,100.000        | RBC BEARINGS INC<br>75524B104                 | 124,648.03<br>20.434      | 238,388.00<br>39.080         | 113,739.97              | 0.00              |
|                  | TOTAL MATERIALS                               | 632,425.37                | 996,788.00                   | 364,362.63              | 0.00              |
|                  | INDUSTRIALS                                   |                           |                              |                         |                   |
| 13,500.000       | AMERICAN REPROGRAPHICS CO<br>COM<br>029263100 | 144,449.17<br>10.700      | 102,465.00<br>7.590          | 41,984.17-              | 0.00              |
| 4,750.000        | CLEAN HARBORS INC<br>184496107                | 223,783.81<br>47.112      | 399,380.00<br>84.080         | 175,596.19              | 0.00              |
| 8,225.000        | COPART INC COM<br>217204106                   | 259,479.42<br>31.548      | 307,203.75<br>37.350         | 47,724.33               | 0.00              |
| 7,300.000        | CURTISS WRIGHT CORP COM<br>231561101          | 224,328.13<br>30.730      | 242,360.00<br>33.200         | 18,031.87               | 0.00              |
| 2,100.000        | DREW INDUSTRIES INC<br>26168L205              | 48,351.62<br>23.025       | 47,712.00<br>22.720          | 639.62-                 | 0.00              |
| 2,900.000        | ESTERLINE CORP<br>297425100                   | 80,709.84<br>27.831       | 198,911.00<br>68.590         | 118,201.16              | 0.00              |
| 1,800.000        | FRANKLIN ELEC INC COM<br>353514102            | 75,557.99<br>41.977       | 70,056.00<br>38.920          | 5,501.99-               | 0.00              |



STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2010

ZELLERBACH FAMILY FDN-SNYDER CAPITAL  
ACCOUNT NUMBER 23521900

| PAR VALUE/SHARES | DESCRIPTION                            | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | UNREALIZED<br>GAIN/LOSS | ACCRUED<br>INCOME |
|------------------|----------------------------------------|---------------------------|------------------------------|-------------------------|-------------------|
| 4,122.000        | GRACO INC<br>384109104                 | 114,560.86<br>27.793      | 162,612.90<br>39.450         | 48,052.04               | 0.00              |
| 5,375.000        | HEICO CORP CL A<br>422806208           | 104,841.96<br>19.505      | 200,595.00<br>37.320         | 95,753.04               | 0.00              |
| 3,400.000        | IDEX CORP<br>45167R104                 | 83,068.72<br>24.432       | 133,008.00<br>39.120         | 49,939.28               | 0.00              |
| 5,500.000        | KAMAN CORPORATION COMMON<br>483548103  | 142,204.07<br>25.855      | 159,885.00<br>29.070         | 17,680.93               | 770.00            |
| 1,325.000        | KAYDON CORP<br>486587108               | 45,508.30<br>34.346       | 53,954.00<br>40.720          | 8,445.70                | 251.75            |
| 3,500.000        | KENNAMETAL INC<br>489170100            | 95,846.60<br>27.385       | 138,110.00<br>39.460         | 42,263.40               | 0.00              |
| 6,200.000        | SHAW GROUP INC COM<br>820280105        | 137,109.21<br>22.114      | 212,225.00<br>34.230         | 75,116.79               | 0.00              |
| 10,450.000       | SIMPSON MFG INC COM<br>829073105       | 292,355.46<br>27.977      | 323,009.50<br>30.910         | 30,654.04               | 0.00              |
| 3,925.000        | TELEDYNE TECHNOLOGIES INC<br>879360105 | 148,710.81<br>37.888      | 172,582.25<br>43.970         | 23,871.44               | 0.00              |
| 2,000.000        | UNITED STATIONERS INC COM<br>913004107 | 80,853.68<br>40.427       | 127,620.00<br>63.810         | 46,766.32               | 0.00              |

STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2010ZELLERBACH FAMILY FDN-SNYDER CAPITAL  
ACCOUNT NUMBER 23521900

| PAR VALUE/SHARES | DESCRIPTION                                     | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | UNREALIZED<br>GAIN/LOSS | ACCRUED<br>INCOME |
|------------------|-------------------------------------------------|---------------------------|------------------------------|-------------------------|-------------------|
| 10,500.000       | WASTE CONNECTIONS INC COM<br>941053100          | 230,338.62<br>21.937      | 289,065.00<br>27.530         | 58,726.38               | 0.00              |
| 3,000.000        | WOODWARD INC.<br>980745103                      | 83,055.55<br>27.685       | 112,680.00<br>37.560         | 29,624.45               | 0.00              |
|                  | TOTAL INDUSTRIALS                               | 2,615,113.82              | 3,453,435.40                 | 838,321.58              | 1,021.75          |
|                  | CONSUMER DISCRETIONARY                          |                           |                              |                         |                   |
| 7,700.000        | ANNTAYLOR STORES CORP<br>036115103              | 210,208.57<br>27.300      | 210,903.00<br>27.390         | 694.43                  | 0.00              |
| 7,500.000        | CARTER HOLDINGS<br>146229109                    | 187,962.66<br>25.062      | 221,325.00<br>29.510         | 33,362.34               | 0.00              |
| 3,600.000        | CEC ENTERTAINMENT INC COM<br>125137109          | 114,592.11<br>31.831      | 139,788.00<br>38.830         | 25,195.89               | 0.00              |
| 2,800.000        | CHILDRENS PL RETAIL STORES INC COM<br>168905107 | 121,191.64<br>43.283      | 138,992.00<br>49.640         | 17,800.36               | 0.00              |
| 10,900.000       | DRESS BARN INC<br>261570105                     | 192,597.36<br>17.669      | 287,978.00<br>26.420         | 95,380.64               | 0.00              |
| 7,400.000        | FTI CONSULTING INC COM<br>302941109             | 263,231.30<br>35.572      | 275,872.00<br>37.280         | 12,640.70               | 0.00              |
| 11,156.000       | KAR AUCTION SERVICES INC<br>48238T109           | 137,191.13<br>12.298      | 153,952.80<br>13.800         | 16,761.67               | 0.00              |



STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2010

ZELLERBACH FAMILY FDN-SNYDER CAPITAL  
ACCOUNT NUMBER 23521900

| PAR VALUE/SHARES             | DESCRIPTION                                  | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | UNREALIZED<br>GAIN/LOSS | ACCRUED<br>INCOME |
|------------------------------|----------------------------------------------|---------------------------|------------------------------|-------------------------|-------------------|
| 2,500.000                    | M D C HLDGS INC COM<br>552676108             | 66,140.17<br>26.456       | 71,925.00<br>28.770          | 5,784.83                | 0.00              |
| 6,300.000                    | THOR INDS INC<br>885160101                   | 173,324.69<br>27.512      | 213,948.00<br>33.960         | 40,623.31               | 630.00            |
| 2,225.000                    | WARNACO GROUP INC<br>CL A NEW<br>934390402   | 70,311.19<br>31.601       | 122,530.75<br>55.070         | 52,219.56               | 0.00              |
| TOTAL CONSUMER DISCRETIONARY |                                              | 1,536,750.82              | 1,837,214.55                 | 300,463.73              | 630.00            |
| CONSUMER STAPLES             |                                              |                           |                              |                         |                   |
| 4,700.000                    | CORN PRODS INTL INC COM<br>219023108         | 105,543.88<br>22.456      | 216,200.00<br>46.000         | 110,656.12              | 658.00            |
| TOTAL CONSUMER STAPLES       |                                              | 105,543.88                | 216,200.00                   | 110,656.12              | 658.00            |
| ENERGY                       |                                              |                           |                              |                         |                   |
| 3,450.000                    | ALPHA NAT RES INC<br>COM<br>02076X102        | 107,990.95<br>31.302      | 207,103.50<br>60.030         | 99,112.55               | 0.00              |
| 5,100.000                    | COMSTOCK RES INC COM<br>205768203            | 153,367.31<br>30.072      | 125,256.00<br>24.560         | 28,111.31-              | 0.00              |
| 9,100.000                    | PATTERSON-UTI ENERGY INC<br>COM<br>703481101 | 138,827.17<br>15.256      | 196,105.00<br>21.550         | 57,277.83               | 0.00              |
| 14,875.000                   | SANDRIDGE ENERGY INC<br>80007P307            | 98,666.70<br>6.633        | 108,885.00<br>7.320          | 10,218.30               | 0.00              |
| TOTAL ENERGY                 |                                              | 498,852.13                | 637,349.50                   | 138,497.37              | 0.00              |



STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2010

ZELLERBACH FAMILY FDN-SNYDER CAPITAL  
ACCOUNT NUMBER 23521900

| PAR VALUE/SHARES             | DESCRIPTION                                     | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | UNREALIZED<br>GAIN/LOSS | ACCRUED<br>INCOME |
|------------------------------|-------------------------------------------------|---------------------------|------------------------------|-------------------------|-------------------|
| FINANCIALS                   |                                                 |                           |                              |                         |                   |
| 17,904.000                   | CAPLEASE INC.<br>COM<br>140288101               | 189,231.17<br>10.569      | 104,201.28<br>5.820          | 85,029.89-              | 1,163.76          |
| 9,900.000                    | CEDAR SHOPPING CTRS INC<br>COM NEW<br>150602209 | 146,206.47<br>14.768      | 62,271.00<br>6.290           | 83,935.47-              | 0.00              |
| 2,000.000                    | MID AMERICA APARTMENT COM<br>59522J103          | 101,839.50<br>50.920      | 126,980.00<br>63.490         | 25,140.50               | 0.00              |
| TOTAL FINANCIALS             |                                                 | 437,277.14                | 293,452.28                   | 143,824.86-             | 1,163.76          |
| INFORMATION TECHNOLOGY       |                                                 |                           |                              |                         |                   |
| 5,358.000                    | CABOT MICROELECTRONICS CORP<br>12709P103        | 161,682.23<br>30.176      | 222,089.10<br>41.450         | 60,406.87               | 0.00              |
| 3,900.000                    | COGNEX CORP<br>192422103                        | 70,700.09<br>18.128       | 114,738.00<br>29.420         | 44,037.91               | 0.00              |
| 600.000                      | POWER INTERGRATIONS INC COM<br>739276103        | 24,433.14<br>40.722       | 24,096.00<br>40.160          | 337.14-                 | 0.00              |
| 10,200.000                   | SEMTECH CORP COM<br>816850101                   | 179,555.15<br>17.603      | 230,928.00<br>22.640         | 51,372.85               | 0.00              |
| TOTAL INFORMATION TECHNOLOGY |                                                 | 436,370.61                | 591,851.10                   | 155,480.49              | 0.00              |
| UTILITIES                    |                                                 |                           |                              |                         |                   |



STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2010

ZELLERBACH FAMILY FDN-SNYDER CAPITAL  
ACCOUNT NUMBER 23521900

| PAR VALUE/SHARES | DESCRIPTION                                      | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | UNREALIZED<br>GAIN/LOSS | ACCRUED<br>INCOME |
|------------------|--------------------------------------------------|---------------------------|------------------------------|-------------------------|-------------------|
| 8,400.000        | UGI CORP NEW COM<br>902681105                    | 77,314.31<br>9.204        | 265,272.00<br>31.580         | 187,957.69              | 0.00              |
|                  | TOTAL UTILITIES                                  | 77,314.31                 | 265,272.00                   | 187,957.69              | 0.00              |
|                  | HEALTH CARE                                      |                           |                              |                         |                   |
| 11,600.000       | CAMBREX CORP COM<br>132011107                    | 245,585.17<br>21.171      | 59,972.00<br>5.170           | 185,613.17-             | 0.00              |
| 3,500.000        | HAEMONETICS CORP MASS<br>405024100               | 113,937.09<br>32.553      | 221,130.00<br>63.180         | 107,192.91              | 0.00              |
| 1,400.000        | PAREXEL INTL CORP COM<br>699462107               | 13,130.74<br>9.379        | 29,722.00<br>21.230          | 16,591.26               | 0.00              |
| 3,500.000        | WEST PHARMACEUTICAL SVCS INC<br>COM<br>955306105 | 140,208.99<br>40.060      | 144,200.00<br>41.200         | 3,991.01                | 0.00              |
|                  | TOTAL HEALTH CARE                                | 512,861.99                | 455,024.00                   | 57,837.99-              | 0.00              |
|                  | TOTAL COMMON STOCKS                              | 7,216,787.55              | 9,047,511.83                 | 1,830,724.28            | 3,473.51          |

STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2010ZELLERBACH FAMILY FDN-GRISANTI BROWN  
ACCOUNT NUMBER 23521901

| PAR VALUE/SHARES | DESCRIPTION                                                        | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | UNREALIZED<br>GAIN/LOSS | ACCRUED<br>INCOME |
|------------------|--------------------------------------------------------------------|---------------------------|------------------------------|-------------------------|-------------------|
| COMMON STOCKS    |                                                                    |                           |                              |                         |                   |
| 10,340.000       | BP PLC - ADR<br>SPONSORED ADR<br>055622104                         | 409,022.58<br>39.557      | 456,717.80<br>44.170         | 47,695.22               | 0.00              |
| 10,240.000       | TEVA PHARMACEUTICAL INDUSTRIES - ADR<br>SPONSORED ADR<br>881624209 | 537,218.31<br>52.463      | 533,811.20<br>52.130         | 3,407.11-               | 0.00              |
| 27,620.000       | WEATHERFORD INTNTL LTD NEW<br>H27013103                            | 478,514.40<br>17.325      | 629,736.00<br>22.800         | 151,221.60              | 0.00              |
| MATERIALS        |                                                                    |                           |                              |                         |                   |
| 5,580.000        | AIR PRODS & CHEMS INC COM<br>009158106                             | 393,257.06<br>70.476      | 507,501.00<br>90.950         | 114,243.94              | 2,734.20          |
| 2,380.000        | FREEPORT-MCMORAN COPPER & GOLD INC<br>COMMON STOCK<br>356710857    | 175,725.60<br>73.834      | 285,814.20<br>120.090        | 110,088.60              | 0.00              |

STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2010

ZELLERBACH FAMILY FDN-GRISANTI BROWN  
ACCOUNT NUMBER 23521901

| PAR VALUE/SHARES | DESCRIPTION                         | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | UNREALIZED<br>GAIN/LOSS | ACCRUED<br>INCOME |
|------------------|-------------------------------------|---------------------------|------------------------------|-------------------------|-------------------|
| 4,860.000        | MOSAIC CO<br>COM<br>61945A107       | 272,596.94<br>56.090      | 371,109.60<br>76.360         | 98,512.66               | 0.00              |
|                  | TOTAL MATERIALS                     | 841,579.60                | 1,164,424.80                 | 322,845.20              | 2,734.20          |
|                  | INDUSTRIALS                         |                           |                              |                         |                   |
| 6,250.000        | NAVISTAR INTL CORP COM<br>63934E108 | 239,444.74<br>38.311      | 361,937.50<br>57.910         | 122,492.76              | 0.00              |
|                  | TOTAL INDUSTRIALS                   | 239,444.74                | 361,937.50                   | 122,492.76              | 0.00              |
|                  | CONSUMER DISCRETIONARY              |                           |                              |                         |                   |
| 6,520.000        | BEST BUY INC<br>086516101           | 226,170.32<br>34.689      | 223,570.80<br>34.290         | 2,599.52-               | 978.00            |
| 5,420.000        | LEAR CORP<br>521865204              | 367,988.91<br>67.895      | 535,008.20<br>98.710         | 167,019.29              | 0.00              |
|                  | TOTAL CONSUMER DISCRETIONARY        | 594,159.23                | 758,579.00                   | 164,419.77              | 978.00            |
|                  | ENERGY                              |                           |                              |                         |                   |
| 32,220.000       | VALERO ENERGY CORP<br>91913Y100     | 611,528.61<br>18.980      | 744,926.40<br>23.120         | 133,397.79              | 0.00              |
| 20,800.000       | WILLIAMS COS INC<br>969457100       | 462,682.03<br>22.244      | 514,176.00<br>24.720         | 51,493.97               | 0.00              |
|                  | TOTAL ENERGY                        | 1,074,210.64              | 1,259,102.40                 | 184,891.76              | 0.00              |
|                  | FINANCIALS                          |                           |                              |                         |                   |

STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2010ZELLERBACH FAMILY FDN-GRISANTI BROWN  
ACCOUNT NUMBER 23521901

| PAR VALUE/SHARES             | DESCRIPTION                          | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | UNREALIZED<br>GAIN/LOSS | ACCRUED<br>INCOME |
|------------------------------|--------------------------------------|---------------------------|------------------------------|-------------------------|-------------------|
| 24,260.000                   | BANK OF AMERICA CORP<br>060505104    | 337,289.73<br>13.903      | 323,628.40<br>13.340         | 13,661.33-              | 0.00              |
| 7,320.000                    | CHUBB CORP<br>171232101              | 305,727.04<br>41.766      | 436,564.80<br>59.640         | 130,837.76              | 2,708.40          |
| 1,320.000                    | GOLDMAN SACHS GROUP INC<br>38141G104 | 110,714.88<br>83.875      | 221,971.20<br>168.160        | 111,256.32              | 0.00              |
| 15,500.000                   | JPMORGAN CHASE & CO<br>46625H100     | 535,564.73<br>34.553      | 657,510.00<br>42.420         | 121,945.27              | 0.00              |
| 26,480.000                   | SCHWAB CHARLES CORP NEW<br>808513105 | 413,989.44<br>15.634      | 453,072.80<br>17.110         | 39,083.36               | 0.00              |
| TOTAL FINANCIALS             |                                      | 1,703,285.82              | 2,092,747.20                 | 389,461.38              | 2,708.40          |
| INFORMATION TECHNOLOGY       |                                      |                           |                              |                         |                   |
| 43,380.000                   | DELL INC<br>24702R101                | 607,959.61<br>14.015      | 587,799.00<br>13.550         | 20,160.61-              | 0.00              |
| 12,640.000                   | MICROSOFT CORP<br>594918104          | 313,762.83<br>24.823      | 352,782.40<br>27.910         | 39,019.57               | 0.00              |
| TOTAL INFORMATION TECHNOLOGY |                                      | 921,722.44                | 940,581.40                   | 18,858.96               | 0.00              |
| HEALTH CARE                  |                                      |                           |                              |                         |                   |
| 5,620.000                    | ABBOTT LABS<br>002824100             | 272,228.30<br>48.439      | 269,254.20<br>47.910         | 2,974.10-               | 0.00              |

STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2010ZELLERBACH FAMILY FDN-GRISANTI BROWN  
ACCOUNT NUMBER 23521901

| PAR VALUE/SHARES | DESCRIPTION             | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | UNREALIZED<br>GAIN/LOSS | ACCRUED<br>INCOME |
|------------------|-------------------------|---------------------------|------------------------------|-------------------------|-------------------|
| 28,860.000       | PFIZER INC<br>717081103 | 459,890.04<br>15.935      | 505,338.60<br>17.510         | 45,448.56               | 0.00              |
|                  | TOTAL HEALTH CARE       | 732,118.34                | 774,592.80                   | 42,474.46               | 0.00              |
|                  | TOTAL COMMON STOCKS     | 7,531,276.10              | 8,972,230.10                 | 1,440,954.00            | 6,420.60          |

STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2010ZELLERBACH FAMILY FDN-EUROPEAN INV  
ACCOUNT NUMBER 23521902

| PAR VALUE/SHARES       | DESCRIPTION                                                 | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | UNREALIZED<br>GAIN/LOSS | ACCRUED<br>INCOME |
|------------------------|-------------------------------------------------------------|---------------------------|------------------------------|-------------------------|-------------------|
| COMMON STOCKS          |                                                             |                           |                              |                         |                   |
| CONSUMER DISCRETIONARY |                                                             |                           |                              |                         |                   |
| 2,100.000              | HYATT HOTELS CORP<br>448579102                              | 84,777.11<br>40.370       | 96,096.00<br>45.760          | 11,318.89               | 0.00              |
| 1,300.000              | STARWOOD HOTELS & RESORTS WORLDWIDE<br>INC COM<br>85590A401 | 76,639.36<br>58.953       | 79,014.00<br>60.780          | 2,374.64                | 0.00              |
|                        | TOTAL CONSUMER DISCRETIONARY                                | 161,416.47                | 175,110.00                   | 13,693.53               | 0.00              |
| FINANCIALS             |                                                             |                           |                              |                         |                   |
| 800.000                | ALEXANDRIA REAL ESTATE EQUITIES<br>INC COM<br>015271109     | 56,576.42<br>70.721       | 58,608.00<br>73.260          | 2,031.58                | 315.00            |

STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2010ZELLERBACH FAMILY FDN-EUROPEAN INV  
ACCOUNT NUMBER 23521902

| PAR VALUE/SHARES | DESCRIPTION                                                            | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | UNREALIZED<br>GAIN/LOSS | ACCRUED<br>INCOME |
|------------------|------------------------------------------------------------------------|---------------------------|------------------------------|-------------------------|-------------------|
| 5,200.000        | AMB PPTY CORP<br>COM<br>00163T109                                      | 124,592.22<br>23.960      | 164,892.00<br>31.710         | 40,299.78               | 1,288.00          |
| 3,800.000        | AMERICAN CAMPUS CMNTYS INC<br>COM<br>024835100                         | 87,820.70<br>23.111       | 120,688.00<br>31.760         | 32,867.30               | 0.00              |
| 1,600.000        | AVALONBAY CMNTYS INC<br>COM<br>053484101                               | 146,601.88<br>91.626      | 180,080.00<br>112.550        | 33,478.12               | 1,428.00          |
| 3,100.000        | BIONED RLTY TR INC<br>COM<br>09063H107                                 | 50,151.91<br>16.178       | 57,815.00<br>18.650          | 7,663.09                | 527.00            |
| 2,800.000        | BOSTON PROPERTIES INC COM<br>101121101                                 | 188,362.95<br>67.272      | 241,080.00<br>86.100         | 52,717.05               | 1,400.00          |
| 3,100.000        | BRE PPTYS INC CL A 1 COM & 1<br>TAKEOVER RT EXP: 09-07-99<br>05564E106 | 113,500.13<br>36.613      | 134,850.00<br>43.500         | 21,349.87               | 0.00              |
| 0.000            | DEVELOPERS DIVERSIFIED RLTY CORP<br>COM<br>251591103                   | 0.00<br>0.000             | 0.00<br>14.090               | 0.00                    | 70.00             |
| 2,700.000        | DIGITAL RLTY TR INC<br>COM<br>253868103                                | 129,292.67<br>47.886      | 139,158.00<br>51.540         | 9,865.33                | 1,431.00          |
| 3,700.000        | DOUGLAS EMMETT INC<br>25960P109                                        | 54,752.92<br>14.798       | 61,420.00<br>16.600          | 6,667.08                | 370.00            |
| 3,600.000        | EQUITY RESIDENTIAL PPTYS TR SH BEN<br>INT<br>29476L107                 | 158,687.11<br>44.080      | 187,020.00<br>51.950         | 28,332.89               | 1,509.75          |

STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2010ZELLERBACH FAMILY FDN-EUROPEAN INV  
ACCOUNT NUMBER 23521902

| PAR VALUE/SHARES | DESCRIPTION                                                                                              | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | UNREALIZED<br>GAIN/LOSS | ACCRUED<br>INCOME |
|------------------|----------------------------------------------------------------------------------------------------------|---------------------------|------------------------------|-------------------------|-------------------|
| 900.000          | ESSEX PPTY TR COM<br>297178105                                                                           | 76,949.20<br>85.499       | 102,798.00<br>114.220        | 25,848.80               | 929.25            |
| 1,300.000        | FEDERAL RLTY INVT TR SH BEN INT<br>NEW 1 COM & 1 TAKEOVER RT EFF:<br>04-24-89 EXP: 04-24-99<br>313747206 | 88,939.94<br>68.415       | 101,309.00<br>77.930         | 12,369.06               | 871.00            |
| 6,000.000        | HCP INC<br>404141109                                                                                     | 160,737.30<br>26.790      | 220,740.00<br>36.790         | 60,002.70               | 0.00              |
| 10,321.000       | HOST HOTELS & RESORTS, INC.<br>44107P104                                                                 | 117,451.47<br>11.380      | 184,436.27<br>17.870         | 66,984.80               | 103.21            |
| 7,800.000        | KIMCO RLTY CORP<br>49446R109                                                                             | 107,649.80<br>13.801      | 140,712.00<br>18.040         | 33,062.20               | 1,404.00          |
| 4,400.000        | LASALLE HOTEL PROPERTIES COM<br>517942108                                                                | 98,093.60<br>22.294       | 116,160.00<br>26.400         | 18,066.40               | 484.00            |
| 2,200.000        | MACERICH CO COM<br>554382101                                                                             | 98,795.68<br>44.907       | 104,214.00<br>47.370         | 5,418.32                | 0.00              |
| 900.000          | MACK CALI RLTY CORP COM<br>554489104                                                                     | 29,473.24<br>32.748       | 29,754.00<br>33.060          | 280.76                  | 0.00              |
| 4,100.000        | NATIONWIDE HEALTH PPTYS INC<br>638620104                                                                 | 123,041.24<br>30.010      | 149,158.00<br>36.380         | 26,116.76               | 0.00              |
| 3,000.000        | PROLOGIS SHS OF BENEFICIAL INTEREST<br>743410102                                                         | 39,490.57<br>13.164       | 43,320.00<br>14.440          | 3,829.43                | 0.00              |



STATEMENT OF ASSETS AND LIABILITIES  
AS OF DECEMBER 31, 2010

ZELLERBACH FAMILY FDN-EUROPEAN INV  
ACCOUNT NUMBER 23521902

| PAR VALUE/SHARES    | DESCRIPTION                                        | COST VALUE<br>/ UNIT COST | MARKET VALUE<br>/ UNIT PRICE | UNREALIZED<br>GAIN/LOSS | ACCRUED<br>INCOME |
|---------------------|----------------------------------------------------|---------------------------|------------------------------|-------------------------|-------------------|
| 2,412.000           | PUBLIC STORAGE INC COM<br>74460D109                | 178,139.70<br>73.856      | 244,625.04<br>101.420        | 66,485.34               | 0.00              |
| 900.000             | SENIOR HOUSING PROP TRUST<br>81721M109             | 18,450.00<br>20.500       | 19,746.00<br>21.940          | 1,296.00                | 0.00              |
| 3,844.000           | SIMON PROPERTY GROUP INC<br>828806109              | 300,482.24<br>78.169      | 382,439.56<br>99.490         | 81,957.32               | 0.00              |
| 1,300.000           | SL GREEN REALTY CORP COM<br>78440X101              | 76,672.13<br>58.979       | 87,763.00<br>67.510          | 11,090.87               | 130.00            |
| 1,800.000           | TAUBMAN CTRS INC COM<br>876664103                  | 65,217.18<br>36.232       | 90,864.00<br>50.480          | 25,646.82               | 0.00              |
| 1,500.000           | URSTADT BIDDLE PROPERTIES INC<br>CL A<br>917286205 | 27,658.55<br>18.439       | 29,175.00<br>19.450          | 1,516.45                | 0.00              |
| 2,800.000           | VENTAS INC COM<br>92276F100                        | 91,710.06<br>32.754       | 146,944.00<br>52.480         | 55,233.94               | 0.00              |
| 3,031.000           | VORNADO REALTY TRUST<br>929042109                  | 275,032.57<br>90.740      | 252,573.23<br>83.330         | 22,459.34-              | 0.00              |
| 3,200.000           | WEINGARTEN RLTY INVS SH BEN INT<br>948741103       | 66,819.99<br>20.881       | 76,032.00<br>23.760          | 9,212.01                | 0.00              |
| TOTAL FINANCIALS    |                                                    | 3,151,143.37              | 3,868,374.10                 | 717,230.73              | 12,260.21         |
| TOTAL COMMON STOCKS |                                                    | 3,312,559.84              | 4,043,484.10                 | 730,924.26              | 12,260.21         |

## FORM 990-PF

## OTHER INCOME

## STATEMENT 1

| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| PARTNERSHIP INCOME                    | 0.                          | 1,130,448.                        |                               |
| PARTNERSHIP INCOME/(LOSS)             | -587,364.                   | -587,364.                         |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | -587,364.                   | 543,084.                          |                               |

## FORM 990-PF

## LEGAL FEES

## STATEMENT 2

| 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 |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| GENERAL LEGAL              | 4,713.                       | 942.                              |                               | 3,770.                        |
| TO FM 990-PF, PG 1, LN 16A | 4,713.                       | 942.                              |                               | 3,770.                        |

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 3

| 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 |
|-----------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ANNUAL AUDIT & TAX<br>PREPARATION | 46,800.                      | 23,400.                           |                               | 23,400.                       |
| TO FORM 990-PF, PG 1, LN 16B      | 46,800.                      | 23,400.                           |                               | 23,400.                       |

## FORM 990-PF

## OTHER PROFESSIONAL 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 |
|--------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT MANAGER FEES  | 555,189.                     | 555,189.                          |                               | 0.                            |
| INVESTMENT ADVISORY FEES | 121,664.                     | 121,664.                          |                               | 0.                            |
| BANK CUSTODIAL FEES      | 14,167.                      | 14,167.                           |                               | 0.                            |
| COMPUTER CONSULTANTS     | 0.                           | 0.                                |                               | 0.                            |
| CONSULTING - CADIC       | 11,000.                      | 0.                                |                               | 11,000.                       |

## THE ZELLERBACH FAMILY FOUNDATION

94-6069482

|                              |          |          |         |
|------------------------------|----------|----------|---------|
| OTHER CONSULTING             | 0.       | 0.       | 0.      |
| TO FORM 990-PF, PG 1, LN 16C | 702,020. | 691,020. | 11,000. |

## FORM 990-PF TAXES 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 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FEDERAL EXCISE TAX          | 313,517.                     | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 313,517.                     | 0.                                |                               | 0.                            |

## FORM 990-PF OTHER EXPENSES 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 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| PROFESSIONAL DEVELOPMENT    | 5,310.                       | 986.                              |                               | 4,324.                        |
| INSURANCE - BUSINESS        | 24,332.                      | 12,166.                           |                               | 12,166.                       |
| DUES & MEMBERSHIPS          | 1,255.                       | 0.                                |                               | 1,255.                        |
| OFFICE SUPPLIES             | 18,836.                      | 3,767.                            |                               | 15,069.                       |
| ANNUAL REPORT               | 5,545.                       | 0.                                |                               | 5,545.                        |
| POSTAGE                     | 3,457.                       | 691.                              |                               | 2,766.                        |
| COMMUNICATION SERVICES      | 10,046.                      | 2,009.                            |                               | 8,037.                        |
| ANNUAL MEETING              | 9,306.                       | 1,861.                            |                               | 7,445.                        |
| OFFICE EQUIPMENT RENTAL     | 2,744.                       | 549.                              |                               | 2,195.                        |
| SOFTWARE LICENSING FEES     | 8,361.                       | 1,672.                            |                               | 6,689.                        |
| BANK SERVICE FEES           | 1,200.                       | 1,200.                            |                               | 0.                            |
| VACATION PAY ACCRUAL - ADJ  | -3,682.                      | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 23 | 86,710.                      | 24,901.                           |                               | 65,491.                       |

## FORM 990-PF CORPORATE STOCK STATEMENT 7

| DESCRIPTION                     | BOOK VALUE  | FAIR MARKET<br>VALUE |
|---------------------------------|-------------|----------------------|
| SNYDER CAPITAL - SEE DETAIL     | 9,047,512.  | 9,047,512.           |
| GRISANTI & BROWN - SEE DETAIL   | 8,972,230.  | 8,972,230.           |
| EUROPEAN INVESTORS - SEE DETAIL | 4,043,484.  | 4,043,484.           |
| WELLINGTON-CAPITAL APPRECIATION | 12,956,014. | 12,956,014.          |
| CITY OF LONDON EMERGING MARKETS | 9,192,178.  | 9,192,178.           |

## THE ZELLERBACH FAMILY FOUNDATION

94-6069482

|                                         |             |             |
|-----------------------------------------|-------------|-------------|
| SILCHESTER INTERNATIONAL INVESTORS      | 12,067,624. | 12,067,624. |
| ACADIAN JAPAN EQUITY FUND               | 0.          | 0.          |
| WELLINGTON-DIVERSIFIED INF HEDGE        | 9,920,976.  | 9,920,976.  |
| HIGHCLERE INTERNATIONAL SMALLER CAP     | 3,028,962.  | 3,028,962.  |
| SILCHESTER JAPANESE EQUITY TRUST        | 3,366,028.  | 3,366,028.  |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 72,595,008. | 72,595,008. |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE BONDS | STATEMENT | 8 |
|-------------|-----------------|-----------|---|

| DESCRIPTION                             | BOOK VALUE  | FAIR MARKET VALUE |
|-----------------------------------------|-------------|-------------------|
| STATE STREET GOVERNMENT BONDS INDEX     | 6,720,773.  | 6,720,773.        |
| PIMCO-TOTAL RETURN FUND                 | 5,602,271.  | 5,602,271.        |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 12,323,044. | 12,323,044.       |

|             |                   |           |   |
|-------------|-------------------|-----------|---|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 9 |
|-------------|-------------------|-----------|---|

| DESCRIPTION                        | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|------------------------------------|------------------|------------|-------------------|
| OZ OVERSEAS FUND                   | FMV              | 568,338.   | 568,338.          |
| DAVIDSON KEMPNER INTERNATIONAL     | FMV              | 5,218,109. | 5,218,109.        |
| COMMONFUND PRIVATE EQUITY PTRS IV  | FMV              | 0.         | 0.                |
| SHORT TERM INVESTMENTS             | FMV              | 1,148,265. | 1,148,265.        |
| MAP 2004 LP                        | FMV              | 2,515,729. | 2,515,729.        |
| TIFF REALTY & RESOURCES II         | FMV              | 3,019,445. | 3,019,445.        |
| FORESTER OVERSEAS LTD              | FMV              | 5,392,366. | 5,392,366.        |
| LAZARD EMERGING INCOME             | FMV              | 4,795,278. | 4,795,278.        |
| FFC PARTNERS I                     | FMV              | 144,668.   | 144,668.          |
| QUESTMARK PARTNERS                 | FMV              | 138,250.   | 138,250.          |
| UNIVERSITY TECHNOLOGY VENTURES     | FMV              | 220,506.   | 220,506.          |
| NORTHGATE VENTURE PARTNERS II      | FMV              | 1,130,837. | 1,130,837.        |
| LEGACY VENTURES III                | FMV              | 946,949.   | 946,949.          |
| LEGACY VENTURES IV                 | FMV              | 621,280.   | 621,280.          |
| COMMONFUND PRIVATE EQUITY PTRS V   | FMV              | 431,410.   | 431,410.          |
| ENDOWMENT VENTURE PARTNERS V       | FMV              | 861,206.   | 861,206.          |
| COMMONFUND VENTURE PARTNERS VI     | FMV              | 318,518.   | 318,518.          |
| COMMONFUND PRIVATE EQUITY PTRS VI  | FMV              | 738,888.   | 738,888.          |
| COMMONFUND VENTURE PTRS VII        | FMV              | 815,219.   | 815,219.          |
| COMMONFUND INTERNATIONAL V         | FMV              | 886,427.   | 886,427.          |
| COMMONFUND INTERNATIONAL VI        | FMV              | 857,034.   | 857,034.          |
| COMMONFUND PRIVATE EQUITY PTRS VII | FMV              | 685,373.   | 685,373.          |
| COMMONFUND VENTURE PTRS VIII       | FMV              | 696,870.   | 696,870.          |
| COMMONFUND NATURAL RESOURCES VII   | FMV              | 904,765.   | 904,765.          |
| METROPOLITAN REAL ESTATE GLOBAL    | FMV              | 762,221.   | 762,221.          |

## THE ZELLERBACH FAMILY FOUNDATION

94-6069482

|                                        |     |             |             |
|----------------------------------------|-----|-------------|-------------|
| LEGACY VENTURES V                      | FMV | 581,436.    | 581,436.    |
| COMMONFUND NATURAL RESOURCES VIII      | FMV | 451,933.    | 451,933.    |
| FORESTER DIVERSIFIED                   | FMV | 5,142,522.  | 5,142,522.  |
| PIMCO - SHORT TERM                     | FMV | 1,279,272.  | 1,279,272.  |
| LOOMIS SAYLES                          | FMV | 0.          | 0.          |
| TIFF MODERN VENTURE 1.0                | FMV | 82,425.     | 82,425.     |
| ENDOWMENT PRIVATE EQUITY PTRS IV       | FMV | 971,703.    | 971,703.    |
| ENDOWMENT VENTURE PARTNERS V           | FMV | 0.          | 0.          |
| COMMONFUND CAPITAL VENTURE PTRS IX     | FMV | 35,401.     | 35,401.     |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |     | 42,362,643. | 42,362,643. |

|             |              |              |
|-------------|--------------|--------------|
| FORM 990-PF | OTHER ASSETS | STATEMENT 10 |
|-------------|--------------|--------------|

| DESCRIPTION                                          | BEGINNING OF<br>YR BOOK VALUE | END OF YEAR<br>BOOK VALUE | FAIR MARKET<br>VALUE |
|------------------------------------------------------|-------------------------------|---------------------------|----------------------|
| LEASEHOLD IMPROVEMENTS                               | 36,295.                       | 36,295.                   | 36,295.              |
| SECURITY DEPOSIT                                     | 20,049.                       | 20,049.                   | 20,049.              |
| EXCISE TAX RECEIVABLE                                | 6,032.                        | 0.                        | 0.                   |
| RECEIVABLE FROM UNSETTLED<br>INVESTMENT TRANSACTIONS | 0.                            | 3,659.                    | 3,659.               |
| TO FORM 990-PF, PART II, LINE 15                     | 62,376.                       | 60,003.                   | 60,003.              |

|             |                   |              |
|-------------|-------------------|--------------|
| FORM 990-PF | OTHER LIABILITIES | STATEMENT 11 |
|-------------|-------------------|--------------|

| DESCRIPTION                                      | BOY AMOUNT | EOY AMOUNT |
|--------------------------------------------------|------------|------------|
| PAYABLE FOR UNSETTLED INVESTMENT<br>TRANSACTIONS | 93,235.    | 0.         |
| DEFERRED TAXES                                   | 176,514.   | 437,835.   |
| TOTAL TO FORM 990-PF, PART II, LINE 22           | 269,749.   | 437,835.   |

FORM 990-PF

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

STATEMENT 12

| NAME AND ADDRESS                                                                       | TITLE AND<br>AVRG HRS/WK    | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
|----------------------------------------------------------------------------------------|-----------------------------|-------------------|------------------------------|--------------------|
| CINDY RAMBO<br>575 MARKET STREET, SUITE 2950<br>SAN FRANCISCO, CA 94105                | EXECUTIVE DIRECTOR<br>40.00 | 225,000.          | 56,542.                      | 0.                 |
| NANCY ZELLERBACH BOSCHWITZ<br>575 MARKET STREET, SUITE 2950<br>SAN FRANCISCO, CA 94105 | SECRETARY<br>1.00           | 0.                | 0.                           | 0.                 |
| JEANETTE M. DUNCKEL<br>575 MARKET STREET, SUITE 2950<br>SAN FRANCISCO, CA 94105        | DIRECTOR<br>1.00            | 0.                | 0.                           | 0.                 |
| PHILIP M. EHRLICH<br>575 MARKET STREET, SUITE 2950<br>SAN FRANCISCO, CA 94105          | DIRECTOR<br>1.00            | 0.                | 0.                           | 0.                 |
| MARY ANN MILIAS<br>575 MARKET STREET, SUITE 2950<br>SAN FRANCISCO, CA 94105            | DIRECTOR<br>1.00            | 0.                | 0.                           | 0.                 |
| STEPHEN SHAPIRO<br>575 MARKET STREET, SUITE 2950<br>SAN FRANCISCO, CA 94105            | DIRECTOR<br>1.00            | 0.                | 0.                           | 0.                 |
| MILDRED THOMPSON<br>575 MARKET STREET, SUITE 2950<br>SAN FRANCISCO, CA 94105           | DIRECTOR<br>1.00            | 0.                | 0.                           | 0.                 |
| RAYMOND H. WILLIAMS<br>575 MARKET STREET, SUITE 2950<br>SAN FRANCISCO, CA 94105        | VICE PRESIDENT<br>1.00      | 0.                | 0.                           | 0.                 |
| CHARLES R. ZELLERBACH<br>575 MARKET STREET, SUITE 2950<br>SAN FRANCISCO, CA 94105      | DIRECTOR<br>1.00            | 0.                | 0.                           | 0.                 |
| JOHN W. ZELLERBACH<br>575 MARKET STREET, SUITE 2950<br>SAN FRANCISCO, CA 94105         | VP & TREASURER<br>1.00      | 0.                | 0.                           | 0.                 |
| THOMAS H. ZELLERBACH<br>575 MARKET STREET, SUITE 2950<br>SAN FRANCISCO, CA 94105       | PRESIDENT<br>5.00           | 0.                | 0.                           | 0.                 |

THE ZELLERBACH FAMILY FOUNDATION

94-6069482

WILLIAM J. ZELLERBACH  
575 MARKET STREET, SUITE 2950  
SAN FRANCISCO, CA 94105

CHAIRMAN  
15.00

0.

0.

0.

ROBERT S. GABRINER  
575 MARKET STREET, SUITE 2950  
SAN FRANCISCO, CA 94105

DIRECTOR  
1.00

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

225,000.

56,542.

0.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION  
53.4942(A)-3(D)(2) TO TREAT  
EXCESS QUALIFYING DISTRIBUTIONS  
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 13

PURSUANT TO IRC SECTION 4942(H)(2) AND IRR SECTION 53.4942(A)-3(D)(2),  
THE ZELLERBACH FAMILY FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR  
QUALIFYING DISTRIBUTIONS OF \$250,000 AS BEING MADE OUT OF CORPUS TO  
SATISFY THE REQUIREMENTS OF IRC SECTION 4942(G)(3).



SIGNATURE OF OFFICER

FORM 990-PF

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

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MS. LINDA B. HOWE, PROGRAM EXECUTIVE, THE ZELLERBACH FAMILY FOUNDATION  
575 MARKET STREET  
SAN FRANCISCO, CA 94105

TELEPHONE NUMBER

(415) 421-2629

FORM AND CONTENT OF APPLICATIONS

PROPOSALS

ANY SUBMISSION DEADLINES

PROPOSALS ARE CONSIDERED BY THE COMMUNITY ARTS DISTRIBUTION COMMITTEE FOUR TO SIX TIMES A YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

ACCEPTS PROPOSALS ONLY FOR COMMUNITY ARTS PROGRAM; ARTS GRANTS RESTRICTED TO THE SAN FRANCISCO BAY AREA; NOT AWARDED DIRECTLY TO INDIVIDUALS; ORGANIZATIONS CAN RECEIVE ONLY ONE GRANT PER CALENDER YEAR.

ZELLERBACH FAMILY FOUNDATION  
REALIZED GAIN (LOSS) ON SALE OF SECURITIES  
DECEMBER 31, 2010

|                                               | PROCEEDS   | COST       | GAIN (LOSS) |
|-----------------------------------------------|------------|------------|-------------|
| Investments with Custodians-Publicly Traded   |            |            |             |
| Grisanti, Brown - Wells Fargo                 | 5,599,897  | 5,045,392  | 554,505     |
| Snyder Capital - Wells Fargo                  | 3,356,437  | 2,789,519  | 566,918     |
| Ell - Wells Fargo                             | 3,592,726  | 3,292,034  | 300,692     |
| Grisanti - Litigation Settlement BNY          | 3,661      |            | 3,661       |
| Snyder - Wells Settlement                     | 16,650     |            | 16,650      |
| Snyder - Wells Security Changes               |            | 2,300      | (2,300)     |
| FFC                                           | 172,732    | 89,960     | 82,772      |
| Loomis Sayles High Yield Bonds                | 2,377,517  | 2,152,940  | 224,577     |
| State Street Global US Government Bonds       | 1,500,000  | 1,497,321  | 2,679       |
| University Technology                         | 7,849      | 1,437      | 6,412       |
| Northgate Venture II                          | 84,095     | 10,687     | 73,408      |
| PIMCO - Short Term Fund - Sales               | 9,150,000  | 9,080,081  | 69,919      |
| PIMCO - Total Return Fund - Sales             | 1,500,000  | 1,476,026  | 23,974      |
| Silchester Intl Value Equity Trust - Redeemed | 4,990,668  | 4,485,002  | 505,666     |
| Acadian Japanese Equity                       | 3,181,196  | 3,396,328  | (215,132)   |
| Wellington - Capital Apprec - Redeemed        | 10,187,631 | 8,646,074  | 1,541,557   |
| Oz Overseas                                   | 96,736     | 64,016     | 32,720      |
| Subtotal                                      | 45,817,795 | 42,029,117 | 3,788,678   |
| Reinvested Capital Gain & Loss                |            |            |             |
| Pimco Short Term                              |            |            | 6,820       |
| Pimco Total Return                            |            |            | 265,189     |
| Silchester - Realized                         |            |            | 425,301     |
| Highclere - Realized                          |            |            | 80,798      |
| Silchester Japan Trust - Realized             |            |            | 40,655      |
| Wellington Div Inflation Hedge                |            |            | (1,944,269) |
| Wellington Global Select                      |            |            | 644,281     |
| Wellington Capital Appreciation               |            |            | 640,056     |
| Total                                         |            |            | 3,947,509   |

ZELLERBACH FAMILY FOUNDATION (94-6069482)

STATEMENT OF GRANTS PAID FOR 2010

| Grantee Fiscal Agent | Address | Status | Purpose of Grant | Paid 2010 |
|----------------------|---------|--------|------------------|-----------|
|----------------------|---------|--------|------------------|-----------|

I. PROMOTING CULTURE

A. Community Arts:

| Community Arts Program - SEE ATTACHED FOR DETAIL |                                                                |           |                                                                                                                                                                                                                                                        |         |
|--------------------------------------------------|----------------------------------------------------------------|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|
| Oberlin Dance Collective                         | 351 Shotwell Street<br>San Francisco, CA 94110                 | 501 (C) 3 | To support production of "Dancing Downtown"                                                                                                                                                                                                            | 720,000 |
| Youth Speaks                                     | 1663 Mission Street, Suite 603<br>San Francisco, CA 94103      | 501 (C) 3 | To support production of "Word Becomes Flesh"                                                                                                                                                                                                          | 5,000   |
| Theatre Bay Area                                 | 1663 Mission Street, Suite 525<br>San Francisco, CA 94103      | 501 (C) 3 | Support for experienced professionals to provide consultation to grantees of the Foundation's Community Arts Program in the areas of coaching, training, advice or critique of a performance, planning a space, or targeting long-range artistic goals | 20,000  |
| Door Dog Music                                   | 1007 General Kennedy Ave, Suite 215<br>San Francisco, CA 94129 | 501 (C) 3 | To support production of "A Chinese Opera"                                                                                                                                                                                                             | 5,000   |
| Intersection                                     | 446 Valencia Street<br>San Francisco, CA 94103                 | 501 (C) 3 | To support production of "Nobody Move"                                                                                                                                                                                                                 | 5,000   |
| Community Works                                  | 1605 Bonita Avenue<br>Berkeley, CA 94709                       | 501 (C) 3 | To support production of "Ice on the High"                                                                                                                                                                                                             | 5,000   |
| Jewish Community Federation                      | 121 Steuart Street<br>San Francisco, CA 94105                  | 501 (C) 3 | To support local programs of the Jewish Community Federation                                                                                                                                                                                           | 10,000  |
| Yerba Buena Center for the Arts                  | 701 Mission Street<br>San Francisco, CA 94103                  | 501 (C) 3 | By partially defraying production costs, this grant enables local arts organization to perform in a larger space to attract a wider audience                                                                                                           | 10,000  |

Total Community Arts

785,000

B. Art's Infrastructure

|                                         |                                            |            |                                                                                            |         |
|-----------------------------------------|--------------------------------------------|------------|--------------------------------------------------------------------------------------------|---------|
| San Francisco Botanical Garden Society  | 1260 9th Avenue<br>San Francisco, CA 94122 | 501 (C) 3  | To support the care and maintenance of the Jennie B. Zellerbach Garden                     | 6,000   |
| Regents of the University of California | 2150 Shattuck Avenue<br>Berkeley, CA 94704 | Government | To support the completion of the Meyer Sound Constellation sound system in Zellerbach Hall | 100,000 |

ZELLERBACH FAMILY FOUNDATION (94-6069482)

STATEMENT OF GRANTS PAID FOR 2010

| Grantee Fiscal Agent                 | Address                                      | Status    | Purpose of Grant                                                            | Paid 2010 |
|--------------------------------------|----------------------------------------------|-----------|-----------------------------------------------------------------------------|-----------|
| Trustees, University of Pennsylvania | 3680 Walnut Street<br>Philadelphia, PA 19104 | 501 (C) 3 | To update the sound and lighting systems of the Harold L Zellerbach Theatre | 60,000    |

Total Arts Infrastructure

166,000

C Major Cultural Institutions

|                                   |                                                                          |           |                                                                               |        |
|-----------------------------------|--------------------------------------------------------------------------|-----------|-------------------------------------------------------------------------------|--------|
| Fine Art Museums of San Francisco | 50 Hagiwara Tea Garden Dr<br>Golden Gate Park<br>San Francisco, CA 94118 | 501 (C) 3 | To support the youth education programs of the San Francisco Fine Art Museums | 10,000 |
| San Francisco Ballet              | 455 Franklin Street<br>San Francisco, CA 94102                           | 501 (C) 3 | To support the youth education programs of the San Francisco Ballet           | 10,000 |
| San Francisco Opera               | 301 Van Ness Avenue<br>San Francisco, CA 94102                           | 501 (C) 3 | To support the youth education programs of the San Francisco Opera            | 10,000 |
| San Francisco Symphony            | Davies Symphony Hall<br>San Francisco, CA 94102                          | 501 (C) 3 | To support the youth education programs of the San Francisco Symphony         | 10,000 |

Total Major Cultural Institutions

40,000

PROMOTING CULTURE

991,000

2 STRENGTHENING COMMUNITIES

ZELLERBACH FAMILY FOUNDATION (94-6069482)

STATEMENT OF GRANTS PAID FOR 2010

| Grantee Fiscal Agent                             | Address                                                   | Status    | Purpose of Grant                                                                                                                                                                                                                                                                                                    | Paid 2010 |
|--------------------------------------------------|-----------------------------------------------------------|-----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| Grantmakers for Education                        | 720 SW Washington Street, Suite 605<br>Portland, OR 97205 | 501 (C) 3 | To support an association of grantmakers interested in issues related to education from early childhood through higher education                                                                                                                                                                                    | 1,000     |
| Parents for Public Schools of San Francisco Inc. | 3543 - 18th Street, #1<br>San Francisco, CA 94110         | 501 (C) 3 | To support efforts to recruit families to stay in or come back to public schools, involve parents in school-related decision-making processes, and improve public schools through district-level involvement                                                                                                        | 35,000    |
| San Francisco Organizing Project                 | 3215 Cesar Chavez Street<br>San Francisco, CA 94110       | 501 (C) 3 | To improve the quality of public education in San Francisco through a multiyear initiative that develops parent leaders, engages parents in district-level reform efforts, and creates strategic alliances with other community groups working to promote parent participation in schools                           | 50,000    |
| Congregations Organizing for Renewal             | 22634 Second Street, Suite 209<br>Hayward, CA 94541       | 501 (C) 3 | To improve the quality of public education in southern Alameda County through a multiyear initiative that develops parent leaders, engages parents in district-level reform efforts, and creates strategic alliances with other community groups working to promote parent participation in schools                 | 50,000    |
| Coleman Advocates for Children                   | 459 Vienna Street<br>San Francisco, CA 94112              | 501 (C) 3 | To support a diverse group of parent leaders who work to improve educational outcomes for all children in the San Francisco Unified School District by promoting and fostering the participation and leadership of parents in their children's education and in school and district-level decision making processes | 50,000    |
| Oakland Community Organizations                  | 7200 Bancroft Avenue, #2<br>Oakland, CA 94605             | 501 (C) 3 | To support a multiyear organizing project that aims to improve academic outcomes for youth, facilitate parent and community involvement, and bring about sustainable school reform through the creation and support of "small by design" schools in the Oakland Unified School District                             | 50,000    |
| Bay Area Parent Leadership Action Network        | 405 - 14th Street, Suite 811<br>Oakland, CA 94612         | 501 (C) 3 | To strengthen the efforts of parents to become effective leaders in schools by providing networking, training sessions, capacity building, and collaborative civic engagement opportunities for parent leaders and community organizations                                                                          | 80,000    |
| Oakland Schools Foundation                       | P O Box 20238<br>Oakland, CA 94620                        | 501 (C) 3 | To support a collaborative effort between an Oakland Unified School District elementary school and the Center for Educational Partnerships at the University of California, Berkeley that integrates low-income parents into programs that create "college-going cultures" at home and at school                    | 45,000    |

ZELLERBACH FAMILY FOUNDATION (94-6069482)

STATEMENT OF GRANTS PAID FOR 2010

| Grantee Fiscal Agent                                | Address                                              | Status    | Purpose of Grant                                                                                                                                                                                                                                                                                                                                                                                              | Paid 2010 |
|-----------------------------------------------------|------------------------------------------------------|-----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| San Francisco Coalition for Essential Small Schools | 300 Brannan Street, #406<br>San Francisco, CA 94107  | 501 (C) 3 | To promote student achievement by building stronger and more effective partnerships between school personnel and families who are not actively engaged in supporting their children's academic pursuits                                                                                                                                                                                                       | 62,000    |
| Internationals Network of Public Schools            | 50 Broadway, Suite 2200<br>New York, NY 10004        | 501 (C) 3 | To support the development and implementation of a parent engagement program at a new "small by design" school in the San Francisco Unified School District that is designed to provide a quality, college-preparatory education to late-entry immigrant English language learners                                                                                                                            | 35,000    |
| Oakland Schools Foundation                          | P O Box 20238<br>Oakland, CA 94620                   | 501 (C) 3 | To support a collaborative effort between an Oakland Unified School District elementary school and the Center for Educational Partnerships at the University of California, Berkeley that integrates low-income parents into programs that create "college-going cultures" at home and at school                                                                                                              | 55,000    |
| San Francisco Coalition for Essential Small Schools | 300 Brannan Street, #406<br>San Francisco, CA 94107  | 501 (C) 3 | To support a professional development project about effective school-based family engagement strategies for district-level professional development coaches and faculty members of the ten lowest-performing schools in the San Francisco Unified School District                                                                                                                                             | 88,000    |
| Mission Graduates                                   | 3040 - 16th Street<br>San Francisco, CA 94103        | 501 (C) 3 | To support an organization-wide effort to incorporate good parent leadership development and engagement practices into the academic enrichment and youth development programs at an organization dedicated to increasing college graduation rates among low-income youth in San Francisco's Mission District                                                                                                  | 60,000    |
| Internationals Network of Public Schools            | 50 Broadway, Suite 2200<br>New York, NY 10004        | 501 (C) 3 | To support efforts to engage and empower immigrant parents to take an active part in their children's education and in school leadership and governance at a "small by design" school that provides a quality, college-preparatory education to late-entry immigrant English language learners                                                                                                                | 35,000    |
| Public Interest Projects                            | 45 West 36th Avenue, 6th Floor<br>New York, NY 10018 | 501 (C) 3 | To support the Bay Area activities of a new statewide partnership of local and national funders that have pooled their resources to provide grants and technical assistance to local and regional parent engagement and youth development organizations that are working to increase the meaningful participation of parents in their children's schools and to improve opportunities for low-income students | 15,000    |

ZELLERBACH FAMILY FOUNDATION (94-6069482)

STATEMENT OF GRANTS PAID FOR 2010

| Grantee Fiscal Agent              | Address                                                  | Status    | Purpose of Grant                                                                                                                                                                                                                                         | Paid 2010 |
|-----------------------------------|----------------------------------------------------------|-----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| Camino / Pathways Learning Center | 1406 Valencia Street, Suite A<br>San Francisco, CA 94110 | 501 (C) 3 | To support a 12-week Basic Digital Literacy training program for Spanish-speaking parents at Marshall Elementary School in the San Francisco Unified School District                                                                                     | 1,136     |
| Chinese for Affirmative Action    | 17 Walter U Lum Plaza<br>San Francisco, CA 94108         | 501 (C) 3 | To support a leadership development and civic engagement project for Chinese immigrant parents in the San Francisco Unified School District who work to improve the quality of public schools, with a specific focus on issues facing immigrant families | 40,000    |

TOTAL STRENGTHENING COMMUNITIES

752,136

3. IMPROVING HUMAN SERVICE SYSTEMS

|                                               |                                                          |           |                                                                                                                                                                                                                                                                                                                                                                                                             |        |
|-----------------------------------------------|----------------------------------------------------------|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|
| Child & Family Policy Institute of California | 925 L Street, Suite 340<br>Sacramento, CA 95814          | 501 (C) 3 | To continue a project to improve the intersection of mental and child welfare services, and to provide general support for the Institute                                                                                                                                                                                                                                                                    | 85,000 |
| Child & Family Policy Institute of California | 925 L Street, Suite 340<br>Sacramento, CA 95814          | 501 (C) 3 | To support a collaborative of public agency and private foundation investors in the child welfare system to leverage their collective resources to improve the impact of child welfare services on children and families                                                                                                                                                                                    | 25,000 |
| Child & Family Policy Institute of California | 925 L Street, Suite 340<br>Sacramento, CA 95814          | 501 (C) 3 | To develop and publish a policy brief based on a study of the human services needs of children and their caretakers who depend on support from CalWORKs                                                                                                                                                                                                                                                     | 9,000  |
| California Youth Connection                   | 604 Mission Street, 9th Floor<br>San Francisco, CA 94105 | 501 (C) 3 | To support development, supervision, and evaluation of the placement of interns with CYC chapters in the Bay Area. These interns, who are current and former foster youth enrolled in college or graduate school, will help local CYC chapters work with government and community-based agencies to translate policies CYC worked on at a state-level into improvements in local county policy and practice | 60,000 |

ZELLERBACH FAMILY FOUNDATION (94-6069482)

STATEMENT OF GRANTS PAID FOR 2010

| Grantee Fiscal Agent                     | Address                                                  | Status     | Purpose of Grant                                                                                                                                                                                                                                                    | Paid 2010 |
|------------------------------------------|----------------------------------------------------------|------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| Community Initiatives                    | 354 Pine Street, Suite 700<br>San Francisco, CA 94104    | 501 (C) 3  | To support a collaborative of agencies serving current and former foster youth to develop improved and better coordinated mental health and supportive services                                                                                                     | 60,000    |
| San Francisco School Alliance Foundation | 114 Sansome Street, Suite 800<br>San Francisco, CA 94104 | 501 (C) 3  | To support youth-led research and educational efforts to inform policymakers and practitioners about the needs of transition-age youth                                                                                                                              | 60,000    |
| San Francisco State University           | 1100 Halloway Avenue, Adm 471<br>San Francisco, CA 94132 | Government | To support a mental wellness component and marketing activities for an organization of current and former foster youth who train child welfare workers and others about working with foster children                                                                | 75,000    |
| Center For Applied Local Research        | 5200 Huntington Avenue, Suite 200<br>Richmond, CA 94804  | 501 (C) 3  | To support analysis and consolidation of findings from previous quantitative and qualitative studies and reports on ZFF-supported Youth Voice projects in order to evaluate their impact, as a group, on public policy and practices affecting transition-age youth | 35,000    |
| Community Works West                     | 1605 Bonita Avenue<br>Berkeley, CA 94700                 | 501 (C) 3  | To continue piloting a collaboration with the San Francisco Sheriff's Department to increase and improve contact visits between children and their parents incarcerated in the San Francisco jails                                                                  | 110,000   |
| Friends Outside                          | P O Box 4085<br>Stockton, CA 95204                       | 501 (C) 3  | To support networking, educational, and program activities of a collaboration of public and private agencies working to improve the lives of San Francisco's incarcerated parents and their children                                                                | 100,000   |
| Center For Young Women's Development     | 832 Folsom Street, Suite 700<br>San Francisco, CA 94107  | 501 (C) 3  | To support improving policies and services for young mothers in juvenile detention and help develop coordinated responses to girls involved in the juvenile justice system across the Bay Area region                                                               | 50,000    |
| Community Works                          | 1649 San Pablo Avenue<br>Berkeley, CA 94702              | 501 (C) 3  | To continue a youth-delivered training program for human services workers, police, probation officers, educators and others to increase their awareness of and improve services for children of incarcerated parents                                                | 70,000    |

ZELLERBACH FAMILY FOUNDATION (94-6069482)

STATEMENT OF GRANTS PAID FOR 2010

| Grantee Fiscal Agent                                     | Address                                                   | Status    | Purpose of Grant                                                                                                                                                                                                                                                                                       | Paid 2010 |
|----------------------------------------------------------|-----------------------------------------------------------|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| California Court Appointed Special Advocates Association | 660 - 13th Street, Suite 300<br>Oakland, CA 94612         | 501 (C) 3 | To continue a project that helps local CASA programs and their volunteers understand and support the mental health needs of dependent children and youth, to help them establish permanent connections with caring adults, and to better serve children with incarcerated parents                      | 50,000    |
| Bay Area Institute/Pacific News Service                  | 275 - 9th Street<br>San Francisco, CA 94103               | 501 (C) 3 | To support a speakers bureau of youth who have been involved in the mental health, foster care, and other public systems, and to provide shared learning and support for ZFF grantees focused on youth leadership                                                                                      | 5,000     |
| Bay Area Institute/Pacific News Service                  | 275 - 9th Street<br>San Francisco, CA 94103               | 501 (C) 3 | To support a speakers bureau of youth who have been involved in the mental health, foster care, and other public systems, and to provide shared learning and support for ZFF grantees focused on youth leadership                                                                                      | 100,000   |
| Alameda County Interagency Policy Center                 | 1000 San Leandro Blvd, Suite 300<br>San Leandro, CA 94577 | 501 (C) 3 | To continue a regional effort to identify the mental health and other needs of girls involved in the juvenile justice system and to promote better policies and more coordinated services for these girls across systems and jurisdictions in the Bay Area                                             | 50,000    |
| Foundation for California Community Colleges             | 1102 Q Street, Suite 3500<br>Sacramento, CA 94811         | 501 (C) 3 | To support development, pilot testing, evaluation, and dissemination of a training program for faculty and staff at community colleges about the mental health issues of transition-age student veterans                                                                                               | 75,000    |
| Swords To Plowshares Veterans Rights Organization        | 1060 Howard Street<br>San Francisco, CA 94103             | 501 (C) 3 | To support a project to educate mental health providers, first responders, judges, attorneys, human resources specialists, and others about the mental health needs of combat-exposed young veterans                                                                                                   | 100,000   |
| Youth In Mind                                            | 2147 Oregon Street<br>Berkeley, CA 94705                  | 501 (C) 3 | To support leadership training and board development for an organization led by youth involved in public mental health so they can contribute to policy discussions about the mental health system                                                                                                     | 100,000   |
| California Institute for Mental Health                   | 2125 - 19th Street<br>Sacramento, CA 94814                | 501 (C) 3 | To support evaluation of this maturing collaborative of county agencies, universities, high schools, mental health consumers, and community-based organizations, and to carry out a project to improve the education of Marriage and Family Therapists for employment in public mental health services | 35,000    |

ZELLERBACH FAMILY FOUNDATION (94-6069482)

STATEMENT OF GRANTS PAID FOR 2010

| Grantee Fiscal Agent                                    | Address                                               | Status     | Purpose of Grant                                                                                                                                                                                                                                                                                       | Paid 2010 |
|---------------------------------------------------------|-------------------------------------------------------|------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| California Institute for Mental Health                  | 2125 - 19th Street<br>Sacramento, CA 94814            | 501 (C) 3  | To support evaluation of this maturing collaborative of county agencies, universities, high schools, mental health consumers, and community-based organizations, and to carry out a project to improve the education of Marriage and Family Therapists for employment in public mental health services | 65,000    |
| Regents of the University of California                 | 2150 Shattuck Avenue, Suite 313<br>Berkeley, CA 94704 | Government | To provide general support to a collaboration of county social services agencies, universities, and foundations for shared learning and activities related to child welfare, and other social service issues                                                                                           | 30,000    |
| Juvenile Probation Dept- City & County of San Francisco | 375 Woodside Avenue<br>San Francisco, CA 94127        | Government | To support reforming the structure and operations of the department, reclaiming youth involved in the system through better practices, and restoring relationships with the community.                                                                                                                 | 159,000   |

TOTAL IMPROVING HUMAN SERVICE SYSTEMS

1,508,000

4 IMMIGRANTS & REFUGEES

|                                    |                                                              |           |                                                                                                                                                                                                                                                                                                                                                             |        |
|------------------------------------|--------------------------------------------------------------|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|
| Catholic Charities of the East Bay | 433 Jefferson Street<br>Oakland, CA 94607                    | 501 (C) 3 | To support the establishment of an immigration legal services program that will provide family-based immigration legal services and community education and outreach to low-income immigrants who reside in western Contra Costa County                                                                                                                     | 50,000 |
| San Francisco Education Fund       | 727 Golden Gate Avenue, 2nd Floor<br>San Francisco, CA 94118 | 501 (C) 3 | To support a program that recruits, trains, and manages a pool of volunteer interpreters and translators who facilitate the engagement of limited-English proficient parents in the San Francisco Unified School District                                                                                                                                   | 65,000 |
| Action Alliance for Children       | 1201 Martin Luther King, Jr Way<br>Oakland, CA 94612         | 501 (C) 3 | To support the access of Spanish-speaking parents to timely information about early childhood development and education matters through translation of the Children's Advocate news magazine into Spanish and the development of expanded distribution partnerships with Bay Area organizations and schools that have large Spanish-speaking constituencies | 10,000 |

ZELLERBACH FAMILY FOUNDATION (94-6069482)

STATEMENT OF GRANTS PAID FOR 2010

| Grantee Fiscal Agent                             | Address                                                  | Status    | Purpose of Grant                                                                                                                                                                                                                                                                                                                                                             | Paid 2010 |
|--------------------------------------------------|----------------------------------------------------------|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| Refugee Transitions                              | 870 Market Street, Suite 718<br>San Francisco, CA 94102  | 501 (C) 3 | To support community outreach, literacy education, citizenship test preparation, and application assistance to citizenship-eligible Liberian refugees in Alameda County                                                                                                                                                                                                      | 30,000    |
| La Raza Centro Legal                             | 474 Valencia Street, #295<br>San Francisco, CA 94103     | 501 (C) 3 | To support an organization that provides a structured and dignified setting for immigrants and other temporary workers to find employment and gain access to social and educational services that promote health and well-being                                                                                                                                              | 40,000    |
| Lawyers' Committee for Civil Rights              | 131 Steuart Street, Suite 400<br>San Francisco, CA 94105 | 501 (C) 3 | To support free legal representation to indigent asylum seekers from around the world, training of non-immigration lawyers and nonprofit legal services providers in the areas of asylum and refugee law, and liaison work with the Bay Area offices of the U S Immigration and Customs Enforcement department to ensure fair treatment of asylum seekers at the local level | 35,000    |
| CAMINOS Pathways Learning Center                 | 2301 Mission Street, Suite 10<br>San Francisco, CA 94110 | 501 (C) 3 | To improve the educational and economic opportunities of low-income Latina immigrant women through training and technical assistance in computer technologies, small business development, and leadership development                                                                                                                                                        | 25,000    |
| Women's Access to Gain Economic Security         | 1904 Franklin Street, Suite 801<br>Oakland, CA 94612     | 501 (C) 3 | To create employment and business ownership opportunities for low-income immigrant women through the formation of environmentally-safe housekeeping cooperatives                                                                                                                                                                                                             | 50,000    |
| Canal Alliance                                   | 91 Larkspur Street<br>San Rafael, CA 94901               | 501 (C) 3 | To provide a variety of immigration legal services and community outreach about immigration matters to immigrants and refugees residing in Marin and other northern California counties                                                                                                                                                                                      | 35,000    |
| Chinese for Affirmative Action                   | 17 Walter U Lum Plaza<br>San Francisco, CA 94108         | 501 (C) 3 | To increase the access of limited-English speakers to critical government services and programs in San Francisco by working with local and state agencies to develop effective policies and procedures that will make translated materials and interpreters available in the major languages spoken by local residents                                                       | 30,000    |
| Grantmakers Concerned with Immigrants & Refugees | P O Box 1100<br>Sebastopol, CA 95473                     | 501 (C) 3 | To support a professional association that seeks to enhance grantmakers' knowledge about immigrant and refugee communities and the social and economic policies that affect them through a combination of educational services, resources, forums, and conferences                                                                                                           | 1,000     |

ZELLERBACH FAMILY FOUNDATION (94-6069482)

STATEMENT OF GRANTS PAID FOR 2010

| Grantee Fiscal Agent                             | Address                                            | Status    | Purpose of Grant                                                                                                                                                                                                                                                      | Paid 2010 |
|--------------------------------------------------|----------------------------------------------------|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| Grantmakers Concerned with Immigrants & Refugees | P O Box 1100<br>Sebastopol, CA 95473               | 501 (C) 3 | To support the Bay Area activities of a statewide project that engages foundations, United Ways, and local and county governments in efforts to develop and invest in strategies that advance the integration of immigrants and refugees at the local and state level | 50,000    |
| Mujeres Unidas Y Activas                         | 3543 - 18th Street, #23<br>San Francisco, CA 94110 | 501 (C) 3 | To support a grassroots leadership development and civic engagement program run by and for Latina immigrant and refugee women in Oakland and San Francisco                                                                                                            | 50,000    |
| Mujeres Unidas Y Activas                         | 3543 - 18th Street, #23<br>San Francisco, CA 94110 | 501 (C) 3 | To support efforts to design and implement new program strategies that will promote and facilitate English language acquisition among the Latina immigrant women staff and members of Mujeres Unidas y Activas                                                        | 50,000    |
| East Bay Sanctuary Covenant                      | 2362 Bancroft Way<br>Berkeley, CA 94704            | 501 (C) 3 | To orient immigrants and refugees to local communities and institutions and promote community involvement through educational workshops, information and referral services, leadership development training, and English as a Second Language instruction             | 35,000    |
| NARIKA                                           | P O Box 14014<br>Berkeley, CA 94712                | 501 (C) 3 | To foster the economic independence and leadership development of South Asian immigrant women through the provision of education and mentoring in leadership development, career counseling, English as a Second Language, and personal financial management          | 35,000    |
| La Cocina                                        | 2948 Folsom Street<br>San Francisco, CA 94110      | 501 (C) 3 | To support a full-service, shared-use commercial kitchen, technical assistance, and business incubator project that assists low-income Latina women in San Francisco's Mission District to develop and manage successful food-related businesses                      | 60,000    |
| Women's Initiative for Self Employment           | 1398 Valencia Street<br>San Francisco, CA 94110    | 501 (C) 3 | To support a program that builds the English language proficiency, literacy, and economic self-sufficiency of low-income Latino immigrants in San Francisco through an integrated curriculum of English as a Second Language and Spanish literacy instruction         | 80,000    |

ZELLERBACH FAMILY FOUNDATION (94-6069482)

STATEMENT OF GRANTS PAID FOR 2010

| Grantee Fiscal Agent                                | Address                                                  | Status    | Purpose of Grant                                                                                                                                                                                                                                                        | Paid 2010 |
|-----------------------------------------------------|----------------------------------------------------------|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| Creating Economic Opportunities for Women, Inc      | 405 14th Street, Suite 712<br>Oakland, CA 94612          | 501 (C) 3 | To increase the economic security of low-income immigrant and refugee women through an innovative program that combines instruction and mentorship in microenterprise development, financial literacy, computer technology, and vocational English as a Second Language | 25,000    |
| Coastside Hope                                      | P O Box 1089<br>El Granada, CA 94018                     | 501 (C) 3 | To support family-based immigration legal services and community outreach about immigration matters to low-income immigrants and refugees residing in the rural coastal communities of San Mateo County                                                                 | 40,000    |
| Concord Community Economic Development Organization | 2699 Monument Boulevard, Unit G<br>Concord, CA 94520     | 501 (C) 3 | To support a membership organization that provides a structured and dignified setting for immigrant workers to find employment and gain access to social and educational services that promote health and well-being                                                    | 35,000    |
| Legal Aid Of Marin                                  | 30 N San Pedro Road, Suite 220<br>San Rafael, CA 94043   | 501 (C) 3 | To support the launch of a new program that will provide structured and dignified opportunities for immigrants and other temporary workers to find employment and gain access to social and educational services that promote health and well-being                     | 45,000    |
| Survivors International                             | 703 Market Street, Suite 301<br>San Francisco, CA 94103  | 501 (C) 3 | To support the only Bay Area organization providing essential mental health services and case management to immigrant and refugee survivors of torture and gender-based persecution                                                                                     | 25,000    |
| Day Worker Center of Mountain View                  | 748 Mercy Street<br>Mountain View, CA 94041              | 501 (C) 3 | To support an organization that provides a structured and dignified setting for immigrant workers to find employment and gain access to social and educational services that promote health and well-being                                                              | 55,000    |
| Migration Policy Institute                          | 1400 - 16th Street NW, Suite 300<br>Washington, DC 20036 | 501 (C) 3 | To support the participation of the Special Assistant to the Superintendent of the San Francisco Unified School District in a national symposium about language access policies in government social services agencies and school districts                             | 1,000     |
| Centro Laboral de Graton                            | P O Box 42<br>Granton, CA 95444                          | 501 (C) 3 | To support an organization that provides a structured and dignified setting for immigrant workers to find employment and gain access to social and educational services that promote health and well-being                                                              | 45,000    |
| Community Legal Services in East Palo Alto          | 2117-B University Avenue<br>Palo Alto, CA 94303          | 501 (C) 3 | To support family-based immigration legal services and community education and outreach to low-income immigrants in East Palo Alto and other southern San Mateo County communities                                                                                      | 30,000    |

ZELLERBACH FAMILY FOUNDATION (94-6069482)

STATEMENT OF GRANTS PAID FOR 2010

| Grantee Fiscal Agent                  | Address                                                    | Status    | Purpose of Grant                                                                                                                                                                                                                                                                                 | Paid 2010 |
|---------------------------------------|------------------------------------------------------------|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| South Hayward Parish                  | 27287 Patrick Avenue<br>Hayward, CA 94544                  | 501 (C) 3 | To support an organization that provides a structured and dignified setting for immigrant workers to find employment and gain access to social and educational services that promote health and well-being                                                                                       | 43,000    |
| Catholic Legal Immigration Network    | 415 Michigan Avenue, NE, Suite 200<br>Washington, DC 20017 | 501 (C) 3 | To support a new online resources and networking website that is designed to build the communications infrastructure and increase the capacities of immigrant serving nonprofit organizations                                                                                                    | 15,000    |
| Asian Pacific American Legal Center   | 1145 Wilshire Blvd, 2nd Floor<br>Los Angeles, CA 90017     | 501 (C) 3 | To support the participation of Bay Area immigrant-serving organizations in a statewide effort to develop a communications framework that promotes the inclusion and acceptance of immigrants and refugees in California communities                                                             | 30,000    |
| Legal Services for Children           | 1254 Market Street, 3rd Floor<br>San Francisco, CA 94102   | 501 (C) 3 | To support immigration legal services, information and referral, and community education and outreach to unaccompanied immigrant youth in the Bay Area who have been abused or abandoned, are at risk of deportation, and who may be eligible under federal law for immigration relief           | 40,000    |
| Good Samaritan Family Resource Center | 1294 Potrero Avenue<br>San Francisco, CA 94110             | 501 (C) 3 | To support a program that builds the English language proficiency, literacy, and economic self-sufficiency of low-income Latino immigrants in San Francisco through an integrated curriculum of English as a Second Language and Spanish literacy instruction                                    | 40,000    |
| Mission Asset Fund                    | 2301 Mission Street, Suite 303<br>San Francisco, CA 94110  | 501 (C) 3 | To support the launch of a new, innovative online screening and referral system that enables community organizations, public agencies, and public schools to match individual clients to community resources and services that improve the economic wellbeing of low-to moderate-income families | 70,000    |

TOTAL IMMIGRANTS & REFUGEES

1,270,000

5 YOUTH DEVELOPMENT

ZELLERBACH FAMILY FOUNDATION (94-6069482)

STATEMENT OF GRANTS PAID FOR 2010

| Grantee Fiscal Agent                    | Address                                                | Status    | Purpose of Grant                                                                                                                       | Paid 2010 |
|-----------------------------------------|--------------------------------------------------------|-----------|----------------------------------------------------------------------------------------------------------------------------------------|-----------|
| Community Music Center                  | 544 Capp Street<br>San Francisco, CA 94110             | 501 (C) 3 | To support music training for low-income student musicians                                                                             | 10,000    |
| Regents, University of California       | 2150 Shattuck Avenue, Room 313<br>Berkeley, CA 94704   | 501 (C) 3 | To support educational programming through which students are exposed to the arts and renowned performers in music, theater, and dance | 30,000    |
| Project AVARY                           | 385 Bel Marin Keyes, Suite G<br>Novato, CA 94949       | 501 (C) 3 | To support arts-related activities year round for children with incarcerated parents                                                   | 10,000    |
| The Imagine Bus Project                 | 342 - 9th Street, Suite 201<br>San Francisco, CA 94103 | 501 (C) 3 | To support an arts program within San Francisco's Youth Guidance Center                                                                | 10,000    |
| The Marsh                               | 1062 Valencia Street<br>San Francisco, CA 94110        | 501 (C) 3 | To support the Marsh Youth Theater provided at the Marsh Theater in San Francisco                                                      | 10,000    |
| A Home Within                           | 2500 - 18th Street<br>San Francisco, CA 94110          | 501 (C) 3 | To support a photography and creative writing program for youth who are currently or were formerly in the foster care system           | 15,000    |
| West Contra Costa Public Education Fund | 217C - W Richmond Avenue<br>Point Richmond, CA 94801   | 501 (C) 3 | To support a video, media arts, and communication program during out of school hours in Richmond, California                           | 15,000    |

|                         |         |
|-------------------------|---------|
| TOTAL YOUTH DEVELOPMENT | 100,000 |
|-------------------------|---------|

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| 6. GRANT SUPPORT |  |
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ZELLERBACH FAMILY FOUNDATION (94-6069482)

STATEMENT OF GRANTS PAID FOR 2010

| Grantee Fiscal Agent                                 | Address                                                    | Status    | Purpose of Grant                                                                                                                                                                                                                                     | Paid 2010 |
|------------------------------------------------------|------------------------------------------------------------|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| Grantmakers in the Arts                              | 604 West Galer Street<br>Seattle, WA 98110                 | 501 (C) 3 | To increase the presence of arts philanthropy within the broader foundation community and to strengthen the field of private sector arts grantmaking by improving communication, information exchange, and peer-learning within the field as a whole | 400       |
| Community Foundation for the National Capital Region | 1201 - 15th Street NW, Suite 420<br>Washington, DC 20005   | 501 (C) 3 | To support an organization of regional and national grantmakers interested in improving policies and programs affecting youth involved in the juvenile justice system                                                                                | 1,000     |
| Foundation Center                                    | 79 Fifth Avenue<br>New York, NY 10003                      | 501 (C) 3 | To facilitate access to information and increase public understanding of foundations and philanthropy                                                                                                                                                | 9,000     |
| Grantmakers for Children, Youth & Families           | 8757 Georgia Avenue, Suite 540<br>Silver Springs, MD 20910 | 501 (C) 3 | To support educational services, resources, and forums for information sharing and collaboration among grantmakers and experts in the fields of child welfare, family support, community building, and youth development                             | 1,500     |
| Compass Point Nonprofit Services                     | 731 Market Street, Suite 200<br>San Francisco, CA 94103    | 501 (C) 3 | To enhance the nonprofit leadership and organizational development of Zellerbach Family Foundation grantees by underwriting 75 percent of the costs of CompassPoint technical assistance workshops                                                   | 15,000    |
| Northern California Grantmakers                      | 625 Market Street, 15th Floor<br>San Francisco, CA 94105   | 501 (C) 3 | To support participation in a regional organization that provides opportunity for collaborative action and professional development for philanthropic grantmakers                                                                                    | 5,973     |
| Council on Foundations                               | 2121 Crystal Dr., Suite 700<br>Arlington, VA 22202         | 501 (C) 3 | To support participation in a national membership association of grantmaking foundations and corporations                                                                                                                                            | 14,468    |
| Partners in Health                                   | 888 Commonwealth Avenue, 3rd Floor<br>Boston, MA 02215     | 501 (C) 3 | To support earthquake disaster relief in Haiti                                                                                                                                                                                                       | 10,000    |

TOTAL GRANT SUPPORT

57,341

TOTAL GRANTS

4,678,477

**ZELLERBACH FAMILY FOUNDATION (94-6069482)  
 DETAIL OF COMMUNITY ARTS PROGRAM GRANTS  
 ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 2010**

| <b>Fiscal Agent</b>                      | <b>Fiscal Agent Address</b>                            | <b>Purpose of Grant</b>                                                                                                        | <b>Amount</b> |
|------------------------------------------|--------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------|
| 20th Century Forum                       | P O Box 194651<br>San Francisco, CA 94119              | For the <i>Switchboard Music Festival</i> .                                                                                    | 1,500         |
| ABADA Capoeira                           | 3221 22nd St<br>San Francisco, CA 94110                | For <i>Bound Together</i> , Alayo Dance with Aguas Da Bahia.                                                                   | 1,500         |
| ABADA Capoeira San Francisco             | 3221 22nd St<br>San Francisco, CA 94110                | For the <i>6th Spint of Brazil</i> performance series                                                                          | 2,000         |
| Advaita/Kala Art Institute               | 1060 Heinz Ave.<br>Berkeley, CA 94710                  | For the Artists' Annual Exhibition                                                                                             | 2,000         |
| African American Art and Culture Complex | 762 Fulton St Suite 300<br>San Francisco, CA 94115     | For the <i>Afro Solo Theater Festival</i>                                                                                      | 5,000         |
| Alice Arts and Literacy                  | 725 Washington St Suite 201<br>Oakland, CA 94607       | For <i>Burning Libraries</i> , a performance work that illuminates the lives of minority and immigrant communities of Oakland. | 1,500         |
| Anne Bluethenthal Dancers                | 4027 Cesar Chavez<br>San Francisco, CA 94131           | For Folawole to perform new dance                                                                                              | 4,000         |
| Anne Bluethenthal Dancers                | 4027 Cesar Chavez<br>San Francisco, CA 94131           | For development of <i>They Are All Our Daughters</i>                                                                           | 2,500         |
| API Cultural Center                      | 388 9th Street Suite 290<br>Oakland, CA 94607          | For Ong Dance, <i>Saltdoll</i> , Korean poems and Indian parables.                                                             | 3,000         |
| Arab Cultural and Community Center       | 2 Plaza St<br>San Francisco, CA 94116                  | For the <i>Arab Cultural Festival</i>                                                                                          | 2,000         |
| Arab Film Festival                       | 300 Brannan St Suite 508<br>San Francisco, CA 94107    | For the Arab Film Festival                                                                                                     | 2,000         |
| Art of the Matter                        | 3288 21st Street Suite 71<br>San Francisco, CA 94110   | For <i>Men Think They Are Better Than Grass</i> , continuing ecological dance series.                                          | 5,000         |
| Art re Grup/The Lab                      | 2948 Sixteenth St<br>San Francisco, CA 94103           | For Me'di ate, for <i>Soundwave</i> , a sound arts festival.                                                                   | 4,000         |
| art re grup/TheLab                       | 2948 16th Street<br>San Francisco, CA 94103            | For <i>Ten Days</i> , a new theater and opera.                                                                                 | 3,000         |
| art re grup/TheLab                       | 2948 16th St<br>San Francisco, CA 94103                | For collaboration between local and international dance companies                                                              | 1,500         |
| ArtSpan                                  | 934 Brannan St<br>San Francisco, CA 94103              | For the 2010 Open Studios Guide                                                                                                | 2,000         |
| Asian American Women Artists             | 1890 Bryant St Suite 302<br>San Francisco, CA 94110    | For a publication to showcase the art of the project <i>A Place of Her Own</i>                                                 | 3,500         |
| Asian Improv Arts                        | 44 Montgomery St Suite 2310<br>San Francisco, CA 94104 | To commission 4 movements <i>Suite Taglish</i> to premiere in: Talking Filipino/American.                                      | 2,500         |

**ZELLERBACH FAMILY FOUNDATION (94-6069482)  
DETAIL OF COMMUNITY ARTS PROGRAM GRANTS  
ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 2010**

| <b>Fiscal Agent</b>                                        | <b>Fiscal Agent Address</b>                             | <b>Purpose of Grant</b>                                                                         | <b>Amount</b> |
|------------------------------------------------------------|---------------------------------------------------------|-------------------------------------------------------------------------------------------------|---------------|
| Asian Improv Arts                                          | 44 Montgomery St Suite 2310<br>San Francisco, CA 94104  | For Lenora Lee, <i>Passages</i> .                                                               | 1,500         |
| Asian Improv Arts                                          | 44 Montgomery St, Suite 2310<br>San Francisco, CA 94104 | For Kat Parra and <i>The Sephardic Music Experience</i>                                         | 2,000         |
| Asian Pacific Islander Cultural Center                     | 934 Brannan St.<br>San Francisco, CA 94103              | For a musical collaboration with the African American Cultural Center, titled <i>Connecting</i> | 1,500         |
| Au Co Vietnamese Cultural Center                           | P O Box 347042<br>San Francisco, CA 94134               | For the <i>Generations</i> , performances in celebration of the Vietnamese New Year.            | 3,000         |
| Aurora Theatre Company                                     | 2081 Addison St<br>Berkeley, CA 94704                   | For <i>Speech and Debate</i>                                                                    | 3,000         |
| Axis Dance                                                 | 1428 Alice St # 200<br>Oakland, CA 94612                | For new work, a collaboration Titled <i>ODD</i> .                                               | 5,000         |
| Ballet Afsaneh Art and Culture Society                     | P O Box 1104<br>Woodacre, CA 94973                      | For the <i>Minam's Well Project</i> , dance and music.                                          | 2,500         |
| Bay Area Boncuas                                           | 2529 Grande Vista Ave<br>Oakland, CA 94601              | For Rico Pabon and Shefali Shah to perform Puerto Rican music and dance                         | 1,500         |
| Berkeley Art Center                                        | 1275 Walnut St<br>Berkeley, CA 94709                    | For an exhibition of the work of six extraordinary local artists                                | 4,000         |
| Berkeley Society for the Preservation of Traditional Music | 2020 Addison St<br>San Francisco, CA 94704              | For the <i>Berkeley Old Time Music Convention</i>                                               | 3,000         |
| Berkeley Symphony                                          | 1942 University Ave Suite 207<br>Berkeley, CA 94704     | For opening concert fall 2010                                                                   | 2,000         |
| Bindlestiff Studio                                         | 1072 Folsom St Suite 470<br>San Francisco, CA 94103     | For the <i>Stones High Theater Project</i> .                                                    | 4,000         |
| Bird and Beckett Cultural Legacy Project                   | 653 Chenery St<br>San Francisco, CA 94131               | For <i>Which Way West</i> , a local presentation of global music.                               | 3,000         |
| Brasarte                                                   | 1901 San Pablo Ave<br>Berkeley, CA 94702                | For <i>Falando</i> by the John Santos Sextet                                                    | 7,500         |
| California Institute of Integral Studies                   | 1453 Mission St, 4th fl<br>San Francisco, CA 94103      | For the <i>Chica Chic</i> multifaceted Chicana artists exhibition                               | 4,000         |
| Camino Flamencos Company                                   | 26 7th St, 5th floor<br>San Francisco, CA 94103         | For <i>Los Flamencos de la Bodega</i>                                                           | 4,000         |
| Capacitor Performance                                      | 645 Haight St # 11<br>San Francisco, CA 94117           | For <i>The Ocean Project</i> .                                                                  | 2,000         |
| Cartoon Art Museum                                         | 655 Mission St<br>San Francisco, CA 94105               | For the Small Press Spotlight Program                                                           | 1,000         |

**ZELLERBACH FAMILY FOUNDATION (94-6069482)  
DETAIL OF COMMUNITY ARTS PROGRAM GRANTS  
ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 2010**

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|-----------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------|---------------|
| Center for the Art of Translation | 35 Stillman St ,Ste 201<br>San Francisco, CA 94107  | For the <i>Lit and Lunch</i> , daytime series, celebrating S F 's literary cultural heritage | 2,000         |
| Central Works                     | P O Box 9771<br>Berkeley, CA 94709                  | For the modern version of <i>Penelope's Odyssey</i>                                          | 2,500         |
| Chamber Music Partnership         | 196 Ripley St.<br>San Francisco, CA 94110           | For Left Coast Chamber Ensemble to commission 2 composers to compose new work                | 1,000         |
| Chinese Culture Foundation        | 750 Kearny St 3rd floor<br>San Francisco, CA 94108  | For the exhibition <i>Departure</i> , part of the Fresh and Sharp series.                    | 3,000         |
| Chitresh Das Dance Co             | 32 St Charles Ave<br>San Francisco, CA 94132        | For performance of, <i>Traditions Engaged</i>                                                | 4,500         |
| Circuit Network                   | 499 Alabama St # 203<br>San Francisco, CA 94110     | For the Pamela Z program, <i>ROOM</i> , new music.                                           | 2,000         |
| Circuit Network                   | 499 Alabama St # 203<br>San Francisco, CA 94110     | For Beth Custer to compose live sound-tracks for 3 silent films                              | 1,500         |
| Circuit Network                   | 499 Alabama St Suite 203<br>San Francisco, CA 94110 | For the <i>San Francisco Electronic Music Festival</i> at Brava Theater.                     | 3,500         |
| Circuit Network                   | 499 Alabama St ,Ste 203<br>San Francisco, CA 94110  | For Ledoh/Salt Farm in <i>Gush</i> .                                                         | 2,000         |
| Climate Theater                   | 89 Theresa St<br>San Francisco, CA 94112            | For <i>The Man of Rock</i> with new music.                                                   | 1,000         |
| Composers Inc                     | P O Box 194552<br>San Francisco, CA 94119           | To present local composers and local musicians                                               | 1,500         |
| CounterPulse                      | 1310 Mission St<br>San Francisco, CA 94103          | For <i>Harmony of the Spheres</i> , Scott Wells Dance.                                       | 5,000         |
| CounterPulse                      | 1310 Mission St<br>San Francisco, CA 94103          | For <i>Facts, Natural Fiction</i> , Paige Sorvillo Dance, blindsight.                        | 3,000         |
| CounterPulse                      | 1310 Mission St<br>San Francisco, CA 94103          | For <i>Blackbird</i> , encompassing, dance, music, theater and puppetry.                     | 4,000         |
| CounterPulse                      | 1310 Mission St<br>San Francisco, CA 94103          | For Sleepwalkers Theatre, <i>This World is Good</i>                                          | 1,500         |
| CounterPulse                      | 1310 Mission St<br>San Francisco, CA 94110          | For new dance work, <i>Turbulence</i> , by Circo Zero                                        | 3,000         |
| CounterPulse                      | 1310 Mission St<br>San Francisco, CA 94110          | For the <i>Too Much!</i> Dance Festival                                                      | 2,000         |
| CounterPulse                      | 1310 Mission St.<br>San Francisco, CA 94103         | For the <i>CounterPulse AIR Program</i> of performances.                                     | 5,000         |
| Croatian Cultural Center          | 60 Onondaga Ave<br>San Francisco, CA 94112          | For the <i>Festival of Mandolins</i> 2010.                                                   | 3,500         |
| Crosspulse Inc                    | P O Box 3388<br>Oakland, CA 94609                   | For the <i>International Body Music Festival Concert</i>                                     | 2,000         |

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|------------------------|------------------------------------------------------|-------------------------------------------------------------------------------|---------------|
| Crowded FireTheater Co | 548 Market St #33990<br>San Francisco, CA 94104      | For <i>Forever Never Comes</i>                                                | 3,000         |
| Cutting Ball Theater   | 141 Taylor Street<br>San Francisco, CA 94102         | For <i>Diadem and Bone to Pick</i> at the Exit.                               | 3,000         |
| Dance Art              | 775 E. Blithedale Ave # 351<br>Mill Valley, CA 94941 | For the 19th Annual West Wave Dance Festival                                  | 5,000         |
| Dance Brigade          | 3316 24th St<br>San Francisco, CA 94110              | For <i>Carmina Burana</i><br><i>Revisited/Rebuked</i> by Labayen Dance.       | 1,000         |
| Dance Brigade          | 3316 24th St<br>San Francisco, CA 94110              | For <i>Yes, Sweet Can</i> , theater work.                                     | 1,500         |
| Dance Brigade          | 3316 24th St<br>San Francisco, CA 94110              | For the 1st Maikaze Daiko Festival of Percussion                              | 1,000         |
| Dance Brigade          | 3316 24th St<br>San Francisco, CA 94110              | For the ManiFestival, <i>Like Oil and Water: From Gaza to the Gulf</i>        | 2,000         |
| Dance Brigade          | 3316 24th Street<br>San Francisco, CA 94110          | For the Cuba Canbe Festival of Dance and Music                                | 6,000         |
| Dance Elixir           | 737 2nd St #403<br>Oakland, CA 94607                 | For <i>Thieves</i> , dance.                                                   | 2,000         |
| DanceArt, Inc          | 775 E Blithedale Ave # 351<br>Mill Valley, CA 94941  | For <i>Columbia Chasing</i> , Brittany Brown Ceres dance.                     | 1,500         |
| Dancers Group          | 1360 Mission St Suite 200<br>San Francisco, CA 94103 | For <i>Eggs</i> , Hudson Dance Co.                                            | 1,000         |
| Dancers Group          | 1360 Mission St Suite 200<br>San Francisco, CA 94103 | For <i>Priyanga Dance, Abinaya Nava Rasa</i>                                  | 1,000         |
| Dancers Group          | 1360 Mission St Suite 200<br>San Francisco, CA 94103 | For <i>Post Ballet, Concert One</i>                                           | 1,000         |
| Dancers Group          | 1360 Mission St Suite 200<br>San Francisco, CA 94103 | For <i>Dance/Theater Shannon, Move(ment) Festival</i>                         | 1,000         |
| Dancers Group          | 1360 Mission St Suite 200<br>San Francisco, CA 94103 | For <i>Intermediate Levels of Disturbance</i> , Gretchen Garnett and Dancers. | 1,000         |
| Dancers Group          | 1310 Mission St<br>San Francisco, CA 94103           | For <i>Sins Invalids</i> , new theater work at Project Artaud                 | 3,000         |
| Dancers Group          | 1310 Mission St<br>San Francisco, CA 94103           | For <i>White Noise</i> , Amy Seiwart dance with Imijre.                       | 5,000         |
| Dancers Group          | 1310 Mission St<br>San Francisco, CA 94103           | For <i>Fat Chance Belly Dance, Devotion The Harvest</i>                       | 2,000         |
| Dancers Group          | 1310 Mission St<br>San Francisco, CA 94103           | For <i>Rooms</i> , Stephen Pelton Dance.                                      | 3,000         |
| Dancers Group          | 1360 Mission St Suite 200<br>San Francisco, CA 94103 | For <i>Bay Area Celebrates National Dance Week</i>                            | 6,000         |
| Dancers Group          | 1360 Mission St Suite 200<br>San Francisco, CA 94103 | For <i>Dance Continuum's Home Season</i> .                                    | 1,500         |

**ZELLERBACH FAMILY FOUNDATION (94-6069482)**  
**DETAIL OF COMMUNITY ARTS PROGRAM GRANTS**  
**ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 2010**

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|-------------------------------------|------------------------------------------------------------------|----------------------------------------------------------------------------------|---------------|
| Dancers Group                       | 1360 Mission St Suite 200<br>San Francisco, CA 94103             | For Punkki Co <i>Waltzing to Nothingness</i>                                     | 1,000         |
| Dancers Group                       | 1360 Mission St Suite 200<br>San Francisco, CA 94103             | For Pythia <i>Tender Switch</i>                                                  | 1,500         |
| Dancers Group                       | 1360 Mission St Suite 200<br>San Francisco, CA 94103             | For Mary Armentrout <i>The Woman Invisible to Herself</i>                        | 1,000         |
| Dancers Group                       | 1360 Mission St Suite 200<br>San Francisco, CA 94103             | For RAWdance, <i>Hiding in the Spaces Between</i>                                | 3,000         |
| Dancers Group                       | 1360 Mission St Suite 200<br>San Francisco, CA 94103             | For the <i>In Dance</i> newspaper, a service to the dance community.             | 6,000         |
| Dancers Group                       | 1360 Mission St Suite 200<br>San Francisco, CA 94103             | For Sha Sha Higby <i>Golden Glass Twin</i>                                       | 2,500         |
| Dancers Group                       | 1360 Mission St Suite 200<br>San Francisco, CA 94103             | For the new <i>Central Market Arts Festival</i>                                  | 1,500         |
| Dancers Group                       | 1360 Mission St<br>San Francisco, CA 94103                       | For Lisa Townsend's dance, <i>Any of It Anymore</i>                              | 1,000         |
| Dancers Group                       | 1360 Mission St<br>San Francisco, CA 94103                       | For Em Space, a new work, music, theater, dance                                  | 1,500         |
| Dancers Group                       | 1360 Mission St<br>San Francisco, CA 94103                       | For the <i>S F Hip Hop Dance Festival</i>                                        | 3,000         |
| Dancers Group                       | 1360 Mission St, Ste 200<br>San Francisco, CA 94103              | For Tanya Bello's <i>Project B</i> , dance.                                      | 1,000         |
| Dancers Group                       | 1360 Mission St, Ste 200<br>San Francisco, CA 94103              | For Kelly Kemp's <i>Imaginary Me</i>                                             | 1,000         |
| Dancers Group                       | 1360 Mission St, Ste 200<br>San Francisco, CA 94103              | For Shift Dance for <i>Every Atom Belonging to Me</i>                            | 1,000         |
| Dancers Group                       | 1360 Mission St, Ste 200<br>San Francisco, CA 94103              | For Navarrete & Kajiyama <i>Atlacualo-The Ceasing of Water</i>                   | 2,000         |
| Dancers Group                       | 1360 Mission St, Ste 200<br>San Francisco, CA 94103              | For Huckabay McAllister Dance, new work, focused on electricity                  | 1,500         |
| Del Sol Performing Arts             | 754 46th Ave<br>San Francisco CA 94121                           | For <i>Shades</i> , the fall 2010 Home Season.                                   | 5,000         |
| Diamano Coura West African Dance Co | 1428 Alice St., Ste 201<br>Oakland, CA 94612                     | For the <i>Collage des Cultures Africaines Festival</i>                          | 4,500         |
| Dimensions Dance                    | 1428 Alice St. Suite 308<br>Oakland, CA 94612-4068               | For <i>Catalyst/One By One</i> , new dance and music.                            | 5,000         |
| Dimensions Dance                    | 1428 Alice St Suite 308<br>Oakland, CA 94612                     | For Alseny Soumah's <i>SONA</i> , dance-theater work based on African folk tale. | 2,500         |
| Door Dog Music                      | 1007 General Kennedy Ave<br>Suite 215<br>San Francisco, CA 94129 | For the <i>S F World Music Festival</i>                                          | 4,000         |
| Earplay                             | P O Box 192125<br>San Francisco, CA 94119-2125                   | For the Earplay 25th Anniversary performances                                    | 4,500         |

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 DETAIL OF COMMUNITY ARTS PROGRAM GRANTS  
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|---------------------------------------------|----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|---------------|
| Epiphany Dance                              | 889 DeHaro St<br>San Francisco, CA 94107           | For the <i>7th Annual Trolley Dances</i>                                                                          | 6,500         |
| Eth Noh Tec                                 | 977 So Van Ness Ave<br>San Francisco, CA 94110     | For creation of 12 new stories for the monthly salons                                                             | 1,500         |
| Everyday Magic, Inc                         | 220 Middlefield Drive<br>San Francisco, CA 94132   | For <i>Rassemble!</i> Haitian Arts and Culture Festival, by Rara Tou Limen                                        | 7,500         |
| Exit Theatre                                | 156 Eddy St<br>San Francisco, CA 94102             | For the Annual <i>S F Fringe Theater Festival</i>                                                                 | 5,000         |
| FACT/SF                                     | 1310 Mission St<br>San Francisco, CA 94103         | For the <i>Consumption Series</i> , dance.                                                                        | 1,000         |
| Fifth Stream Music                          | 1881 Sutter St # 312<br>San Francisco, CA 94115    | To commission new work <i>San-ju</i> to celebrate Antony Browns 30 years of composing and performing fusion jazz. | 2,500         |
| First Voice                                 | 41 A Parsons St<br>San Francisco, CA 94118         | <i>A Dancer's Prayer</i> , for their Home Season.                                                                 | 2,000         |
| FoolsFury                                   | 131 10th St. Third Flr.<br>San Francisco, CA 94103 | For the <i>Fury Factory Festival</i> of ensemble theater                                                          | 2,000         |
| Footloose Dance                             | P. O Box 885393<br>San Francisco, CA 94188         | For <i>Anthem</i> , by the S F Moving Men                                                                         | 2,000         |
| Fremont Symphony                            | P O Box 104<br>Fremont, CA 94537                   | For the performance of <i>Final Light</i>                                                                         | 1,000         |
| Fresh Meat Productions                      | 375 27th St # A<br>San Francisco, CA 94131-2011    | For the 2010 <i>Fresh Meat Dance Festival</i>                                                                     | 5,000         |
| Friends of the San Francisco Public Library | 391 Grove St<br>San Francisco, CA 94102            | Poetry from various districts of San Francisco, resulting in grand finale at Koret Auditorium, Main Library       | 2,000         |
| Gadung Kasturi Balinese Dance and Music     | P O Box 5449<br>Richmond, CA 94805                 | For <i>Keep Her Safe, Please!</i> Chinese and Indonesian music and dance                                          | 2,500         |
| Galena de la Raza                           | 2857 24th St<br>San Francisco, CA 94110            | For the <i>Las Mujeres Maravilla</i> program.                                                                     | 1,500         |
| Galena de la Raza                           | 2857 24th St<br>San Francisco, CA 94110            | For the 40th year of artistic programming                                                                         | 3,000         |
| Gamelan Sekar Jaya                          | 4803 Shattuck Ave<br>Oakland, CA 94609             | For the creation of <i>The Creatures of Balinese Mythology</i>                                                    | 2,500         |
| Garrett & Moulton Productions               | 351 Shotwell St<br>San Francisco, CA               | For <i>Street Angels</i> , dance theater.                                                                         | 3,500         |
| Genryu Arts                                 | P O Box 15282<br>San Francisco, CA 94115           | For <i>Rabbit in the Moon</i> , dance and music.                                                                  | 3,000         |
| Global Women Intact                         | 1928 Ellis St<br>San Francisco, CA 94115           | For the <i>San Francisco African Dance and Drum Festival</i>                                                      | 2,500         |

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 ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 2010**

| <b>Fiscal Agent</b>                | <b>Fiscal Agent Address</b>                       | <b>Purpose of Grant</b>                                                                                            | <b>Amount</b> |
|------------------------------------|---------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|---------------|
| Golden Thread Productions          | 499 Alabama St<br>San Francisco, CA 94110         | For collaboration with the Asian-American Theater Co , <i>Language Rooms</i>                                       | 3,500         |
| Hope Mohr Dance                    | P O Box 225237<br>San Francisco, CA 94122         | For the dance, <i>Unsayable</i>                                                                                    | 1,000         |
| Idns Ackamoor and Cultural Odyssey | 762 Fulton St, Ste 306<br>San Francisco, CA 94102 | For the performances, <i>Women of Calypso</i>                                                                      | 3,000         |
| Independent Arts & Media           | P O Box 420442<br>San Francisco, CA 94142         | For <i>Paul Revere's Horse</i> , a literary journal.                                                               | 1,000         |
| Independent Arts and Media         | P O Box 420442<br>San Francisco, CA 94142         | For Circus Bella's <i>Gotcha!</i>                                                                                  | 2,500         |
| Independent Arts and Media         | P O Box 420442<br>San Francisco, CA 94142         | For the 2010 <i>Expo for Independent Artists</i>                                                                   | 1,500         |
| Intersection                       | 446 Valencia St<br>San Francisco, CA 94103        | For Spinning Yarns Dance, <i>Fragile Surrender/Bold Escape</i>                                                     | 2,500         |
| Intersection                       | 446 Valencia St<br>San Francisco, CA 94103        | For <i>Buried in the Body of Remembrance</i> , Secos and Mojados.                                                  | 3,000         |
| Intersection                       | 446 Valencia St<br>San Francisco, CA 94103        | For the <i>Bowls Project</i> , by Charming Hostess, at Yerba Buena Gardens                                         | 3,500         |
| Intersection                       | 446 Valencia St<br>San Francisco, CA 94103        | For <i>Jazz at Intersection</i>                                                                                    | 6,500         |
| Intersection                       | 446 Valencia St<br>San Francisco, CA 94103        | For Carolina Luga, Spanish Dance Theatre, <i>Rhythmic Pulses</i>                                                   | 7,000         |
| Intersection                       | 446 Valencia St<br>San Francisco, CA 94103        | For a tile mural by Josef Noms.                                                                                    | 5,000         |
| Intersection                       | 446 Valencia St<br>San Francisco, CA 94103        | For the Book and Wheel works project, <i>Portola Cognito</i> at the Portola Branch library.                        | 5,500         |
| Intersection                       | 446 Valencia St<br>San Francisco, CA 94103        | For <i>Litquake 2010</i> .                                                                                         | 4,000         |
| Intersection                       | 446 Valencia St<br>San Francisco, CA 94103        | For the <i>Mission Creek Music and Arts Festival 2010</i>                                                          | 4,000         |
| Intersection                       | 446 Valencia St<br>San Francisco, CA 94103        | For the <i>San Francisco Black Film Festival</i>                                                                   | 4,000         |
| Intersection                       | 446 Valencia St<br>San Francisco, CA 94103        | For Matt Small, <i>Modern Music Influenced by the Music of the Post-Impressionist Era</i> , at the deYoung Museum. | 2,000         |
| Intersection                       | 446 Valencia St<br>San Francisco, CA 94103        | For Campo Santo's <i>Habibi</i>                                                                                    | 4,000         |
| Intersection                       | 446 Valencia St<br>San Francisco, CA 94103        | For Sara Kraft, <i>Krafty Work, Hyperreal</i>                                                                      | 1,500         |
| Intersection for the Arts          | 446 Valencia St<br>San Francisco, CA 94110        | For <i>Crossroads Insh-American Festival</i> , literary-based festival                                             | 3,000         |
| Intersection for the Arts          | 446 Valencia St<br>San Francisco, CA 94110        | For <i>Tree City Legends</i>                                                                                       | 4,000         |

**ZELLERBACH FAMILY FOUNDATION (94-6069482)  
 DETAIL OF COMMUNITY ARTS PROGRAM GRANTS  
 ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 2010**

| <b>Fiscal Agent</b>                      | <b>Fiscal Agent Address</b>                                      | <b>Purpose of Grant</b>                                                                        | <b>Amount</b> |
|------------------------------------------|------------------------------------------------------------------|------------------------------------------------------------------------------------------------|---------------|
| Jewish Community Center of San Francisco | 3200 California St<br>San Francisco, CA 94118                    | For <i>The Whole Megillah</i> , a new comedic theater piece                                    | 1,000         |
| Jewish Community Center of the East Bay  | 1414 Walnut Street<br>Berkeley, CA 94709                         | For the Dan Plosney's Bar Mitzvah and Dandelion Dance collaboration                            | 3,000         |
| Joe Goode Performance Group              | 1007 General Kennedy Ave<br>Suite 209<br>San Francisco, CA 94129 | To re-mount <i>Traveling Light</i> .                                                           | 6,000         |
| Kearny Street Workshop                   | P O Box 14545<br>San Francisco, CA 94114-0545                    | For the <i>Intergenerational Writers Lab</i> and <i>AMATE: Women's Painting Stories Series</i> | 4,000         |
| Kitka                                    | 1201 Martin Luther King Jr. Way<br>Oakland, CA 94612             | For <i>Singing Through the Darkness</i> , new work.                                            | 5,000         |
| Korean American Community Center         | 745 Buchanan St<br>San Francisco, CA 94102                       | For the <i>Korean Day Festival</i> 2010.                                                       | 3,000         |
| Korean Community Center for the East Bay | 4390 Telegraph Ave Suite A<br>Oakland, CA 94609                  | To commission new music work <i>Sea Wind</i> by Hyo Shin-Na.                                   | 5,000         |
| Kulintang Arts                           | 474 Faxon Ave<br>San Francisco, CA 94112                         | For the 25th Anniversary Kularts Arts Presents Series                                          | 6,000         |
| Kunst-stoff                              | 927 Market St, 5th floor<br>San Francisco, CA 94103              | For the new mini-festival of dance at Z Space, <i>Kunststoffarts</i>                           | 6,000         |
| La Pena Cultural Center                  | 3105 Shattuck Ave<br>Berkeley, CA 94705                          | For a series, <i>Flamenco at the Crossroads</i>                                                | 5,000         |
| La Pena Cultural Center                  | 3105 Shattuck Ave<br>Berkeley, CA 94705                          | For <i>The Victor in Shadow</i> Project.                                                       | 3,000         |
| La Pena Cultural Center                  | 3105 Shattuck Ave<br>Berkeley, CA 94705                          | For the <i>Embodiment Project</i>                                                              | 1,500         |
| La Pocha Nostra                          | 657 Mission St. Suite 200<br>San Francisco, CA 94105             | For <i>Strange Democracy</i>                                                                   | 4,000         |
| Levy Dance                               | 19 Heron St<br>San Francisco, CA 94103                           | For dance, <i>Our Body Remembers</i> .                                                         | 3,000         |
| Likha Pilipino Folk Ensemble             | P O Box 170601<br>San Francisco, CA 94117                        | For the <i>Asia On Stage</i> performances.                                                     | 3,000         |
| Liss Fain Dance                          | 26 Seventh St 5th floor<br>San Francisco, CA 94103               | For <i>After Thoughts</i>                                                                      | 2,500         |
| Lobster Theater Project                  | 2101 Folsom St<br>San Francisco, CA 94110                        | For <i>KML Goes Undercover</i>                                                                 | 3,500         |
| Loco Bloco Drum and Dance Ensemble       | 3543 18th St # 20<br>San Francisco, CA 94110                     | For the <i>International Women's Day</i> performances                                          | 2,500         |
| Margaret Jenkins Dance Co                | 149 9th St. Suite 300<br>San Francisco, CA 94103                 | For collaboration on <i>Light Moves</i>                                                        | 3,000         |
| Margaret Jenkins Dance Co                | 149 9th St. Suite 300<br>San Francisco, CA 94103                 | For N. Simonse and T. Eckert, for <i>Shared Space</i> .                                        | 1,500         |
| Mark Foehringer Dance                    | 798 Ashbury St<br>San Francisco, CA 94117                        | For new work, <i>Dracula</i>                                                                   | 2,000         |

**ZELLERBACH FAMILY FOUNDATION (94-6069482)**  
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|-----------------------------------------|-------------------------------------------------------|-------------------------------------------------------------------------------------------|---------------|
| Mixed Bag Productions                   | 499 Alabama St Suite 202<br>San Francisco, CA. 94110  | For <i>Tribes</i> , Sara Shelton Mann of Contraband.                                      | 5,000         |
| Museum of Craft and Folk Art            | 51 Yerba Buena Lane<br>San Francisco, CA 94103        | For <i>Volver Mexican Folk Art Into Play</i>                                              | 2,000         |
| Museum of Performance and Design        | 401 Van Ness Ave Suite 402<br>San Francisco, CA 94102 | For <i>More Life</i> , a twentieth year retrospective on the play Angels in America.      | 2,500         |
| Museum of the African Diaspora          | 685 Mission St<br>San Francisco, CA 94105             | For see think dance, <i>Dancefirst!</i>                                                   | 2,000         |
| Music at the Mission                    | 43575 Mission Blvd #523<br>Fremont, CA 94539          | For the <i>Old World, New World</i> concert.                                              | 1,000         |
| Musical Traditions                      | 333 Valencia St Suite 301<br>San Francisco, CA 94103  | For concerts by Paul Dreschers Ensemble, Double Duo                                       | 5,000         |
| Na Lei Hulu I Ka Wekiu                  | 1527 20th St<br>San Francisco, CA 94107               | In honor of the 25th anniversary production                                               | 7,500         |
| New Century Chamber Orchestra           | 665 Third St, Suite 200<br>San Francisco, CA 94107    | For the <i>Sea to Shining Sea</i> concerts.                                               | 1,000         |
| NexMap                                  | 3145 Geary Blvd Suite 705<br>San Francisco, CA 94118  | For <i>Binary Cities Biennale 2010</i> focused on 4 local musicians.                      | 3,000         |
| Noe Valley Chamber Music                | 1021 Sanchez St<br>San Francisco, CA 94114            | For the new <i>neo@noe</i> , new concerts of contemporary chamber music                   | 2,000         |
| Oakland Interfaith Gospel Choir         | 655 13th St Suite 301<br>Oakland, CA 94612            | To create, develop, perform, 2 new gospel compositions by T Kelly                         | 1,500         |
| Oakland Museum of California Foundation | 1000 Oak St<br>Oakland, CA 94607                      | For the Second Sundays Program of performance tied to exhibitions                         | 5,000         |
| ODC Theater                             | 351 Shotwell St<br>San Francisco, CA 94110            | For the Liberation Dance Theater, <i>Brothers For Change</i> at Yoshi's in the Fillmore.  | 3,500         |
| ODC Theater                             | 351 Shotwell St<br>San Francisco, CA 94110            | For the inaugural season of <i>Cornerstone Events</i> at ODC.                             | 4,000         |
| ODC Theater                             | 3153 17th St<br>San Francisco, CA 94110               | <i>Ledges and Bones</i> dance                                                             | 4,000         |
| ODC Theater                             | 3153 17th St<br>San Francisco, CA 94110               | For the <i>Black Choreographers Dance Festival Here and Now</i>                           | 5,000         |
| Old First Concerts                      | 1751 Sacramento St<br>San Francisco, CA 94109         | Concert with combined a variety of styles, including Western, Chinese, Korean instruments | 1,500         |
| Other Minds                             | 333 Valencia St Suite 303<br>San Francisco, CA 94103  | For a new composition for annual festival                                                 | 2,000         |
| Outsound Presents                       | 755 O'Farrell St # 51<br>San Francisco, CA 94109      | For the <i>Outsound Music Festival 2010</i>                                               | 2,500         |

**ZELLERBACH FAMILY FOUNDATION (94-6069482)  
 DETAIL OF COMMUNITY ARTS PROGRAM GRANTS  
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|-------------------------|---------------------------------------------------|----------------------------------------------------------------------------------------------------------|---------------|
| Parallele Ensemble      | 50 Oak St<br>San Francisco, CA 94102              | To premiere P. Glass' <i>Orphee</i> .                                                                    | 2,000         |
| PEN Oakland             | P O Box 71268<br>Oakland, CA 94612                | For a <i>Literary Legacy Series</i> in collaboration with the Main Branch of the Oakland Public Library. | 3,000         |
| Playground              | 268 Bush St Suite 2912<br>San Francisco, CA 94104 | To commission six new full-length plays                                                                  | 3,000         |
| Playwrights Foundation  | 1616 16th St Suite 350<br>San Francisco, CA 94103 | For the 2010 <i>Bay Area Playwrights Festival</i>                                                        | 3,500         |
| Playwrights Foundation  | 1616 16th St Suite 350<br>San Francisco, CA 94103 | For Just Theater's <i>Nightmare Play</i>                                                                 | 1,000         |
| Poetry Flash            | 1450 Fourth St # 4<br>Berkeley, CA 94710          | For the Poetry Flash <i>Literary Calendar and Presenting Project</i>                                     | 3,500         |
| Poetry Flash            | 1450 Fourth St # 4<br>Berkeley, CA 94710          | For the annual <i>Watershed Environmental Poetry Festival</i>                                            | 3,000         |
| Precita Eyes Muralists  | 2981 24th St<br>San Francisco, CA 94110           | To add audio programming to the <i>Break the Silence Mural and Arts Project</i>                          | 1,500         |
| Printz Dance Project    | 26 Mohawk Ave<br>Corta Madera, CA 94925           | For new work, <i>The Space Between</i>                                                                   | 2,500         |
| Pro Arts                | 150 Frank H Ogawa Plaza<br>Oakland, CA 94612      | For visual arts programming and exhibitions at Pro Arts                                                  | 4,000         |
| Push Dance Co           | P O Box 421508<br>San Francisco, CA 94142         | For <i>The Great Integration</i> , a chamber hip hop dance opera.                                        | 2,500         |
| Q C C                   | 934 Brannan St<br>San Francisco, CA 94103         | For <i>The Natives Are Restless</i> , @ Mama Calizo's Voice Factory                                      | 3,000         |
| Q C C                   | 934 Brannan St<br>San Francisco, CA 94103         | For <i>Formerly Known As</i> by the Army of Lovers.                                                      | 3,000         |
| Q C C                   | 934 Brannan St<br>San Francisco, CA 94103         | For <i>borderOUT!</i>                                                                                    | 2,000         |
| Q C C                   | 934 Brannan St<br>San Francisco, CA 94103         | For <i>Chronotopia</i> , an exhibition.                                                                  | 3,000         |
| Q C C                   | 934 Brannan St<br>San Francisco, CA 94103         | For the Femina Potens art exhibitions                                                                    | 1,000         |
| QWOCMAP                 | 59 Cook St<br>San Francisco, CA 94118             | For the 6th annual QWOCMAP film festival                                                                 | 4,000         |
| RADAR Productions       | 280 San Carlos Ave<br>San Francisco, CA 94110     | For <i>Old School</i> , a series of literary programs at the S F Public Library, Main Branch.            | 4,000         |
| Rhythmic Concepts Inc   | 2501 Harnson St<br>Oakland, CA 94612              | For the <i>Annual Tribute to Martin Luther King, Jr.</i> with Linda Tillery                              | 4,000         |
| Rhythmix Cultural Works | 2513 Blanding Ave<br>Alameda, CA 94501            | For the <i>Island Arts Festival</i> in Alameda.                                                          | 3,000         |

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|----------------------------------------|---------------------------------------------------------|------------------------------------------------------------------------------------|---------------|
| Richmond Art Center                    | 2540 Barrett Ave<br>Richmond, CA 94804                  | For an exhibition of the work of Oakland native artist, Garry Knox Bennett         | 3,500         |
| Robert Moses' Kin                      | 870 Market St Ste 567<br>San Francisco, CA 94102        | For <i>Fable and Faith</i> , new choreography.                                     | 4,000         |
| San Francisco Chamber Orchestra, Inc   | P O Box 191564<br>San Francisco, CA 94119               | For world premieres of two new musical works                                       | 1,000         |
| San Francisco Chamber Singers          | P O Box 15576<br>San Francisco, CA 94115                | For Volti to present premieres                                                     | 2,000         |
| San Francisco Cinematheque             | 145 Ninth St<br>San Francisco, CA 94103                 | For the Contemporary Cinema Arts series                                            | 1,000         |
| San Francisco Friends of Chamber Music | 3701 Sacramento St<br>San Francisco, CA 94118-1705      | For <i>Flowing Through</i> , a concert of world premieres.                         | 2,000         |
| San Francisco Friends of Chamber Music | 3701 Sacramento St PMB 357<br>San Francisco CA 94118    | For development and premiere of new composition in collaboration with Rova Quartet | 2,000         |
| San Francisco Friends of Chamber Music | 3701 Sacramento St PMB 357<br>San Francisco CA 94118    | For Chamber Music Day                                                              | 2,500         |
| San Francisco Friends of Chamber Music | 3701 Sacramento St , PMB 357<br>San Francisco, CA 94118 | For chamber music, <i>Music and Nature</i> by New Spectrum Ensemble                | 1,000         |
| San Francisco Live Arts                | 1021 Sanchez St<br>San Francisco, CA 94114              | For the 30th anniversary of musical presentations in 2011.                         | 3,000         |
| San Francisco Mime Troupe              | 855 Treat Ave<br>San Francisco, CA. 94110               | For the summer of 2010 show <i>Make or Break</i> .                                 | 7,500         |
| San Francisco Museum of Art + Design   | 550 Sutter St<br>San Francisco, CA 94102                | For the exhibition <i>FourSite 4 artists/4 Materials/ 4 Sites</i>                  | 1,000         |
| San Francisco Parks Trust              | 501 Stanyan St<br>San Francisco, CA 94117               | For the <i>San Francisco Bicycle Music Festival</i>                                | 1,500         |
| San Francisco Playhouse                | 588 Sutter St # 318<br>San Francisco, CA 94102          | For the 2 play/Sandbox Series                                                      | 1,500         |
| San Francisco Theater Festival         | 21 Columbus Ave. Suite 233<br>San Francisco, CA 94111   | For the <i>2010 Theater Festival</i>                                               | 4,000         |
| SEW Productions                        | 777 Jones(at Sutter)<br>San Francisco, CA 94109         | For <i>Fabulation</i> .                                                            | 4,000         |
| Shadowlight Productions                | 22 Chattanooga St<br>San Francisco, CA 94114            | For <i>The Good-For-Nothing Lover</i>                                              | 6,000         |
| Shaw-Anderson Dance Center             | 2704 Alcatraz Ave<br>Berkeley, CA 94705                 | For Nina Haft Dance, <i>Debris/Flows</i>                                           | 2,000         |
| Shotgun Players                        | 1901 Ashby Ave<br>Berkeley, CA 94703                    | For the <i>Salt Plays</i> with original music.                                     | 4,000         |

**ZELLERBACH FAMILY FOUNDATION (94-6069482)**  
**DETAIL OF COMMUNITY ARTS PROGRAM GRANTS**  
**ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 2010**

| <b>Fiscal Agent</b>                                    | <b>Fiscal Agent Address</b>                              | <b>Purpose of Grant</b>                                                                                                | <b>Amount</b> |
|--------------------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|---------------|
| Small Press Literary Arts                              | 1111 8th St<br>San Francisco, CA 94107                   | For the <i>Friday Night Reading Series</i> .                                                                           | 1,000         |
| Society for the Art Publications of the Americas       | 535 Powell St<br>San Francisco, CA 94108                 | For the exhibition series and video and photography series at the Meridian Gallery                                     | 5,000         |
| SomArts                                                | 934 Brannan St<br>San Francisco, CA                      | For <i>Pocha Nostra, It's All a Blur</i>                                                                               | 3,000         |
| Southern Exposure Gallery                              | 3030 20th St<br>San Francisco, CA 94110                  | For the 19th Annual Juned exhibition                                                                                   | 5,000         |
| Speak-Out Institute for Democratic Education & Culture | P O Box 22748<br>Oakland, CA 94609                       | For the <i>Free Land: A Hip Hop Journey</i> by Anel Luckey                                                             | 1,000         |
| Stepology                                              | P O Box 420889<br>San Francisco, CA 94142                | For the Annual Bay Area Rhythm Exchange showcase, tap dancing                                                          | 7,500         |
| The Capoeira Institute                                 | 4135 Piedmont Avenue<br>Oakland, CA 94611                | For the <i>Capoeira Dance festival</i>                                                                                 | 3,000         |
| Theatre Bay Area                                       | 1663 Mission St Suite 525<br>San Francisco, CA 94103     | For the <i>TBA Magazine</i> , a service to the theater community.                                                      | 5,000         |
| Theatre of Yugen                                       | 2840 Manposha St<br>San Francisco, CA 94110              | For Noh Theater work, part of the Kanrin Maru 150th Anniversary Celebration                                            | 3,000         |
| Theatre of Yugen                                       | 2840 Manposha St<br>San Francisco, CA 94110              | For <i>Sorya!</i> , traditional Japanese comedies                                                                      | 2,000         |
| Theatre Rhinoceros                                     | 1360 Mission St # 200<br>San Francisco, CA 94103         | For the play <i>Fighting Mac</i>                                                                                       | 2,000         |
| Thingamajigs                                           | 6114 La Salle Ave #508<br>Oakland, CA 95611              | For the <i>Annual Music for People and Thingamajigs Festival</i>                                                       | 1,000         |
| Third 1 So Asian Independent Film Festival             | P O Box 9123<br>Berkeley, CA 94709                       | For the <i>San Francisco International South Asian Film Festival</i>                                                   | 2,500         |
| US/Japan Cultural Trade Network                        | 1471 Guerrero St Suite 3<br>San Francisco, CA 94110      | For the <i>Mystical Abyss</i> , a collaboration with Native Americans                                                  | 2,500         |
| Vajradhatu                                             | 1231 Stevenson St<br>San Francisco, CA 94103             | For the <i>sf Bardo Project</i>                                                                                        | 3,000         |
| Voice of Roma                                          | P O Box 514<br>Sebastopol, CA 95473                      | For the 2010 <i>International Voice of Roma Day</i> in San Francisco                                                   | 3,500         |
| Voices of Music                                        | 333 Grant Ave, Ste 601<br>San Francisco, CA 94108        | For Voices of Music to perform in several Bay Area locations                                                           | 3,500         |
| West Bay Opera                                         | 201 Genebern Way<br>San Francisco, CA 94112              | For the Contemporary Opera Workshop for new work                                                                       | 2,500         |
| World Arts West                                        | Fort Mason Center, Building D<br>San Francisco, CA 94123 | For creation of collaboration between Fua Dia Congo and Linda Tillery Heritage Choir for the S F Ethnic Dance Festival | 7,500         |

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|----------------------------------|-----------------------------------------------------------|-------------------------------------------------------------------|----------------|
| Wose Community Church of Oakland | 8924 Holly St<br>Oakland, CA 94621                        | West African music and dance,<br><i>Jama Ak Bolo</i>              | 1,000          |
| Yerba Buena Arts and Events      | 760 Howard St<br>San Francisco, CA 94103                  | For the 2010 <i>Latin Jazz Tardeada</i>                           | 6,000          |
| Z Space Studio                   | 499 Alabama St # 450<br>San Francisco, CA 94110           | For <i>The Dresses/Objects Project</i> ,<br>dance and exhibition. | 2,000          |
| Z Space Studio                   | 499 Alabama St # 450<br>San Francisco, CA 94110           | For the play, <i>The Companion Piece</i>                          | 3,000          |
| Zaccho SF Dance Theatre          | 1777 Yosemite Ave Ste 330<br>San Francisco, CA 94124      | For <i>The Monkey and the Devil</i>                               | 3,500          |
| ZAWYA                            | 3150 18th Street Mailbox # 505<br>San Francisco, CA 94110 | For <i>Sufi Border Crossings</i> , music,<br>poetry and dance.    | 4,000          |
| ZYZZYVA                          | P O Box 590069<br>San Francisco, CA 94159                 | For three issues of ZYZZYVA                                       | 3,000          |
| <b>2010</b>                      | <b>Grand Total</b>                                        |                                                                   | <b>720,000</b> |

**ZELLERBACH FAMILY FOUNDATION (94-6069482)  
SCHEDULE OF GRANTS APPROVED AND UNPAID IN 2010**

| Grantee Fiscal Agent                             | Address                                                      | Status     | Purpose of Grant                                                                                                                                                                                                                                                      | Approved<br>Unpaid |
|--------------------------------------------------|--------------------------------------------------------------|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| Community Arts Program                           |                                                              | 501 (C) 3  | Fund small community arts organizations in the San Francisco Bay Area for the creation and presentation of works in the areas of theater, dance, poetry, music, exhibits, and festivals                                                                               | 500,000            |
| Friends Outside                                  | P O Box 4085<br>Stockton, CA 95204                           | 501 (C) 3  | To support networking, educational, and program activities of a collaboration of public and private agencies working to improve the lives of San Francisco's incarcerated parents and their children                                                                  | 100,000            |
| San Francisco Education Fund                     | 727 Golden Gate Avenue, 2nd Floor<br>San Francisco, CA 94118 | 501 (C) 3  | To support a program that recruits, trains, and manages a pool of volunteer interpreters and translators who facilitate the engagement of limited-English proficient parents in the San Francisco Unified School District                                             | 50,000             |
| Women's Access to Gain Economic Security         | 1904 Franklin Street, Suite 801<br>Oakland, CA 94612         | 501 (C) 3  | To create employment and business ownership opportunities for low-income immigrant women through the formation of environmentally-safe housekeeping cooperatives                                                                                                      | 50,000             |
| Canal Alliance                                   | 91 Larkspur Street<br>San Rafael, CA 94901                   | 501 (C) 3  | To provide a variety of immigration services and community outreach about immigration matters to immigrants and refugees residing in Marin and other northern California Counties                                                                                     | 35,000             |
| Grantmakers Concerned with Immigrants & Refugees | P O Box 1100<br>Sebastopol, CA 95473                         | 501 (C) 3  | To support the Bay Area activities of a statewide project that engages foundations, United Ways, and local and county governments in efforts to develop and invest in strategies that advance the integration of immigrants and refugees at the local and state level | 50,000             |
| Regents of the University of California          | 2150 Shattuck Avenue<br>Berkeley, CA 94704                   | Government | To support the completion of the Meyer Sound Constellation sound system in Zellerbach Hall                                                                                                                                                                            | 100,000            |
| Trustees, University of Pennsylvania             | 3680 Walnut Street<br>Philadelphia, PA 19104                 | 501 (C) 3  | To update the sound and lighting systems of the Harold L. Zellerbach Theatre                                                                                                                                                                                          | 90,000             |
| <b>TOTAL GRANTS</b>                              |                                                              |            |                                                                                                                                                                                                                                                                       | <b>975,000</b>     |

# 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<br><br>File by the due date for filing your return. See instructions. | Name of exempt organization<br><b>THE ZELLERBACH FAMILY FOUNDATION</b>                                                     | Employer identification number<br><b>94-6069482</b> |
|                                                                                     | Number, street, and room or suite no. If a P.O. box, see instructions.<br><b>575 MARKET STREET, NO. 2950</b>               |                                                     |
|                                                                                     | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br><b>SAN FRANCISCO, CA 94105</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-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          |

**ZELLERBACH FAMILY FOUNDATION**

- The books are in the care of ▶ **575 MARKET STREET, SUITE 2950 - SAN FRANCISCO, CA 94105**  
Telephone No. ▶ **415-421-2629** 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>49,573.</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>49,573.</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)

- 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</b>                                                                                                      | <b>Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed). |                                |
| Type or print<br>File by the extended due date for filing your return. See instructions.                            | Name of exempt organization                                                                             | Employer identification number |
|                                                                                                                     | THE ZELLERBACH FAMILY FOUNDATION                                                                        | 94-6069482                     |
|                                                                                                                     | Number, street, and room or suite no. If a P.O. box, see instructions.<br>575 MARKET STREET, NO. 2950   |                                |
| City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br>SAN FRANCISCO, CA 94105 |                                                                                                         |                                |

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.**

### ZELLERBACH FAMILY FOUNDATION

- The books are in the care of **575 MARKET STREET, SUITE 2950 - SAN FRANCISCO, CA 94105**  
Telephone No. **415-421-2629** 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.
- I request an additional 3-month extension of time until **NOVEMBER 15, 2011**.
- For calendar year **2010**, or other tax year beginning ☐, and ending ☐.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension  
**ADDITIONAL TIME IS REQUIRED IN ORDER TO FILE A COMPLETE AND ACCURATE TAX 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>49,573.</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>49,573.</b> |
| <b>c</b> Balance due. 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.

A member of the staff of Deloitte Tax LLP  
555 Mission Street, San Francisco, CA 94105

Signature

Title **ATTORNEY**

Date **7/26/11**