Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , **and ending**

Name of foundation: THE WALLACE ALEXANDER GERBODE FOUNDATION

A Employer identification number: 94-6065226

Number and street (or P O box number if mail is not delivered to street address): 111 PINE STREET

Room/suite: 1515

B Telephone number: 415-391-0911

City or town, state, and ZIP code: SAN FRANCISCO, CA 94111

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 55,816,708.

J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) *(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 ▶ ☐

	Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received	500,000.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	950.	950.		STATEMENT 1
	4	Dividends and interest from securities	800,849.	800,849.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,631,103.			
	b	Gross sales price for all assets on line 6a 17,248,197.				
	7	Capital gain net income (from Part IV, line 2)		1,631,103.		
	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	150,293.	100,437.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	3,083,195.	2,533,339.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	193,700.	7,516.		186,184.
	14	Other employee salaries and wages	186,957.	7,254.		179,703.
	15	Pension plans, employee benefits	111,376.	4,322.		106,445.
	16a	Legal fees STMT 4	250.	0.		250.
	b	Accounting fees STMT 5	30,545.	1,185.		29,360.
	c	Other professional fees STMT 6	307,071.	304,090.		2,981.
	17	Interest				
	18	Taxes STMT 7	43,719.	1,075.		26,643.
	19	Depreciation and depletion	2,475.	0.		
	20	Occupancy	91,806.	0.		91,806.
	21	Travel, conferences, and meetings	12,864.	0.		12,864.
	22	Printing and publications	1,286.	0.		1,286.
	23	Other expenses STMT 8	58,522.	0.		61,616.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,040,571.	325,442.		699,138.
	25	Contributions, gifts, grants paid	1,559,870.			3,118,370.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,600,441.	325,442.		3,817,508.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	482,754.			
	b	**Net investment income** (if negative, enter -0-)		2,207,897.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	81.	192.	192.
	2	Savings and temporary cash investments	977,437.	251,956.	251,956.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable		333,332.	333,332.
	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	52,798.	48,857.	48,857.
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	64,113,169.	54,548,291.	54,548,291.
	14	Land, buildings, and equipment. basis ▶ 82,869.			
		Less accumulated depreciation ▶ 77,346.	8,436.	5,523.	5,523.
	15	Other assets (describe ▶ STATEMENT 11)	597,336.	628,557.	628,557.
	16	**Total assets** (to be completed by all filers)	65,749,257.	55,816,708.	55,816,708.
Liabilities	17	Accounts payable and accrued expenses	141,506.	130,634.	
	18	Grants payable	2,764,000.	1,205,500.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 12)	331,423.	262,354.	
	23	**Total liabilities** (add lines 17 through 22)	3,236,929.	1,598,488.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	62,512,328.	53,884,888.	
	25	Temporarily restricted	0.	333,332.	
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	62,512,328.	54,218,220.	
	31	**Total liabilities and net assets/fund balances**	65,749,257.	55,816,708.	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	62,512,328.
2	Enter amount from Part I, line 27a	2	482,754.
3	Other increases not included in line 2 (itemize) ▶ DEFERRED EXCISE TAX BENEFIT	3	37,000.
4	Add lines 1, 2, and 3	4	63,032,082.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	8,813,862.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	54,218,220.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	17,248,197.		15,617,094.	1,631,103.
b				
c				
d				
e				

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

	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				1,631,103.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,631,103.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	5,371,202.	60,255,887.	.089140
2009	5,100,500.	54,062,397.	.094345
2008	3,912,218.	56,416,560.	.069345
2007	4,086,034.	83,875,622.	.048715
2006	3,339,973.	76,564,098.	.043623

2	Total of line 1, column (d)	2	.345168
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.069034
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	60,465,082.
5	Multiply line 4 by line 3	5	4,174,146.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	22,079.
7	Add lines 5 and 6	7	4,196,225.
8	Enter qualifying distributions from Part XII, line 4	8	3,817,508.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______________ **(attach copy of letter if necessary-see instructions)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% 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).			1	44,158.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	44,158.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	44,158.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	36,713.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	36,713.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	7,445.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? *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: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 2011 or the taxable year beginning in 2011 (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

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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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ HTTP://FDNCENTER.ORG/GRANTMAKER/GERBODE

14 The books are in care of ▶ CORPORATE OFFICES Telephone no ▶(415) 391-0911

Located at ▶111 PINE STREET, STE 1515, SAN FRANCISCO, CA ZIP+4 ▶94111

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Yes	No
16 At any time during calendar year 2011, 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?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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 instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
If "Yes," list the years ▶ ______, ______, ______, ______			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2011 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 2011)* 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 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? SEE STATEMENT 14 ☒ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		297,460.	85,631.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATALANTA SOSNOFF 101 PARK AVENUE, NEW YORK, NY 10178	INVESTMENT MANAGEMENT	162,206.
CAPITAL GUARDIAN 333 SOUTH HOPE STREET, LOS ANGELES, CA 90071	INVESTMENT MANAGEMENT	111,055.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 POPULATION AND REPRODUCTIVE RIGHTS: FUNDS SPENT TO PROVIDE TECHNICAL ASSISTANCE TO POPULATION AND REPRODUCTIVE RIGHTS ORGANIZATIONS, AS WELL AS TO PROMOTE GRANTMAKING	17,772.
2 HAWAIIAN ISSUES: FUNDS SPENT TO PROVIDE TECHNICAL ASSISTANCE TO HAWAIIAN NONPROFITS AND THE HAWAII COMMUNITY FOUNDATION, AS WELL AS TO PROMOTE AND ASSIST GRANTMAKING IN HAWAII	30,116.
3 DIRECT SERVICE NONPROFIT SECTOR: FUNDS SPENT ON ACTIVITIES TO STRENGTHEN THE PHILANTHROPIC PROCESS AND THE NONPROFIT SECTOR	79,175.
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	60,788,101.
b	Average of monthly cash balances	1b	597,769.
c	Fair market value of all other assets	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	61,385,870.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	61,385,870.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	920,788.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	60,465,082.
6	**Minimum investment return.** Enter 5% of line 5	6	3,023,254.

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

1	Minimum investment return from Part X, line 6			1	3,023,254.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	44,158.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	5,147.		
c	Add lines 2a and 2b			2c	49,305.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,973,949.
4	Recoveries of amounts treated as qualifying distributions			4	12,459.
5	Add lines 3 and 4			5	2,986,408.
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	2,986,408.

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	3,817,508.
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	3,817,508.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,817,508.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					2,986,408.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years ____ , ____ , ____			0.		
3 Excess distributions carryover, if any, to 2011					
a From 2006					
b From 2007	104,946.				
c From 2008	1,118,783.				
d From 2009	2,418,707.				
e From 2010	2,319,887.				
f Total of lines 3a through e		5,962,323.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 3,817,508.					
a Applied to 2010, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2011 distributable amount					2,986,408.
e Remaining amount distributed out of corpus		831,100.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		6,793,423.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		6,793,423.			
10 Analysis of line 9					
a Excess from 2007	104,946.				
b Excess from 2008	1,118,783.				
c Excess from 2009	2,418,707.				
d Excess from 2010	2,319,887.				
e Excess from 2011	831,100.				

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12-02-11

Form **990-PF** (2011)

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter. (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 15

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT A				3,118,370.
Total			▶ 3a	3,118,370.
b *Approved for future payment*				
SEE STATEMENT A				300,000.
Total			▶ 3b	300,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a PROGRAM RELATED					
b INVESTMENT INCOME					100,437.
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	950.	
4 Dividends and interest from securities			14	800,849.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,631,103.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a RETURNED PRIOR YEAR					
b GRANT					12,459.
c PASSTHROUGH INVESTMENT					
d INCOME	900099	37,397.			
e					
12 Subtotal Add columns (b), (d), and (e)		37,397.		2,432,902.	112,896.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,583,195.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
1	THE PRIMARY OBJECTIVE OF PROGRAM-RELATED INVESTMENTS IS TO FURTHER
1	THE EXEMPT PURPOSES OF THE FOUNDATION. INVESTMENT INCOME IS NOT A
1	SUBSTANTIAL PURPOSE OF THE PROGRAM-RELATED INVESTMENTS.

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

Signature of officer or trustee

Date 11/6/12

Title PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TAMARA L. BONGI		11/6/12		P01200780

Firm's name ▶ HOOD & STRONG LLP

Firm's EIN ▶ 94-1254756

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

Phone no. (415) 781-0793

Form 990-PF (2011)

123622
12-02-11

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

THE WALLACE ALEXANDER GERBODE FOUNDATION

Employer identification number

94-6065226

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $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, total 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 total 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 Part I, 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).

Name of organization

THE WALLACE ALEXANDER GERBODE FOUNDATION

Employer identification number

94-6065226

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HEWLETT FOUNDATION 2121 SAND HILL ROAD MENLO PARK, CA 94025	$ 500,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

THE WALLACE ALEXANDER GERBODE FOUNDATION

Employer identification number

94-6065226

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THE WALLACE ALEXANDER GERBODE FOUNDATION	94-6065226

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

SOURCE	AMOUNT
SAVINGS ACCOUNT	950.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	950.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SECURITIES	800,849.	0.	800,849.
TOTAL TO FM 990-PF, PART I, LN 4	800,849.	0.	800,849.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PROGRAM RELATED INVESTMENT INCOME	100,437.	100,437.	
RETURNED PRIOR YEAR GRANT	12,459.	0.	
PASSTHROUGH INVESTMENT INCOME	37,397.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	150,293.	100,437.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER LEGAL ADVICE	250.	0.		250.
TO FM 990-PF, PG 1, LN 16A	250.	0.		250.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT AND TAX SERVICES	30,545.	1,185.		29,360.
TO FORM 990-PF, PG 1, LN 16B	30,545.	1,185.		29,360.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	304,090.	304,090.		0.
MISCELLANEOUS PROFESSIONAL FEES	2,981.	0.		2,981.
TO FORM 990-PF, PG 1, LN 16C	307,071.	304,090.		2,981.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	27,719.	1,075.		26,643.
EXCISE TAXES	16,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	43,719.	1,075.		26,643.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUPPLIES	2,982.	0.		2,982.
TELEPHONE	8,331.	0.		8,331.
POSTAGE & DELIVERY	435.	0.		435.
EQUIPMENT MAINTENANCE	5,804.	0.		5,804.
INSURANCE	6,303.	0.		6,303.
MISCELLANEOUS EXPENSES	1,983.	0.		1,983.
BOARD EXPENSES	1,399.	0.		1,399.
PAYROLL PROCESSING	1,585.	0.		1,585.
DIRECT CHARITABLE ACTIVITIES	29,005.	0.		29,005.
OTHER EXPENSE	0.	0.		3,094.
DUES/PUBLICATIONS	695.	0.		695.
TO FORM 990-PF, PG 1, LN 23	58,522.	0.		61,616.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
UNREALIZED LOSS	8,808,763.
BOOK/TAX DIFFERENCE FROM PARTNERSHIPS	5,099.
TOTAL TO FORM 990-PF, PART III, LINE 5	8,813,862.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CASH MANAGEMENT FUNDS	FMV	425,843.	425,843.
EQUITY SECURITIES	FMV	16,846,392.	16,846,392.
MUTUAL FUNDS	FMV	37,170,038.	37,170,038.
PARTNERSHIP INTEREST	COST	106,018.	106,018.
TOTAL TO FORM 990-PF, PART II, LINE 13		54,548,291.	54,548,291.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM RELATED INVESTMENTS	576,628.	614,803.	614,803.
ACCRUED INTEREST AND DIVIDENDS	20,708.	13,754.	13,754.
TO FORM 990-PF, PART II, LINE 15	597,336.	628,557.	628,557.

FORM 990-PF OTHER LIABILITIES STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED COMPENSATION	294,423.	262,354.
DEFERRED EXCISE TAX	37,000.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	331,423.	262,354.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THOMAS LAYTON 111 PINE STREET SAN FRANCISCO, CA 94111	PRESIDENT 40.00	193,700.	54,311.	0.
MARYANN G. STOCKHOLM 111 PINE STREET SAN FRANCISCO, CA 94111	OFFICER 5.00	0.	0.	0.
FRANK A. GERBODE, MD 111 PINE STREET SAN FRANCISCO, CA 94111	OFFICER 5.00	0.	0.	0.
CHARLES M. STOCKHOLM 111 PINE STREET SAN FRANCISCO, CA 94111	OFFICER 5.00	0.	0.	0.
STACIE MA'A 111 PINE STREET SAN FRANCISCO, CA 94111	VICE PRESIDENT 40.00	103,760.	31,320.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		297,460.	85,631.	0.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 14
PART VII-B, LINE 5C

GRANTEE'S NAME

ZELLERBACH FAMILY FOUNDATION

GRANTEE'S ADDRESS

575 MARKET STREET, #2950
SAN FRANCISCO, CA 94105

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
300,000.	01/01/10	200,000.	12/31/11

PURPOSE OF GRANT

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

DATES OF REPORTS BY GRANTEE

12/31[illegible] 12/31/2011

ANY [illegible]SION BY GRANTEE

NONE

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 15
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
415-391-0911	FOUNDATION GRANTS AND SPECIAL AWARDS

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION IS INTERESTED IN PROGRAMS AND PROJECTS OFFERING POTENTIAL FOR SIGNIFICANT IMPACT. THE PRIMARY FOCUS IS ON THE SAN FRANCISCO BAY AREA AND HAWAII. THE FOUNDATION'S INTERESTS GENERALLY FALL UNDER THE FOLLOWING CATEGORIES:
ARTS AND CULTURE, ENVIRONMENT, REPRODUCTIVE RIGHTS, CITIZEN PARTICIPATION/BUILDING COMMUNITIES/INCLUSIVENESS, STRENGTH OF THE PHILANTHROPIC PROCESS AND THE NONPROFIT SECTOR, FOUNDATION-INITIATED SPECIAL PROJECTS.
PREFERRED FORM OF CONTACT: LETTER OF INQUIRY WITH SHORT DESCRIPTION OF THE PROJECT. INITIAL CONTACT SHOULD NOT INCLUDE MATERIALS (VIDEOTAPES, ETC.) REQUIRING RETURN. IN THE EVENT THAT MATERIALS MUST BE RETURNED, AN EXPLICIT REQUEST FOR THEIR RETURN AND A SELF-ADDRESSED, STAMPED ENVELOPE MUST BE PROVIDED. THE FOUNDATION DOES NOT ACCEPT APPLICATIONS OR UNSOLICITED MATERIALS VIA FAX MACHINE.

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

2011

Organization Name	Unpaid 12/31/10	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/11
Alliance for Justice 11 Dupont Circle, NW, 2nd Floor Washington, DC 20036 Program Support	15,000			15,000			
American Civil Liberties Union Foundation of Northern California 39 Drumm Street San Francisco, CA 94111 Reproductive Rights Project	25,000			25,000			
American Civil Liberties Union Foundation of Northern California 39 Drumm Street San Francisco, CA 94111 Dealth Penalty Reform Work		15,000		15,000			
American Constitution Society for Law and Policy 1333 H Street, NW, 11th Floor Washington, DC 20005 Law Student Members' Conference		2,500		2,500			
Asia Foundation 1779 Massachusetts Avenue NW # 815 Washington, DC 20036 Women's Programs	25,000			25,000			
Asian American-Pacific Islanders in Philanthropy 211 Sutter Street, Suite 600 San Francisco, CA 94108 Program Support in 2011		15,000		15,000			
Asian Communities for Reproductive Justice 1440 Broadway, Suite 301 Oakland, CA 94612 Program Support	25,000			25,000			
Asian Law Caucus 55 Columbus Avenue San Francisco, CA 94111 Program Support	25,000			25,000			

2011

Organization Name	Unpaid 12/31/10	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/11
Aspen Institute Inc., The One Dupont Circle, NW, Suite 700 Washington, DC 20036-1133 Agent Orange/Dioxin Advocacy and Exchange Program		25,000		25,000			
Awaiaulu Inc. 2345 E.Manoa Road Honolulu, HI 96822-1939 'Ike Ku'oko'a Project		25,000		25,000			
AXIS Dance Company 1428 Alice Street, Suite 200 Oakland, CA 94612 New Work by Choreographer Victoria Marks		50,000					50,000
Bay Area News Project 126 Post Street, Suite 500 San Francisco, CA 94108 Program Support		10,000		10,000			
Baykeeper 785 Market Street, Suite 850 San Francisco, CA 94103 Program Support		25,000		25,000			
Brava for Women in the Arts 2781 24th Street San Francisco, CA 94110 New Work with Cherrie L. Moraga and Celia Herrera Rodriguez	25,000			25,000			
Breast Cancer Action 55 New Montgomery Street, Suite 323 San Francisco, CA 94105 Program Support	10,000			10,000			
Cabrillo Festival of Contemporary Music 147 South River Street, Suite 232 Santa Cruz, CA 95060 New work with Laura Karpman and The Kitchen Sisters	75,000			50,000			25,000

2011

Organization Name	Unpaid 12/31/10	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/11
California Association of Non Profits 1500 41st Avenue, Suite 280 Capitola, CA 95010 Program Support		25,000		25,000			
California College of the Arts 1111 Eighth Street San Francisco, CA 94107-2247 Faculty Professional Development Program	15,000			15,000			
California Lawyers for the Arts Inc. Fort Mason Center, Bldg C, Rm 255 San Francisco, CA 94123 Criminal Justice System Work in California		25,000		25,000			
California Voter Foundation P.O. Box 189277 Sacramento, CA 95818 Program Support		25,000		25,000			
Catholics for Choice 1436 U Street NW #301 Washington, DC 20009-3997 Program Support	100,000			25,000			75,000
Center for Asian American Media 145 Ninth Street, Suite 350 San Francisco, CA 94103-2641 San Francisco International Asian American Film Festival		5,000		5,000			
Center for Cultural and Technical Interchange Between East and West 1601 East-West Road Honolulu, HI 96848-1601 APEC 2011 Hawaii Host Committee Cultural Programming		10,000		10,000			
Center for Investigative Reporting Inc. 2130 Center Street, Suite 103 Berkeley, CA 94704 Program Support		25,000		25,000			

2011

Organization Name	Unpaid 12/31/10	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/11
Center for Lobbying in the Public Interest 1612 K Street, NW, Suite 505 Washington, DC 20006 Program Support in 2011		5,000		5,000			
Center for Reproductive Rights Inc. 120 Wall Street, 14th Floor New York, NY 10005 International Legal Program		25,000		25,000			
Chinese for Affirmative Action The Kuo Building 17 Walter U. Lum Place San Francisco, CA 94108 Work in the Bay Area		25,000		25,000			
Circus Center **(aka San Francisco Circus Center)** 755 Frederick Street San Francisco, CA 94117 New Work with Itamar Moses and Sam Payne & Sandra Feusi	25,000						25,000
City Arts and Lectures Inc. 1955 Sutter Street San Francisco, CA 94115 Program Support		15,000		15,000			
Common Cause Education Fund 1133 - 19th Street, NW, 9th Floor Washington, DC 20036 Work in Hawaii		25,000		25,000			
Commonweal 205 Camino Alto, #265 Mill Valley, CA 94941 Juvenile Justice Policy Reform Initiative	25,000			25,000			
Commonwealth Club of California 595 Market Street, 2nd Floor San Francisco, CA 94105 Climate One Project		25,000		25,000			

2011

Organization Name	Unpaid 12/31/10	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/11
Communications Consortium Media Center 401 Ninth Street, N.W., Suite 450 Washington, DC 20004 Agent Orange	25,000			25,000			
Community Music Center 544 Capp Street San Francisco, CA 94110 Faculty Grants Program		10,000		10,000			
CompassPoint Nonprofit Services 731 Market Street, Suite 200 San Francisco, CA 94103-2005 Talking About Taxes Initiative		25,000		25,000			
Compassion and Choices P.O. Box 101810 Denver, CO 80250 Program Support	175,000			70,000			105,000
Corporation of the Fine Arts Museums de Young, 50 Hagiwara Tea Garden Drive San Francisco, CA 94118 New work with Sarah Wilson and Aerial Dance Company Catch Me Bird	75,000			50,000			25,000
Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, VA 22202 Program Support in 2011		7,420		7,420			
Dancers Group 1360 Mission Street, Suite 200 San Francisco, CA 94103 New Work by Choreographer Amara Tabor-Smith		50,000					50,000
David Brower Center 2150 Allston Way Berkeley, CA 94704 Program Support		10,000		10,000			

2011

Organization Name	Unpaid 12/31/10	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/11
Environment Hawaii Inc. 72 Kapi`olani Street Hilo, HI 96720 Program Support		10,000		10,000			
Environmental Grantmakers Association 475 Riverside Drive, Suite 960 New York, NY 10115 Program Support in 2011		1,200		1,200			
Equal Justice Society 260 California Street. Suite 700 San Francisco, CA 94111 Program Support		25,000		25,000			
Equal Justice Society 260 California Street. Suite 700 San Francisco, CA 94111 California Fairness Research Project		25,000		25,000			
Equal Justice Society 260 California Street. Suite 700 San Francisco, CA 94111 California Civil Rights Coalition		25,000		25,000			
Exhale An After-Abortion Counseling Talkline 484 Lake Park Avenue, #63 Oakland, CA 94610 Program Support		25,000		25,000			
Flyaway Productions 1068 Bowdoin Street San Francisco, CA 94134 New Work by Choreographer Jo Kreiter		50,000					50,000
Foundation Center 312 Sutter Street, Suite 606 San Francisco, CA 94108 San Francisco Library-Learning Center in 2011		5,000		5,000			

Organization Name	Unpaid 12/31/10	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/11
Funders Network on Population, Reproductive Health and Rights P.O. Box 750 Rockville, MD 20848-0750 Program Support in 2011		1,725		1,725			
Funders for Lesbian and Gay Issues Inc. 116 East 16th Street, 6th Floor New York, NY 10003 Program Support in 2011		1,000		1,000			
Global Justice Center 275 Seventh Avenue, Suite 1502 New York, NY 10001 Program Support	25,000			25,000			
Grabhorn Institute 1802 Hays Street, The Presidio San Francisco, CA 94129 Program Support		5,000		5,000			
Grantmakers Concerned with Immigrants and Refugees P.O. Box 1100 Sebastopol, CA 95473-1100 Program Support in 2011		1,000		1,000			
Grantmakers for Effective Organizations 1725 DeSales Street, NW, Suite 404 Washington, DC 20036 Program Support in 2011		1,725		1,725			
Grantmakers in the Arts 4055 21St Avenue West, Suite 100 Seattle, WA 98119-1247 2011 National Conference in San Francisco		5,000		5,000			
Greatnonprofits PO Box 1133 Palo Alto, CA 94302-1133 Program Support		25,000		25,000			

2011

Organization Name	Unpaid 12/31/10	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/11
People for Open Space Inc. / Greenbelt Alliance 631 Howard Street, Suite 510 San Francisco, CA 94105 Grow Smart Bay Area Project	75,000			75,000			
Guttmacher Institute Inc. 125 Maiden Lane, 7th Floor New York, NY 10038 Evidence in Motion Project		25,000		25,000			
Hawaii Alliance of Nonprofit Organizations P. O. Box 240382 Honoulu, HI 96824-0382 Program Support		25,000		25,000			
Hawaii Community Foundation 827 Fort Street Mall Honolulu, HI 96813 Ho'okele Professional Development Awards			12,459			12,459	
Hawaii Community Foundation 827 Fort Street Mall Honolulu, HI 96813 Ho'okele Professional Development Awards	69,000			46,000			23,000
Hawaii Community Foundation 827 Fort Street Mall Honolulu, HI 96813 Hiki No Program	187,500			75,000			112,500
Hawaii Friends of Civic and Law-Related Education P.O. Box 3654 Honolulu, HI 96811 Restorative Justice Project		25,000		25,000			
Heyday P.O. Box 9145 Berkeley, CA 94709 Program Support		15,000		15,000			

2011

Organization Name	Unpaid 12/31/10	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/11
Heyday P.O. Box 9145 Berkeley, CA 94709 Program Support		5,000		5,000			
Hispanics in Philanthropy 55 Second Street, Suite 1500 San Francisco, CA 94105 Program Support in 2011		5,000		5,000			
Ibis Reproductive Health Inc. 1330 Broadway, Suite 1100 Oakland, CA 94612 Program Support		25,000		25,000			
Immigrant Legal Resource Center 1663 Mission Street, Suite 602 San Francisco, CA 94103 Program Support		25,000		25,000			
Independent Sector 1602 L Street, NW, Suite 900 Washington, DC 20036 Program Support in 2011		3,000		3,000			
Internews Network P.O. Box 4448 Arcata, CA 95518-4448 Earth Journalism Network		15,000		15,000			
Intersection 925 Mission Street, Suite 109 San Francisco, CA 94103 New Work with Sean San José and Richard Montoya	25,000						25,000
Japanese Cultural Center of Hawaii 2454 South Beretania Street Honolulu, HI 96826 Documentary Film on the Internment of Japanese Americans in Hawaii		20,000		20,000			

2011

Organization Name	Unpaid 12/31/10	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/11
Jewish Community Center of San Francisco 3200 California Street San Francisco, CA 94118 New work with Mark Izu and Kimi Okada	75,000			50,000			25,000
A Traveling Jewish Theatre **(aka Jewish Theatre San Francisco, The)** 499 Alabama Street, #127 San Francisco, CA 94110 New Work with Corey Fischer and Sam Ball	25,000			25,000			
Law Students for Reproductive Justice 1730 Franklin Street, Suite 212 Oakland, CA 94612 Program Support		25,000		25,000			
Legal Community Against Violence 268 Bush Street #555 San Francisco, CA 94104 Organizational Development	140,000			70,000			70,000
Maplight **(aka MapLight.org)** 2223 Shattuck Avenue Berkeley, CA 94704 Program Support	100,000			100,000			
Malama Maunalua P.O. Box 240421 Honolulu, HI 96824 Program Support		25,000		25,000			
Margaret Jenkins Dance Studio Inc. 149 Ninth Street, Suite 400 San Francisco, CA 94103 New Work by Choreographer Margaret Jenkins		50,000					50,000
Maui Coastal Land Trust P.O. Box 965 Wailuku, HI 96793 Hawaiian Islands Land Trust	100,000			100,000			

2011

Organization Name	Unpaid 12/31/10	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/11
Mobility Golf 64 Alejandra Avenue Atherton, CA 94027 Program support		10,000		10,000			
Movimiento de Arte Y Cultura Latino Americana de San Jose Incorporated 510 S. First Street San Jose, CA 95113 New work with Guillermo Galindo and Quinteto Latino	75,000			75,000			
NARAL Pro-Choice America Foundation 111 Pine Street, Suite 1500 San Francisco, CA 94111 Power of Choice Luncheon		10,000		10,000			
NA Lei Hulu I Ka Wekiu Hula Halau 1527 20th Street San Francisco, CA 94107-2808 New Work by Choreographer Patrick Makuakane		50,000					50,000
Na Lei Hulu I Ka Wekiu Hula Halau 1527 20th Street San Francisco, CA 94107-2808 Program Support		7,500		7,500			
National Committee for Responsive Philanthropy 1331 H Street NW, Suite 200 Washington, DC 20005 Program Support	25,000			25,000			
National Tropical Botanical Garden 3530 Papalina Road Kalaheo, Kauai, HI 96741 Environmental Journalism Fellowship Program		15,000		15,000			
National Womens Law Center 11 Dupont Circle, NW, Suite 800 Washington, DC 20036 Program Support		25,000		25,000			

The Wallace Alexander Gerbode Foundation
IRS 990 PF Attachment

2011

Organization Name	**Unpaid 12/31/10**	**Awarded**	**Refunds**	**Paid**	**Cancelled**	**Reductions**	**Unpaid 12/31/11**
Nature Conservancy Inc. 923 Nu'uanu Avenue Honolulu, HI 96817 Local environmental and conservation work	50,000			50,000			
New Leaders Council 116 West 23rd Street, 5th Floor New York, NY 10011 Program Support	25,000						25,000
North of Market Neighborhood Improvement Corporation PO Box 420483 San Francisco, CA 94142-0483 Tenderloin Economic Development Project		10,000		10,000			
Northern California Community Loan Fund 870 Market Street, Suite 677 San Francisco, CA 94102 Program Support	150,000			100,000			50,000
Northern California Grantmakers 625 Market Street, 3rd Floor San Francisco, CA 94105 Program Support in 2011		7,800		7,800			
ODC Theater 351 Shotwell Street San Francisco, CA 94110 New Work with Julie Herbert and Deborah Slater	25,000			25,000			
Our Family Coalition 1385 Mission Street, Suite 340 San Francisco, CA 94103 Program Support		25,000		25,000			
PATH PO Box 900922 Seattle, WA 98109 Work in Safe Abortion for All in Need in Thailand		25,000		25,000			

2011

Organization Name	Unpaid 12/31/10	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/11
Pacific News Service 275 Ninth Street San Francisco, CA 94103 Work in Hawaii		10,000		10,000			
Pacific News Service 275 Ninth Street San Francisco, CA 94103 Program Support		25,000		25,000			
Peoples Fund 949 Kapi'olani Blvd., Suite 100 Honolulu, HI 96814 Program Support		25,000		25,000			
Philanthropic Ventures Foundation 1222 Preservation Park Way Oakland, CA 94612-1201 Gerbode Foundation Education Fund		25,000		25,000			
Physicians for Reproductive Choice and Health 55 West 39th Street, 10th Floor New York, NY 10018 Global Doctors for Choice program		15,000		15,000			
Physicians for Reproductive Choice and Health 55 West 39th Street, Suite 1001 New York, NY 10018 Program Support		15,000		15,000			
Public Design Studio (aka Public Architecture) 1211 Folsom Street, 4th Floor San Francisco, CA 94103-3816 Program Support	25,000			25,000			
Regents of the University of California **School of Social Welfare** 120 Haviland Hall #7400 Berkeley, CA 94720 Gerbode Foundation Professional Development Program	100,000			50,000			50,000

Organization Name	Unpaid 12/31/10	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/11
Regents of the University of California **School of Social Welfare** 120 Haviland Hall #7400 Berkeley, CA 94720 Administration of the Gerbode Foundation Professional Development	40,000			20,000			20,000
Reproductive Health Technologies Project Inc. 1020 19th Street, NW, Suite 875 Washington, DC 20036 Program Support		25,000		25,000			
Rose Foundation for Communities and the Environment 6008 College Ave., Suite 10 Oakland, CA 94618 Bay Area Environmental Health Collaborative	100,000			50,000			50,000
Rutgers University Foundation Center for American Women and Politics 191 Ryders Lane New Brunswick, NJ 08901-1242 Women and Politics Program	25,000			25,000			
San Francisco Bicycle Coalition Education Fund Inc. 833 Market Street, 10th Floor San Francisco, CA 94103-1803 Great Streets Project		20,000		20,000			
San Francisco Girls Chorus Inc. 44 Page Street, Suite 200 San Francisco, CA 94102 New work with Gabriela Lena Frank and Nilo Cruz	75,000			50,000			25,000
San Francisco Planning and Urban Research Association 654 Mission Street San Francisco, CA 94105 Regional Planning Program	100,000			100,000			
San Jose Stage Company 490 South First Street San Jose, CA 95113 New Work with Jeannie Barroga and Alleluia Panis	25,000			25,000			

Organization Name	Unpaid 12/31/10	Awarded	Refunds	Paid	Cancelled	Reductions	Unpaid 12/31/11
Save the Bay 1330 Broadway, Suite 1800 Oakland, CA 94612 Program Support		25,000		25,000			
Seacology 1623 Solano Avenue Berkeley, CA 94707 Program Support.		5,000		5,000			
Sonoma Ecology Center P.O. Box 1486 Eldridge, CA 95431 San Francisco Bay Area Conservation Commons		15,000		15,000			
Tides Center PO Box 29907 San Francisco, CA 94129-0907 Catalyst Fund: Resources for Women of Color in Reproductive Justice		25,000		25,000			
TransForm 436 14th Street, Suite 600 Oakland, CA 94612 Organizational Development	25,000			25,000			
Trust for Public Land 1136 Union Mall, Suite 202 Honolulu, HI 96813 Hawaiian Islands Program	37,500			37,500			
Trust for Public Land 1136 Union Mall, Suite 202 Honolulu, HI 96813 Hawaiian Islands Program		50,000		50,000			
Urban Habitat Program 436 14th Street, Suite 1205 Oakland, CA 94612 Program Support		25,000		25,000			

2011

Organization Name	**Unpaid 12/31/10**	**Awarded**	**Refunds**	**Paid**	**Cancelled**	**Reductions**	**Unpaid 12/31/11**
Yannis Adonious Kunst-Stoff 1 Grove Street San Francisco, CA 94102-4702 New Work by Choreographer Yannis Adoniou		50,000					50,000
Youth Speaks Inc. 1663 Mission Street, Suite 604 San Francisco, CA 94103 Program Support		20,000		20,000			
Z Space Studio 499 Alabama Street #450 San Francisco, CA 94110 New work with Marcus Shelby and Margo Hall	75,000			50,000			25,000
Zellerbach Family Foundation 575 Market Street, Suite 2950 San Francisco, CA 94105 Community Arts Distribution Committee	200,000			100,000			100,000
Zero Divide	100,000			50,000			50,000
Renaissance Journalism Center 425 Bush Street, #300 San Francisco, CA 94108 Renaissance Journalism Center							
Total grants listed: 125	**2,764,000**	**1,559,870**	**12,459**	**3,118,370**		**12,459**	**1,205,500**

The Wallace Alexander Gerbode Foundation
EIN: 94-6065226
Tax Year: 2011
Form: 990-PF

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

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

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

Grants per books in the amount of $1,547,410 consist of grants approved, but not necessarily paid in 2011.

Grants paid during the year (990-PF Part I, line 25, column (d))	$ 3,118,370
Grants Payable, beginning of the Year	(2,764,000)
Grants Payable, end of the Year	1,205,500
Total Grants per books (990-PF Part I, Line 25, col. (a))	1,559,870

STATEMENT B

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- 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* 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 File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. THE WALLACE ALEXANDER GERBODE FOUNDATION	Employer identification number (EIN) or ☒ 94-6065226
	Number, street, and room or suite no. If a P.O. box, see instructions. 111 PINE STREET, NO. 1515	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94111	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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	01	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

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year 2011 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	$ 21,420.
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	$ 36,713.
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	$ 0.

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 Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2012)

123841
01-04-12

- 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).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE WALLACE ALEXANDER GERBODE FOUNDATION	Employer identification number (EIN) or ☒ 94-6065226
	Number, street, and room or suite no. If a P.O. box, see instructions. 111 PINE STREET, NO. 1515	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94111	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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.

- The books are in the care of ▶ CORPORATE OFFICES 111 PINE STREET, STE 1515 - SAN FRANCISCO, CA 94111

Telephone No. ▶ (415) 391-0911 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011 , or other tax year beginning ______ , and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
THE TAXPAYER'S FINANCIAL MATTERS ARE QUITE COMPLEX. ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a	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	**8a**	$ 36,713.
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.	**8b**	$ 36,713.
c	**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.	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ ATTORNEY/RETURN PREPARER Date ▶ 7/31/2012

Form **8868** (Rev. 1-2012)

123842
01-06-12