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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation Fleishhacker Foundation		A Employer identification number 94-6051048
Number and street (or P.O. box number if mail is not delivered to street address) 1016 Lincoln Blvd	Room/suite 12	B Telephone number 415-561-5350
City or town, state, and ZIP code San Francisco, CA 94129-1095		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 14,914,940.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		65.	65.		
4 Dividends and interest from securities		387,731.	387,731.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		438,965.			
b Gross sales price for all assets on line 6a 1,599,784.					
7 Capital gain net income (from Part IV, line 2)			438,965.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		826,761.	826,761.		
13 Compensation of officers, directors, trustees, etc		91,818.	1,836.		89,982.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		33,028.	625.		32,403.
16a Legal fees					
b Accounting fees Stmt 1		5,582.	2,791.		2,791.
c Other professional fees Stmt 2		52,794.	40,589.		12,205.
17 Interest					
18 Taxes Stmt 3		12,855.	7,189.		0.
19 Depreciation and depletion					
20 Occupancy		13,791.	0.		13,791.
21 Travel, conferences, and meetings		23,306.	0.		23,306.
22 Printing and publications					
23 Other expenses Stmt 4		15,570.	0.		15,570.
24 Total operating and administrative expenses. Add lines 13 through 23		248,744.	53,030.		190,048.
25 Contributions, gifts, grants paid		584,500.			584,500.
26 Total expenses and disbursements. Add lines 24 and 25		833,244.	53,030.		774,548.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<6,483.>			
b Net investment income (if negative, enter -0-)			773,731.		
c Adjusted net income (if negative, enter -0-)				N/A	

 MAY 31 2013
 Operating and Administrative Expenses

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					
	2 Savings and temporary cash investments			289,023.	300,741.	300,741.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock Stmt 5			8,085,773.	8,140,166.	10,428,896.
	c Investments - corporate bonds Stmt 6			3,963,557.	3,890,963.	4,182,483.
11 Investments - land, buildings, and equipment basis ▶						
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶ Deposits)			2,820.	2,820.	2,820.	
16 Total assets (to be completed by all filers)			12,341,173.	12,334,690.	14,914,940.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	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			12,341,173.	12,334,690.	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 27 through 31					
	27 Capital stock, trust principal, or current funds					
28 Paid-in or capital surplus, or land, bldg., and equipment fund						
29 Retained earnings, accumulated income, endowment, or other funds						
30 Total net assets or fund balances			12,341,173.	12,334,690.		
31 Total liabilities and net assets/fund balances			12,341,173.	12,334,690.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	12,341,173.
2 Enter amount from Part I, line 27a	2	<6,483.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,334,690.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,334,690.

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 1,599,784.		1,160,819.	438,965.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			438,965.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		<div style="border: 1px solid black; padding: 2px;"> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2 438,965.
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		<div style="border: 1px solid black; padding: 2px;"> { </div>		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 the 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))
2011	743,707.	13,982,745.	.053187
2010	743,593.	13,303,898.	.055893
2009	623,112.	11,836,910.	.052641
2008	707,069.	14,028,747.	.050401
2007	939,838.	16,654,182.	.056433
2 Total of line 1, column (d)			2 .268555
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 .053711
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 14,120,149.
5 Multiply line 4 by line 3			5 758,407.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,737.
7 Add lines 5 and 6			7 766,144.
8 Enter qualifying distributions from Part XII, line 4			8 774,548.

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. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	7,737.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	7,737.
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	7,737.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9,868.	
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	9,868.	
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	2,131.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 2,131. 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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? Website address ► <u>www.fleishhackerfoundation.org</u>	13	X	
14	The books are in care of ► <u>The Foundation</u> Telephone no. ► <u>415-561-5350</u> Located at ► <u>1016 Lincoln Blvd, #12, San Francisco, CA</u> ZIP+4 ► <u>94129</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, 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? See 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
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012) 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 2012?	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?

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870

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

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 7		91,818.	24,377.	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
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	14,104,249.
b	Average of monthly cash balances	1b	230,928.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	14,335,177.
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	14,335,177.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	215,028.
5	Net value of noncharitable-use assets . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,120,149.
6	Minimum investment return . Enter 5% of line 5	6	706,007.

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	706,007.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,737.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,737.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	698,270.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	698,270.
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	698,270.

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	774,548.
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	774,548.
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	7,737.
6	Adjusted qualifying distributions . Subtract line 5 from line 4	6	766,811.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				698,270.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	550,444.			
d From 2010	749,156.			
e From 2011	743,707.			
f Total of lines 3a through e	2,043,307.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 774,548.				
a Applied to 2011, 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 2012 distributable amount				698,270.
e Remaining amount distributed out of corpus	76,278.			
5 Excess distributions carryover applied to 2012 (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	2,119,585.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	2,119,585.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	550,444.			
c Excess from 2010	749,156.			
d Excess from 2011	743,707.			
e Excess from 2012	76,278.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]Form **990-PF** (2012)

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)				
a Paid during the year				
Education grants - schedule		Public charity		115,000.
Eureka Fellowship grants - schedule	None	Individuals		86,500.
Small arts grants - schedule		Public charity		110,000.
Special arts grants - schedule		Public charity		166,000.
4th generation fund - schedule		Public charity		25,000.
Total See continuation sheet(s) ▶ 3a				584,500.
b Approved for future payment				
Multi-year Eureka Fellowship grants	None	Individuals		101,000.
Total ▶ 3b				101,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	65.		
4 Dividends and interest from securities			14	387,731.		
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	438,965.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		826,761.		0.
13 Total Add line 12, columns (b), (d), and (e)					13	826,761.

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

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

[illegible]

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.		

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge					May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee <i>Christine Envel</i>		Date 5/10/2013	Title Executive Director + Assistant Secretary		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN	
	Sue Fujitani	<i>Sue Fujitani</i>	05/08/13		P00542703	
	Firm's name ▶ Sue Fujitani				Firm's EIN ▶	
	Firm's address ▶ 3145 Geary Blvd #65 San Francisco, CA 94118				Phone no. 415-566-4619	

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SIB grants - schedule		Public charity		75,000.
Other grants		Public charity		7,000.
Total from continuation sheets				82,000.

Fleishhacker Foundation
#94-6051048
Form 990-PF, YE 12/31/12

Name	Address	Paid Amount
<u>4th Generation Grants</u>		
San Francisco Conservation Corps	241 Fifth Street San Francisco, CA 94103	25,000 00
		<u>25,000.00</u>
<u>Education Grants</u>		
826 Valencia	826 Valencia St San Francisco, CA 94110	15,000 00
Boys and Girls Clubs of San Francisco	55 Hawthorne, Ste 600 San Francisco, CA 94105	10,000 00
Bridge the Gap College Prep	PO Box 1390, Sausalito, CA 94965	15,000 00
Glide Foundation	330 Ellis Street San Francisco, CA 94102	10,000 00
Jewish Coalition for Literacy	121 Steuart St Ste 301, San Francisco, CA 94105	15,000 00
Partners in School Innovation	1060 Tennessee Street, 2nd Floor San Francisco, CA 94107	15,000 00
Reading Partners	106 Linden Ave , #202 Oakland, CA 94607	15,000 00
SuperStars Literacy	675 Hegenberger Rd Ste 244 Oakland, CA 94621	10,000 00
Faith Network of the East Bay	2633 Telegraph Ave #409 Oakland, CA 94612	10,000 00
		<u>115,000.00</u>
<u>Eureka Fellowship Grants</u>		
Jennifer Locke	1775 15th Street San Francisco, CA 94103	12,500 00
Linda Gass	PO Box 1406 Los Altos, CA 94023	12,500 00
Taraneh Hemami	5911 California San Francisco, CA 94121	12,500 00
Colter Jacobsen	3605 23rd Street San Francisco, CA 94110	12,000 00
Jennifer Locke	1775 15th Street San Francisco, CA 94103	12,000 00
Linda Gass	PO Box 1406 Los Altos, CA 94023	12,000 00
Taraneh Hemami	5911 California San Francisco, CA 94121	12,000 00
Linda Gass	PO Box 1406 Los Altos, CA 94023	500 00
Jennifer Locke	1775 15th Street San Francisco, CA 94103	500 00
		<u>86,500.00</u>
<u>SIB Grants</u>		
American Conservatory Theater	30 Grant Avenue San Francisco, CA 94108-5800	5,000 00
Children's Theater Association	132 Cypress Ave Kentfield, CA 94904 ATTN Brenda MacLean	1,000 00
First Graduate	PO Box 29415, The Presidio San Francisco, CA 94129	5,000 00
Katherine Delmar Burke School	7070 California Street San Francisco, CA 94121-1798	1,000 00
San Francisco Ballet	455 Franklin Street San Francisco, CA 94102	5,000 00
SF Symphony Youth Orchestra	Youth Orchestra Davies Symphony Hall 201 Van Ness Avenue	5,000 00
The Urban School of San Francisco	1563 Page Street San Francisco, CA 94117	1,000 00
United Way of the Bay Area	221 Main Street, STE 300 San Francisco, CA 94105	2,000 00
AfterImage Public Media	39 Mesa Street San Francisco, CA 94129	2,500 00
Smuin Ballet	44 Page Street San Francisco CA 94103	2,500 00
Magic Theatre	Ft Mason Center Landmark Bldg D San Francisco, CA 94123	4,000 00
San Francisco Opera	301 Van Ness Avenue San Francisco, CA 94102-4509	4,950 00
Music@Menlo - Menlo School	50 Valaparaíso Avenue Atherton, CA 94027	2,000 00
American Conservatory Theater	30 Grant Avenue San Francisco, CA 94108-5800	2,000 00
Berkeley Repertory Theatre	999 Harrison Street Berkeley, CA 94710	2,000 00
San Francisco Ballet	455 Franklin Street San Francisco, CA 94102	3,000 00
San Francisco Conservatory of Music	50 Oak Street San Francisco, CA 94102-6011	2,500 00
Fine Arts Museums of San Francisco	De Young Museum 50 Hagiwara Tea Garden Drive San Francisco, CA 94118	2,000 00
SF MOMA	151 Third Street San Francisco, CA 94103	2,000 00
SF Symphony	Davies Symphony Hall 210 Van Ness Ave San Francisco, CA 94102	2,000 00
Music@Menlo - Menlo School	50 Valaparaíso Avenue Atherton, CA 94027	1,000 00
Magic Theatre	Ft Mason Center Landmark Bldg D San Francisco, CA 94123	2,550 00
American Conservatory Theater	30 Grant Avenue San Francisco, CA 94108-5800	3,000 00
Santa Catalina School	Santa Catalina Dev Office 1500 Mark Thomas Drive Monterey, CA 93940	1,000 00
Englewood School District	4101 South Bannock St Englewood, CO 80110	500 00
American Conservatory Theater	30 Grant Avenue San Francisco, CA 94108-5800	1,000 00
National Multiple Sclerosis Society	900 S Broadway, Ste 250 Denver, CO 80209	500 00

Fleishhacker Foundation
#94-6051048
Form 990-PF, YE 12/31/12

Name	Address	Paid Amount
American Conservatory Theater	30 Grant Avenue San Francisco, CA 94108-5800	1,000 00
Doctors Without Borders	333 7th Ave New York, NY 10001-5004	1,000 00
Greenbelt Alliance	631 Howard Street, Ste 510 San Francisco, CA 94104	1,000 00
Calarts Fund	24700 McBean Parkway Valencia, CA 91355	1,000 00
Greenbelt Alliance	631 Howard Street, Ste 510 San Francisco, CA 94104	5,000 00
		<u>75,000.00</u>

Small Grants Program

Arts Benecia	991 Tyler Street, Ste 114 Benicia, CA 94510	1,000 00
Asain Pacific Islander Cultural Center	934 Brannan Street San Francisco, CA 94103	3,000 00
Citizen Film	2180 Bryant Street, Ste 201 San Francisco, CA 94110	4,000 00
Clarity Educational Productions	2600 Tenth Street, Suite 412 Berkeley, CA 94710	10,000 00
DanceArt, Inc	c/o Mariposa Studio 499 Alabama St #120 San Francisco, CA 94110	4,000 00
Door Dog Music Productions	1007 General Kennedy Ave , Ste 215 San Francisco, CA 94129	4,000 00
Golden Thread Productions	499 Alabama Street #450 San Francisco, CA 94110	5,000 00
LEVYDance	19 Heron Street San Francisco, CA 94103	1,000 00
Litquake	466 Geary Street #401 San Francisco, CA 94102	5,000 00
PlayGround	268 Bush Street #2912 San Francisco, CA 94104	2,000 00
San Francisco Film Society	39 Mesa Street, Suite 110 San Francisco, CA 94129	21,000 00
San Francisco Mime Troupe	855 Treat Avenue San Francisco, CA 94110	1,000 00
Shotgun Players, Inc	434 36th Street Oakland, CA 94609	1,000 00
Sympho	235 West 108th Street, Ste 32 New York, NY 10025	2,000 00
AfterImage Public Media	39 Mesa Street San Francisco, CA 94129	9,000 00
City Lights Theater Company of San Jose	529 S 2nd Street San Jose, CA 95112	1,500 00
Crosspulse, Inc	PO Box 3388 Oakland, CA 94609	2,500 00
Del Sol Performing Arts	754 46th ave San Francisco, CA 94121	4,000 00
Intersection for the Arts	925 Mission Street #109 San Francisco, CA 94103	1,500 00
Oakland Ballet	2201 Broadway, Ste 206 Oakland, CA 94612	2,000 00
Paul Drescher Ensemble	333 Valencia St Ste 301 San Francisco, CA 94103	3,000 00
San Francisco Camerawork	1011 Market Street, 2nd Floor San Francisco, CA 94103	5,000 00
The Marsh	1062 Valencia Street San Francisco, CA 94110 Attn Stephanie Weisman	10,500 00
Dancers' Group	44 Gough Street, Ste 201, San Francisco, CA 94103	4,000 00
Deborah Slater Dance Theater	3288 21st Street, #71 San Francisco, CA 94110	3,000 00
		<u>110,000.00</u>

Special Arts Grants

Bay Area Video Coalition	2727 Mariposa Street, 2nd Floor San Francisco, CA 94110-1401	6,000 00
CounterPULSE	1310 Mission Street San Francisco, CA 94103	10,000 00
Dance USA	1111 16th Street NW, STE 300 Washington, DC 20036	5,000 00
Magic Theatre	Ft Mason Center Landmark Bldg D San Francisco, CA 94123	10,000 00
Music@Menlo - Menlo School	50 Valaparaíso Avenue Atherton, CA 94027	10,000 00
San Francisco Playhouse	588 Sutter Street #318, San Francisco, CA 94102	10,000 00
Southern Exposure	3030 20th Street San Francisco, CA 94110	10,000 00
The Women's Building	3543 18th St #8, San Francisco, CA 94110	10,000 00
Aurora Theatre Company	2081 Addison Street Berkeley, CA 94704	15,000 00
Golden Gate Performing Arts Inc	1800 Market Street, PMB #100 San Francisco, CA 94102	5,000 00
Headlands Center for the Arts	944 Fort Barry Sausalito, CA 94965	10,000 00
Intersection for the Arts	925 Mission Street #109 San Francisco, CA 94103	15,000 00
ODC Theater	351 Shotwell St San Francisco, CA 94110	15,000 00
Opera Parallele	50 Oak Street San Francisco, CA 94102	15,000 00
San Francisco Playhouse	588 Sutter Street #318, San Francisco, CA 94102	20,000 00
		<u>166,000.00</u>

MISC grants

Association of Small Foundations	1720 N Street NW Washington, DC 20036	7,000 00
		<u>7,000.00</u>

Total Grants Paid **584,500.00**

Form 990-PF	Accounting Fees			Statement	1
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Bookkeeping and tax preparation	5,582.	2,791.		2,791.	
To Form 990-PF, Pg 1, ln 16b	5,582.	2,791.		2,791.	

Form 990-PF	Other Professional Fees			Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Assistant & other Admin	5,616.	0.		5,616.	
Bank custody fees	2,767.	2,767.		0.	
Investment manager	37,776.	37,776.		0.	
Payroll and pension service	2,285.	46.		2,239.	
Other services	4,350.	0.		4,350.	
To Form 990-PF, Pg 1, ln 16c	52,794.	40,589.		12,205.	

Form 990-PF	Taxes			Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign taxes withheld	7,189.	7,189.		0.	
Excise tax on net investment income	5,666.	0.		0.	
To Form 990-PF, Pg 1, ln 18	12,855.	7,189.		0.	

Form 990-PF	Other Expenses			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Insurance	842.	0.		842.	
Phone, copies, postage	4,214.	0.		4,214.	
Office supplies	1,794.	0.		1,794.	
Professional dues and subscriptions	8,720.	0.		8,720.	
To Form 990-PF, Pg 1, ln 23	15,570.	0.		15,570.	

Form 990-PF	Corporate Stock		Statement	5
Description	Book Value		Fair Market Value	
Schedule	8,140,166.		10,428,896.	
Total to Form 990-PF, Part II, line 10b	8,140,166.		10,428,896.	

Form 990-PF	Corporate Bonds		Statement	6
Description	Book Value		Fair Market Value	
Schedule	3,890,963.		4,182,483.	
Total to Form 990-PF, Part II, line 10c	3,890,963.		4,182,483.	

The Fleishhacker Foundation

December 31, 2012 Appraisal

Account #

PAR VALUE FIXED INCOME SHARES EQUITIES	DESCRIPTION	COUPON RATE/EST DIVIDEND	ESTIMATED ANNUAL INCOME	UNIT COST	TOTAL COST	MARKET PRICE	MARKET VALUE	CUSIP
FIXED-INCOME SECURITIES								
MISCELLANEOUS								
	301,766 DODGE & COX INCOME FUND	0.550	165,972	13	3,890,963	13.860	4,182,483	256210105
	TOTAL FIXED INCOME SECURITIES		165,972		3,890,963		4,182,483	
EQUITY SECURITIES								
ENERGY								
	<u>ENERGY EQUIP. & SERVICES</u>							
	3,700 BAKER HUGHES INC	0.600	2,220	30	112,768	40.840	151,108	057224107
	3,700 SCHLUMBERGER LTD	1.100	4,070	45	167,890	69.290	256,373	806857108
	<u>OIL, GAS & CONSUMABLE FUEL</u>							
	1,095 CHEVRON CORP	3.600	3,942	9	10,293	108.140	118,413	166764100
	2,400 OCCIDENTAL PETROLEUM CORP	2.160	5,184	22	53,894	76.610	183,864	674599105
	TOTAL ENERGY		15,416		344,845		709,758	
MATERIALS								
	<u>CHEMICALS</u>							
	4,400 DOW CHEMICAL CO/THE	1.280	5,632	7	29,111	32.320	142,208	260543103
	2,300 CELANESE CORP-SERIES A	0.300	690	43	98,984	44.530	102,419	150870103
	<u>CONSTRUCTION MATERIALS</u>							
	1,900 VULCAN MATERIALS CO	0.040	76	48	90,396	52.050	98,895	929160109
	<u>PAPER & FOREST PRODUCTS</u>							
	224 DOMITAR CORP	1.800	403	100	22,428	83.520	18,708	257559203
	TOTAL MATERIALS		6,801		240,919		362,230	

The Fleishhacker Foundation

December 31, 2012 Appraisal

Account # . . .

PAR VALUE FIXED
INCOME
SHARES EQUITIES

DESCRIPTION

COUPON
RATE/EST
DIVIDEND

ESTIMATED
ANNUAL
INCOME

UNIT
COST

MARKET
PRICE

MARKET VALUE

CUSIP

INDUSTRIALS

INDUSTRIAL CONGLOMERATES

16,500 GENERAL ELECTRIC CO	0.760	12,540	21	348,944	20.990	346,335	369604103
3,300 PHILIPS ELECTRONICS-NY SHR	0.800	2,640	20	65,359	26.540	87,582	500472303

COMMERC. SERV. & SUPPLIES

2,400 PITNEY BOWES INC	1.500	3,600	30	72,342	10.640	25,536	724479100
950 ADT CORP/THE	0.500	475	19	18,360	46.490	44,166	00101J106
1,900 TYCO INTERNATIONAL LTD	0.600	1,140	15	27,838	29.250	55,575	H89128104

AIR FREIGHT & LOGISTICS

2,500 FEDEX CORP	0.560	1,400	26	64,564	91.720	229,300	31428X106
TOTAL INDUSTRIALS		21,795		597,407		788,494	

CONSUMER DISCRETIONARY

HOUSEHOLD DURABLES

4,500 PANASONIC CORP-SPON ADR	0.000		10	46,470	6.070	27,315	69832A205
2,800 SONY CORP-SPONSORED ADR	0.280	784	27	76,383	11.200	31,360	835699307

MEDIA

11,789 COMCAST CORP-CLASS A	0.650	7,663	17	194,687	37.380	440,673	20030N101
2,100 DISH NETWORK CORP-A	0.000		24	50,222	36.400	76,440	25470M109
2,315 TIME WARNER CABLE	2.240	5,186	30	70,345	97.190	224,995	88732J207
9,900 NEWS CORP-CL A	0.170	1,683	9	88,506	25.540	252,846	65248E104
7,433 TIME WARNER INC	1.040	7,730	29	219,204	47.830	355,520	887317303
1,000 MCGRAW-HILL COMPANIES INC	1.020	1,020	41	41,450	54.670	54,670	580645109

INTERNET & CATALOG RETAIL

5,300 LIBERTY INTERACTIVE CORP-A	0.000		8	44,677	19.680	104,304	53071M104
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The Fleishhacker Foundation

December 31, 2012 Appraisal

Account #

PAR VALUE FIXED INCOME SHARES	FIXED INCOME EQUITIES	DESCRIPTION	COUPON RATE/EST DIVIDEND	ESTIMATED ANNUAL INCOME	UNIT COST	TOTAL COST	MARKET PRICE	MARKET VALUE	CUSIP
		<u>MULTILINE RETAIL</u>							
3,100		J.C. PENNEY CO INC	0.000		23	71,704	19 710	61,101	708160106
		<u>SPECIALTY RETAIL</u>							
1,600		CARMAX INC	0.000		19	30,260	37.540	60,064	143130102
		TOTAL CONSUMER DISCRETIONARY		24,066		933,908		1,689,288	
		<u>CONSUMER STAPLES</u>							
		<u>FOOD & STAPLES RETAILING</u>							
2,400		WAL-MART STORES INC	1.590	3,816	47	112,357	68.230	163,752	931142103
		<u>BEVERAGES</u>							
500		DIAGEO PLC-SPONSORED ADR	2.770	1,385	68	34,149	116.580	58,290	25243Q205
		<u>FOOD PRODUCTS</u>							
1,500		UNILEVER PLC-SPONSORED ADR	1.230	1,845	32	47,708	38.720	58,080	904767704
		TOTAL CONSUMER STAPLES		7,046		194,214		280,122	
		<u>HEALTH CARE</u>							
		<u>HEALTH CARE EQUIP. & SUPL.</u>							
15,800		BOSTON SCIENTIFIC CORP	0.000		11	170,507	5.730	90,534	101137107
1,800		MEDTRONIC INC	1 040	1,872	37	67,071	41.020	73,836	585055106
		<u>PHARMACEUTICALS</u>							
6,800		GLAXOSMITHKLINE PLC-SPON ADR	2.320	15,776	43	294,255	43 470	295,596	37733W105
8,500		MERCK & CO INC.	1 720	14,620	28	238,240	40.940	347,990	58933Y105
4,800		NOVARTIS AG-ADR	2 110	10,128	55	262,851	63 300	303,840	66987V109
11,364		PFIZER INC	0 960	10,909	13	151,759	25 080	285,009	717081103
5,000		ROCHE HOLDINGS LTD-SPONS ADR	1.540	7,700	50	247,907	50.500	252,500	771195104

The Fleishhacker Foundation

December 31, 2012 Appraisal

Account #

PAR VALUE FIXED INCOME SHARES	FIXED INCOME SHARES	DESCRIPTION	COUPON RATE/EST DIVIDEND	ESTIMATED ANNUAL INCOME	UNIT COST	TOTAL COST	MARKET PRICE	MARKET VALUE	CUSIP
7,564		SANOFI-ADR	1.430	10,817	38	286,569	47.380	358,382	80105N105
TOTAL HEALTH CARE						1,719,159		2,007,687	
FINANCIALS									
<u>COMMERCIAL BANKS</u>									
1,520		HSBC HOLDINGS PLC-SPONS ADR	1.800	2,736	64	97,460	53.070	80,666	404280406
11,655		WELLS FARGO & CO	0.880	10,256	30	350,799	34.180	398,368	949746101
4,200		BB&T CORP	0.800	3,360	24	100,070	29.110	122,262	054937107
3,000		SUNTRUST BANKS INC	0.200	600	20	60,852	28.350	85,050	867914103
<u>DIVERSIFIED FIN. SVCS.</u>									
18,500		BANK OF AMERICA CORP	0.040	740	7	129,855	11.600	214,600	060505104
<u>CONSUMER FINANCE</u>									
7,000		CAPITAL ONE FINANCIAL CORP	0.200	1,400	35	245,940	57.930	405,510	14040H105
<u>CAPITAL MARKETS</u>									
8,600		BANK OF NEW YORK MELLON CORP	0.520	4,472	26	227,633	25.700	221,020	064058100
1,700		GOLDMAN SACHS GROUP INC	2.000	3,400	115	196,121	127.560	216,852	38141G104
15,500		SCHWAB (CHARLES) CORP	0.240	3,720	15	236,222	14.360	222,580	808513105
3,040		CREDIT SUISSE GROUP-SPON ADR	0.780	2,371	27	82,639	24.560	74,662	225401108
<u>INSURANCE</u>									
16,000		AEGON N.V.-NY REG SHR	0.210	3,360	6	92,826	6.440	103,040	007924103
2,500		METLIFE INC	0.740	1,850	33	82,463	32.940	82,350	59156R108
TOTAL FINANCIALS						38,265		1,902,880	

The Fleishhacker Foundation

December 31, 2012 Appraisal

Account #

PAR VALUE FIXED
INCOME
SHARES EQUITIES

DESCRIPTION

COUPON
RATE/EST
DIVIDEND

ESTIMATED
ANNUAL
INCOME

UNIT
COST

MARKET
PRICE

MARKET VALUE

CUSIP

INFORMATION TECHNOLOGY

INTERNET SOFTWARE & SERV.

1,821 AOL INC

3,100 EBAY INC

IT SERVICES

2,500 COMPUTER SCIENCES CORP

SOFTWARE

3,600 ADOBE SYSTEMS INC

4,700 CADENCE DESIGN SYS INC

4,900 COMPUWARE CORP

3,300 SYNOPSYS INC

2,200 BMC SOFTWARE INC

8,700 MICROSOFT CORP

7,300 SYMANTEC CORP

COMMUNICATIONS EQUIPMENT

13,600 NOKIA CORP-SPON ADR

COMPUTERS & PERIPHERALS

17,993 HEWLETT-PACKARD CO

4,000 NETAPP INC

ELEC. EQ., INSTR & COMP.

5,300 CORNING INC

2,300 MOLEX INC -CL A

3,900 TE CONNECTIVITY LTD

0.000 19 35,390 29.610 53,920 00184X105
0.000 20 62,678 51.020 158,162 278642103

0.800 35 88,366 40.050 100,125 205363104

0.000 30 106,917 37.680 135,648 00724F101
0.000 8 39,483 13.510 63,497 127387108
0.000 5 22,382 10.870 53,263 205638109
0.000 24 78,437 31.840 105,072 871607107
0.000 23 51,311 39.660 87,252 055921100
0.920 26 228,184 26.730 232,551 594918104
0.000 15 109,819 18.810 137,313 871503108

0.180 8 115,319 3.950 53,720 654902204

0.530 24 434,979 14.250 256,400 428236103
0.000 32 129,177 33.550 134,200 64110D104

0.360 12 65,403 12.620 66,886 219350105
0.880 23 53,559 22.320 51,336 608554200
0.840 27 106,729 37.120 144,768 H84989104

The Fleishhacker Foundation

December 31, 2012 Appraisal

Account # . . .

PAR VALUE FIXED INCOME SHARES EQUITIES	DESCRIPTION	COUPON RATE/EST DIVIDEND	ESTIMATED ANNUAL INCOME	UNIT COST	TOTAL COST	MARKET PRICE	MARKET VALUE	CUSIP
	<u>OFFICE ELECTRONICS</u>							
14,200	XEROX CORP	0 170	2,414	7	97,890	6.820	96,844	984121103
	<u>SEMICONDUCTORS & EQUIPMENT</u>							
3,600	MAXIM INTEGRATED PRODUCTS	0 960	3,456	13	47,149	29.400	105,840	57772K101
	TOTAL INFORMATION TECHNOLOGY		35,066		1,873,172		2,036,797	
	<u>TELECOMMUNICATION SERVICES</u>							
	<u>WIRELESS TELECOM SERV.</u>							
40,000	SPRINT NEXTEL CORP	0.000		6	247,738	5.670	226,800	852061100
4,000	VODAFONE GROUP PLC-SP ADR	1.500	6,000	21	85,927	25.190	100,760	92857W209
	TOTAL TELECOMMUNICATION SERVICES		6,000		333,665		327,560	
	TOTAL EQUITY SECURITIES		226,277		8,140,169		10,428,896	
				<i>Rounding</i>	<i>- 3</i>			
							<i>8,140,166</i>	

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	7
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account
Christine Elbel 1016 Lincoln Blvd #12 San Francisco, CA 94129	Executive Director 40.00	91,818.	24,377. 0.
David Fleishhacker 1016 Lincoln Blvd #12 San Francisco, CA 94129	President 1.00	0.	0. 0.
John Ehrlich Jr. 1016 Lincoln Blvd #12 San Francisco, CA 94129	Vice President 1.00	0.	0. 0.
William Fleishhacker 1016 Lincoln Blvd #12 San Francisco, CA 94129	Treasurer 1.00	0.	0. 0.
Deborah Sloss 1016 Lincoln Blvd #12 San Francisco, CA 94129	Secretary 1.00	0.	0. 0.
Delia Ehrlich 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0. 0.
Jodi Ehrlich 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0. 0.
Jeffrey Fleishhacker 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0. 0.
Marc Fleishhacker 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0. 0.
Lois Gordon 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0. 0.
Deborah Sloss 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0. 0.

Fleishhacker Foundation

94-6051048

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

Director
1.00

0. 0. 0.

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

Director
1.00

0. 0. 0.

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

91,818. 24,377. 0.

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

Name and Address of Person to Whom Applications Should be Submitted

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

Telephone Number

415-561-5350

Form and Content of Applications

Application form and organizational attachments

Any Submission Deadlines

January 15 and July 15

Restrictions and Limitations on Awards

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

FLEISHHACKER FOUNDATION

www.fleishhackerfoundation.org

ARTS GUIDELINES & APPLICATION PROCEDURES

HISTORY

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

GRANT PROGRAMS IN THE ARTS

Small Grants in the Arts (see next page)

Eureka Fellowship Program

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

Special Arts Grants

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

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

BOARD DISCRETIONARY GRANTS

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

PRECOLLEGIATE EDUCATION

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

FLEISHHACKER FOUNDATION

SMALL GRANTS IN THE ARTS

Application Guidelines

FUNDING PRIORITIES

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

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

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

ELIGIBILITY

Applicants must be:

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

Not eligible are:

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

DISCIPLINES ELIGIBLE

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

REVIEW CRITERIA

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

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

FISCAL SPONSORSHIPS

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

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

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

APPLICATION PROCESS

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

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

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

Note: do not bind or staple application materials, use paper clips, only 12 point type. The Foundation cannot review extensive proposal packets. Additional materials must be limited, and may include: a brochure or newsletter; performance reviews; letters of support; or video clip of performances. These materials are not required to complete the application, except that a film sample is required of film applicants. Work samples will be returned if a stamped mailing envelope is provided (although the Foundation keeps films it funds).

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

There are two grant cycles each year:

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

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

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

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

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

www.fleishhackerfoundation.org

FLEISHHACKER FOUNDATION

SPECIAL ARTS GRANTS

Application Guidelines

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

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

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

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

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

FLEISHHACKER FOUNDATION 2012 EDUCATION GRANT GUIDELINES

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

For the first grant round in 2011, a core group of prior grantees was invited to submit materials for new grant consideration. Organizations funded in spring 2011 were invited to re-apply for the spring 2012 cycle. Most of our annual grantmaking in this program will take place at the spring board meeting, for program activities during the coming school year.

The application form includes general organizational and financial information, and a supplemental narrative description of the literacy program(s). The applications need not be framed in a project-specific manner beyond supporting core literacy activities. A smaller group of organizations will generally be invited to apply for the fall grant cycle.

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

We launched the Literacy Initiative in recognition of the educational achievement gap of at-risk students, particularly those in large urban school districts with low-income backgrounds. We are supporting programs that improve early reading readiness, grade-level attainment by the end of 3rd grade, and students leaving 5th grade ready for the more challenging work of middle and high school (including college preparatory courses) – all key markers for future success in school and life. This is a difficult time of diminished resources for public education and great stresses on the system. The Foundation's Education Committee believes that the new focus area is the most effective way at this time to help those who are making a long term difference in the educational lives of disadvantaged children in our community.

Priorities for the Literacy Initiative include:

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

Grantmaking Criteria:

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

Exclusions:

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

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

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

Future Prospects:

We wish to remain open to 501c3 organizations not previously funded and will consider making grants to a limited number of these groups each year. Any organization that wishes to be considered for future grant rounds, whose work specifically focuses on literacy activities for grades K-5, may submit a 2-page Letter of Inquiry addressed to Christine Elbel, Executive Director, Fleishhacker Foundation, P.O. Box 29918, San Francisco CA 94129-0918. An email letter of inquiry may be sent to info@fleishhackerfoundation.org, with the subject line "Education Grant LOI." Lengthy attachments will not be reviewed. Deadlines for Letters of Inquiry are January 15 for the spring review cycle, and July 15 for the fall review cycle.