



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



Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn 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 <b>THE ZELLERBACH FAMILY FOUNDATION</b>		A Employer identification number <b>94-6069482</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>575 MARKET STREET</b>	Room/suite <b>2950</b>	B Telephone number <b>(415) 421-2629</b>
City or town, state, and ZIP code <b>SAN FRANCISCO, CA 94105</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input checked="" type="checkbox"/> Amended return <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) \$ <b>125,232,176.</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" 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		200,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,062,501.	2,047,179.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,139,591.			
b Gross sales price for all assets on line 6a <b>13,223,894.</b>					
7 Capital gain or (loss) (from Part IV, line 2)			5,595,521.		
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		680,710.	171,468.		STATEMENT 2
12 Total. Add lines 1 through 11		4,082,802.	7,814,168.		
13 Compensation of officers, directors, trustees, etc.		232,500.	23,250.		209,250.
14 Other employee salaries and wages		578,303.	121,187.		457,116.
15 Pension plans, employee benefits		328,715.	59,169.		269,546.
16a Legal fees STMT 3		6,913.	1,383.		5,530.
b Accounting fees STMT 4		52,375.	26,188.		26,188.
c Other professional fees STMT 5		1,289,637.	432,587.		11,190.
17 Interest					
18 Taxes STMT 6		253,524.	70,244.		0.
19 Depreciation and depletion		13,731.	2,746.		
20 Occupancy		240,304.	48,061.		192,243.
21 Travel, conferences, and meetings		14,555.	5,822.		8,733.
22 Printing and publications					
23 Other expenses STMT 7		88,929.	842,567.		71,668.
24 Total operating and administrative expenses. Add lines 13 through 23		3,099,486.	1,633,204.		1,251,464.
25 Contributions, gifts, grants paid		4,724,760.			4,884,760.
26 Total expenses and disbursements. Add lines 24 and 25		7,824,246.	1,633,204.		6,136,224.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-3,741,444.			
b Net investment income (if negative, enter -0-)			6,180,964.		
c Adjusted net income (if negative, enter -0-)				N/A	

223501  
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

12 P

SCANNED OCT 17 2013

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	200.	200.	200.
	2 Savings and temporary cash investments	321,812.	2,279,955.	2,279,955.
	3 Accounts receivable ▶ 41,991.			
	Less: allowance for doubtful accounts ▶	91,640.	41,991.	41,991.
	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	87,363.	76,431.	76,431.
	10a Investments - U.S. and state government obligations STMT 8	7,172,431.	5,336,728.	5,336,728.
	b Investments - corporate stock STMT 9	53,850,839.	50,487,727.	50,487,727.
	c Investments - corporate bonds STMT 10	8,111,160.	9,691,108.	9,691,108.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	48,817,439.	57,275,727.	57,275,727.
	14 Land, buildings, and equipment basis ▶ 224,291.			
	Less: accumulated depreciation ▶ 202,031.	35,991.	22,260.	22,260.
	15 Other assets (describe ▶ STATEMENT 12)	20,343.	20,049.	20,049.
	16 Total assets (to be completed by all filers)	118,509,218.	125,232,176.	125,232,176.
	17 Accounts payable and accrued expenses	220,341.	171,346.	
	18 Grants payable	740,000.	615,000.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ DEFERRED TAXES)	191,835.	342,335.	
	23 Total liabilities (add lines 17 through 22)	1,152,176.	1,128,681.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	117,357,042.	124,103,495.	
	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	117,357,042.	124,103,495.	
	31 Total liabilities and net assets/fund balances	118,509,218.	125,232,176.	

## 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	117,357,042.
2 Enter amount from Part I, line 27a	2	-3,741,444.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	10,487,897.
4 Add lines 1, 2, and 3	4	124,103,495.
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	124,103,495.

**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 SEE STATEMENT 16	P	VARIOUS	VARIOUS
b FROM PARTNERSHIPS	P	VARIOUS	VARIOUS
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 13,223,894.		11,084,303.	2,139,591.
b			3,455,930.
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			2,139,591.
b			3,455,930.
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	5,595,521.
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 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	5,838,293.	125,206,690.	.046629
2010	5,834,288.	116,576,243.	.050047
2009	5,552,054.	105,348,512.	.052702
2008	6,903,747.	125,722,804.	.054912
2007	6,256,697.	136,535,081.	.045825

2 Total of line 1, column (d)	2	.250115
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	.050023
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	121,134,401.
5 Multiply line 4 by line 3	5	6,059,506.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	61,810.
7 Add lines 5 and 6	7	6,121,316.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	6,136,224.

**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	61,810.
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	61,810.
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	61,810.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	97,998.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	30,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	127,998.	
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	66,188.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 66,188. Refunded <input type="checkbox"/> 0.	11		0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (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?	X	
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

**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 ► <b>ZELLERBACHFAMILYFOUNDATION.ORG</b>	13	X	
14	The books are in care of ► <b>ZELLERBACH FAMILY FOUNDATION</b> Telephone no. ► <b>415-421-2629</b> Located at ► <b>575 MARKET STREET, SUITE 2950, SAN FRANCISCO, CA</b> ZIP+4 ► <b>94105</b>			
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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

Form 990-PF (2012)

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

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

6b

X

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

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

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		232,500.	65,495.	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
HEATHER HONEGGER - 575 MARKET STREET, SAN FRANCISCO, CA 94105	FINANCE DIRECTOR 40.00	137,333.	41,706.	0.
LINA AVIDAN - 575 MARKET STREET, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE 40.00	113,917.	33,140.	0.
AMY PRICE - 575 MARKET STREET, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE 40.00	107,333.	38,215.	0.
MICHAEL SMITH - 575 MARKET STREET, SAN FRANCISCO, CA 94105	OFFICE MANAGER 40.00	106,667.	37,067.	0.
LINDA HOWE - 575 MARKET STREET, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE 32.00	75,852.	40,873.	0.
Total number of other employees paid over \$50,000				0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WELLINGTON TRUST COMPANY BOSTON, MA	INVESTMENT MANAGER	161,306.
CAMBRIDGE ASSOCIATES BOSTON, MA	INVESTMENT ADVISOR	144,750.
MAYO INVESTMENT ADVISERS LLC BOSTON, MA	INVESTMENT MANAGER	69,817.
SNYDER CAPITAL MANAGEMENT SAN FRANCISCO, CA	INVESTMENT MANAGER	62,189.

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

0

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

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

	Expenses
1 NONE	
	0.
2	
3	
4	

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

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

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

Total. Add lines 1 through 3

Form 990-PF (2012)



**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	76,491,289.
b	Average of monthly cash balances	1b	868,874.
c	Fair market value of all other assets	1c	45,618,924.
d	<b>Total</b> (add lines 1a, b, and c)	1d	122,979,087.
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	122,979,087.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,844,686.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	121,134,401.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	6,056,720.

**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	6,056,720.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	61,810.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	61,810.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,994,910.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,994,910.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,994,910.

**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	6,136,224.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,136,224.
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	61,810.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	6,074,414.

**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				5,994,910.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,401,572.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 6,136,224.				
a Applied to 2011, but not more than line 2a			1,401,572.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	200,000.			
d Applied to 2012 distributable amount				4,534,652.
e Remaining amount distributed out of corpus	0.			
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	200,000.			
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				1,460,258.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	200,000.			
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	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

\*\* SEE STATEMENT 14

Form 990-PF (2012)

<b>Part XIV</b>	<b>Private Operating Foundations</b> (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 2012, 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) |
|--|---------------|--|------------|

**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
<b>a Paid during the year</b>				
SEE STATEMENT 17				4,884,760.
<b>Total</b>			▶ 3a	4,884,760.
<b>b Approved for future payment</b>				
SEE STATEMENT 18				65,000.
<b>Total</b>			▶ 3b	65,000.





**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

**2012**

Name of the organization

THE ZELLERBACH FAMILY FOUNDATION

Employer identification number

94-6069482

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)( ) (enter number) organization

☐

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization	Employer identification number
<b>THE ZELLERBACH FAMILY FOUNDATION</b>	<b>94-6069482</b>

**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	THE WALLACE ALEXANDER GERBODE FOUNDATION  111 PINE STREET, #1515  SAN FRANCISCO, CA 94111	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	THE WILLIAM AND FLORA HEWLETT FOUNDATION  2121 SAND HILL ROAD  MENLO PARK, CA 94025	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization	Employer identification number
THE ZELLERBACH FAMILY FOUNDATION	94-6069482

**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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization	Employer identification number
<b>THE ZELLERBACH FAMILY FOUNDATION</b>	<b>94-6069482</b>

**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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

THE ZELLERBACH FAMILY FOUNDATION

94-6069482

---

STATEMENT RE AMENDED RETURN

RETURN IS AMENDED TO CORRECT REPORTING OF DIVIDEND AND INTEREST INCOME.  
AMOUNT WAS INADVERTENTLY OVERSTATED ON THE ORIGINALLY FILED RETURN.

THE ZELLERBACH FAMILY FOUNDATION

94-6069482

---

STATEMENT RE AMENDED RETURN

RETURN IS AMENDED TO CORRECT REPORTING OF DIVIDEND AND INTEREST INCOME.  
AMOUNT WAS INADVERTENTLY OVERSTATED ON THE ORIGINALLY FILED RETURN.

---



---

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
	0.	0.	0.
DIVIDEND AND INTEREST INCOME	580,529.	0.	580,529.
PARTNERSHIP DIVIDEND	481,972.	0.	481,972.
TOTAL TO FM 990-PF, PART I, LN 4	1,062,501.	0.	1,062,501.

---



---

FORM 990-PF	OTHER INCOME	STATEMENT	2
-------------	--------------	-----------	---

---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME/(LOSS)	680,710.	171,468.	
TOTAL TO FORM 990-PF, PART I, LINE 11	680,710.	171,468.	

---



---

FORM 990-PF	LEGAL FEES	STATEMENT	3
-------------	------------	-----------	---

---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,913.	1,383.		5,530.
TO FM 990-PF, PG 1, LN 16A	6,913.	1,383.		5,530.

---



---

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
-------------	-----------------	-----------	---

---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	52,375.	26,188.		26,188.
TO FORM 990-PF, PG 1, LN 16B	52,375.	26,188.		26,188.

---



---

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
-------------	-------------------------	-----------	---

---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER FEES	1,130,679.	284,819.		0.
INVESTMENT ADVISORY FEES	136,815.	136,815.		0.
INVESTMENT CUSTODIAL FEES	10,905.	10,905.		0.
CONSULTING	238.	48.		190.
COMMUNITY ARTS PANEL	11,000.	0.		11,000.
TO FORM 990-PF, PG 1, LN 16C	1,289,637.	432,587.		11,190.

---



---

FORM 990-PF	TAXES	STATEMENT	6
-------------	-------	-----------	---

---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	253,524.	0.		0.
PARTNERSHIP FOREIGN TAXES	0.	70,244.		0.
TO FORM 990-PF, PG 1, LN 18	253,524.	70,244.		0.

---



---

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
-------------	----------------	-----------	---

---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL DEVELOPMENT	2,147.	0.		2,147.
BUSINESS INSURANCE	25,194.	5,039.		20,155.
DUES & MEMBERSHIPS	1,000.	200.		800.
OFFICE SUPPLIES	15,381.	3,076.		12,305.
ANNUAL REPORT	5,043.	0.		5,043.
POSTAGE	2,693.	539.		2,154.
TELEPHONE, TELECOMMUNICATION	10,587.	2,117.		8,470.
ANNUAL MEETING	8,902.	1,780.		7,122.
OFFICE EQUIPMENT RENTAL	284.	57.		227.
SOFTWARE LICENSING FEES	16,556.	3,311.		13,245.
BANK SERVICE FEES	1,142.	1,142.		0.
PARTNERSHIP DEDUCTIONS	0.	825,306.		0.
TO FORM 990-PF, PG 1, LN 23	88,929.	842,567.		71,668.

---



---

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
-------------	--	-----------	---

---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
STATE STREET GOVERNMENT BONDS INDEX	X		5,336,728.	5,336,728.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,336,728.	5,336,728.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,336,728.	5,336,728.

---



---

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
-------------	-----------------	-----------	---

---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SNYDER CAPITAL	5,649,024.	5,649,024.
EUROPEAN INVESTORS	2,331,202.	2,331,202.
WELLINGTON-CAPITAL APPRECIATION	8,087,268.	8,087,268.
CITY OF LONDON EMERGING MARKETS	7,748,524.	7,748,524.
SILCHESTER INTERNATIONAL INVESTORS	10,252,048.	10,252,048.
HIGHCLERE INTERNATIONAL SMALLER CAP	2,762,377.	2,762,377.
SILCHESTER JAPANESE EQUITY TRUST	3,447,956.	3,447,956.
MAYO INVESTMENTS	5,465,473.	5,465,473.
SIT DIVIDEND GROWTH FUND	4,743,855.	4,743,855.
TOTAL TO FORM 990-PF, PART II, LINE 10B	50,487,727.	50,487,727.

---



---

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
-------------	-----------------	-----------	----

---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PIMCO-TOTAL RETURN FUND	4,890,813.	4,890,813.
PIMCO - SHORT TERM	4,800,295.	4,800,295.
TOTAL TO FORM 990-PF, PART II, LINE 10C	9,691,108.	9,691,108.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OZ OVERSEAS FUND	FMV	243,934.	243,934.
DAVIDSON KEMPNER INTERNATIONAL	FMV	5,110,862.	5,110,862.
MAP 2004 LP	FMV	2,383,822.	2,383,822.
TIFF REALTY & RESOURCES II	FMV	3,607,376.	3,607,376.
FORESTER OVERSEAS LTD	FMV	5,750,448.	5,750,448.
LAZARD EMERGING INCOME	FMV	4,997,353.	4,997,353.
WELLINGTON-DIVERSIFIED INF HEDGE	FMV	5,431,597.	5,431,597.
QUESTMARK PARTNERS	FMV	50,435.	50,435.
UNIVERSITY TECHNOLOGY VENTURES	FMV	214,033.	214,033.
NORTHGATE VENTURE PARTNERS II	FMV	999,371.	999,371.
LEGACY VENTURES III	FMV	743,958.	743,958.
LEGACY VENTURES IV	FMV	893,785.	893,785.
COMMONFUND PRIVATE EQUITY PTRS V	FMV	325,684.	325,684.
ENDOWMENT VENTURE PARTNERS V	FMV	581,268.	581,268.
COMMONFUND VENTURE PARTNERS VI	FMV	265,661.	265,661.
COMMONFUND PRIVATE EQUITY PTRS VI	FMV	839,131.	839,131.
COMMONFUND VENTURE PTRS VII	FMV	946,813.	946,813.
COMMONFUND INTERNATIONAL V	FMV	897,213.	897,213.
COMMONFUND INTERNATIONAL VI	FMV	1,531,838.	1,531,838.
COMMONFUND PRIVATE EQUITY PTRS VII	FMV	1,199,350.	1,199,350.
COMMONFUND VENTURE PTRS VIII	FMV	1,313,867.	1,313,867.
COMMONFUND NATURAL RESOURCES VII	FMV	1,342,199.	1,342,199.
METROPOLITAN REAL ESTATE GLOBAL	FMV	1,376,491.	1,376,491.
LEGACY VENTURES V	FMV	1,371,944.	1,371,944.
COMMONFUND NATURAL RESOURCES VIII	FMV	1,167,073.	1,167,073.
FORESTER DIVERSIFIED	FMV	5,543,325.	5,543,325.
TIFF MODERN VENTURE 1.0	FMV	543,115.	543,115.
ENDOWMENT PRIVATE EQUITY PTRS IV	FMV	568,839.	568,839.
COMMONFUND CAPITAL VENTURE PTRS IX	FMV	391,537.	391,537.
MAP 2012	FMV	345,557.	345,557.
LEGACY VENTURES VI	FMV	127,723.	127,723.
BLUECREST ALLBLUE	FMV	3,044,751.	3,044,751.
BAIN ARC	FMV	3,057,349.	3,057,349.
COMMONFUND NATURAL RESOURCES IX	FMV	23,761.	23,761.
COMMONFUND VENTURE PARTNERS X	FMV	44,264.	44,264.
FFC PARTNERS I	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		57,275,727.	57,275,727.



FORM 990-PF	OTHER ASSETS	STATEMENT 12
-------------	--------------	--------------

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SECURITY DEPOSIT	20,049.	20,049.	20,049.
RECEIVABLE FROM UNSETTLED INVESTMENT TRANSACTIONS	294.	0.	0.
TO FORM 990-PF, PART II, LINE 15	20,343.	20,049.	20,049.

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
CINDY RAMBO 575 MARKET STREET, SUITE 2950 SAN FRANCISCO, CA 94105	EXECUTIVE DIRECTOR 40.00	232,500.	65,495.	0.
NANCY ZELLERBACH BOSCHWITZ 575 MARKET STREET, SUITE 2950 SAN FRANCISCO, CA 94105	SECRETARY 1.00	0.	0.	0.
JEANETTE M. DUNCKEL 575 MARKET STREET, SUITE 2950 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
PHILIP M. EHRLICH 575 MARKET STREET, SUITE 2950 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
MARY ANN MILIAS 575 MARKET STREET, SUITE 2950 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
STEPHEN SHAPIRO 575 MARKET STREET, SUITE 2950 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
MILDRED THOMPSON 575 MARKET STREET, SUITE 2950 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.

THE ZELLERBACH FAMILY FOUNDATION

94-6069482

RAYMOND H. WILLIAMS 575 MARKET STREET, SUITE 2950 SAN FRANCISCO, CA 94105	VICE PRESIDENT 1.00	0.	0.	0.
CHARLES R. ZELLERBACH 575 MARKET STREET, SUITE 2950 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
JOHN W. ZELLERBACH 575 MARKET STREET, SUITE 2950 SAN FRANCISCO, CA 94105	VP & TREASURER 1.00	0.	0.	0.
THOMAS H. ZELLERBACH 575 MARKET STREET, SUITE 2950 SAN FRANCISCO, CA 94105	PRESIDENT 5.00	0.	0.	0.
WILLIAM J. ZELLERBACH 575 MARKET STREET, SUITE 2950 SAN FRANCISCO, CA 94105	CHAIRMAN 15.00	0.	0.	0.
ROBERT S. GABRINER 575 MARKET STREET, SUITE 2950 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		232,500.	65,495.	0.

FORM 990-PF

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

STATEMENT 14

PURSUANT TO IRC SECTION 4942(H)(2) AND IRC SECTION 53.4942(A)-3(D)(2),  
THE ZELLERBACH FAMILY FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR  
QUALIFYING DISTRIBUTIONS OF \$200,000 AS BEING MADE OUT OF CORPUS TO  
SATISFY THE REQUIREMENTS OF IRC SECTION 4942(G)(3).

  
\_\_\_\_\_  
SIGNATURE OF OFFICER

FORM 990-PF

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

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

(415) 421-2629

FORM AND CONTENT OF APPLICATIONS

PROPOSALS

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

**THE ZELLERBACH FAMILY FOUNDATION  
REALIZED GAIN (LOSS) ON SALE OF SECURITIES  
2012**

	PROCEEDS	COST	GAIN (LOSS)
Wellington Global Select - redeemed shares	4,200,000 \$	3,904,841 \$	295,159
SSgA U S Govt Bond Fund - redeemed shares	1,950,000	1,760,765 \$	189,235
Mayo Capital - stock portfolio sales	1,815,564	1,630,180 \$	185,384
Snyder Capital - stock portfolio sales	1,665,893	1,299,691 \$	366,202
EII Realty Securities Fund - redeemed shares	1,650,000	1,413,114 \$	236,886
Wellington Div Inflation Hedges - redeemed shares	1,300,000	1,182,575 \$	117,425
Davidson Kempner International - redeemed shares	600,000	-	600,000
OZ Overseas Fund - redemptions	41,106	42,704 \$	(1,598)
Class action settlement - Mills Corp	1,331	-	1,331
Subtotal	<u>\$ 13,223,894</u>	<u>\$ 11,233,870</u>	<u>\$ 1,990,024</u>

Reinvested Capital Gain & Loss

PIMCO Total Return Fund	138,634
Pimco Short Term Fund	10,933

Total	<u><u>\$ 2,139,591</u></u>
-------	----------------------------

MEMO partnership redemptions w/ no gain/loss calculated

Silchester - redeemed shares	1,700,000
Sit Dividend Growth Fund - redeemed shares	1,300,000
PIMCO Total Return Fund - redeemed shares	1,050,000
Highclere - redeemed shares	500,000

**ZELLERBACH FAMILY FOUNDATION (94-6069482)  
STATEMENT OF GRANTS PAID FOR 2012**

Grantee fiscal agent and address	Status	Purpose of grant	Amount
<b>1 PROMOTING CULTURE</b>			
<b>A Community Arts</b>			
Community Arts Panel	501 (C) 3	SEE ATTACHED DETAILS	760,000
Theatre Bay Area 1663 Mission St Suite 525 San Francisco, CA 94103	501 (C) 3	Support for experienced professionals to provide consultation to grantees of the Foundation's Community Arts Program in the areas of coaching, training, advice or critique of a performance, planning a space, or targeting long-range artistic goals	20,000
Yerba Buena Center for the Arts 701 Mission Street San Francisco, CA 94103	501 (C) 3	To support local arts organizations by partially defraying production costs, enabling them to perform in a larger space to attract a wider audience	10,000
Berkeley Arts Center Association 1275 Walnut Street Berkeley, CA 94709	501 (C) 3	To support <i>Water Cites and The Picturesque</i> , a new series of work incorporating photography, painting and video installation by artist Kim Anno	5,000
CounterPulse 1310 Mission St San Francisco, CA 94103	501 (C) 3	To support a remounting of the dance piece, <i>Our Daily Bread</i> , by local choreographer Amara Tabor-Smith during fall 2012 in San Francisco	5,000
Dancers Group 1310 Mission Street Suite 200 San Francisco, CA 94103	501 (C) 3	To support the restaging of <i>ATLACUALO</i> Ceasing of Water, a multidisciplinary work by choreographer and theatrical director, Jose Navarrete	5,000
Door Dog Music Productions 1007 General Kennedy Ave Suite 215 San Francisco, CA 94129	501 (C) 3	To support a live concert of Azen music in the ancient style known as Mugham, to be performed as a part of the annual San Francisco World Music Festival 2012	5,000
Intersection 925 Mission Street Suite 109 San Francisco, CA 94103	501 (C) 3	To support a reading workshop and public performance of <i>After All</i> , a dance theater work created by Erika Chong Shuch Performance Project	5,000
Z Space Studio 499 Alabama St, Suite 450 San Francisco, CA 94110	501 (C) 3	To support the rehearsal and production of a new work, <i>Miss Black World We Almost Lost Detroit</i> , a theatrical work	5,000
<b>Total - Community Arts</b>			<b>\$ 820,000</b>
<b>B. Arts Infrastructure</b>			
Regents, University of CA at Berkeley Sponsored Projects Office 2150 Shattuck Ave, Suite 313 Berkeley, CA 94707	Government	To support the completion of the Meyer Sound Constellation sound system in Zellerbach Hall	100,000
Trustees, University of Pennsylvania 3680 Walnut Street Philadelphia, PA 19104	501 (C) 3	To update the sound and lighting systems of the Harold L. Zellerbach Theatre at the University of Pennsylvania	90,000
<b>Total - Community Arts</b>			<b>\$ 190,000</b>
<b>C. Major Community Institutions</b>			
Jewish Community Federation 121 Steuart Street San Francisco, CA 94105	501 (C) 3	To support the local programs of the Jewish Community Federation which strengthen Bay Area communities	10,000
Fine Art Museums of San Francisco 50 Hagiwara Tea Garden Drive San Francisco, CA 94118	501 (C) 3	To support the youth arts education programs of the San Francisco Fine Art Museums	10,000
San Francisco Ballet Association 455 Franklin Street San Francisco, CA 94102	501 (C) 3	To support the youth arts education programs of the San Francisco Ballet	10,000
San Francisco Opera Association War Memorial Opera House 301 Van Ness Avenue San Francisco, CA 94102-4509	501 (C) 3	To support the youth arts education programs of the San Francisco Opera	10,000
San Francisco Symphony Association Davies Symphony Hall 201 Van Ness Avenue San Francisco, CA 94102-458	501 (C) 3	To support the youth arts education programs of the San Francisco Symphony	10,000
San Francisco Botanical Garden Society 1260 9th Avenue San Francisco, CA 94122	501 (C) 3	To support the care and maintenance of the Jennie B. Zellerbach Garden	6,000
<b>Total Major Community Institutions</b>			<b>\$ 56,000</b>
<b>PROMOTING CULTURE - TOTAL</b>			<b>\$ 1,066,000</b>
<b>2. YOUTH DEVELOPMENT</b>			
Regents, University of CA at Berkeley Sponsored Projects Office 2150 Shattuck Ave, Suite 313 Berkeley, CA 94707	Government	To support the School Time Program, a performing arts program made available by Cal Performances to public school students in the Bay Area	30,000
Regents, University of CA at Berkeley Sponsored Projects Office 2150 Shattuck Ave, Suite 313 Berkeley, CA 94707	Government	To support AileyCamp, a free six-week summer program of dance for low-income youth with academic, social, and domestic challenges	30,000
The Marsh 1062 Valencia Street San Francisco, CA 94110	501 (C) 3	To support the Marsh Youth Theater provided at the Marsh Theater in San Francisco	10,000

Community Music Center 544 Capp Street San Francisco, CA 94110	501 (C) 3	To support the Inner City Young Musicians Program, music training for low-income student musicians	10,000
Imagine Bus Project 342 Ninth St Suite 201 San Francisco, CA 94114	501 (C) 3	To support an arts program within San Francisco's Youth Guidance Center	10,000
A Home Within 2500 18th Street San Francisco, CA 94110	501 (C) 3	To support Fostering Art, a photography and creative writing program for youth who are currently or were formerly in the foster care system	10,000
Larkin Street Youth Services 701 Sutter St 2nd floor San Francisco, CA 94109	501 (C) 3	To support arts programming at the Third Street Youth Center and Clinic in the Bayview Hunters Point neighborhood of San Francisco	15,000
Richmond Youth Media Productions Inc 1146 Delaware St Berkeley, CA 94702	501 (C) 3	To support a video, media arts, and communication program during out of school hours in Richmond, California	15,000
<b>YOUTH DEVELOPMENT - TOTAL</b>			<b>\$ 130,000</b>

### 3. IMPROVING HUMAN SERVICE SYSTEMS

West Coast Children's Clinic 3301 E 12th St, Suite 259 Oakland, CA 94601	501 (C) 3	To support a comprehensive, time-sensitive analysis of the likely immediate and long-term impact of California's 2011 budget "realignment" on access to children's mental health services funded through Early Periodic Screening, Diagnosis and Treatment (EPSDT)	9,440
Centerforce 2955 Kerner Boulevard, 2nd Floor San Rafael, CA 94901	501 (C) 3	To support an exploratory study to better understand the needs of formerly incarcerated fathers who are on probation and have a court order to pay child support in Alameda County	9,845
The Alliance for Children's Rights 3333 Wilshire Blvd, Suite 550 Los Angeles, CA 90010	501 (C) 3	To support statewide training to relative caregivers, group homes and foster family agencies on new opportunities available to older youth through the California Fostering Connections to Success Act (AB12)	50,000
Community Initiatives 354 Pine Street, Suite 700 San Francisco, CA 94104	501 (C) 3	To support the education of community-based providers and policy makers about implications of a permanent funding structure to support child welfare and mental health realignment in California, and to assist Bay Area child- and youth-serving organizations in adapting to the new system	60,000
Community Works West 1649 San Pablo Ave Berkeley, CA 94702	501 (C) 3	To support a collaboration with the San Francisco Sheriff's Department to increase and improve contact visits between children and their parents incarcerated in the San Francisco jails	100,000
Friends Outside 620 N. Aurora St., Suite 2 Stockton, CA 95202	501 (C) 3	To support networking, educational, and program activities of a collaboration of public and private agencies working to improve the lives of San Francisco's incarcerated parents and their children	100,000
California Youth Connection 604 Mission Street San Francisco, CA 94105	501 (C) 3	To support continuing development, supervision, and evaluation of the placement of former foster youth, now in college or graduate school, as interns with CYC chapters in the Bay Area	80,000
San Francisco Adult Probation Department 880 Bryant St., Room 200 San Francisco, CA 94103	Government	To support the systematic review of pre-sentence investigation reports to determine if probation officers' recommendations effectively address the needs of families with minor children, and to support the training of officers to help them improve their recommendations to the court	60,000
California Court Appointed Special Advocate Association 660 13th Street, Suite 300 Oakland, CA 94612-1241	501 (C) 3	To support the development and dissemination of tools and training to assist CASA volunteers in their efforts to understand and address the mental health needs of dependent children and youth	50,000
University of Chicago 5801 South Ellis Ave Admn Bldg Rm 7 Chicago, IL 60637	501 (C) 3	To contribute to a statewide evaluation of the impact of the California Fostering Connections to Success Act (AB 12) on outcomes of foster youth as they transition to adulthood	50,000
Regents, University of CA at Berkeley Sponsored Projects Office 2150 Shattuck Ave., Suite 313 Berkeley, CA 94707	Government	To support a collaboration of county social services agencies and universities and foundations that fosters shared learning and activities designed to improve human service systems and strengthen communities of vulnerable children, youth and families	15,000
Alameda County District Attorney 1225 Fallon Street, Suite 900 Oakland, CA 94612	Government	To continue efforts to improve coordinated interagency and inter-jurisdictional responses and access to services for girls on probation, particularly those who are victims of sexual exploitation, in the immediate Bay Area	60,000
National Council on Crime and Delinquency 1970 Broadway, Suite 500 Oakland, CA 94612	501 (C) 3	To support collaboration with the City and County of San Francisco to develop a program that addresses youth offenders through restorative community conferencing	44,000
Community Initiatives 354 Pine Street, Suite 700 San Francisco, CA 94104	501 (C) 3	To support a collaborative of public agency and private foundation investors in the child welfare system to leverage their collective resources to improve the impact of child welfare services on children and families	30,000
California Youth Connection 604 Mission Street San Francisco, CA 94105	501 (C) 3	To support a mental health and wellness component and transition planning process for an organization of current and former foster youth who train child welfare workers and others about working with foster children	80,000
Centerforce 2955 Kerner Boulevard, 2nd Floor San Rafael, CA 94901	501 (C) 3	To support the development of a pilot program to support fathers incarcerated in, or recently released from, Alameda County's Santa Rita Jail to strengthen their relationships with their children	60,000
Pacific News Service 275 Ninth Street San Francisco, CA 94103	501 (C) 3	To support a youth speakers bureau to educate mental health practitioners and students in university mental health programs and ensure that youth voice is represented in state-wide discussions about educational reforms that disproportionately affect system-involved youth	100,000
Youth In Mind 2147 Oregon Street Berkeley, CA 94705	501 (C) 3	To support ongoing organizational development for an agency led by youth involved in and working to improve public mental health services	100,000
San Francisco School Alliance Foundation 114 Sansome St., Suite 800 San Francisco, CA 94104	501 (C) 3	To support youth-led research and educational efforts to inform policymakers and practitioners about the needs of transition-age youth	60,000
Child and Family Policy Institute of California 1331 Garden Highway Sacramento, CA 95833	501 (C) 3	To support efforts to improve the intersection of mental health and child welfare services, and to provide general support for the Institute	85,000

Community Works West 1649 San Pablo Ave Berkeley, CA 94702	501 (C) 3	To employ, train and support youth who have had an incarcerated parent to raise awareness about the impacts of parental incarceration on children with the goal of improving services and policies that affect these youth	140,000
Center for Young Women's Development 832 Folsom Street, Suite 700 San Francisco, CA 94107	501 (C) 3	To support efforts to improve policies and services for young mothers and fathers in juvenile detention, provide them with tools to advocate for themselves and their community, and help develop coordinated, family-focused responses for young parents involved in the criminal justice system	50,000
Community Initiatives 354 Pine Street, Suite 700 San Francisco, CA 94104	501 (C) 3	To support a collaborative of agencies serving current and former foster youth in Alameda County to develop improved and better coordinated mental health and supportive services	65,000
Swords to Plowshares 1060 Howard Street San Francisco, CA 94103	501 (C) 3	To support a project to educate mental health providers, law enforcement, and others about the mental health needs of combat-exposed young veterans	75,000
Strategies for Youth P O Box 390174 Cambridge, MA 02139	501 (C) 3	To support efforts to improve interactions between youth and law enforcement and keep youth out of the juvenile justice system by educating them about the system and the consequences of their behavior, and by educating adults who work with them about the adolescent brain	29,715
<b>IHHS - TOTAL</b>			<b>\$ 1,563,000</b>

#### 4 IMMIGRANTS & REFUGEES

La Raza Centro Legal 474 Valencia Street, Suite 295 San Francisco, CA 94103	501 (C) 3	To support a program that provides a structured and dignified setting for day laborers and domestic workers to find employment and gain access to social and educational services that promote health and well-being	40,000
Lawyers' Committee for Civil Rights of the San Francisco Bay Area 131 Steuart, Suite 400 San Francisco, CA 94105	501 (C) 3	To support free legal representation to indigent asylum seekers, train non-immigration lawyers and nonprofit legal services providers in the areas of asylum and refugee law, and interact with the local offices of the Bureau of Immigration and Customs Enforcement to facilitate the fair treatment of Bay Area asylum seekers	35,000
Women's Action to Gain Economic Security 1904 Franklin Street, Suite 801 Oakland, CA 94612	501 (C) 3	To create employment and business ownership opportunities for low-income immigrant women through the formation of environmentally-safe housekeeping cooperatives	50,000
Mujeres Unidas y Activas 3543 18th St, #23 San Francisco, CA 94110	501 (C) 3	To support a project that promotes and facilitates English language acquisition among the Latina immigrant women staff and members	38,000
Institute for Local Government 1400 K Street, Suite 205 Sacramento, CA 95814	501 (C) 3	To support the production of <i>Encouraging Local Government Support for Naturalization Assistance</i> , a new set of online and printed resources aimed at increasing the capacity of California city and county governments to support naturalization-related services	50,000
Action Alliance for Children 2150 Allston Way, Suite 400 Berkeley, CA 94704	501 (C) 3	To support the access of Spanish-speaking parents to timely information about early childhood development and education matters through the translation of the <i>Children's Advocate</i> news magazine into Spanish	10,000
Grantmakers Concerned with Immigrants and Refugees 777 Tilton Road Sebastopol, CA 95472-4972	501 (C) 3	To support a professional association that seeks to enhance grantmakers' knowledge about immigrant and refugee communities and the social and economic policies that affect them through a combination of educational services, resources, forums, and conferences	2,000
Catholic Legal Immigration Network 415 Michigan Ave NE, Suite 200 Washington, D C 20017	501 (C) 3	To support a series of training sessions and technical support to nonprofit immigration legal services organizations in the San Francisco Bay Area regarding changes in the U S Citizenship and Immigration Services' rules for family-based immigration applications	10,000
Canal Alliance 91 Larkspur Street San Rafael, CA 94901	501 (C) 3	To provide a variety of immigration legal services and community outreach about immigration matters to immigrants and refugees residing in Marin and other northern California counties	35,000
Chinese for Affirmative Action 17 Walter U Lum Place San Francisco, CA 94108	501 (C) 3	To support a project that works to increase the access of limited-English proficient individuals to critical government services and programs by working with local agencies to develop effective policies and procedures that make translated materials and interpreters available in the major languages spoken by local residents	30,000
Community Action Board of Santa Cruz County, Inc 406 Main Street, Suite 207 Watsonville, CA 95076	501 (C) 3	This grant will support the establishment of the Day Labor Center of Santa Cruz County, which will provide a structured and dignified setting for immigrant workers to find safe employment, develop job skills, improve wages, and become fully engaged members of the community	45,000
Community Initiatives 354 Pine Street, Suite 700 San Francisco, CA 94104	501 (C) 3	To support an organization that provides a structured and dignified setting for immigrant workers in southern Alameda County to find employment and gain access to social and educational services that promote health and well-being	40,000
Concord Community Economic Development Organization, Inc., dba Michael Chavez Center 2699 Monument Blvd, Unit G Concord, CA 94520	501 (C) 3	To support an organization that provides a structured and dignified setting for immigrant workers to find employment and gain access to social and educational services that promote health and well-being	35,000
Day Worker Center of Mountain View 113 Escuela Ave Mountain View, CA 94040	501 (C) 3	To support an organization that provides a structured and dignified setting for immigrant workers to find employment and gain access to social and educational services that promote health and well-being	45,000
Immigrant Legal Resource Center 1663 Mission St, Suite 602 San Francisco, CA 94103	501 (C) 3	To support a community education and outreach campaign aimed at preventing fraudulent practices committed by unscrupulous immigration consultants, notaries public, and immigration attorneys	10,000
San Francisco Education Fund 727 Golden Gate Ave, 2nd floor San Francisco, CA 94102	501 (C) 3	To support a program that recruits, trains, and manages a pool of volunteer interpreters and translators who facilitate the engagement of English-learner parents in the San Francisco Unified School District	50,000
International Institute of the Bay Area 657 Mission St, Suite 301 San Francisco, CA 94105	501 (C) 3	To support the development of a ten-county collaborative that will conduct community education and provide immigration legal services related to a new federal policy, Deferred Action for Childhood Arrivals (DACA), that will grant protection against deportation and employment authorization to eligible undocumented immigrant youth who were brought to the United States as children	10,000



International Institute of the Bay Area 657 Mission St., Suite 301 San Francisco, CA 94105	501 (C) 3	To support the launch of a ten-county collaborative that will conduct community education and provide immigration legal services related to DACA	100,000
International Institute of the Bay Area 657 Mission St., Suite 301 San Francisco, CA 94105	501 (C) 3	To support family-based immigration legal services and community education and outreach to low-income immigrants and refugees in San Mateo, Alameda, and Contra Costa Counties	105,000
Community Initiatives 354 Pine Street, Suite 700 San Francisco, CA 94104	501 (C) 3	To support a ten-county regional community education and outreach campaign regarding the eligibility and application requirements of DACA	50,000
Grantmakers Concerned with Immigrants and Refugees 777 Tilton Road Sebastopol, CA 95472-4972	501 (C) 3	To support the Bay Area activities of a statewide project that engages foundations, United Ways, and local and county governments in efforts to develop and invest in strategies that advance the integration of immigrants and refugees at the local and state level	35,000
East Bay Sanctuary Covenant 2362 Bancroft Way Berkeley, CA 94704	501 (C) 3	To orient immigrants and refugees to local communities and institutions and promote community involvement through educational workshops, information and referral services, leadership development training, and English as a Second Language instruction	35,000
Women's Initiative for Self Employment 1398 Valencia Street San Francisco, CA 94110	501 (C) 3	To support the ALAS program, which aims to increase the financial self-sufficiency and social advancement of Latina immigrant women through training and technical assistance in microenterprise development and financial literacy	50,000
Coastside Hope 99 Avenue Alhambra P O Box 1089 El Granada, CA 94018	501 (C) 3	To support family-based immigration legal services, citizenship test preparation classes, and community education and outreach to low-income immigrants and refugees residing in the rural coastal communities of San Mateo County	35,000
Legal Services for Children 1254 Market St., 3rd Floor San Francisco, CA 94102	501 (C) 3	To support immigration legal services, information and referral, and community education and outreach to unaccompanied immigrant youth in the Bay Area who have been abused or abandoned, are at risk of deportation, and who may be eligible under federal law for immigration relief	40,000
Immigrant Legal Resource Center 1663 Mission St., Suite 602 San Francisco, CA 94103	501 (C) 3	To support two programs that increase the capacity of nonprofit immigration legal services organizations to provide their clients with reliable information and effective legal representation	25,000
City of Oakley 3231 Main Street Oakley, CA 94561	Government	To support a new initiative in Oakley, CA that aims to create opportunities for dialogue and positive interaction among native-born and foreign-born community members in order to facilitate immigrant integration	45,000
Catholic Charities of the East Bay 433 Jefferson Street Oakland, CA 94607	501 (C) 3	To support the provision of family-based immigration legal services and community education and outreach to low-income immigrants who reside in western Contra Costa County	40,000
Centro Laboral de Graton P O Box 42 Graton, CA 95444	501 (C) 3	To support the provision of job referrals, job skills training, occupational health and safety classes, English as a Second Language instruction, and opportunities for leadership development and civic engagement to male and female immigrant workers residing in western Sonoma County	40,000
Community Legal Services in East Palo Alto 2117-B University Avenue East Palo Alto, CA 94303	501 (C) 3	To support family-based immigration legal services and community education and outreach to low-income immigrants in East Palo Alto and other southern San Mateo County communities	35,000
La Cocina 2948 Folsom Street San Francisco, CA 94110	501 (C) 3	To support a full-service, shared-use commercial kitchen, technical assistance, and business incubator project that helps low-income women develop and manage successful food-related businesses	45,000
Mujeres Unidas y Activas 3543 18th St., #23 San Francisco, CA 94110	501 (C) 3	To support activities that help low-income Latina immigrant women achieve economic self-sufficiency through job skills training and employment placement services in home health care, childcare, and housekeeping	50,000
<b>IMMIGRANTS &amp; REFUGEES - TOTAL</b>			<b>\$ 1,265,000</b>

#### 5 STRENGTHENING COMMUNITIES

Parents for Public Schools of San Francisco, Inc 3543 18th Street, #1 San Francisco, CA 94110	501 (C) 3	To support efforts to recruit families to stay in or come back to public schools, involve parents in school-related decision-making processes, and improve public schools through district-level involvement	35,000
Grantmakers for Education 720 SW Washington Street, Suite 605 Portland, OR 97205	501 (C) 3	To support an association of grantmakers interested in issues related to education from early childhood through higher education	1,000
International Network of Public Schools 50 Broadway, Suite 2200 New York, NY 10004	501 (C) 3	To support the establishment of a new Family Learning Center and a comprehensive parent engagement program at an Oakland Unified School District high school that provides a college-preparatory education for late-entry English Language Learner students	55,000
Parent Services Project 79 Belvedere St., Suite 101 San Rafael, CA 94901	501 (C) 3	To support a project in which parents will be trained to work alongside classroom teachers in activities designed to reverse persistently-low English Language Arts achievement among the school's majority low-income Latino and English Language Learner students	29,000
Oakland Schools Foundation P O Box 20238 Oakland, CA 94620	501 (C) 3	To support an initiative that works with school leaders and faculty members to build and sustain successful family engagement programs in nine Oakland Unified School District public schools through the provision of professional development, technical support, and fund development assistance	70,000
Oakland Schools Foundation P O Box 20238 Oakland, CA 94620	501 (C) 3	To support a collaborative effort between the Center for Educational Partnerships at the University of California, Berkeley and Think College Now elementary school in the Oakland Unified School District that integrates low-income parents into programs that create 'college-going cultures' at home and at school	40,000

Bay Area Parent Leadership Action Network 405 14th St , Suite 811 Oakland, CA 94612	501 (C) 3	To support efforts to increase the effectiveness of low-income and immigrant parents and parent-based organizations to engage in school improvement activities by providing leadership development, capacity building, training, networking, and opportunities for collaborative civic engagement	75,000
Coleman Advocates for Children and Youth 459 Vienna Street San Francisco, CA 94112	501 (C) 3	To support a school-based parent engagement program that fosters authentic relationships between parents and educators, connects families with community services and resources, and provides a variety of opportunities for parents to participate in school-based volunteer efforts	50,000
Oakland Schools Foundation P O Box 20238 Oakland, CA 94620	501 (C) 3	To support a parent leadership and engagement program at a 'small by design' 6 - 12 grade school in the Oakland Unified School District which aims to integrate low-income parents into programs that create 'college-going cultures' at home and at school	40,000
Mission Graduates 3040 16th Street San Francisco, CA 94110	501 (C) 3	To support the launch of Believing the College Dream, which will build and strengthen college and career awareness and knowledge among low-income students and their families in San Francisco's Mission District	60,000
Coleman Advocates for Children and Youth 459 Vienna Street San Francisco, CA 94112	501 (C) 3	To support a parent-led community education program that works in partnership with San Francisco Unified School District elementary schools to facilitate the participation of parents in a variety of school site and district level improvement efforts	55,000
Mission Graduates 3040 16th Street San Francisco, CA 94110	501 (C) 3	To support a project that engages and empowers low-income Spanish-speaking parents in San Francisco's Mission District to take active roles in their children's education and that works in partnership with schools to establish sustainable parent engagement	50,000
Public Interest Projects 45 W 36th Street, 6th Floor New York, NY 10018	501 (C) 3	To support the Bay Area activities of a new statewide partnership of local and national funders that have pooled their resources to provide grants and technical assistance to local and regional parent engagement and youth development organizations that are working to increase the meaningful participation of parents in their children's schools and to improve opportunities for low-income students	15,000
Great Oakland Public Schools Information Center 472 Water Street Oakland, CA 94607	501 (C) 3	To support the provision of essential information about the policies and practices of the Oakland Unified School District to parents, educators, and community members so that they have the information they need to participate in school and district-level deliberations and support efforts to improve the quality of education for all students	50,000
Oakland Community Organizations 7200 Bancroft Ave #2 Eastmont Mall Oakland, CA 94605	501 (C) 3	To support a multi-year organizing project that aims to improve academic outcomes for youth, facilitate parent and community involvement, and bring about sustainable school reform in the Oakland Unified School District	50,000
Partners in School Innovation 1060 Tennessee Street, 2nd Floor San Francisco, CA 94107	501 (C) 3	To support the launch of a new project, in partnership with the Center for Educational Partnerships at the University of California, Berkeley, designed to build and strengthen college and career awareness and knowledge among African American boys and their families in six Oakland Unified School District high schools	77,000
<b>STRENGTHENING COMMUNITY - TOTAL</b>			<b>\$ 752,000</b>

#### 6. GRANT SUPPORT

Grantmakers for Children, Youth and Families 8757 Georgia Avenue, Suite 540 Silver Spring, MD 20910	501 (C) 3	To support educational services, resources, and forums for information sharing and collaboration among grantmakers and experts in the fields of child welfare, family support, community building, and youth development	3,000
Grantmakers in the Arts 4055 21st Avenue West, Suite 100 Seattle, WA 98199	501 (C) 3	To increase the presence of arts philanthropy within the broader foundation community and to strengthen the field of private sector arts grantmaking by improving communication, information exchange, and peer-learning within the field as a whole	1,000
Northern California Grantmakers 625 Market Street, 3rd Floor San Francisco, CA 94105	501 (C) 3	To support participation in a regional organization that provides opportunity for collaborative action and professional development for philanthropic grantmakers	7,720
Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, VA 22202-9036	501 (C) 3	To support participation in a national membership association of grantmaking foundations and corporations	13,040
Afterimage Public Media 11 Embarcadero W Suite 140 Oakland, CA 94607	501 (C) 3	To support the creation of a feature-length documentary film focused on the uniqueness of the 160-year history of the San Francisco Bay Area Jewish community	10,000
CompassPoint Nonprofit Services 731 Market St , Suite 200 San Francisco, CA 94103-2005	501 (C) 3	To enhance the nonprofit leadership and organizational development of Zellerbach Family Foundation grantees by underwriting 75 percent of the costs of CompassPoint technical assistance workshops	12,000
The Foundation Center 79 Fifth Avenue New York, NY 10003	501 (C) 3	To facilitate access to information and increase public understanding of foundations and philanthropy	9,000
Northern California Grantmakers 625 Market Street, 3rd Floor San Francisco, CA 94105	501 (C) 3	To support a funder's collaborative that addresses the cash flow needs of Bay Area non-profit arts organizations	3,000
Institute on Aging 3575 Geary Boulevard San Francisco, CA 94118	501 (C) 3	To support a program that provides seniors with a single point of contact for health information, referral, comprehensive assessment, assistance with service navigation and individual follow-up	50,000
<b>GRANT SUPPORT - TOTAL</b>			<b>\$ 108,760</b>

<b>TOTAL GRANTS</b>	<b>\$ 4,884,760</b>
---------------------	---------------------

ZELLERBACH FAMILY FOUNDATION (94-6069482)  
 DETAIL OF COMMUNITY ARTS PROGRAM GRANTS  
 ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 2012

Fiscal Agent	Fiscal Agent Address	Purpose of Grant	Amount
Chinese Culture Foundation	750 Kearny St 3rd floor San Francisco, CA 94108	For Contemporary Chinese Ink Painting in America	\$ 5,000
Rhythmix Cultural Works	2513 Blanding Ave Alameda, CA 94501	For Island Arts Festival 2012	\$ 6,000
Wose Community Church	8924 Holly St Oakland, CA 94621	For "Jama Ak Bolo" West African music and dance	\$ 2,500
Shaw-Anderson Modern Dance Center	2704 Alcatraz Ave Berkeley, CA 94705	For The 2012 Isadora Duncan Dance Awards	\$ 1,500
Mediate Art Group	P O Box 170305 San Francisco, CA 94117	For the 5th Soundwave Festival	\$ 4,500
DanceArt Inc	Manposa Studio 499 Alabama St Ste 120 San Francisco, CA 94110	For WestWave Dance Festival	\$ 5,000
Voice of Roma	P O Box 514 Sebastopol, CA 95473	For 12th Annual International Roma Day	\$ 6,700
PlayGround	268 Bush St #2912 San Francisco, CA 94104	For 16th Annual PlayGround Festival	\$ 3,000
Asian Pacific Islander Cultural Center	934 Brannan St San Francisco, CA 94103	For 15th Annual United States of Asian America Festival	\$ 2,500
Dance Bngade	3316 24th St San Francisco, CA 94110	For The Annual Cuba Canbe Festival	\$ 6,000
Stepology	P O Box 420889 San Francisco, CA 94142	For the Bay Area Rhythm Exchange Tap Festival	\$ 6,000
Croatian Cultural Center of San Francisco	60 Onondaga Ave San Francisco, CA 94112	For Festival of Mandolins 2012	\$ 4,000
The Litquake Foundation	848 Filbert St San Francisco, CA 94133	For 2012 Litquake Literary Festival	\$ 5,000
Everyday Magic Inc	220 Middlefield Dr Rm 5 San Francisco, CA 94132	For Light for Haiti, Rara Tou Limen Dance Co	\$ 6,000
Berkeley Society for the Preservation of Traditional Music	2020 Addison St Berkeley, CA 94704	For the Berkeley Old Time Music Convention, festival	\$ 5,500
Switchboard Music	407 14th Ave Ste 4 San Francisco, CA 94118	For The Switchboard Music Festival 2012	\$ 3,000
U S Japan Cultural Trade Network, Inc	1471 Guerrero St Ste 3 San Francisco, CA 94110	For Erling Wold-new opera re spirituality	\$ 3,000
Theatre of Yugen, Inc	2840 Manposa St San Francisco, CA 94110	For A Minor Song Cycle	\$ 1,500
Volti	P O Box 15576 San Francisco, CA 94115	For Premiere of two new pieces	\$ 3,000
Radar Productions	673 Oak St Apt 2 San Francisco, CA 94117	For Radar Super Star-literary performances	\$ 4,500
Precita Eyes Muralists	2981 24th St San Francisco, CA 94110	For a site-specific 2 dimensional installation and audio/visual walking tour of previous murals	\$ 4,500
Kulintang Arts Inc	474 Faxon Ave San Francisco, CA 94112	For 2012 Kularts Presents	\$ 7,000
Brava For Women in the Arts	2781 24th St San Francisco, CA 94110	For an Artists' in Residency Program	\$ 6,500
Safehouse for the Performing Arts	1455 Santa Clara St Concord, CA 94518	For the AirSpace and raw programs	\$ 7,500
Museum of Performance and Design	401 Van Ness Ave Ste 402 San Francisco, CA 94102	For Full Spectrum Preserving Rare and Diverse Bay Area Dance Videos	\$ 3,000
Root Division	3175 17th St San Francisco, CA 94110	For the Second Saturday exhibition series	\$ 5,000
Q C C	934 Brannan St San Francisco, CA 94103	For Reunion, an exhibition	\$ 5,000
Shaw-Anderson Modern Dance Center	2704 Alcatraz Ave Berkeley, CA 94705	For Dandelion Dance, Power Play	\$ 3,000
Dance Bngade	3316 24th St San Francisco, CA 94110	For "Flood Plains Series # 7-10 A Question in Spiral Form", Labayan Dance	\$ 1,500

ZELLERBACH FAMILY FOUNDATION (94-6069482)  
 DETAIL OF COMMUNITY ARTS PROGRAM GRANTS  
 ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 2012

Fiscal Agent	Fiscal Agent Address	Purpose of Grant	Amount
The Dance Brigade	3316 24th St. San Francisco, CA 94110	For Embodiment Projects, "House of Matter"	\$ 3,000
Dance Elixir	737 2nd St #403 Oakland, CA 94607	For "Place "	\$ 1,500
Dimensions Dance	1428 Alice St #308 Oakland, CA 94612	For "Rhythms of Life/Down the Congo Line "	\$ 5,000
Joe Goode Performance Group	499 Alabama St #150 San Francisco, CA 94110	For "When We Fall Apart "	\$ 5,000
Dancers Group	1360 Mission St #200 San Francisco, CA 94103	For new dance work by 13th Floor Dance Theater	\$ 1,500
Art of the Matter	3288 21st St Ste 71 San Francisco, CA 94110	For " Private Life", new dance	\$ 3,000
ODC	351 Shotwell St San Francisco, CA 94110	For "Transit-A Vertical Life"	\$ 5,000
Push Dance Co	179 Oak St Apt J San Francisco, CA 94102	For "Bitter Melon" part of seventh home season	\$ 3,000
Robert Moses Kin	870 Market St Ste 567 San Francisco, CA 94102	For the "By Series", collaborations by Bay Area choreographers	\$ 3,000
DanceArt Inc	Manposa Studio 499 Alabama St Ste 120 San Francisco, CA 94110	For the "SKETCH Series", by Imagery, Amy Senwert	\$ 5,000
Capacitor	645 Haight St Apt 11 San Francisco, CA 94117	For Okeanos, an ocean inspired work	\$ 3,000
Asian Pacific Islander Cultural Center	934 Brannan St San Francisco, CA 94103	For Lenora Lee's Rescue	\$ 2,500
Radar Productions	673 Oak St Apt 2 San Francisco, CA 94117	For Masterworks "Ox" at CounterPulse	\$ 2,500
Q C C	934 Brannan St San Francisco, CA 94103	For "Queer Rebels of the Harlem Renaissance "	\$ 2,500
Independent Arts and Media	P O Box 420442 PMB 821 San Francisco, CA 94142	For Circus Bella	\$ 3,500
Magic Theatre Inc	Fort Mason Center Bldg D San Francisco, CA 94123	For "Bruja", re-imagining of the Medea legend	\$ 5,000
Q C C	934 Brannan St San Francisco, CA 94103	For "The Biggest Quake Impact of AIDS in S F 1981-1990"	\$ 3,000
Cultural Odyssey	762 Fulton St Ste 306 San Francisco, CA 94102	For "The Resurrection of SHE From Fnsco to Soweto"	\$ 6,000
San Francisco Mime Troupe	855 Treat Ave San Francisco, CA 94110	For 2012 summer program "The Last Election"	\$ 7,500
Crowded Fire Theater Co	P O Box 7775 Number 33990 San Francisco, CA 94120	For "Good Goods"	\$ 4,500
Z Space Studio	499 Alabama St San Francisco, CA 94110	For "Des Voix/Voices from A Festival of Contemporary Plays in Translation by French and American Playwrights"	\$ 5,000
Shotgun Players	1901 Ashby Ave Berkeley, CA 94703	For new play, "The Great Divide "	\$ 5,000
Dance Brigade	3316 24th St San Francisco, CA 94110	For Sara Felders "A Queer Divine"	\$ 2,500
San Francisco Women's Centers	3543 18th St San Francisco, CA 94110	For repainting of murals on the Womens Building	\$ 7,500
Youth Speaks Inc	1663 Mission St Suite 604 San Francisco, CA 94013	For the painting of 2 panels at the Life is Living Festival 2012	\$ 5,000
Higher Gliffs	2721 60th Ave Oakland, CA 94605	For murals in the San Pablo Cultural Corridor	\$ 4,000
Friends of Peralta Hacienda Historical Park	P O Box 7172 Oakland, CA 94601	For A Walter Hood installation at the Peralta House Museum of History	\$ 4,000
Southern Exposure	3030 20th St San Francisco, CA 94110	For 21st juned exhibition of work by local artists	\$ 4,500
Manilatown Heritage Foundation	953 Mission St Ste 30 San Francisco, CA 94103	For the 35th anniversary exhibition of the I Hotel evictions	\$ 3,000

ZELLERBACH FAMILY FOUNDATION (94-6069482)  
 DETAIL OF COMMUNITY ARTS PROGRAM GRANTS  
 ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 2012

Fiscal Agent	Fiscal Agent Address	Purpose of Grant	Amount
Berkeley Art Center Associates	1275 Walnut St Berkeley, CA 94709	For the exhibition Local Treasures, work by local artists	\$ 4,000
Poetry Flash	1450 4th St Ste 4 Berkeley, CA 94710	For the Literary Calendar and Presenting Project	\$ 4,000
Theatre Bay Area	1663 Mission St Ste 525 San Francisco, CA 94103	For the Theatre Bay Area Magazine	\$ 6,000
Dancers Group	1360 Mission St Ste 200 San Francisco, CA 94103	For the In Dance publication	\$ 6,000
San Francisco Friends of Chamber Music	135 Main St Ste 1140 San Francisco, CA 94105	For the Bernal Hill Players to commission Mexican musicians to compose new music re Mexico's neighborhoods.	\$ 2,500
Intersection	925 Mission St Ste 109 San Francisco, CA 94103	For The Sarah Wilson Ensemble to creat new work, Aspirations, and play @ the deYoung	\$ 4,000
San Francisco Friends of Chamber Music	135 Main St Suite 1140 San Francisco, CA 94105	For Chamber Music Day, Live and Free	\$ 7,000
San Francisco Friends of Chamber Music	135 Main St Suite 1140 San Francisco, CA 94105	For Ultra World X-Tet to present a concert with Chinese instruments	\$ 3,000
Eastside Arts Alliance	P O Box 17008 Oakland, CA 94601	For the John Santos Sextet, Outside at Eastside	\$ 7,000
Intersection	925 Mission St Ste 109 San Francisco, CA 94103	For Matt Small Music to perform at the deYoung	\$ 2,000
Berkeley Opera	1700 Shattuck Ave No 312 Berkeley, CA 94709	For performance of Mahagonny Songspiel and Vera of Las Vegas	\$ 2,000
Circuit Network	499 Alabama St Apt 203 San Francisco, CA 94110	For the Beth Custer Ensemble to play live score at silent film My Grandmother	\$ 3,500
Noe Valley Chamber Music	1021 Sanchez St San Francisco, CA 94114	For 20th annual Neo @ Noe	\$ 3,500
Outsound Presents	755 O'Farrell St Apt 51 San Francisco, CA 94109	For Outsound New Music Summit	\$ 3,500
Fools Fury Theater	499 Alabama St Apt 450 San Francisco, CA 94110	For Port Out, Starboard Home (POSH)	\$ 3,500
The Marsh	1062 Valencia St San Francisco, CA 94110	For development of Charlie Varon's solo work The Listener	\$ 3,000
Intersection	925 Mission St Ste 109 San Francisco, CA 94103	For Ictus, The River	\$ 6,000
Theatre of Yugen Inc	2840 Mariposa St San Francisco, CA 94110	For Mystical Abyss, Iroquois and Japanese creation myths	\$ 3,000
New Conservatory	25 Van Ness Ave Lower Level San Francisco, CA 94102	For Rights of Passage	\$ 5,000
Motion The Womens Performing Collective	1663 Mission St Mezzanine San Francisco, CA 94103	For Premiere of The Kepler Project	\$ 2,500
Asian Pacific Islander Cultural Center	934 Brannan St San Francisco, CA 94103	For Kei Lun Martial Arts to present Killing the Green Lion	\$ 3,000
The Dance Bngade	3316 24th St San Francisco, CA 94110	For Anna and the Annadroids for Man(u)fractured	\$ 2,000
Dancers Group	1360 Mission St Ste 200 San Francisco, CA 94103	For No Ext by Christine Bonansea	\$ 1,600
Dancers Group	1360 Mission St Ste 200 San Francisco, CA 94103	For detour dance Imitations of Intimacy	\$ 1,500
Dancers Group	1360 Mission St Ste 200 San Francisco, CA 94103	For Post Ballet for Tnads, 3rd Home Season	\$ 1,000
Levy Dance	19 Heron St San Francisco, CA 94103	For Levy Dance for a collaboration with choreographer for new work.	\$ 2,500
Na Lei Hula I Ka Wekiu	1527 20th St San Francisco, CA 94107	For the Annual Hula Show Hula Mua	\$ 3,500
Dimensions Dance	1428 Alice St Oakland, CA 94612	For Kendra Kimbrough Dance Ensemble, In the Meantime	\$ 4,000
CounterPulse	1310 Mission St San Francisco, CA 94103	For Scott Wells and Dancers, Dad's War, 25th Anniversary Season	\$ 6,000

ZELLERBACH FAMILY FOUNDATION (94-6069482)  
 DETAIL OF COMMUNITY ARTS PROGRAM GRANTS  
 ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 2012

Fiscal Agent	Fiscal Agent Address	Purpose of Grant	Amount
Epiphany Productions Sonic Dance Theater	925 Mission St. Ste 109 San Francisco, CA 94103	For San Francisco Trolley Dances 2012	\$ 7,500
Flyaway Productions	1068 Bowdoin St xxx San Francisco, CA 94134	For Niagra Falling	\$ 4,000
Axis Dance Co	1428 Alice St. Ste 201 Oakland, CA 94612	For creation of new work,Contingencies	\$ 6,000
Gamelan Sekar Jaya	3023 Shattuck Ave xxx Berkeley, CA 94705	For Warna, interdisciplinary new work	\$ 7,500
Dancers Group	1360 Mission St Ste 200 San Francisco, CA 94103	For EmSpace Dance for A Hand in Desire	\$ 3,000
Brava! For Women in the Arts	2781 24th St. San Francisco, CA 94110	For Round Whirled Records for the San Francisco Son Jarocho festival, fusion of Mexican and north of the border music.	\$ 5,000
Dancers Group	1360 Mission St. Ste 200 San Francisco, CA 94103	For Dance USA Convening in S F	\$ 5,000
3rd I South Asian Independent Film	992 Valencia St. San Francisco, CA 94110	For Artistic Director fee for 10th Annual S F Int'l So Asian Film Festival	\$ 3,000
Door Dog Music Productions Inc	1007 General Kennedy Ave Ste 215 San Francisco, CA 94129	For 13th Annual World Music Festival 2012	\$ 7,500
Circuit Network	499 Alabama St. Apt 203 San Francisco, CA 94110	For the 13th San Francisco Electronic Music Festival	\$ 4,000
San Francisco Parks Trust	501 Sanyan St San Francisco, CA 94117	For Bicycle Music Festival	\$ 3,000
Global Women Intact	1928 Ellis St. San Francisco, CA 94115	For the San Francisco African Dance and Drum Festival 2012	\$ 4,000
QWOOMAP	59 Cook St. San Francisco, CA 94118	For the QWOOMAP Annual Film Festival	\$ 3,000
Exit Theatre	156 Eddy St. San Francisco, CA 94102	For the 21st Annual San Francisco Fringe Festival, theater	\$ 5,000
Yerba Buena Arts and Events	760 Howard St San Francisco, CA 94103	For the 2012 Yerba Buena Gardens Festival	\$ 7,500
Fresh Meat Productions	375 27th St. Ste A San Francisco, CA 94131	For the Annual Fresh Meat Festival	\$ 5,000
CounterPulse	1310 Mission St. San Francisco, CA 94103	For the Mangold Project, offrendas on the Day of the Dead Festival	\$ 3,000
Intersection	925 Mission St. Suite 109 San Francisco, CA 94103	For Campo Santo's production of The River	\$ 5,000
Intersection	925 Mission St. Suite 109 San Francisco, CA 94103	For Mugwumpins The Receivers	\$ 4,000
Intersection	925 Mission St. Suite 109 San Francisco, CA 94103	For Ragged Wing Ensemble, Bardo	\$ 1,000
Brava! For Women in the Arts	2781 24th St San Francisco, CA 94110	For Traveling While Black, Edna Cooper Anifowoshe	\$ 2,500
Central Works	P O Box 9771 Berkeley, CA 94709	For A trilogy of plays, Richard the First.	\$ 2,500
CounterPulse	1310 Mission St. San Francisco, CA 94103	For Homo File, Eye Zen Art	\$ 3,000
Dancers Group	1360 Mission St. Suite 200 San Francisco, CA 94103	For Life as Leo, David Szlaza	\$ 2,000
Quiet Lighting	215 Precita Ave San Francisco, CA 94110	For a magazine featuring content of a reading series	\$ 1,500
Estna Foundation	5301 Adeline St Oakland, CA 94608	For a mural in S F , part of the Water Whites mural series	\$ 4,000
ArtSpan	934 Brannan St San Francisco, CA 94103	For the Annual Guide to Open Studios 2012	\$ 4,000
Galena Studio 24	2857 24th St. San Francisco, CA 94110	For the Annual Lunadas Series	\$ 2,000
San Francisco Friends of Chamber Music	135 Main St. Suite 1140 San Francisco, CA 94105	For Mirrors of the Self, Lisa Mezzacappa Trio	\$ 1,000

ZELLERBACH FAMILY FOUNDATION (94-6069482)  
 DETAIL OF COMMUNITY ARTS PROGRAM GRANTS  
 ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 2012

Fiscal Agent	Fiscal Agent Address	Purpose of Grant	Amount
San Francisco Friends of Chamber Music	135 Main St. Suite 1140 San Francisco, CA 94105	For Martha and Monica-new work	\$ 2,000
San Francisco Friends of Chamber Music	135 Main St. Suite 1140 San Francisco, CA 94105	For Wild Rumpus to perform at the Community Music Center	\$ 2,000
San Francisco Friends of Chamber Music	135 Main St. Suite 1140 San Francisco, CA 94105	For Nils Bulmann (Duet Project)	\$ 2,000
San Francisco Friends of Chamber Music	135 Main St. Suite 1140 San Francisco, CA 94105	For Fill As Desired-Edible Concert, Locaphonic	\$ 2,500
Intersection	925 Mission St. Suite 109 San Francisco, CA 94103	For South Indian Classical Carnatic music with jazz.	\$ 2,500
Oakland Interfaith Gospel Choir Inc	P O Box 28732 Oakland, CA 94604	For Hungarian Gospel Suite	\$ 3,000
Earplay	P O Box 192125 San Francisco, CA 94119	For Spring 2013 concert at ODC	\$ 4,000
San Francisco Chamber Orchestra	P O Box 191564 San Francisco, CA 94119	For premiere of 3 commissions from New Works Program	\$ 4,000
Kitka	1201 Martin Luther King Jr Way Oakland, CA 94612	For the Winter Songs Program 2012	\$ 6,000
Chamberworks/Sukay	3450 Sacramento St #523 San Francisco, CA 94118	For five performances of Quechua and Aymara music of the Andes	\$ 5,000
NEXMAP	572 4th Ave San Francisco, CA 94118	For Murderous Little World-music based on poems by Anne Carson	\$ 2,000
Old First Center for the Arts	1751 Sacramento St San Francisco, CA 94109	For six concerts of music by various groups	\$ 4,500
Berkeley Symphony Orchestra	1942 University Ave Suite 207 Berkeley, CA 94704	For performance of new work by a Berkeley composer	\$ 5,000
Melody of China Inc	2720 41st Ave San Francisco, CA 94116	For concert of new music featuring traditional instruments	\$ 3,500
Bird and Beckett Cultural Legacy Project	653 Chenery St San Francisco, CA 94131	For the "Which Way West?" music series	\$ 3,500
Del Sol Performing Arts	754 46th Ave San Francisco, CA 94121	For 20th Anniversary Del Sol Days	\$ 6,000
Chamber Music Partnership	196 Ripley St San Francisco, CA 94110	For the Left Coast Ensemble to commission 5 new works	\$ 2,500
Crosspulse	P O Box 3388 Oakland, CA 94609	For Body Tjak 13, innovative body music	\$ 6,000
Musical Traditions	333 Valencia St Suite 301 San Francisco, CA 94103	For the Electro Acoustic Band to perform new musical works	\$ 5,000
Parallele Ensemble Corp	50 Oak St San Francisco, CA 94102	For Ensemble Parallele for premiere of an opera	\$ 5,000
Dancers Group	1360 Mission St Suite 200 San Francisco, CA 94103	For Cid Pearlman, Your Body is Not a Shark	\$ 3,000
Dancers Group	1360 Mission St Suite 200 San Francisco, CA 94103	For The Art of Need, The Anata Project	\$ 1,000
Dancers Group	1360 Mission St Suite 200 San Francisco, CA 94110	For Mary Armentrout, "revenes and elegies"	\$ 2,500
Rawdance	105 Sanchez St San Francisco, CA 94114	For Burn In/Fall Out, 8th Home Season	\$ 3,000
Dancers Group	1360 Mission St Suite 200 San Francisco, CA 94110	For Avy K Productions, Ir-Rational	\$ 2,500
Dimensions Dance Theater Inc	1428 Alice St Fl 3 Oakland, CA 94612	For Congorsms, Fua Dia Congo	\$ 4,500
CounterPulse	1310 Mission St San Francisco, CA 94103	For Fetch, Laura Amnngton	\$ 3,500
Zaccho SF	1777 Yosemite Ave Ste 330 San Francisco, CA 94124	For a re-staging of Sailing Away	\$ 6,000
Dancers Group	1360 Mission St Suite 200 San Francisco, CA 94110	For Instrument, Monique Jenkinson	\$ 3,000

ZELLERBACH FAMILY FOUNDATION (94-6069482)  
 DETAIL OF COMMUNITY ARTS PROGRAM GRANTS  
 ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 2012

Fiscal Agent	Fiscal Agent Address	Purpose of Grant	Amount
Ensembles Ballet Folklorico de San Francisco	26 7th St 5th floor San Francisco, CA 94103	For new dances based on the social classes of Mexico	\$ 3,500
Theatre Flamenco of San Francisco Inc	150 McAllister St c/o S F Inst of Choreography San Francisco, CA 94102	For Flamenco in Movement	\$ 5,500
Mixed Bag Productions	499 Alabama St Suite 202 San Francisco, CA 94110	For The Love of Emptiness	\$ 4,000
Dancers Group	1360 Mission St Suite 200 San Francisco, CA 94103	For Fall performances, Sin Invalids	\$ 4,000
Chinese Cultural Productions	Fort Mason Center Bldg C Suite 353 San Francisco, CA 94123	For Fall performances at the Cowell	\$ 2,000
Dancers Group	1360 Mission St Suite 200 San Francisco, CA 94103	For Anna Halprin, revisiting Parades and Changes	\$ 7,500
Asian Pacific Islander Cultural Center	934 Brannan St San Francisco, CA 94103	For Small House, Claudine Naganuma	\$ 1,000
Dance Brigade	3316 24th St San Francisco, CA 94110	For Mother Tongue, Project Agora	\$ 4,000
Dancers Group	1360 Mission St Suite 200 San Francisco, CA 94103	For Taboo and Heroes, Kalandanda Dance Theater	\$ 2,000
FACT/SF	1310 Mission St San Francisco, CA 94103	For Falling	\$ 1,000
Margaret Jenkins Dance Studio Inc	507 Polk St Suite 320 San Francisco, CA 94102	For Times Bones	\$ 3,000
API Cultural Center	388 9th St Suite 290 Oakland, CA 94607	For new mandela piece to celebrate diverse cultures of Oakland's Chinatown	\$ 4,000
Z Space Studio	(PBC)	For hand-made paper exhibition of crafted items	\$ 2,500
Galena Studio 24	2857 24th St San Francisco, CA 94110	For for Navigating Through Queer Pacific Waves, One Love Oceania	\$ 2,000
San Francisco Camerawork Inc	1011 Market St 2nd floor San Francisco, CA 94103	For Too Hard to Keep, exhibition and monograph	\$ 3,000
Kala Institute	1060 Heinz Ave Berkeley, CA 94710	For Annual Artists Fresh Work exhibition	\$ 5,000
Arab Cultural Center	2 Plaza St San Francisco, CA 94116	For the Annual Arab Cultural Festival in Union Square, S F	\$ 4,500
Dancers Group	1360 Mission St Suite 200 San Francisco, CA 94103	For the Annual S F Hip Hop Dance Festival	\$ 4,000
Golden Thread Productions	499 Alabama St Apt 450 San Francisco, CA 94110	For the Annual ReOrient Theater Festival	\$ 5,500
Urban Solutions	1167 Mission St Suite 200 San Francisco, CA 94103	For Two Blocks of Art, 2012	\$ 3,000
Fresh Meat Productions	375 27th St Suite A San Francisco, CA 94131	For Annual S F Transgender Film Festival	\$ 1,500
Poetry Flash	1450 Fourth St Suite 4 Berkeley, CA 94710	For the Annual Watershed Environmental Poetry Festival	\$ 2,000
Center for the Art of Translation	582 Market St Ste 700 San Francisco, CA 94104	For Two Voices Literary Series and Lit and Lunch	\$ 2,000
Tenants and Owners Development Corp (TODCO)	230 4th St San Francisco, CA 94103	For an exhibit, Twenty 13 @ the Sixth St Photography Workshop	\$ 3,000
Pro Arts	150 Frank H Ogawa Plaza Oakland, CA 94612	For year-round exhibitions at Pro Arts	\$ 4,000
Mission Cultural Center for Latino Arts	2868 Mission St San Francisco, CA 94110	For CARNAVAL preparation and participation	\$ 2,200
CounterPulse	1310 Mission St San Francisco, CA 94103	For Artists Residency Commissioning program at CounterPulse	\$ 4,000
La Pena Cultural Center	3105 Shattuck Ave Berkeley, CA 94705	For Hip Hop Beyond Gender	\$ 3,500
Dancers Group	44 Gough St Ste 201 San Francisco, CA 94103	For Twistgate by richien group	\$ 1,500



ZELLERBACH FAMILY FOUNDATION (94-6069482)  
 DETAIL OF COMMUNITY ARTS PROGRAM GRANTS  
 ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 2012

Fiscal Agent	Fiscal Agent Address	Purpose of Grant	Amount
Dancers Group	44 Gough St Ste 201 San Francisco, CA 94103	For Of Lmb and Language by Sense Object	\$ 1,500
Dancers Group	44 Gough St Ste 201 San Francisco, CA 94103	For The Stranger Within, D Herrera Performance Co	\$ 1,500
Margaret Jenkins Dance Studio Inc	507 Polk St Ste 320 San Francisco, CA 94102	For Shared Space Six, Todd Eckert and Nol Simonse	\$ 2,500
Dancers Group	44 Gough St Ste 201 San Francisco, CA 94103	For Bomb, a new work from Project Thurst	\$ 1,500
Dance Bngade	3316 24th Street San Francisco, CA 94110	For A Ghost Dance for 2012	\$ 3,500
Camino's Flamencos	26 7th St 5th floor San Francisco, CA 94103	For 10 Por Amba	\$ 4,000
Anne Bluethenthal and Dancers	3574 22nd St San Francisco, CA 94114	For Forgiveness Project Part I	\$ 3,000
Dancers Group	44 Gough St Ste 201 San Francisco, CA 94103	For The Games We Play(ed), Tanya Bello, Project B	\$ 2,500
Intersection	925 Mission St Ste 109 San Francisco, CA 94103	For C Lugo & C Acuna's Rhap-sody in Blue	\$ 2,500
Intersection	925 Mission St Ste 109 San Francisco, CA 94103	For Two day film festival, Diasporic Vietnamese Artists Network	\$ 3,000
Diamano Coura West African Dance Co	1428 Alice Arts Center 2nd floor Oakland, CA 94612	For Annual Collage des Cultures Africaines Festival, Knowledge Keepers II	\$ 4,000
Dimensions Dance Theater Inc	1428 Alice St #308 Oakland, CA 94612	For Black Choreographers Festival Here and Now, K*Star* Productions, Oakland	\$ 3,000
Living Jazz	2501 Harrison St Oakland, CA 94612	For In the Name of Love, MLK, Jr Tribute	\$ 3,000
Thingamajigs	6114 La Salle Ave Ste 508 Oakland, CA 94611	For Pacific Exchange 2013	\$ 1,500
Eastside Arts Alliance	P O Box 17008 Oakland, CA 94601	For the Malcolm X Jazz Arts Festival	\$ 4,500
Au Co Vietnamese Cultural Center	P O Box 347042 San Francisco, CA 94134	For Generations V, Annual Festival of cultural performances	\$ 3,500
Intersection	925 Mission St Ste 109 San Francisco, CA 94103	For Teobi's Dreaming at Red Poppy Art House	\$ 3,500
Shadowlight Productions	22 Chattanooga St San Francisco, CA 94114	For 4 Trains, set in American 19th century	\$ 2,000
Playwrights Foundation Inc	1616 16th St Ste 350 San Francisco, CA 94103	For The Fourth Messenger, by 100 Shades of Green	\$ 3,000
Just Theater Inc	2419 Dowling Pl Berkeley, CA 94705	For for the New Plays Lab project.	\$ 2,000
Theatre Rhinoceros	1 Sansome St Ste 3500 San Francisco, CA 94104	For Drunk Enough to Say I Love You	\$ 1,000
Cutting Ball Theater	141 Taylor St San Francisco, CA 94102	For Knspy Knitters in the Scarlett Night	\$ 5,500
Rova Arts	333 12th St San Francisco, CA 94103	For The Collected to collaborate on music with Sqwork	\$ 1,000
Sacred & Profane A Chamber Chorus	1199 Cornell Ave Berkeley, CA 94706	For performance of a cappella works	\$ 2,000
Oakland Interfaith Gospel Choir	655 13th St Ste 301 Oakland, CA 94612	For The Annual Spring Concert	\$ 3,000
First Voice Inc	43 Parsons St San Francisco, CA 94118	For the Music of MU	\$ 1,000
San Francisco Contemporary Music Players	55 New Montgomery St Ste 708 San Francisco, CA 94105	For three performances at the Herbst Theatre	\$ 1,000
Rova Arts	333 12th St San Francisco, CA 94103	For the Grand Electric Skull	\$ 3,000
Cypress Performing Arts Assoc	912 Cole St # 137 San Francisco, CA 94117	For the Call and Response project, 2013	\$ 4,000

ZELLERBACH FAMILY FOUNDATION (94-6069482)  
 DETAIL OF COMMUNITY ARTS PROGRAM GRANTS  
 ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 2012

Fiscal Agent	Fiscal Agent Address	Purpose of Grant	Amount
Intersection	925 Mission St. Ste 109 San Francisco, CA 94103	For Jazz at Intersection for 6 months	\$ 4,000
Center for Asian American Media	145 9th St Ste 350 San Francisco, CA 94103	For live music to accompany a rare Cambodian film	\$ 3,000
Loco Bloco Drum and Dance Ensemble	3543 18th St #20 San Francisco, CA 94110	For the Night Wakes Dawn project	\$ 1,000
Korean Center Inc	1362 Post St San Francisco, CA 94109	For 5 world premieres of music by the Wooden Fish Ensemble	\$ 4,000
Voices of Music	333 Grant Ave Apt 601 San Francisco, CA 94108	For 4 Bay Area concerts	\$ 7,000
			\$ 760,000

ZELLERBACH FAMILY FOUNDATION (94-6069482)  
SCHEDULE OF GRANTS APPROVED AND UNPAID IN 2012

Grantee Fiscal Agent	Status	Purpose of Grant	Approved Unpaid
University of Chicago 5801 South Ellis Ave Admn Bldg Rm 7 Chicago, IL 60637	501 (C) 3	To contribute to a statewide evaluation of the impact of the California Fostering Connections to Success Act (AB 12) on outcomes of foster youth as they transition to adulthood (second year of two-year grant)	50,000
Regents, University of CA at Berkeley Sponsored Projects Office 2150 Shattuck Ave , Suite 313 Berkeley, CA 94707	Government	To support a collaboration of county social services agencies and universities and foundations that fosters shared learning and activities designed to improve human service systems and strengthen communities of vulnerable children, youth and families (second year of two-year grant)	15,000
<b>TOTAL GRANTS</b>			<b>65,000</b>

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

OMB No 1545-1709

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

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

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

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

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

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

Part I only ☐

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

<b>Type or print</b>	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	<b>THE ZELLERBACH FAMILY FOUNDATION</b>	<b>94-6069482</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>575 MARKET STREET, NO. 2950</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. <b>SAN FRANCISCO, CA 94105</b>	

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

**04**

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

**ZELLERBACH FAMILY FOUNDATION**  
• The books are in the care of ► **575 MARKET STREET, SUITE 2950 - SAN FRANCISCO, CA 94105**  
Telephone No ► **415-421-2629** FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year **2012** 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

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$ <b>127,998.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$ <b>97,998.</b>
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	<b>3c</b>	\$ <b>30,000.</b>

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

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

**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	Employer identification number (EIN) or
	THE ZELLERBACH FAMILY FOUNDATION	94-6069482
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	575 MARKET STREET, NO. 2950	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	SAN FRANCISCO, CA 94105	

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

04

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

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

**ZELLERBACH FAMILY FOUNDATION**

- The books are in the care of **575 MARKET STREET, SUITE 2950 - SAN FRANCISCO, CA 94105**

Telephone No **415-421-2629**

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, 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

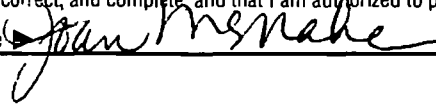
7 State in detail why you need the extension

**ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY IN ORDER TO PREPARE AND 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	\$	127,998.
8b 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	\$	127,998.
8c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	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 **CPA**

Date **7/28/13**

Form 8868 (Rev. 1-2013)