



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



Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation Fleishhacker Foundation		A Employer identification number 94-6051048
Number and street (or P O box number if mail is not delivered to street address) 1016 Lincoln Blvd	Room/suite 12	B Telephone number 415-561-5350
City or town, state or province, country, and ZIP or foreign postal code San Francisco, CA 94129-1095		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input 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) \$ 18,206,095.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		59.	59.		
4 Dividends and interest from securities		374,015.	374,015.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		488,141.			
b Gross sales price for all assets on line 6a 2,153,811.					
7 Capital gain net income (from Part IV, line 2)			488,141.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		862,215.	862,215.		
13 Compensation of officers, directors, trustees, etc		89,965.	1,799.		88,166.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		28,780.	449.		28,331.
16a Legal fees					
b Accounting fees Stmt 1		3,428.	343.		3,085.
c Other professional fees Stmt 2		60,551.	46,573.		13,978.
17 Interest					
18 Taxes Stmt 3		13,534.	7,928.		0.
19 Depreciation and depletion					
20 Occupancy		13,738.	0.		13,738.
21 Travel, conferences, and meetings		10,003.	0.		10,003.
22 Printing and publications					
23 Other expenses Stmt 4		34,811.	0.		34,811.
24 Total operating and administrative expenses. Add lines 13 through 23		254,810.	57,092.		192,112.
25 Contributions, gifts, grants paid		680,960.			680,960.
26 Total expenses and disbursements Add lines 24 and 25		935,770.	57,092.		873,072.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<73,555.>			
b Net investment income (if negative, enter -0-)			805,123.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 30 2014

Operating and Administrative Expenses

RECEIVED

MAY 21 2014

OGDEN, UT

10

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	300,741.	296,985.	296,985.
	3 Accounts receivable <input type="checkbox"/> Less: allowance for doubtful accounts <input type="checkbox"/>			
	4 Pledges receivable <input type="checkbox"/> Less: allowance for doubtful accounts <input type="checkbox"/>			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable <input type="checkbox"/> Less: allowance for doubtful accounts <input type="checkbox"/>			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			53,942.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 5	8,140,166.	8,071,648.	13,769,447.
	c Investments - corporate bonds Stmt 6	3,890,963.	3,890,963.	4,082,901.
	11 Investments - land, buildings, and equipment basis <input type="checkbox"/> Less: accumulated depreciation <input type="checkbox"/>			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis <input type="checkbox"/> Less: accumulated depreciation <input type="checkbox"/>			
	15 Other assets (describe <input type="checkbox"/> Deposits)	2,820.	2,820.	2,820.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	12,334,690.	12,262,416.	18,206,095.
Liabilities	17 Accounts payable and accrued expenses		1,281.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe <input type="checkbox"/>)			
	23 Total liabilities (add lines 17 through 22)	0.	1,281.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	12,334,690.	12,261,135.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	12,334,690.	12,261,135.	
	31 Total liabilities and net assets/fund balances	12,334,690.	12,262,416.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 12,334,690.
2 Enter amount from Part I, line 27a	2 <73,555.>
3 Other increases not included in line 2 (itemize) <input type="checkbox"/>	3 0.
4 Add lines 1, 2, and 3	4 12,261,135.
5 Decreases not included in line 2 (itemize) <input type="checkbox"/>	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 12,261,135.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly-traded securities			P	Various	Various
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 2,153,811.		1,665,670.	488,141.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			488,141.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	488,141.	
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))
2012	766,811.	14,120,149.	.054306
2011	743,707.	13,982,745.	.053187
2010	743,593.	13,303,898.	.055893
2009	623,112.	11,836,910.	.052641
2008	707,069.	14,028,747.	.050401
2 Total of line 1, column (d)			2 .266428
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 .053286
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 16,229,357.
5 Multiply line 4 by line 3			5 864,798.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,051.
7 Add lines 5 and 6			7 872,849.
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.			8 873,072.

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	8,051.
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	8,051.
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	8,051.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	16,103.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	16,103.	
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	8,052.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 8,052. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

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?		Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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.	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► www.fleishhackerfoundation.org

14 The books are in care of ► The Foundation Telephone no. ► 415-561-5350
 Located at ► 1016 Lincoln Blvd, #12, San Francisco, CA ZIP+4 ► 94129

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 2013, 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? ☐ Yes ☒ No
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 2013 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 2013) 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 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

5b

X

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 7		89,965.	20,869.	0.

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

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

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

0

(continued)

[illegible]

C

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	N/A	
2		
3		
4		

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

323501
10-10-13

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	16,131,494.
b	Average of monthly cash balances	1b	345,011.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	16,476,505.
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	16,476,505.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	247,148.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,229,357.
6	Minimum investment return. Enter 5% of line 5	6	811,468.

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	811,468.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,051.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,051.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	803,417.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	803,417.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	803,417.

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	873,072.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	873,072.
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	8,051.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	865,021.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				803,417.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				550,444.
c From 2010				749,156.
d From 2011				743,707.
e From 2012				76,278.
f Total of lines 3a through e	2,119,585.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	873,072.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				803,417.
e Remaining amount distributed out of corpus	69,655.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,189,240.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,189,240.			
10 Analysis of line 9:				
a Excess from 2009	550,444.			
b Excess from 2010	749,156.			
c Excess from 2011	743,707.			
d Excess from 2012	76,278.			
e Excess from 2013	69,655.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- 3 Complete 3a, b, or c for the alternative test relied upon:
 - a "Assets" alternative test - enter:
 - (1) Value of all assets
 - (2) Value of assets qualifying under section 4942(j)(3)(B)(i)
 - b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed
 - c "Support" alternative test - enter:
 - (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
 - (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
 - (3) Largest amount of support from an exempt organization
 - (4) Gross investment income

Form **990-PF** (2013)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Education grants - schedule		PC		110,000.
Eureka Fellowship grants - schedule	None	NC		150,500.
SIB grants - schedule		PC		58,460.
Special Arts grants - schedule		PC		146,000.
Board discretionary grants - schedule		PC		105,000.
Total See continuation sheet(s) ▶ 3a				680,960.
b Approved for future payment				
San Francisco Conservatory of Music		PC	General support	1,540.
Eureka Fellowship grant		NC		500.
Total ▶ 3b				2,040.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	59.		
4 Dividends and interest from securities			14	374,015.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	488,141.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		862,215.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	862,215.

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

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

[illegible]

Part XVII

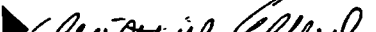
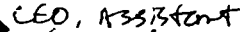
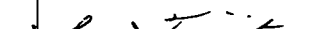
Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|---|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge					May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		5/13/14 Date		 Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	Sue Fujitani				04/22/14		P00542703
	Firm's name ▶ Sue Fujitani					Firm's EIN ▶	
	Firm's address ▶ 58 West Portal Ave #130 San Francisco, CA 94127					Phone no. 415-566-4619	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Small grants program - schedule		PC		111,000.
Total from continuation sheets				111,000.

Form 990-PF	Accounting Fees			Statement 1
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bookkeeping and tax preparation	3,428.	343.		3,085.
To Form 990-PF, Pg 1, ln 16b	3,428.	343.		3,085.

Form 990-PF	Other Professional Fees			Statement 2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Assistant & other Admin	9,503.	0.		9,503.
Bank custody fees	4,251.	4,251.		0.
Investment manager	42,285.	42,285.		0.
Payroll and pension service	1,850.	37.		1,813.
Other services	2,662.	0.		2,662.
To Form 990-PF, Pg 1, ln 16c	60,551.	46,573.		13,978.

Form 990-PF	Taxes			Statement 3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes withheld	7,928.	7,928.		0.
Excise tax on net investment income	5,606.	0.		0.
To Form 990-PF, Pg 1, ln 18	13,534.	7,928.		0.

Form 990-PF	Other Expenses			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Insurance	500.	0.		500.	
Phone, copies, postage	6,695.	0.		6,695.	
Office supplies	3,315.	0.		3,315.	
Professional dues and subscriptions	7,810.	0.		7,810.	
EFP panel and admin	16,491.	0.		16,491.	
To Form 990-PF, Pg 1, ln 23	34,811.	0.		34,811.	

Form 990-PF	Corporate Stock		Statement	5
Description			Book Value	Fair Market Value
Schedule			8,071,648.	13,769,447.
Total to Form 990-PF, Part II, line 10b			8,071,648.	13,769,447.

Form 990-PF	Corporate Bonds		Statement	6
Description			Book Value	Fair Market Value
Schedule			3,890,963.	4,082,901.
Total to Form 990-PF, Part II, line 10c			3,890,963.	4,082,901.

The Fleishhacker Foundation

December 31, 2013 Appraisal

PAR VALUE FIXED INCOME SHARES EQUITIES	DESCRIPTION	COUPON RATE/EST DIVIDEND	ESTIMATED ANNUAL INCOME	UNIT COST	TOTAL COST	MARKET PRICE	MARKET VALUE	CUSIP
FIXED INCOME SECURITIES								
MISCELLANEOUS								
	301,766 DODGE & COX INCOME FUND	0.400	120,707	13	3,890,963	13.530	4,082,901	256210105
	TOTAL FIXED INCOME SECURITIES		120,707		3,890,963		4,082,901	
EQUITY SECURITIES								
ENERGY								
	ENERGY EQUIP. & SERVICES							
3,700	BAKER HUGHES INC	0.600	2,220	30	112,768	55.260	204,462	057224107
4,100	SCHLUMBERGER LTD	1.250	5,125	48	197,974	90.110	369,451	806857108
6,300	WEATHERFORD INTL LTD	0.000		15	93,131	15.490	97,587	H27013103
	OIL, GAS & CONSUMABLE FUEL							
1,995	CHEVRON CORP	4.000	7,980	59	117,044	124.910	249,195	166764100
1,600	APACHE CORP	0.800	1,280	82	130,636	85.940	137,504	037411105
	TOTAL ENERGY		16,605		651,553		1,058,199	
MATERIALS								
	CHEMICALS							
2,700	DOW CHEMICAL CO/THE	1.280	3,456	5	13,449	44.400	119,880	260543103
2,300	CELANESE CORP-SERIES A	0.720	1,656	43	98,984	55.310	127,213	150870103
	CONSTRUCTION MATERIALS							
1,200	VULCAN MATERIALS CO	0.040	48	36	43,107	59.420	71,304	929160109

The Fleishhacker Foundation
December 31, 2013 Appraisal

PAR VALUE FIXED INCOME SHARES EQUITIES	DESCRIPTION	COUPON RATE/EST DIVIDEND	ESTIMATED ANNUAL INCOME	UNIT COST	TOTAL COST	MARKET PRICE	MARKET VALUE	CUSIP
	<u>PAPER & FOREST PRODUCTS</u>							
	324 DOMTAR CORP	2.200	713	90	29,260	94.340	30,566	257559203
	TOTAL MATERIALS		5,873		184,800		348,963	
	<u>INDUSTRIALS</u>							
	<u>INDUSTRIAL CONGLOMERATES</u>							
	14,600 GENERAL ELECTRIC CO	0.880	12,848	20	286,891	28.030	409,238	369604103
	2,800 KONINKLIJKE PHILIPS NVR- NY	0.830	2,324	20	54,826	36.970	103,516	500472303
	<u>COMMERC. SERV. & SUPPLIES</u>							
	2,950 ADT CORP/THE	0.500	1,475	35	103,783	40.470	119,387	00101J106
	2,700 TYCO INTERNATIONAL LTD	0.640	1,728	22	59,300	41.040	110,808	H89128104
	<u>AIR FREIGHT & LOGISTICS</u>							
	2,800 FEDEX CORP	0.600	1,680	35	97,012	143.770	402,556	31428X106
	TOTAL INDUSTRIALS		20,055		601,812		1,145,505	
	<u>CONSUMER DISCRETIONARY</u>							
	<u>HOUSEHOLD DURABLES</u>							
	4,500 PANASONIC CORP-SPON ADR	0.040	180	10	46,470	11.660	52,470	69832A205
	100 NVR INC	0.000		938	93,843	1026.010	102,601	62944T105
	<u>TEXTILES, APPAREL & LUX.</u>							
	2,500 COACH INC	1.350	3,375	53	133,353	56.130	140,325	189754104
	<u>MEDIA</u>							
	9,489 COMCAST CORP-CLASS A	0.780	7,401	16	153,196	51.965	493,096	20030N101
	1,900 DISH NETWORK CORP-A	0.000		24	45,180	57.920	110,048	25470M109
	2,515 TIME WARNER CABLE	2.600	6,539	35	87,925	135.500	340,783	88732J207

The Fleishhacker Foundation

December 31, 2013 Appraisal

PAR VALUE FIXED INCOME SHARES EQUITIES	DESCRIPTION	COUPON RATE/EST DIVIDEND	ESTIMATED ANNUAL INCOME	UNIT COST	TOTAL COST	MARKET PRICE	MARKET VALUE	CUSIP
5,933	TIME WARNER INC	1.150	6,823	27	162,990	69.720	413,649	887317303
7,200	TWENTY-FIRST CENTURY FOX-A	0.250	1,800	8	56,535	35.180	253,296	90130A101
1,800	NEWS CORP - CLASS A	0.000		4	7,621	18.020	32,436	65249B109
	<u>INTERNET & CATALOG RETAIL</u>							
4,300	LIBERTY INTERACTIVE CORP-A	0.000		7	29,244	29.350	126,205	53071M104
	<u>SPECIALTY RETAIL</u>							
1,500	CARMAX INC	0.000		18	27,512	47.020	70,530	143130102
	TOTAL CONSUMER DISCRETIONARY		26,118		843,869		2,135,439	
	CONSUMER STAPLES							
	<u>FOOD & STAPLES RETAILING</u>							
2,100	WAL-MART STORES INC	1.880	3,948	46	96,832	78.690	165,249	931142103
	<u>BEVERAGES</u>							
100	DIAGEO PLC-SPONSORED ADR	3.000	300	68	6,770	132.420	13,242	25243Q205
	<u>FOOD PRODUCTS</u>							
1,500	UNILEVER PLC-SPONSORED ADR	1.400	2,100	32	47,708	41.200	61,800	904767704
	TOTAL CONSUMER STAPLES		6,348		151,310		240,291	
	HEALTH CARE							
	<u>HEALTH CARE EQUIP. & SUPL.</u>							
7,500	BOSTON SCIENTIFIC CORP	0.000		7	54,649	12.020	90,150	101137107
1,500	MEDTRONIC INC	1.120	1,680	37	55,729	57.390	86,085	585055106
	<u>HEALTH CARE PROV. & SERV.</u>							
900	CIGNA CORP	0.040	36	54	48,759	87.480	78,732	125509109
1,700	UNITEDHEALTH GROUP INC	1.120	1,904	72	122,746	75.300	128,010	91324P102

The Fleishhacker Foundation

December 31, 2013 Appraisal

PAR VALUE FIXED INCOME SHARES EQUITIES	DESCRIPTION	COUPON RATE/EST DIVIDEND	ESTIMATED ANNUAL INCOME	UNIT COST	TOTAL COST	MARKET PRICE	MARKET VALUE	CUSIP
PHARMACEUTICALS								
1,400	FOREST LABORATORIES INC	0.000		43	60,020	60.030	84,042	345838106
6,500	GLAXOSMITHKLINE PLC-SPON ADR	2.410	15,665	43	278,922	53.390	347,035	37733W105
7,900	MERCK & CO. INC.	1.760	13,904	27	216,129	50.050	395,395	58933Y105
4,800	NOVARTIS AG-ADR	2.060	9,888	55	262,851	80.380	385,824	66987V109
11,064	PFIZER INC	1.040	11,507	13	146,451	30.630	338,890	717081103
4,600	ROCHE HOLDINGS LTD-SPONS ADR	1.620	7,452	50	227,845	70.200	322,920	771195104
6,864	SANOFI-ADR	1.250	8,580	37	256,742	53.630	368,116	80105N105
TOTAL HEALTH CARE					1,730,843		2,625,199	
FINANCIALS								
COMMERCIAL BANKS								
1,320	HSBC HOLDINGS PLC-SPONS ADR	2.400	3,168	60	78,896	55.130	72,772	404280406
11,555	WELLS FARGO & CO	1.200	13,866	29	338,745	45.400	524,597	949746101
3,500	BB&T CORP	0.920	3,220	23	80,076	37.320	130,620	054937107
2,800	SUNTRUST BANKS INC	0.400	1,120	20	56,515	36.810	103,068	867914103
DIVERSIFIED FIN. SVCS.								
18,500	BANK OF AMERICA CORP	0.040	740	7	129,855	15.570	288,045	060505104
2,000	JPMORGAN CHASE & CO	1.520	3,040	45	90,170	58.480	116,960	46625H100
1,000	MCGRAW HILL FINANCIAL INC	1.120	1,120	41	41,450	78.200	78,200	580645109
CONSUMER FINANCE								
7,200	CAPITAL ONE FINANCIAL CORP	1.200	8,640	36	256,153	76.610	551,592	14040H105
CAPITAL MARKETS								
8,600	BANK OF NEW YORK MELLON CORP	0.600	5,160	26	227,633	34.940	300,484	064058100
1,700	GOLDMAN SACHS GROUP INC	2.200	3,740	115	196,121	177.260	301,342	38141G104
15,500	SCHWAB (CHARLES) CORP	0.240	3,720	15	236,222	26.000	403,000	808513105

The Fleishhacker Foundation

December 31, 2013 Appraisal

PAR VALUE FIXED INCOME SHARES EQUITIES	DESCRIPTION	COUPON RATE/EST. DIVIDEND	ESTIMATED ANNUAL INCOME	UNIT COST	TOTAL COST	MARKET PRICE	MARKET VALUE	CUSIP
INSURANCE								
16,000	AEGON N.V.-NY REG SHR	0.240	3,840	6	92,826	9.480	151,680	007924103
2,500	METLIFE INC	1.100	2,750	33	82,463	53.920	134,800	59156R108
TOTAL FINANCIALS					1,907,125		3,157,160	
INFORMATION TECHNOLOGY								
INTERNET SOFTWARE & SERV.								
1,421	AOL INC	0.000		18	25,957	46.620	66,247	00184X105
2,100	EBAY INC	0.000		17	34,894	54.890	115,269	278642103
100	GOOGLE INC-CL A	0.000		779	77,918	1120.710	112,071	38259P508
IT SERVICES								
1,700	COMPUTER SCIENCES CORP	0.800	1,360	31	53,546	55.880	94,996	205363104
SOFTWARE								
2,700	ADOBE SYSTEMS INC	0.000		28	74,725	59.880	161,676	00724F101
3,700	CADENCE DESIGN SYS INC	0.000		8	28,326	14.020	51,874	127387108
3,300	SYNOPSYS INC	0.000		24	78,437	40.570	133,881	871607107
13,000	MICROSOFT CORP	1.120	14,560	27	353,223	37.430	486,590	594918104
11,400	SYMANTEC CORP	0.600	6,840	18	202,476	23.580	268,812	871503108
COMMUNICATIONS EQUIPMENT								
26,900	NOKIA CORP-SPON ADR	0.180	4,842	5	139,640	8.110	218,159	654902204
COMPUTERS & PERIPHERALS								
17,993	HEWLETT-PACKARD CO	0.580	10,436	24	434,979	27.980	503,444	428236103
4,000	NETAPP INC	0.600	2,400	32	129,177	41.140	164,560	64110D104

The Fleishhacker Foundation

December 31, 2013 Appraisal

PAR VALUE FIXED INCOME SHARES EQUITIES	DESCRIPTION	COUPON RATE/EST DIVIDEND	ESTIMATED ANNUAL INCOME	UNIT COST	TOTAL COST	MARKET PRICE	MARKET VALUE	CUSIP
<u>ELEC. EQ., INSTR. & COMP.</u>								
8,400	CORNING INC	0.400	3,360	13	105,532	17.820	149,688	219350105
3,600	TE CONNECTIVITY LTD	1.000	3,600	27	96,354	55.110	198,396	H84989104
<u>OFFICE ELECTRONICS</u>								
7,300	XEROX CORP	0.230	1,679	5	38,618	12.170	88,841	984121103
<u>SEMICONDUCTORS & EQUIPMENT</u>								
1,900	MAXIM INTEGRATED PRODUCTS	1.040	1,976	13	24,819	27.910	53,029	57772K101
TOTAL INFORMATION TECHNOLOGY					1,898,621		2,867,533	
<u>TELECOMMUNICATION SERVICES</u>								
<u>WIRELESS TELECOM SERV.</u>								
10,103	SPRINT CORP	0.000		6	57,192	10.750	108,607	85207U105
2,100	VODAFONE GROUP PLC-SP ADR	1.590	3,339	21	44,523	39.310	82,551	92857W209
TOTAL TELECOMMUNICATION SERVICES					101,715		191,158	
TOTAL EQUITY SECURITIES					8,071,648		13,769,447	

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 7

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Christine Elbel 1016 Lincoln Blvd #12 San Francisco, CA 94129	Executive Director 40.00	89,965.	20,869.	0.
David Fleishhacker 1016 Lincoln Blvd #12 San Francisco, CA 94129	President 1.00	0.	0.	0.
John Ehrlich Jr. 1016 Lincoln Blvd #12 San Francisco, CA 94129	Vice President 1.00	0.	0.	0.
William Fleishhacker 1016 Lincoln Blvd #12 San Francisco, CA 94129	Treasurer 1.00	0.	0.	0.
Deborah Sloss 1016 Lincoln Blvd #12 San Francisco, CA 94129	Secretary 1.00	0.	0.	0.
Delia Ehrlich 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
Jodi Ehrlich 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
Jeffrey Fleishhacker 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
Marc Fleishhacker 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
Edie Fleishhacker Rindal 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
Laura Sloss 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.

Fleishhacker Foundation

94-6051048

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

Director
1.00

0. 0. 0.

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

<u>89,965.</u>	<u>20,869.</u>	<u>0.</u>
----------------	----------------	-----------

THE FLEISHHACKER FOUNDATION
 # 94-6051048 Form 990-PF
 Year Ended 12/31/13
 GRANTS PAID page 1 of 5

<u>Education Grants</u>	Name	Address	Paid Amount	501c3?
Reading Partners	Boys & Girls Clubs of San Francisco	106 Linden Ave. Suite 202, Oakland, CA 94607	13,000	yes
Streetside Stories		55 Hawthorne Street, STE 600, San Francisco, CA 94105	10,000	yes
Volunteer Center of Sonoma County		3130 20th Street, Ste. 311, San Francisco, CA 94110	6,000	yes
Jewish Coalition for Literacy		153 Stony Circle #100, Santa Rosa, CA 95401	5,000	yes
Pacifica School Volunteers		131 Steuart Street, STE 205, San Francisco, CA 94105	13,000	yes
826 Valencia		375 Reina Del Mar, Pacifica, CA 94044	10,000	yes
Diocese of Oakland, Dept. Catholic Schools		826 Valencia Street, San Francisco, CA 94110	13,000	yes
Super Stars Literacy, Inc.		2121 Harrison Street, Oakland, CA 94612	10,000	yes
Faith Network of the East Bay, Inc		333 Hegenberger Road, Ste.503, Oakland, CA 94621	10,000	yes
Bridge The Gap College Prep		2633 Telegraph Ave. #409, Oakland, CA 94612	10,000	yes
		PO Box 1390, Marin City, CA 94965	10,000	yes
		Total Education Grants	110,000	
<u>Eureka Fellowship Grants</u>				
Tamara Albaitis (2013)		3470 16th Street, San Francisco, CA 94114	12,500	no
Monica Canilao (2013)		165 Jessie Street, 3rd Floor, San Francisco, CA 94105	12,500	no
Emanuela Harris-Sintamarian (2013)		443 South 8th Street, #1, San Jose, CA 95112	12,500	no
Yoon Lee (2013)		3219 17th Street, #201, San Francisco, CA 94110	12,500	no
Colter Jacobsen (2012)		3605 23rd Street San Francisco, CA 94110	500	no
Emanuela Harris-Sintamarian (2013)		443 South 8th Street, #1, San Jose, CA 95112	12,000	no
Yoon Lee (2013)		3219 17th Street, #201, San Francisco, CA 94110	12,000	no
Tamara Albaitis (2013)		3470 16th Street, San Francisco, CA 94114	12,000	no
Monica Canilao (2013)		165 Jessie Street, 3rd Floor, San Francisco, CA 94105	12,000	no
Chris Fraser (2014)		5346 Shafter Ave Oakland, CA 94618	12,500	no
Emanuela Harris-Sintamarian (2013)		443 South 8th Street, #1, San Jose, CA 95112	500	no
Francesca Pastine (2014)		1183 Shotwell Street, San Francisco, CA 94110	12,500	no
Guy Overfelt (2014)		2411 24th St., San Francisco, CA 94110	12,500	no
Monica Canilao (2013)		165 Jessie Street, 3rd Floor, San Francisco 94105	500	no
Ramekon O'Arwisters (2014)		1320 Stevenson Street, C307, San Francisco, CA 94103	12,500	no
Tamara Albaitis (2013)		3470 16th Street, San Francisco, CA 94114	500	no
Yoon Lee (2013)		3219 17th Street, #201, San Francisco, CA 94110	500	no
		Total Eureka Fellowship Grants	150,500	

THE FLEISHHACKER FOUNDATION

94-6051048 Form 990-PF

Year Ended 12/31/13

GRANTS PAID page 2 of 5

<u>SIB Grants</u>	Name	Address	Paid Amount	501c3?
American Conservatory Theater		30 Grant Avenue San Francisco, CA 94108-5800	5,000	yes
Katherine Delmar Burke School		7070 California Street San Francisco, CA 94121-1798	1,000	yes
Children's Theater Association		132 Cypress Ave. Kentfield, CA 94904 ATTN: Brenda MacLear	1,500	yes
First Graduate		PO Box 29415, The Presidio San Francisco, CA 94129	5,000	yes
International House		2299 Piedmont Avenue, Berkeley, CA 94720	1,000	yes
San Francisco Ballet		455 Franklin Street San Francisco, CA 94102	5,000	yes
SF Symphony Youth Orchestra		Youth Orchestra Davies Symphony Hall 201 Van Ness Avenue	5,000	yes
Smuin Ballets/SF		44 Gough Street, Ste. 103, San Francisco, CA 94103	2,500	yes
United Way of the Bay Area		221 Main Street, STE 300 San Francisco, CA 94105	2,000	yes
The Urban School of San Francisco		1563 Page Street San Francisco, CA 94117	1,000	yes
The Cathedral School For Boys		1275 Sacramento Street, San Francisco, CA 94108	1,000	yes
Asian Art Museum of San Francisco		200 Larkin Street, San Francisco, CA 94102	3,000	yes
Music@Menlo - Menlo School		50 Valaparaíso Avenue Atherton, CA 94027	3,000	yes
SF Symphony		Davies Symphony Hall 210 Van Ness Ave. San Francisco, CA 94102	2,000	yes
San Francisco Conservatory of Music		50 Oak Street San Francisco, CA 94102-6011	2,500	yes
San Francisco Ballet		455 Franklin Street San Francisco, CA 94102	3,000	yes
Magic Theatre		Ft Mason Center Landmark Bldg D San Francisco, CA 94123	4,000	yes
American Conservatory Theater		30 Grant Avenue San Francisco, CA 94108-5800	2,000	yes
San Francisco Opera		War Memorial Opera House 301 Van Ness Avenue San Francisco	4,960	yes
Berkeley Repertory Theatre		999 Harrison Street Berkeley, CA 94710	2,000	yes
Fine Arts Museums of San Francisco		De Young Museum 50 Hagiwara Tea Garden Drive San Francisco	2,000	yes
		Total SIB Grants	58,460	
<u>Special Arts Grants</u>				
CounterPULSE		1310 Mission St., San Francisco, CA 94103	6,000	yes
KALA Art Institute		1060 Heinz Avenue, Berkeley, CA 94710	5,000	yes
Los Cenizontes Mexican Arts Center		13108 San Pablo Avenue, San Pablo, CA 94804	20,000	yes
New Conservatory Theatre Center		25 Van Ness Avenue, Lower Lobby, San Francisco, CA 94102	10,000	yes
Shotgun Players, Inc.		1901 Ashby Avenue, Berkeley, CA 94703	10,000	yes
Theatre Bay Area		1663 Mission Street, Suite 525, San Francisco, CA 94103	10,000	yes
Yerba Buena Arts and Events		760 Howard Street, San Francisco, CA 94103	5,000	yes
Headlands Center for the Arts		944 Fort Barry, San Francisco, CA 94965	5,000	yes
San Francisco Playhouse		588 Sutter St #318, San Francisco, CA 94102	5,000	yes
ODC Theater		351 Shotwell St., San Francisco, CA 94110	10,000	yes

THE FLEISHHACKER FOUNDATION

94-6051048 Form 990-PF

Year Ended 12/31/13

GRANTS PAID page 3 of 5

Name	Address	Paid Amount	501c3?
Mexican Museum	Fort Mason Center, San Francisco, CA 94123	15,000	yes
Intersection for the Arts	925 Mission St. San Francisco, CA 94103	5,000	yes
Cultural Data Project	400 Market Street, Philadelphia, PA 19106	10,000	yes
Joe Goode Performance Group	499 Alabama St. #150, San Francisco, CA 94110	15,000	yes
Z Space Studio	499 Alabama St. #450, San Francisco, CA 94110	15,000	yes
	Total Special Arts Grants	146,000	
Board Discretionary Grants			
Esopus Foundation	41 Schermerhorn St. #143, Brooklyn, NY 11201	10,000	yes
San Francisco Museum of Performance and Design	401 Van Ness Ave. Ste.402, San Francisco, CA 94102	10,000	yes
Los Angeles County Museum of Art	5905 Wilshire Boulevard, Los Angeles, CA 90036	10,000	yes
Harvard Univ., Hauser Center	79 John F. Kennedy Street, Box 143, Cambridge, MA 02138	15,000	yes
		45,000	
Lois Gordon Memorial Grants			
Community Fdn., Sonoma County	PO Box G, Sonoma CA 95476	2,500	yes
Hospice By The Bay	17 Sir Francis Drake Blvd., Larkspur, CA 94939	2,500	yes
Bryn Mawr College	101 North Merion Avenue, Bryn Mawr, PA 19010	2,500	yes
Mexican Museum	Bldg. D, Fort Mason Center, San Francisco CA 94123	5,000	yes
Sonoma Valley Museum of Art	551 Broadway, Sonoma, CA 95476	2,500	yes
		15,000	
Other Trustees' Discretionary Grants			
Motion Picture and Television Fund	P.O. Box 51150, Los Angeles, CA 90051	1,000	yes
Temple Sinai	2808 Summit Street, Oakland, CA 94609	5,000	yes
826 NYC, Inc.	372 Fifth Avenue, Brooklyn, CA 11215	2,500	yes
Brooklyn Conservatory of Music	58 Seventh Ave., Brooklyn, NY 11217	1,500	yes
Groundswell	540 President St., Suite 1A, Brooklyn, NY 11215	1,000	yes
San Francisco Conservation Corps	241 Fifth Street, San Francisco, CA 94103	5,000	yes
Children's Theater Association	PO Box 29006, San Francisco, CA 94129	1,500	yes
Katherine Delmar Burke School	7070 California Street, San Francisco, CA 94121-1798	1,000	yes
San Francisco Parks Alliance	451 Hayes Street #2, San Francisco, CA 94102	1,000	yes
Project Night Night	148 Beulah Street, San Francisco, CA 94117	1,500	yes
Congregation Kol Emeth	4175 Manuela Way, Palo Alto, CA 94306	1,000	yes
Jewish Community Federation	121 Steuart Street, San Francisco, CA 94105	1,000	yes
Center for Jewish Campus Life	PO Box 20526, Stanford, CA 94309	1,000	yes
Limmud Bay Area	2310 Homestead Rd. C1 #428, Los Altos, CA 94024	1,000	yes

THE FLEISHHACKER FOUNDATION

94-6051048 Form 990-PF

Year Ended 12/31/13

GRANTS PAID page 4 of 5

Name	Address	Paid Amount	501c3?
Stanford University	PO Box 20466, Stanford, CA 94309	3,500	yes
Yale University	PO Box 2038, New Haven, CT 06521	2,500	yes
Marin Horizon School	305 Montford Avenue, Mill Valley, CA 94941	5,000	yes
Lehrhaus Judaica	2736 Bancroft Way, Berkeley, CA 94704	5,000	yes
We Spark	13520 Ventura Blvd., Sherman Oaks, CA 91423	4,000	yes
		45,000	
	Total Board Discretionary Grants	105,000	
Small Grants Program			
LevyDance	19 Heron Street, San Francisco, CA 94103	3,000	yes
Dancers' Group	44 Gough Street, Ste 201, San Francisco, CA 94103	3,000	yes
DanceArt, Inc., Imagery	499 Alabama Street #450, San Francisco, CA 94110	4,000	yes
Mark Foehringer Dance Project/SF	1388 Haight Street #28, San Francisco, CA 94117	1,000	yes
Door Dog Music Productions	1007 Gen. Kennedy Way, Ste. 215, San Francisco, CA 94129	3,000	yes
West Edge Opera	1700 Shattuck Ave. #312, Berkeley, CA 94709	1,000	yes
Playwrights Foundation	1616 16th Street, Ste 350, San Francisco, CA 94103	4,000	yes
Golden Thread Productions	499 Alabama Street #450, San Francisco, CA 94110	1,000	yes
PlayGround Festival	3286 Adeline St. #8, Berkeley, CA 94703	1,000	yes
Djerassi Resident Artists Program	2325 Bear Gulch Road, Woodside, CA 94062	5,000	yes
Arts Benecia	991 Tyler Street, Ste. 114, Benecia, CA 94510	2,000	yes
Root Division	3175 17th Street, San Francisco, CA 94110	2,000	yes
Litquake Foundation	466 Geary Street #401, San Francisco, CA 94102	3,000	yes
Epiphany Productions	925 Mission #109, San Francisco, CA 94103	3,000	yes
S.F. Film Society, "An American Mosque"	39 Mesa Street, Ste 110, San Francisco, CA 94129	4,500	yes
Words on Dance, "Freefall"	924 Fulton #301, San Francisco, CA 94102	3,500	yes
S.F. Film Society, "Rough Cuts"	39 Mesa Street, Ste 110, San Francisco, CA 94129	2,000	yes
Earth Island Institute, "Standing Sacred Gr."	2150 Allston Way, Ste 460, Berkeley, CA 94704	9,000	yes
Lake Merritt-Uptown District Association of Oakland	c/o New City America Inc., 2130 Columbia St., San Diego, CA 9	3,000	yes
Mural Music & Arts Project	2043 Euclid Ave., East Palo Alto, CA 94303	2,000	yes
San Francisco Cinematheque	55 Taylor Street, San Francisco, CA 94102	1,000	yes
Central Works	PO Box 9771, Berkeley, CA 94709	3,000	yes
Pear Avenue Theater	1220 Pear Avenue, Mountain View, CA 94043	1,000	yes
Diablo Ballet	P.O. Box 4700, Walnut Creek, CA 94596	2,000	yes
Pro Arts, Inc.	150 Frank H Ogawa Plaza, Oakland, CA 94612	3,000	yes
Words on Dance	3629 Sacramento Street, San Francisco, CA 94118	10,000	yes

THE FLEISHHACKER FOUNDATION

94-6051048 Form 990-PF

Year Ended 12/31/13

GRANTS PAID page 5 of 5

Name	Address	Paid Amount	501c3?
Garrett + Moulton Productions	351 Shotwell Street, San Francisco, CA 94110	4,500	yes
Citizen Film, "Green Streets"	2180 Bryant, Suite #201, San Francisco, CA 94110	4,500	yes
San Francisco Zen Center, "Grace"	300 Page Street, San Francisco, CA 94102	1,000	yes
Cutting Ball Theatre	Office: 141 Taylor St., San Francisco, CA 94102	2,000	yes
ALICE. Arts and Literacy in Children's Education	725 Washington Street, Oakland, CA 94607	3,000	yes
Precita Eyes Muralists Assoc., Inc.	2981 24th St., San Francisco, CA 94110	5,000	yes
Opera Parallele	50 Oak Street, San Francisco, CA 94102	5,000	yes
MACLA, Opera Cultura	510 South First St., San Jose, CA 95113	1,000	yes
Niles Essanay Museum, "Broncho Billy"	37417 Niles Blvd., Fremont, CA 94536	5,000	yes
	Total Small Arts Grants	111,000	
	TOTAL 2013 GRANTS	680,960	

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

Name and Address of Person to Whom Applications Should be Submitted

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

Telephone Number

415-561-5350

Form and Content of Applications

Application form and organizational attachments

Any Submission Deadlines

January 15 and July 15

Restrictions and Limitations on Awards

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

THE FLEISHHACKER FOUNDATION

OVERVIEW OF GRANTMAKING PROGRAMS

Specific grantmaking guidelines for each program, application instructions, and deadlines can be found here:
www.fleishhackerfoundation.org/grants

The Mortimer Fleishhacker Foundation was established in 1947 by Mortimer Fleishhacker, Sr. In 1988 it merged with the Janet & Mortimer Fleishhacker, Jr. Foundation under the name Fleishhacker Foundation. It is located in San Francisco, has assets of approximately \$18 million, and makes grants only in the San Francisco Bay Area.

ARTS & CULTURE GRANTS

The **Small Arts Grants** program supports the development and presentation of the work of living Bay Area artists. New work is the first priority, however retrospectives and classical repertory will be considered. Grants may be awarded for: artists' fees for creative time; post production costs for a film project with a fiscal sponsor; development and production of performances; exhibition costs for visual or interdisciplinary arts projects; activities that contribute to a company's overall artistic development; and activities which strengthen an organization's artistic impact within the community. Arts disciplines considered are: dance, film, music, theatre, visual arts, and multi-disciplinary arts.

The Foundation seeks to fund a broad range of arts groups and artistic disciplines during the course of each year. Projects that reasonably compensate working artists are a priority. Only nonprofit arts organizations with annual budgets between \$100,000 and \$750,000 may apply. Grants range between \$1,000 and \$10,000. The two application deadlines are January 15 for spring review, and July 15 for fall review.

The **Special Arts Grants** are for timely needs of larger mid-sized organizations. Grants support: special artistic projects or initiatives; artistic collaborations or commissions involving local artists; and, occasionally, facilities upgrades that benefit artists and audiences. Proposals are assessed based on their potential impact on the applicant organization, arts discipline, and local community. Arts organizations with annual budgets between \$750,000 and \$1,500,000 are considered if their project is timely and, due to its scope, requires special grant funding. Film projects with budgets greater than \$750,000 are also considered in this category (if applying with an eligible fiscal sponsor). Not eligible are capital campaigns, endowment campaigns, and fundraising events. Grants are generally about \$10,000 and usually do not exceed \$25,000.

The most important considerations in making these grants are: how would the funding help advance the body of work being developed by the principal artist(s); are participating artists reasonably compensated; is there evidence of strong board and community support for the organization; is there an audience for this work; what is the potential impact on the arts discipline involved; how viable is the applicant organization and does it use its resources efficiently and well?

Potential applicants must contact the Foundation's Executive Director well in advance of the two annual application deadlines — January 15 and July 15 — to approve submission of a grant proposal. Email is the preferred form of contact for these initial inquiries: info@fleishhackerfoundation.org with subject line "LOI Special Arts Grant."

The **Eureka Fellowship Program** was established in 1986 to support individual visual artists working in a range of media and styles. Every three years a broad group of nonprofit arts organizations which serve visual artists submit nominations for this award. An outside jury selects four artists per year in three-year cycles, making decisions based solely on submitted work samples. Each artist selected receives an unrestricted fellowship of \$25,000 during the designated year of their award. The Fellowships are designed to support artists in finding more creative time for their work, and lessening their financial stress while doing so. The 2014-2015-2016 cycle of artists has already been selected and announced. Bios and images of Eureka grant recipients' work can be found on the Foundation's website.

EDUCATION GRANTS

All Education Grants are made in the field of literacy for grades K-5, specifically to help disadvantaged students who are behind, or in danger of falling behind, in reading. The Literacy Initiative was launched in 2011 in recognition of the educational achievement gap of at-risk students, particularly those in large urban school districts and living in low-income households. Grants are awarded to organizations whose programs: improve early reading readiness; support grade-level attainment by the end of 3rd grade; and help students leave 5th grade ready for the more challenging work of middle and high school (including college preparatory courses) – all key markers for future success in school and life.

Grants are primarily awarded to nonprofit, community-based organizations providing direct literacy services to students. Priority is given for school-day, classroom-based programs, and those serving a significant number of students. Grants are not be made to individual public, independent, or parochial schools. Grants for teacher professional development are not a current priority, but will be considered on a case-by-case basis if they are specifically literacy-based and serving a large number of teachers.

Grants are only awarded in the spring review cycle, which has a January 15 deadline. Prior grantees (since 2011) may apply directly; others must email a Letter of Inquiry by December 15 titled "LOI Education Grants." Grant awards are normally in the range of \$10,000 to \$15,000.

BOARD DISCRETIONARY GRANTS

The Foundation's board members have limited discretionary grant funds which can be allocated to nonprofit organizations within or outside of regular grantmaking guidelines. These grants are not open to application.