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Form **990-PF**Department of the Treasury
Internal Revenue Service**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.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE ZELLERBACH FAMILY FOUNDATION		A Employer identification number 94-6069482
Number and street (or P.O. box number if mail is not delivered to street address) 575 MARKET STREET	Room/suite 2950	B Telephone number (415) 421-2629
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94105		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 134,123,431.	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)
Revenue	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	722,556.	1,757,568.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,435,079.			
	b Gross sales price for all assets on line 6a	16,220,326.			
	7 Capital gain net income (from Part IV, line 2)		7,068,089.		
	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	1,588,760.	471,373.		STATEMENT 2	
12 Total. Add lines 1 through 11	4,946,395.	9,297,030.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	232,500.	23,250.		209,250.
	14 Other employee salaries and wages	592,120.	115,426.		476,694.
	15 Pension plans, employee benefits	344,577.	57,948.		286,630.
	16a Legal fees STMT 3	9,258.	1,557.		7,701.
	b Accounting fees STMT 4	50,870.	25,435.		25,435.
	c Other professional fees STMT 5	1,539,363.	405,450.		93,048.
	17 Interest				
	18 Taxes STMT 6	243,000.	78,683.		0.
	19 Depreciation and depletion	12,169.	2,046.		
	20 Occupancy	248,906.	41,858.		207,048.
	21 Travel, conferences, and meetings	21,961.	8,785.		13,177.
	22 Printing and publications				
	23 Other expenses STMT 7	99,481.	854,584.		67,100.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,394,205.	1,615,022.		1,386,083.
	25 Contributions, gifts, grants paid	5,143,583.			5,023,583.
26 Total expenses and disbursements. Add lines 24 and 25	8,537,788.	1,615,022.		6,409,666.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-3,591,393.				
b Net investment income (if negative, enter -0-)		7,682,008.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			200.	51.	51.
	2 Savings and temporary cash investments			2,279,955.	962,926.	962,926.
	3 Accounts receivable	25,146.				
	Less: allowance for doubtful accounts			41,991.	25,146.	25,146.
	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			76,431.	78,230.	78,230.
	10a Investments - U.S. and state government obligations	STMT 8		5,336,728.	5,193,534.	5,193,534.
	b Investments - corporate stock	STMT 9		50,487,727.	63,766,212.	63,766,212.
	c Investments - corporate bonds	STMT 10		9,691,108.	2,685,890.	2,685,890.
Liabilities	11 Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation					
	12 Investments - mortgage loans					
	13 Investments - other	STMT 11		57,275,727.	61,379,004.	61,379,004.
	14 Land, buildings, and equipment: basis	224,291.				
	Less: accumulated depreciation	214,200.		22,260.	10,091.	10,091.
	15 Other assets (describe)	STATEMENT 12)		20,049.	22,347.	22,347.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			125,232,176.	134,123,431.	134,123,431.
	17 Accounts payable and accrued expenses			171,346.	214,319.	
	18 Grants payable			615,000.	735,000.	
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)		342,335.	450,835.	
	23 Total liabilities (add lines 17 through 22)			1,128,681.	1,400,154.	
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			124,103,495.	132,723,277.	
	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					
Net Assets or Fund Balances	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			124,103,495.	132,723,277.	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances			125,232,176.	134,123,431.	

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	124,103,495.
2 Enter amount from Part I, line 27a	2	-3,591,393.
3 Other increases not included in line 2 (itemize) UNREALIZED GAIN ON INVESTMENTS	3	12,211,175.
4 Add lines 1, 2, and 3	4	132,723,277.
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	132,723,277.

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 16,220,326.		13,785,247.	2,435,079.
b			4,633,010.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			2,435,079.
b			4,633,010.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	7,068,089.
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	6,074,414.	121,134,401.	.050146
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

2 Total of line 1, column (d)	2	.254436
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	.050887
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	127,676,799.
5 Multiply line 4 by line 3	5	6,497,089.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	76,820.
7 Add lines 5 and 6	7	6,573,909.
8 Enter qualifying distributions from Part XII, line 4	8	6,409,666.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	153,640.
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	153,640.
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	153,640.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 122,344.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 90,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	212,344.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	559.	
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	58,145.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 58,145. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	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.	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) <u>CA</u>		
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? Website address ► ZELLERBACHFAMILYFOUNDATION.ORG	13	X	
14	The books are in care of ► ZELLERBACH FAMILY FOUNDATION Telephone no. ► 415-421-2629 Located at ► 575 MARKET STREET, SUITE 2950, SAN FRANCISCO, CA ZIP+4 ► 94105			
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? 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	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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is 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.)	2b	N/A
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)	3b	N/A
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)?

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

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

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

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.	66,087.	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	141,333.	43,349.	0.
AMY PRICE - 575 MARKET STREET, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE 40.00	110,575.	40,854.	0.
LINA AVIDAN - 575 MARKET STREET, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE 40.00	117,417.	34,000.	0.
MICHAEL SMITH - 575 MARKET STREET, SAN FRANCISCO, CA 94105	OFFICE MANAGER 40.00	109,950.	38,499.	0.
LINDA HOWE - 575 MARKET STREET, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE 32.00	77,800.	41,895.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES BOSTON, MA	INVESTMENT ADVISOR	150,000.
WELLINGTON TRUST COMPANY BOSTON, MA	INVESTMENT MANAGER	113,213.
RUSSEL REYNOLDS NEW YORK, NY	EXECUTIVE SEARCH	88,600.
SNYDER CAPITAL MANAGEMENT SAN FRANCISCO, CA	INVESTMENT MANAGER	60,719.
MAYO INVESTMENT ADVISERS LLC BOSTON, MA	INVESTMENT MANAGER	59,641.

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.
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	70,619,536.
b	Average of monthly cash balances	1b	723,326.
c	Fair market value of all other assets	1c	58,278,254.
d	Total (add lines 1a, b, and c)	1d	129,621,116.
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	129,621,116.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,944,317.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	127,676,799.
6	Minimum investment return. Enter 5% of line 5	6	6,383,840.

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	6,383,840.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	153,640.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	153,640.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,230,200.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,230,200.
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	6,230,200.

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	6,409,666.
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	6,409,666.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,409,666.

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				6,230,200.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,460,258.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 6,409,666.				
a Applied to 2012, but not more than line 2a			1,460,258.	
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 2013 distributable amount				4,749,408.
e Remaining amount distributed out of corpus	0.			
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	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 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				1,480,792.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

** SEE STATEMENT 14

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				
SEE STATEMENT 17				5,023,583.
Total			▶ 3a	5,023,583.
b Approved for future payment				
SEE STATEMENT 18				185,000.
Total			▶ 3b	185,000.

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Employer identification number

THE ZELLERBACH FAMILY FOUNDATION

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 its Form 990-PF, Part I, line 2, 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) (2013)

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

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 for noncash contributions.)
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 for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE ZELLERBACH FAMILY FOUNDATION

94-6069482

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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND AND INTEREST INCOME	334,181.	0.	334,181.	334,181.	
PARTNERSHIP INTEREST AND DIVIDEND	388,375.	0.	388,375.	1,423,387.	
TO PART I, LINE 4	722,556.	0.	722,556.	1,757,568.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME/(LOSS)	1,588,760.	471,373.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,588,760.	471,373.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	9,258.	1,557.		7,701.
TO FM 990-PF, PG 1, LN 16A	9,258.	1,557.		7,701.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	50,870.	25,435.		25,435.
TO FORM 990-PF, PG 1, LN 16B	50,870.	25,435.		25,435.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER FEES	1,275,975.	235,109.		0.
INVESTMENT ADVISORY FEES	150,586.	150,586.		0.
INVESTMENT CUSTODIAL FEES	10,700.	10,700.		0.
CONSULTING	90,545.	9,055.		81,491.
COMMUNITY ARTS PANEL	11,557.	0.		11,557.
TO FORM 990-PF, PG 1, LN 16C	1,539,363.	405,450.		93,048.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	243,000.	0.		0.
PARTNERSHIP FOREIGN TAXES	0.	78,683.		0.
TO FORM 990-PF, PG 1, LN 18	243,000.	78,683.		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	6,126.	4,288.		1,838.	
BUSINESS INSURANCE	23,845.	4,010.		19,835.	
DUES & MEMBERSHIPS	1,000.	0.		1,000.	
OFFICE SUPPLIES	14,836.	2,495.		12,342.	
ANNUAL REPORT	4,852.	0.		4,852.	
POSTAGE	2,223.	222.		2,000.	
TELEPHONE, TELECOMMUNICATION	8,844.	1,487.		7,357.	
ANNUAL MEETING	11,716.	1,970.		9,746.	
OFFICE EQUIPMENT RENTAL	253.	43.		210.	
SOFTWARE LICENSING FEES	8,800.	880.		7,920.	
BANK SERVICE FEES	1,986.	1,986.		0.	
PARTNERSHIP DEDUCTIONS	0.	837,203.		0.	
VACATION	15,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	99,481.	854,584.		67,100.	

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		5,193,534.	5,193,534.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,193,534.	5,193,534.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,193,534.	5,193,534.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SNYDER CAPITAL	6,699,175.		6,699,175.	
EUROPEAN INVESTORS	1,554,384.		1,554,384.	
WELLINGTON-CAPITAL APPRECIATION	10,844,916.		10,844,916.	
CITY OF LONDON EMERGING MARKETS	7,890,447.		7,890,447.	
SILCHESTER INTERNATIONAL INVESTORS	12,291,916.		12,291,916.	
HIGHCLERE INTERNATIONAL SMALLER CAP	3,283,981.		3,283,981.	

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SILCHESTER JAPANESE EQUITY TRUST	3,677,931.	3,677,931.
MAYO INVESTMENTS	6,556,828.	6,556,828.
SIT DIVIDEND GROWTH FUND	6,093,969.	6,093,969.
VAN ECK INT INVESTORS GOLD FUND	1,535,548.	1,535,548.
RS GLOBAL NATURAL RESOURCES	3,337,117.	3,337,117.
TOTAL TO FORM 990-PF, PART II, LINE 10B	63,766,212.	63,766,212.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PIMCO - SHORT TERM	2,685,890.	2,685,890.
PIMCO - TOTAL RETURN FUND	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,685,890.	2,685,890.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OZ OVERSEAS FUND	FMV	112,196.	112,196.
DAVIDSON KEMPNER INTERNATIONAL	FMV	4,610,483.	4,610,483.
MAP 2004 LP	FMV	2,619,756.	2,619,756.
TIFF REALTY & RESOURCES II	FMV	3,207,832.	3,207,832.
FORESTER OVERSEAS LTD	FMV	6,640,981.	6,640,981.
LAZARD EMERGING INCOME	FMV	4,656,354.	4,656,354.
QUESTMARK PARTNERS	FMV	45,451.	45,451.
UNIVERSITY TECHNOLOGY VENTURES	FMV	190,252.	190,252.
NORTHGATE VENTURE PARTNERS II	FMV	796,918.	796,918.
LEGACY VENTURES III	FMV	832,983.	832,983.
LEGACY VENTURES IV	FMV	1,122,655.	1,122,655.
COMMONFUND PRIVATE EQUITY PTRS V	FMV	298,527.	298,527.
ENDOWMENT VENTURE PARTNERS V	FMV	489,236.	489,236.
COMMONFUND VENTURE PARTNERS VI	FMV	247,741.	247,741.
COMMONFUND PRIVATE EQUITY PTRS VI	FMV	788,383.	788,383.
COMMONFUND VENTURE PTRS VII	FMV	987,906.	987,906.
COMMONFUND INTERNATIONAL V	FMV	857,563.	857,563.
COMMONFUND INTERNATIONAL VI	FMV	1,696,328.	1,696,328.
COMMONFUND PRIVATE EQUITY PTRS VII	FMV	1,549,588.	1,549,588.
COMMONFUND VENTURE PTRS VIII	FMV	1,726,432.	1,726,432.
COMMONFUND NATURAL RESOURCES VII	FMV	1,304,484.	1,304,484.
METROPOLITAN REAL ESTATE GLOBAL	FMV	1,408,541.	1,408,541.
LEGACY VENTURES V	FMV	1,720,076.	1,720,076.
COMMONFUND NATURAL RESOURCES VIII	FMV	1,402,986.	1,402,986.
FORESTER DIVERSIFIED	FMV	6,340,393.	6,340,393.

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TIFF MODERN VENTURE 1.0	FMV	804,005.	804,005.
ENDOWMENT PRIVATE EQUITY PTRS IV	FMV	492,108.	492,108.
COMMONFUND CAPITAL VENTURE PTRS IX	FMV	769,646.	769,646.
MAP 2012	FMV	702,566.	702,566.
LEGACY VENTURES VI	FMV	318,320.	318,320.
BLUECREST ALLBLUE	FMV	4,288,163.	4,288,163.
BAIN ARC	FMV	4,018,449.	4,018,449.
COMMONFUND NATURAL RESOURCES IX	FMV	211,353.	211,353.
COMMONFUND VENTURE PARTNERS X	FMV	275,990.	275,990.
HILDENE TARP	FMV	3,368,564.	3,368,564.
ACCOLADE PARTNERS IV	FMV	101,527.	101,527.
57 STARS GLOBAL OPPORTUNITY 3	FMV	374,268.	374,268.

TOTAL TO FORM 990-PF, PART II, LINE 13

61,379,004.

61,379,004.

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	0.	2,298.	2,298.
TO FORM 990-PF, PART II, LINE 15	20,049.	22,347.	22,347.

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.	66,087.	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.
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	VP & TREASURER 1.00	0.	0.	0.
JOHN W. ZELLERBACH (THRU 6/2013) 575 MARKET STREET, SUITE 2950 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
THOMAS H. ZELLERBACH 575 MARKET STREET, SUITE 2950 SAN FRANCISCO, CA 94105	PRESIDENT 5.00	0.	0.	0.

THE ZELLERBACH FAMILY FOUNDATION

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WILLIAM J. ZELLERBACH	CHAIRMAN			
575 MARKET STREET, SUITE 2950	15.00	0.	0.	0.
SAN FRANCISCO, CA 94105				

SUCHI SOMASEKAR	DIRECTOR			
575 MARKET STREET, SUITE 2950	1.00	0.	0.	0.
SAN FRANCISCO, CA 94105				

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

<u>232,500.</u>	<u>66,087.</u>	<u>0.</u>
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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
2013

	PROCEEDS	COST	GAIN (LOSS)
PIMCO Total Return Fund - redeemed shares	\$ 4,882,110	\$ 4,691,847	\$ 190,263
Wellington Div Inflation Hedges - redeemed shares	4,865,043	5,232,886	\$ (367,843 00)
Mayo Capital - stock portfolio sales	2,755,928	2,232,586	\$ 523,342 00
Snyder Capital - stock portfolio sales	1,254,155	948,624	\$ 305,531 00
Davidson Kempner International - redeemed shares	1,000,000	-	\$ 1,000,000 00
EII Realty Securities Fund - redeemed shares	800,000	679,304	\$ 120,696 00
Lazard Emerging Income Fund - redeemed shares	250,000	-	\$ 250,000 00
OZ Overseas Fund - redemptions	115,519	-	\$ 115,519 00
Class action settlements	5,064	-	5,064
Subtotal	<u>\$ 15,927,819</u>	<u>\$ 13,785,247</u>	<u>\$ 2,142,572</u>

Reinvested Capital Gain & Loss

Pimco Short Term Fund	1,750
RS Natural Resources Fund	88,217
EII Realty Securities Fund	202,540
Total	<u><u>\$ 2,435,079</u></u>

MEMO partnership redemptions w/ no gain/loss calculated

Silchester - redeemed shares	\$ 500,000
Nippon Japan - redeemed shares	\$ 425,000
Highclere - redeemed shares	\$ 125,000

**ZELLERBACH FAMILY FOUNDATION (94-6069482)
STATEMENT OF GRANTS PAID FOR 2013**

Grantee fiscal agent and address	Status	Purpose of grant	Amount
1. PROMOTING CULTURE			
A Community Arts			
Community Arts Panel	PC	501 (C) 3 SEE ATTACHED DETAILS	750,000
Theatre Bay Area 1663 Mission St Suite 525 San Francisco, CA 94103	PC	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	PC	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
Dancers Group 1310 Mission Street Suite 200 San Francisco, CA 94103	PC	501 (C) 3 To support the development and presentation of <i>He Moved Swiftly</i> , a dance work by local choreographer and director Amara Tabor-Smith	5,000
Intersection 925 Mission Street Suite 109 San Francisco, CA 94103	PC	501 (C) 3 To support the preparation and exhibition of a drawn series titled <i>The View From There</i> , intricate drawings of prototypical urban skylines by visual artist Kevin Chen	5,000
Z Space Studio 499 Alabama St., Suite 450 San Francisco, CA 94110	PC	501 (C) 3 To support the development and premiere of the play <i>Hundred Days</i> , to be directed by Z Space Artistic Director Lisa Stendler	5,000
Door Dog Music Productions 1007 General Kennedy Ave Suite 215 San Francisco, CA 94129	PC	501 (C) 3 To support a live concert of diverse drumming practices from around the world to be performed at the annual San Francisco World Music Festival 2013	5,000
Dancers Group 1310 Mission Street Suite 200 San Francisco, CA 94103	PC	501 (C) 3 To support the development of a multidisciplinary public performance work, <i>The Anastasio Project</i> , by choreographer and theatrical director Jose Navarrete	5,000
Intersection 925 Mission Street Suite 109 San Francisco, CA 94103	PC	501 (C) 3 To support the creation and performance of a new work, <i>The One</i> , by choreographer Enka Chong Shuch	5,000
Total - Community Arts			\$ 810,000
B Arts Infrastructure			
Regents, University of CA at Berkeley Sponsored Projects Office 2150 Shattuck Ave., Suite 313 Berkeley, CA 94707	PC	501 (C) 3 To improve audience facilities and experience during and after the Lower Sproul Redevelopment project currently surrounding Zellerbach Hall	250,000
Trustees, University of Pennsylvania 3680 Walnut Street Philadelphia, PA 19104	PC	501 (C) 3 To update the sound and lighting systems of the Harold L. Zellerbach Theatre at the University of Pennsylvania	95,000
Total - Community Arts			\$ 345,000
C Major Community Institutions			
Jewish Community Federation 121 Stuart Street San Francisco, CA 94105	PC	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	PC	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	PC	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	PC	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	PC	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	PC	501 (C) 3 To support the care and maintenance of the Jennie B. Zellerbach Garden	6,000
Total Major Community Institutions			\$ 56,000
PROMOTING CULTURE - TOTAL			\$ 1,211,000
2 YOUTH DEVELOPMENT			
Regents, University of CA at Berkeley Sponsored Projects Office 2150 Shattuck Ave., Suite 313 Berkeley, CA 94707	PC	501 (C) 3 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	PC	501 (C) 3 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	PC	501 (C) 3 To support the Marsh Youth Theater provided at the Marsh Theater in San Francisco	5,000
Community Music Center 544 Capp Street San Francisco, CA 94110	PC	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	PC	501 (C) 3	To support an arts program within San Francisco Juvenile Hall	10,000
Larkin Street Youth Services 701 Sutter St 2nd floor San Francisco, CA 94109	PC	501 (C) 3	To support arts programming at the Third Street Youth Center and Clinic in the Bayview Hunters Point neighborhood of San Francisco	20,000
Richmond Youth Media Productions Inc 1146 Delaware St Berkeley, CA 94702	PC	501 (C) 3	To support a video, media arts, and communication program during out of school hours in Richmond, California	20,000
YOUTH DEVELOPMENT - TOTAL				\$ 125,000

3 IMPROVING HUMAN SERVICE SYSTEMS

University of Chicago 5801 South Ellis Ave Admn Bldg Rm 7 Chicago, IL 60637	PC	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	PC	501 (C) 3	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
The Alliance for Children's Rights 3333 Wilshire Blvd., Suite 550 Los Angeles, CA 90010	PC	501 (C) 3	To engage relative caregivers in California's efforts to reform the continuum of care for foster youth	50,000
Heart & Soul, Inc 500 A Second Ave San Mateo, CA 94401	PC	501 (C) 3	To support leadership transition for a 22-year-old educational outreach program designed to make positive changes in the public perception of mental illness	10,000
Alameda County Health Care Services Agency 1000 San Leandro Blvd Suite 300 San Leandro, CA 94577	NC	Government	To support an effort to better understand current practices for prescribing psychotropic medications to Alameda County foster and probation youth, and to develop systems for monitoring these practices	75,000
A Home Within 2255 Van Ness Ave., Suite 101 San Francisco, CA 94109	PC	501 (C) 3	To support the development of a curriculum, tools and training materials for caregivers, lay staff, and community members to assist them in supporting children and youth with incarcerated parents	50,000
Community Works West 1649 San Pablo Ave Berkeley, CA 94702	PC	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	PC	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	80,000
California Youth Connection 604 Mission Street San Francisco, CA 94105	PC	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	75,000
Juvenile Probation Department City and County of San Francisco 375 Woodside Ave San Francisco, CA 94127	NC	Government	To continue and complete efforts to amend policies and procedures for the entire Juvenile Probation Department to reflect current practice and ensure greater organizational uniformity	50,000
California Court Appointed Special Advocate Association 660 13th Street, Suite 300 Oakland, CA 94612-1241	PC	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
HI Appleseed Center for Law and Justice P O Box 37952 Honolulu, HI 96837	PC	501 (C) 3	To synthesize the many changes to California's children's mental health system, analyze the impact of these changes on children and youth, and recommend a strategic plan for improving the system and holding it accountable	25,000
National Foster Youth Action Network P O Box 26690 San Francisco, CA 94126	PC	501 (C) 3	To support a planning process to expand a youth driven evaluation project, which measures the impact of participating in youth-led advocacy work, to include factors of mental health and well-being	20,000
National Center for Youth Law 405 14th Street, 15th Floor Oakland, CA 94612	PC	501 (C) 3	To support a CSEC Action Team of the California Child Welfare Council to develop training, tools and resources to address the needs of commercially sexually exploited and at-risk youth in California	46,500
Judicial Council of California Administrative Office of the Courts 455 Golden Gate Ave., 6th Floor San Francisco, CA 94102	PC	501 (C) 3	To support Bay Area counties and youth participation in a statewide initiative to develop systemic changes and collaborative interventions that keep children and youth in school and out of the juvenile justice system	50,000
Center of Juvenile and Criminal Justice 40 Boardman Place San Francisco, CA 94103	PC	501 (C) 3	To support the development of a user-friendly website that provides county-specific information about practices, procedures and costs for sealing juvenile records	26,500
Youth In Mind 2147 Oregon Street Berkeley, CA 94705	PC	501 (C) 3	To support ongoing organizational development for an agency led by youth involved in and working to improve public mental health services	40,000
Bay Area Women Against Rape 470 27th Street Oakland, CA 94621	PC	501 (C) 3	To support a multi-system response to child sex trafficking, and to develop a pilot diversion program for girls in Contra Costa County who are identified as at-risk for commercial sexual exploitation and involvement in the juvenile justice system	50,000
California Youth Connection 604 Mission Street San Francisco, CA 94105	PC	501 (C) 3	To support wellness programming for an organization of current and former foster youth who train child welfare workers and others about working with foster children, to support the expansion and promotion of an exhibit that portrays the foster youth experience	115,000
Pacific News Service 275 Ninth Street San Francisco, CA 94103	PC	501 (C) 3	To support the integration of California Council on Youth Relations policy work by and on behalf of system-involved youth, and Youth Wire, a media portal of youth voices aimed at local and state decision makers	60,000
National Council on Crime and Delinquency 1970 Broadway, Suite 500 Oakland, CA 94612	PC	501 (C) 3	To provide training, assistance and transition support to public and private agencies implementing a new restorative justice program that diverts youth offenders from San Francisco's juvenile justice system	30,000
Center for Young Women's Development 832 Folsom Street, Suite 700 San Francisco, CA 94107	PC	501 (C) 3	To provide an opportunity for ten young women receiving CYWD services and ten alumni to attend a 20th anniversary celebration of CYWD	2,000
Child & Family Policy Institute of California 1331 Garden Highway Sacramento, CA 95833	PC	501 (C) 3	To continue support for efforts to improve the intersection of mental health and child welfare services, and to build and disseminate information about the implementation of evidence-based practices	70,000

Community Initiatives 354 Pine Street, Suite 700 San Francisco, CA 94104	PC	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 child welfare outcomes	30,000
San Francisco Study Center 944 Market Street, Suite 701 San Francisco, CA 94102	PC	501 (C) 3	To support and build the leadership, research and educational capacity of young adults to inform policy makers and practitioners about the needs and experiences of system-involved, transitional age youth	70,000
Centerforce 2955 Kemer Boulevard, 2nd Floor San Rafael, CA 94901	PC	501 (C) 3	To support a pilot program that assists fathers, incarcerated in or recently released from Alameda County's Santa Rita Jail, to strengthen their relationships with their children	63,000
Center for Young Women's Development 832 Folsom Street, Suite 700 San Francisco, CA 94107	PC	501 (C) 3	To support efforts to improve policies and services for girls and young women in San Francisco's juvenile and criminal justice systems, develop coordinated, family-focused responses for them, and provide them with tools to advocate for themselves and their children	50,000
Fostering Media Connections 112 Arguello Blvd., Suite 5 San Francisco, CA 94118	PC	501 (C) 3	To support targeted media coverage designed to illuminate the provision of mental health services to children involved in the child welfare system, and to inform related advocacy work	22,000
Community Works West 1649 San Pablo Ave Berkeley, CA 94702	PC	501 (C) 3	To support the development and implementation of a system-wide survey of all individuals incarcerated in the Alameda and San Francisco County jail systems to help inform policies and practices related to children of incarcerated parents within government and community service systems	75,000
West Coast Children's Clinic 3301 E. 12th St., Suite 259 Oakland, CA 94601	PC	501 (C) 3	To support the development of a valid and reliable screening tool to improve identification of and early intervention with child victims of sexual exploitation, and to more accurately understand the prevalence of sexual exploitation so that resources can be allocated where need is greatest	75,000
Strategies for Youth P O Box 390174 Cambridge, MA 02139	PC	501 (C) 3	To support the development of a training-for-trainers for West Contra Costa County law enforcement to improve understanding of and interactions with youth, and to develop tools to assist youth in understanding legal issues and safety options related to commercial sexual exploitation	25,000
San Francisco School Alliance Foundation 114 Sansome St., Suite 800 San Francisco, CA 94104	PC	501 (C) 3	Rescission of unspent funds for Transitional Age Youth San Francisco (TAYSF) project	(9,087)
San Francisco Study Center 944 Market Street, Suite 701 San Francisco, CA 94102	PC	501 (C) 3	To complete Transitional Age Youth San Francisco (TAYSF) project with new fiscal sponsor	9,087
IHHS - TOTAL				\$ 1,550,000

4 IMMIGRANTS & REFUGEES				
Puente de la Costa Sur P O Box 554 Pescadero, CA 94060	PC	501 (C) 3	To support English as a Second Language, Spanish Literacy instruction, citizenship test preparation, and GED tutoring to Latino immigrants residing in the San Mateo County coastal communities of Pescadero, La Honda, Loma Mar, and San Gregorio	30,000
Dolores Street Community Services, Inc 938 Valencia Street San Francisco, CA 94110	PC	501 (C) 3	To support the San Francisco Day Labor Program, which provides a structured and dignified setting for immigrants and other temporary workers to find employment and gain access to social and educational services that promote health and well-being	40,000
Women's Action to Gain Economic Security 1904 Franklin Street, Suite 801 Oakland, CA 94612	PC	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
Lawyers' Committee for Civil Rights of the San Francisco Bay Area 131 Steuart, Suite 400 San Francisco, CA 94105	PC	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	40,000
Mujeres Unidas y Activas 3543 18th St., #23 San Francisco, CA 94110	PC	501 (C) 3	To support a project that promotes and facilitates English language acquisition among the Latina immigrant women staff and members	38,000
Action Alliance for Children 2150 Alston Way, Suite 400 Berkeley, CA 94704	PC	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	2,500
Grantmakers Concerned with Immigrants and Refugees 777 Tilton Road Sebastopol, CA 95472-4972	PC	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
Women's Action to Gain Economic Security 1904 Franklin Street, Suite 801 Oakland, CA 94612	PC	501 (C) 3	To support a needs-assessment and planning process for the development of a new partner-based cohort of cooperative businesses owned and operated by low-income immigrants in the Bay Area	26,000
Chinese Progressive Association 1042 Grant Ave., 5th Floor San Francisco, CA 94133	PC	501 (C) 3	To support a project designed to improve economic opportunities for low-wage Chinese workers in San Francisco and to orient them to local communities and institutions through community education workshops and leadership development training	40,000
Community Financial Resources 771 Euclid Ave Berkeley, CA 94708	PC	501 (C) 3	To increase the capacity of immigrant-serving organizations to deliver personal financial management education to their low income immigrant clients, and to help clients enroll in safe, low cost banking products that offer alternatives to predatory and expensive check cashing centers, payday loans, and money wiring services	35,000
Community Initiatives 354 Pine Street, Suite 700 San Francisco, CA 94104	PC	501 (C) 3	To support the Hayward Day Labor Center, which 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
Day Worker Center of Mountain View 113 Escuela Ave Mountain View, CA 94040	PC	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	40,000
Concord Community Economic Development Organization, Inc., dba Michael Chavez Center 2699 Monument Blvd., Unit G Concord, CA 94520	PC	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	40,000

Canal Alliance 91 Larkspur Street San Rafael, CA 94901	PC	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	PC	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
Immigrant Legal Resource Center 1663 Mission St., Suite 602 San Francisco, CA 94103	PC	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	31,000
East Bay Sanctuary Covenant 2362 Bancroft Way Berkeley, CA 94704	PC	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
International Institute of the Bay Area 657 Mission St., Suite 301 San Francisco, CA 94105	PC	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
Coastside Hope 99 Avenue Alhambra P O Box 1089 El Granada, CA 94018	PC	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
Women's Initiative for Self Employment 1398 Valencia Street San Francisco, CA 94110	PC	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
Grantmakers Concerned with Immigrants and Refugees 777 Tilton Road Sebastopol, CA 95472-4972	PC	501 (C) 3	To support the Bay Area activities of a statewide project that engages foundations and local governments in efforts to develop and invest in strategies that advance the integration of immigrants and refugees at the local and state level	25,000
Legal Services for Children 1254 Market St., 3rd Floor San Francisco, CA 94102	PC	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
Community Initiatives 354 Pine Street, Suite 700 San Francisco, CA 94104	PC	501 (C) 3	To support a ten-county regional community education and outreach effort aimed at increasing awareness among students, parents, educators, and community allies about the challenges and concrete opportunities facing undocumented young people as they pursue college, professional careers, and lawful immigration status in the United States.	50,000
Community Action Board of Santa Cruz County, Inc. 406 Main Street, Suite 207 Watsonville, CA 95076	PC	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
Dolores Street Community Services, Inc. 938 Valencia Street San Francisco, CA 94110	PC	501 (C) 3	To support fundraising training and technical support for ZFF-supported day labor programs	4,000
Mujeres Unidas y Activas 3543 18th St., #23 San Francisco, CA 94110	PC	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	100,000
Centro Laboral de Graton P O Box 42 Graton, CA 95444	PC	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	40,000
Community Legal Services in East Palo Alto 2117 University Ave Suite B East Palo Alto, CA 94303	PC	501 (C) 3	To support family-based immigration legal services and community education and outreach for low-income immigrants in East Palo Alto and other southern San Mateo County communities	35,000
International Institute of the Bay Area 657 Mission St., Suite 301 San Francisco, CA 94105	PC	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	35,000
Golden Gate University Women's Employment Rights Clinic 536 Mission Street San Francisco, CA 94105	PC	501 (C) 3	To support a new project that is designed to improve the economic self-sufficiency of immigrant domestic workers in the Bay Area by educating staff from immigrant-serving organizations about new and existing wage and hour protections that will significantly increase the earnings for some domestic workers	45,000
Asian Pacific Islander Legal Outreach 1121 Mission Street San Francisco, CA 94103	PC	501 (C) 3	To support a partnership among five immigration legal services organizations that pool resources to provide community education and outreach and citizenship application services to citizenship-eligible immigrants in Alameda and Contra Costa Counties	25,000
City of Oakley 3231 Main Street Oakley, CA 94561	NC	Government	To support an 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	25,000
Catholic Charities of the East Bay 433 Jefferson Street Oakland, CA 94607	PC	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	35,000
Immigrant Legal Resource Center 1663 Mission St., Suite 602 San Francisco, CA 94103	PC	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	70,000
IMMIGRANTS & REFUGEES - TOTAL				\$ 1,318,500

5. STRENGTHENING COMMUNITIES

Parents for Public Schools of San Francisco, Inc 3543 18th Street, #1 San Francisco, CA 94110	PC	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
Oakland Schools Foundation P O Box 20238 Oakland, CA 94620	PC	501 (C) 3	To support the development of a toolkit and a replication plan of the Family Engagement and Leadership Initiative, a program that works with school leaders and faculty members to build and sustain successful family engagement programs through the provision of professional development, technical support, and fund development assistance for Oakland Unified School District public schools	150,000
Bay Area Parent Leadership Action Network 405 14th St., Suite 811 Oakland, CA 94612	PC	501 (C) 3	To strengthen the efforts of parents to become effective leaders in schools by providing networking, training sessions, capacity building, and collaborative civic engagement opportunities for parent leaders and community organizations	75,000
International Network of Public Schools 50 Broadway, Suite 2200 New York, NY 10004	PC	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
Coleman Advocates for Children and Youth 459 Vienna Street San Francisco, CA 94112	PC	501 (C) 3	To support a diverse group of parent leaders who work to improve educational outcomes for all children in the San Francisco Unified School District by promoting and fostering the participation and leadership of parents in their children's education and in school and district-level decision making	50,000
Oakland Schools Foundation P O Box 20238 Oakland, CA 94620	PC	501 (C) 3	To support a collaborative effort between an Oakland Unified School District 6 – 12 school and the Center for Educational Partnerships at the University of California, Berkeley that integrates low-income parents into programs that create "college-going cultures" at home and at school	40,000
Coleman Advocates for Children and Youth 459 Vienna Street San Francisco, CA 94112	PC	501 (C) 3	To support a program that promotes student academic success and school improvement efforts by fostering authentic partnerships between parents and educators, connecting families with community services and resources, and providing parents with a variety of opportunities to participate in school-based governance and volunteer efforts	55,000
Mission Graduates 3040 16th Street San Francisco, CA 94110	PC	501 (C) 3	To support 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 low-income fourth and fifth grade students and their parents in four San Francisco Mission District public elementary schools	35,000
Oakland Community Organizations 7200 Bancroft Ave #2 Eastmont Mall Oakland, CA 94605	PC	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
Community Initiatives 354 Pine Street, Suite 700 San Francisco, CA 94104	PC	501 (C) 3	To support an effective and independent vehicle for parents and other caregivers to keep abreast of school district programs and policies and to express their needs, concerns, and recommendations to the San Francisco Board of Education and the San Francisco Unified School District	80,000
Mission Graduates 3040 16th Street San Francisco CA 94110	PC	501 (C) 3	To support a program designed to empower low-income Latino parents to take active roles in supporting their children's academic success in order to increase the likelihood of high school graduation and college attendance	50,000
Oakland Schools Foundation P O Box 20238 Oakland, CA 94620	PC	501 (C) 3	To support 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
STRENGTHENING COMMUNITY - TOTAL				\$ 752,000

6. GRANT SUPPORT

Grantmakers in the Arts 4055 21st Avenue West, Suite 100 Seattle, WA 98199	PC	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	PC	501 (C) 3	To support participation in a regional organization that provides opportunity for collaborative action and professional development for philanthropic grantmakers	8,293
Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, VA 22202-9036	PC	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	PC	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	PC	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	23,500
Grantmakers for Education 720 SW Washington St., Suite 605 Portland, OR 97205	PC	501 (C) 3	To support an association of grantmakers interested in issues related to education from early childhood through higher education	1,500
The Foundation Center 79 Fifth Avenue New York, NY 10003	PC	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	PC	501 (C) 3	To support participation in an association of 110 private and public grantmakers that support asset-building programs, services, and opportunities for low- and moderate-income Bay Area residents	750
GRANT SUPPORT - TOTAL				\$ 67,083

TOTAL GRANTS	\$ 5,023,583
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**ZELLERBACH FAMILY FOUNDATION (94-6069482)
DETAIL OF COMMUNITY ARTS PROGRAM GRANTS
ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 2011:**

Fiscal Agent	Fiscal Agent Address	Purpose of Grant	Amount
Theatre Bay Area	1663 Mission St , Suite 525 San Francisco, CA 94103	For TBA Magazine	\$ 2,000
Precita Eyes Muralists	2981 24th St San Francisco, CA 9411070	For Mural at Laguna Honda Hospital	\$ 2,000
QCC The Center for LGBT Arts & Culture	762 Fulton Street San Francisco, CA 94102	For Zeitgeist, an exhibition	\$ 3,000
QCC The Center for LGBT Arts & Culture	762 Fulton Street San Francisco, CA 94102	For Chrysalis Studio exhibition	\$ 1,000
Asian American Women Artists Association	1890 Bryant Street, Suite 302 San Francisco, CA 94110	For UnderCurrents and The Quest for Space	\$ 3,000
Root Division	3175 17th Street San Francisco, CA 94110	For Second Saturdays, Root Division Gallery	\$ 4,000
Brava For Women in the Arts	2781-24th Street San Francisco, CA 94110	For Burqavaganza	\$ 2,000
The Playhouse	588 Sutter St #318 San Francisco, CA 94102	For "reasons to be pretty"	\$ 2,000
San Francisco MimeTroupe	855 Treat Street San Francisco, CA 94110	For Oil and Water 2013 summer parks production	\$ 7,500
QCC The Center for LGBT Arts & Culture	762 Fulton Street San Francisco, CA 94102	For Intertwined Roots, Aeromestiza	\$ 1,500
Crowded Fire Theater Co	870 Innes Ave San Francisco, CA 94124	For Bereaved	\$ 5,000
Fools Fury Theater	499 Alabama Street #450 San Francisco, CA 94110	For Factory Parts	\$ 2,000
New Conservatory	25 Van Ness Avenue San Francisco, CA 94102	For American Dream	\$ 3,000
Aurora Theatre Company	2081 Addison Street Berkeley, CA 94704	For The Arsonists	\$ 4,000
PlayGround	268 Bush Street, Suite 2912 San Francisco, CA 94104-3503	For Best of Playground Theater Festival	\$ 1,500
QCC The Center for LGBT Arts & Culture	762 Fulton St San Francisco, CA 94102	For Brother in Arms	\$ 1,500
San Francisco Friends of Chamber Music	135 Main Street, Suite 1140 San Francisco CA 94105	For Jewish Music & Poetry Project	\$ 2,000
Circuit Network	499 Alabama Street #203 San Francisco, CA 94110	For Club Foot Orchestra	\$ 5,000
Asian Pacific Islander Cultural Center	934 Brannan Street San Francisco, CA 94103	For Executive Order for John Myoshi, Francis Wong Music Works	\$ 3,000
Musical Traditions	333 Valencia Street Suite 301 San Francisco, CA 94103-3552	For Double Duo, Paul Dresher Ensemble	\$ 5,000
Eastside Arts Alliance	2277 International Blvd Oakland, CA 94606	For Outside at Eastside, The John Santos Sextet	\$ 6,500
Oaktown Jazz Workshop	PO Box 3568 Oakland, CA 94609	For three concerts featuring local musicians	\$ 3,000
Hope Mohr Dance	P O Box 225237 San Francisco, CA 94122	For Failure of the Sign is the Sign, Hope Mohr Dance	\$ 1,000
Dancers Group	44 Gough St, Suite 201 San Francisco, Ca 94103	For Other Space, punkkiCo	\$ 2,500
Dancers Group	44 Gough St, Suite 201 San Francisco, Ca 94103	For Fourth Annual Home Season, Four Plays, Post Ballet	\$ 2,000
The Dance Brigade	3316 24TH Street San Francisco, CA 94102	For Remembering EDSA @ 27 Labayan Dance Co	\$ 2,500
Flyaway Productions	1068 Bowdoin Street San Francisco, CA 94134	For Give a Woman a Lift, Flyaway Productions	\$ 3,500
Dance Art, Inc	499 Alabama Street, #120 c/o Manpos Studio San Francisco CA 94110	For Sketch 3, Expectations Amy Sewert's Imagery	\$ 5,000
FACT/SF	1310 Mission St San Francisco, CA 94103	For Falling, FACT/SF	\$ 2,500
Axis Dance Company	1428 Alice St #200 Oakland, CA 94612	For 25th Anniversary Season, AXIS Dance Company	\$ 7,500
Dancers Group	44 Gough St, Suite 201 San Francisco, Ca 94103	For Home Season at CounterPulse, Funsch Dance Experience	\$ 3,500
CounterPulse	1310 Mission Street San Francisco, CA 94103	For A Day Without Images, Tableau Stations / Isak Immanuel	\$ 4,000
The Dance Brigade	3316 24th Street San Francisco, CA 94110	For Unearthed, Nicole Klaymoon's Embodiment Project	\$ 4,500
Levy Dance Inc	19 Heron Street San Francisco, CA 94103	For 10th Anniversary Outdoor Home Season, LEVYdance	\$ 3,000
Dancers Group	44 Gough St, Suite 201 San Francisco, Ca 94103	For This is Dedicated, Here Now Dance Collective	\$ 1,500
Dancers Group	44 Gough St, Suite 201 San Francisco, Ca 94103	For 4th Annual Home Season, Aura Fischbeck Dance	\$ 1,000
Garrett Moulton Productions	351 Shotwell St San Francisco, CA 94110	For A Show of Hands, Garret and Moulton	\$ 5,000
Push Dance Co	179 Oak Street J San Francisco, CA 94102	For Unlock, Push Dance Company	\$ 2,000
Voice of Roma	P O Box 514 Sebastopol, CA 95473	For Annual International Roma Day Festival	\$ 3,500
Everyday Magic Inc	220 Middlefield Drive San Francisco, CA 94132	For Rara Tou Limen Haitian Dance Company	\$ 6,000
Shaw Anderson Modern Dance Center	2704 Alcatraz Avenue Berkeley, CA 94705	For the Izzies, the Isadora Duncan Dance Awards	\$ 1,500

**ZELLERBACH FAMILY FOUNDATION (94-6069482)
DETAIL OF COMMUNITY ARTS PROGRAM GRANTS
ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 2011**

Fiscal Agent	Fiscal Agent Address	Purpose of Grant	Amount
Wose Community Church	8924 Holly Street Oakland, CA 94621	For Nut du Bazin "Jama Ak Bolo," festival	\$ 3,000
QCC The Center for LGBT Arts & Culture	762 Fulton Street San Francisco, CA 94102	For Queer Rebels of the Harlem Renaissance	\$ 3,500
Mediate Art Group	PO BOX 170305 San Francisco, CA 94117	For SoundWave Seasons 6 Sonic Lab music festival	\$ 4,000
San Francisco Friends of Chamber Music	135 Main Street, Suite 1140 San Francisco, CA 94105	For Chamber Music Day, Live and Free	\$ 7,000
Berkeley Society for the Preservation of	2020 Addison St. Berkeley, CA 94704	For Berkeley Old Time Music Convention, festival	\$ 6,000
Switchboard Music	407 14th Ave, Ste 4 San Francisco, CA 94118	For Switchboard Music Festival	\$ 3,000
Croatian Cultural Center of San Francisco	60 Onondaga Ave San Francisco, CA 94112-3242	For Annual Festival of the Mandolin	\$ 4,000
Stepology	P O Box 420889 San Francisco, CA 94142-0889	For annual Bay Area Rhythm Exchange	\$ 6,000
The Dance Brigade	3316 24th St San Francisco, CA 94110-3803	For the Cuba Canbe Festival	\$ 6,000
The Litquake Foundation	846 Filbert St San Francisco, CA 94133	For The 2013 Litquake Literary Festival	\$ 5,500
Art Re Grup, Inc	2948 16th St San Francisco, CA 94103	For Division of Labor, a festival	\$ 1,000
The Dance Brigade	3316 24th St San Francisco, CA 94110	For S F World Percussion Festival	\$ 2,500
Queer Women of Color Media Arts Project	59 Cook Street San Francisco, CA 94118	For Bridge to Truth, Film Festival	\$ 1,000
CounterPulse	1310 Mission Street San Francisco, CA 94103	For Mangold Project Day of the Dead	\$ 4,000
Circuit Network	499 Alabama Street #203 San Francisco, CA 94110	For S F Electronic Music Festival	\$ 4,000
EXITTheatre	156 Eddy Street San Francisco, CA 94102	For S F FringeTheater Festival	\$ 5,000
Playwrights Foundation	1616-16th Street, Suite 350 San Francisco, CA 94103	For 36th Playwrights Festival	\$ 3,000
Outsound Presents	755 O'Farrell Street San Francisco, CA 94109	For Outsound Music Festival	\$ 3,000
Fresh Meat Productions	375 27th Street #A San Francisco, CA 94131-2011	For 12th Annual Fresh Meat Festival	\$ 5,500
San Francisco Parks Trust Inc	San Francisco Parks Trust 501 Stanyon Street San Francisco, CA 94117	For Bicycle Music Festival	\$ 2,500
Yerba Buena Arts & Events	760 Howard Street San Francisco, CA 94103	For Yerba Buena Gardens Festival	\$ 5,000
Precita Eyes Muralists	2981 24th St San Francisco, CA 94110	For Bergman-Balmy Alley mural refurbishment	\$ 2,500
La Pena Cultural Center Inc	3105 Shattuck Ave Berkeley, CA 94705	For Song of Unity mural	\$ 3,000
Kulintang Arts	474 Faxon Avenue San Francisco, CA 94112	For Pilipino tribal arts presentations	\$ 6,000
Southern Exposure	3030 20th Street San Francisco, CA 94110	For Temporary State activities	\$ 5,000
Dancers Group	44 Gough St, Suite 201 San Francisco, CA 94103	For the In Dance publication	\$ 6,000
Berkeley Art Center Association	1275 Walnut St Berkeley, CA 94709	For Water City Berkeley Group activities	\$ 5,000
NEXMAP	572 4th Avenue San Francisco, CA 94118	For Memory Table	\$ 2,000
Epiphany Productions Sonic Dance Theater	925 Mission Street, Suite 109 San Francisco, CA 94103	For Urban Jazz Deaf Dance Festival	\$ 1,500
Dancers Group	44 Gough St, Suite 201 San Francisco, CA 94103	For Thick Rich Ones, Minced Meat	\$ 1,200
Dancers Group	44 Gough St, Suite 201 San Francisco, CA 94103	For Kegan Marling, Cheers!	\$ 1,500
Dancers Group	44 Gough St, Suite 201 San Francisco, CA 94103	For James Graham, Guilty Survivor	\$ 1,500
Mixed Bag Productions	499 Alabama Street #202 San Francisco, CA 94110	For Sara Shelton Mann, Eye of Leo	\$ 5,000
Chhandam Chitresh Das Dance Co	2325 Third Street, Suite 320 San Francisco, CA 94107	For Shiva Creation, Preservation, Destruction	\$ 5,500
ODC	351 Shotwell St San Francisco, CA 94103	For Kimi Okada Two If By Sea	\$ 4,000
The Dance Brigade	3316 24th St San Francisco, CA 94110	For Anna & Annadroids, Tantic Tantrums	\$ 2,000
Dimensions Dance Theater, Inc	1428 Alice Street, Suite 308 Oakland, CA 94612	For 40th Anniversary Celebration Fierce, Feisty, Forty	\$ 7,500
Epiphany Productions Sonic Dance Theater	925 Mission Street, Suite 109 San Francisco, CA 94103	For 10th Annual Trolley Dances	\$ 6,000
La Pena Cultural Center Inc	3105 Shattuck Ave Berkeley, CA 94705	For Bay Area Flamenco	\$ 4,000
Shaw Anderson Modern Dance Center	2704 Alcatraz Avenue Berkeley, CA 94705	For Randy Paulve, Soil	\$ 2,000
Joe Goode Performance Group	499 Alabama St, #150 San Francisco, CA 94110	For Hush	\$ 6,000
Na Lei Hulu Ka Wekuu Hulu Halau	1527 20th Street San Francisco, CA 94107	For Ka Leo Kanaka, Voice of the People	\$ 5,000

**ZELLERBACH FAMILY FOUNDATION (94-6069482
DETAIL OF COMMUNITY ARTS PROGRAM GRANTS
ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 201:**

Fiscal Agent	Fiscal Agent Address	Purpose of Grant	Amount
Capactor	645 Haight St #11 San Francisco, CA 94117	For Synaptic Motion	\$ 2,500
Printz Dance Project	26 Mohawk Ave Corte Madera, CA 94925	For Soul + Mates	\$ 2,500
Asian Pacific Islander Cultural Center	934 Brannan Street San Francisco, CA 94103	For Lenora Lee, Relentless	\$ 3,000
Radar Productions Inc	673 Oak Street, Suite 2 San Francisco, CA 94117	For Writers Among Artists, Vincent Van Gogh-Go	\$ 1,500
Poetry Flash	1450 Fourth Street, Suite 4 Berkeley, CA 94710-1328	For Poetry Flash Calendar and Review	\$ 4,000
Thingamajigs	6114 La Salle Ave, 508 Oakland, CA 94611-2802	For Vak The Song of Becoming	\$ 1,500
Asian Pacific Islander Cultural Center	934 Brannan St San Francisco, CA 94103	For MarcusShelby, Crossing the Street The Baby Jack Rice Story	\$ 7,500
Noe Valley Chamber Music	1021 Sanchez Street San Francisco, CA 94114	For Neo @ Noe	\$ 4,000
Intersection	925 Mission Street, Suite 109 San Francisco, CA 94103	For Do It Live Productions, Dark Play or Stones for Boys	\$ 1,000
Inferno Theatre	1600 51st Ave Oakland, CA 94601	For Metamorphoses	\$ 1,000
Independent Arts and Media	PO Box 420442 San Francisco, CA 94142	For Circus Bella, Shine	\$ 3,500
Shotgun Players Inc	1901 Ashby Avenue Berkeley, CA 94703	For Sea of Reeds	\$ 2,500
Theatre of Yugen Inc	2840 Manposa Street San Francisco, CA 94110	For Emmett Till A River	\$ 3,000
SOMARTS	934 Brannan Street San Francisco, CA 94103	For Bay View	\$ 1,500
Chinese Historical Society of America	965 Clay Street San Francisco, CA 94108	For I Want To Go To School	\$ 2,500
Dancers Group	44 Gough St, Suite 201 San Francisco, CA 94103	For David Szlasa, Full Balcony	\$ 2,000
Z Space Studio	499 Alabama Street, #450 San Francisco, CA 94110	For The Maestro's Daughter	\$ 6,500
Bindlestiff Studio	1072 Folsom Street, Suite 470 San Francisco, CA 94103	For A History of the Body	\$ 2,500
Brava For Women in the Arts	2781-24th St San Francisco, CA 94110	For Black Artists' Contemporary Experience TREE	\$ 4,000
Magic Theatre, Inc	Fort Mason Center, Building D San Francisco, CA 94123	For Terminus	\$ 5,000
Intersection	925 Mission Street, Suite 109 San Francisco, CA 94103	For Christine Mane, Signaling Arcana	\$ 3,000
Intersection	925 Mission Street, Suite 109 San Francisco, CA 94103	For Off the Grid	\$ 6,000
San Francisco Choral Artists	PMB 344 601 Van Ness Ave #E San Francisco, CA 94102-6313	For composer in residence	\$ 1,500
Oakland Museum of California	1000 Oak Street Oakland, CA 94609	For Sonic Tours Series	\$ 2,400
Intersection	925 Mission Street, Suite 109 San Francisco, CA 94103	For Jazz in the neighborhood	\$ 3,000
San Francisco Friends of Chamber Music	135 Main Street, Suite 1140 San Francisco, CA 94105	For Sonic Harvest	\$ 1,500
BCCO	P.O. Box 310 Berkeley, CA 94701-0310	For for new composition	\$ 1,500
Dancers Group	44 Gough St, Suite 201 San Francisco, CA 94103	For ARA Gut (Ritual of Ocean)	\$ 4,000
Chamberworks/Sukay	3450 Sacramento Street #523 San Francisco, CA 94118	For concerts of Bolivian music	\$ 6,000
Circuit Network	499 Alabama Street, #203 San Francisco, CA 94110	For Carbon Song Cycle	\$ 4,000
Earplay	560 29th Street San Francisco, CA 94131	For works by bay area composers	\$ 2,000
Japanese Music Institute	1231 16th Avenue 3 San Francisco, CA 94122	For Amaterasu	\$ 2,000
Melody of China	2720 41st Avenue San Francisco, CA 94116	For 20th Anniversary concerts	\$ 5,000
Old First Center for the Arts	1751 Sacramento Street San Francisco, CA 94109	For six concerts	\$ 4,000
Del Sol Performing Arts	754 - 46th Avenue San Francisco, CA 94121	For Soundings Project	\$ 3,000
Parallele Ensemble Corporation	50 Oak Street San Francisco, CA 94102	For two operas	\$ 6,000
Radar Productions Inc	673 Oak Street, Suite 2 San Francisco, CA 94117	For Wandering Moon	\$ 4,000
San Francisco Friends of Chamber Music	135 Main Street, Suite 1140 San Francisco, CA 94105	For Festival of Us	\$ 2,500
CrossPulse	PO Box 3388 Oakland, CA 94609	For 6th Int'l Body Music Festival	\$ 7,000
Safehouse for the Performing Arts	1455 Santa Clara Street Concord, CA 94518	For West Wave Dance Festival	\$ 3,000
Fresh Meat Productions	375 27th Street #A San Francisco, CA 94131	For 12th Annual Transgender Film Festival	\$ 3,500
BrasArte	5224 Redondo Avenue Oakland, CA 94618	For Yemanjá Arts Festival, etc	\$ 4,500

**ZELLERBACH FAMILY FOUNDATION (94-6069482
DETAIL OF COMMUNITY ARTS PROGRAM GRANTS
ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 201:**

Fiscal Agent	Fiscal Agent Address	Purpose of Grant	Amount
Door Dog Music Productions Inc	1007 General Kennedy Ave Suite 215 San Francisco, CA 94129	For World Music Festival	\$ 7,000
Dancers Group	44 Gough St, Suite 201 San Francisco, Ca 94103	For Hip Hop Dance Festival	\$ 6,000
3rd I South Asian Independent Film	992 Valencia Street San Francisco, CA 94110	For 3rd I Film Festival	\$ 2,500
Arab Cultural Center	2 Plaza Street San Francisco, CA 94116	For Arab Cultural Festival	\$ 1,100
Poetry Flash	1450 Fourth Street #4 Berkeley, CA 94710	For Watershed Poetry Festival	\$ 2,500
Dancers Group	44 Gough St Suite 201 San Francisco, Ca 94103	For Queen of Knives	\$ 1,000
Dancers Group	44 Gough St, Suite 201 San Francisco, Ca 94103	For Here and Then	\$ 1,000
The Dance Bngade	3316 24th St San Francisco, CA 94110	For Poto Mitan	\$ 2,400
Jewish Community Center of San Francisco	3200 California Street San Francisco, CA 94118	MU One Ocean, One World	\$ 2,000
inkBoat	351 Shotwell St San Francisco, CA 94110	For The World Without Us	\$ 2,000
Dancers Group	44 Gough St, Suite 201 San Francisco, Ca 94103	For Being Raymond Chandler	\$ 1,500
Theatre Flamenco of San Francisco	150 McAllister Street San Francisco, CA 94102	For Con Nombre y Apellido	\$ 4,000
Jess Curtis Gravity Inc	849 Divisadero St, Ste 4 San Francisco, CA 94117	For Perf Research Expenment # 2 Paradox of the Heart	\$ 3,000
Dance Council Movement Theater Inc	812 Edinburgh Street San Francisco CA 94112	For WERK! 2013 Dance Fest @ Dance Mission	\$ 2,000
Zaccho SF	1777 Yosemite Ave Studio #330 San Francisco, CA 94124	For Between Me and the Other World	\$ 6,000
Dancers Group	44 Gough St, Suite 201 San Francisco, Ca 94103	For Under Her Breath	\$ 2,000
Liss Fain Dance	26 7th Street, 5th Floor San Francisco, CA 94103	immersive installation production	\$ 3,500
The Dance Bngade	3316 24th St San Francisco, CA 94110	For When Rumba Rumbled	\$ 5,000
Dancers Group	44 Gough St, Suite 201 San Francisco, Ca 94103	For metncs of intimacy	\$ 2,500
RAWdance	105 Sanchez Street San Francisco CA 94114	For Mine	\$ 3 500
Chinese Cultural Productions	Fort Mason Center C-353 San Francisco, CA 94123	For Portrait IV	\$ 2 500
Kunst-stoff	One Grove Street San Francisco CA 94102	For 15th Anniversary Senes	\$ 5,000
CounterPulse	1310 Mission Street San Francisco, CA 94103	For Father On	\$ 5,000
Push Up Something Hidden	546 Bnght St San Francisco, CA 94132	For My Obsession with Hamletmachine	\$ 1,000
Dancers Group	44 Gough St, Suite 201 San Francisco, Ca 94103	For Adult	\$ 2,000
Gamelan Sekar Jaya	3023 Shattuck Ave Berkeley, CA, CA 94705	For Citrangada	\$ 7,000
Intersection	925 Mission Street, Suite 109 San Francisco, CA 94103	For Caught	\$ 2,500
Brava For Women in the Arts	2781 24th Street San Francisco, CA 94110-4235	For The Link Between Us	\$ 3,000
The Lobster Theater Project	2101 Folsom Street San Francisco, CA 94110	For KML Wnter Folies	\$ 3,500
Cutting Ball Theater	141 Taylor Street San Francisco, CA 94102	For Sidewinders	\$ 5,500
Golden Thread Productions	499 Alabama Street #450 San Francisco, CA 94110	For 444Days/Urges for Going	\$ 5,000
Dancers Group	44 Gough St, Suite 201 San Francisco Ca 94103	For The Paper Wing	\$ 2,600
CounterPulse	1310 Mission San Francisco, CA 94103	For physical work based on MacBeth	\$ 2,000
Dimensions Dance Theater, Inc	1428 Alice Street, Suite 308 Oakland, CA 94612	For MalongaFest	\$ 7,500
ARTSPAN	934 Brannan St San Francisco, CA 94103	For Open Studios Guide	\$ 4,000
Intersection	925 Mission St, Suite 109 San Francisco, CA 94103	For MobileIn-Tent	\$ 1,500
Asian Pacific Islander Cultural Center	934 Brannan St San Francisco, CA 94103	For Circle the Teacup Around	\$ 5,000
SOMARTS	934 Brannan St San Francisco, CA 94103	For Imagining Time, Gathering Memones	\$ 3,000
Chinese Culture Foundation	750 Kearny Street, 3rd Floor San Francisco, CA 94108	For Into the Nearness of Distance	\$ 3,000
Kala Institute	1060 Heinz Avenue Berkeley, CA 94710	For Fresh Work Exhibit	\$ 2,000
509 Cultural Center	1007 Market Street San Francisco, CA 94103	For Pax Amencana	\$ 6,000
San Francisco Center for the Book	375 Rhode Island Street San Francisco, CA 94103	For Superstition XIII	\$ 4,000

ZELLERBACH FAMILY FOUNDATION (94-6069482)
DETAIL OF COMMUNITY ARTS PROGRAM GRANTS
ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 201:

Fiscal Agent	Fiscal Agent Address	Purpose of Grant	Amount
Richmond Art Center	2540 Barrett Ave Richmond, CA 94804	For Bella Feldman-50 Year Survey	\$ 6,000
Intersection	925 Mission Street,Suite 109 San Francisco, CA 94103	For Guemila Rep-Mommy Queerest	\$ 2,500
Youth Speaks	1663 Mission St., Suite 604 San Francisco, CA 94103	For Chasing Mehserle	\$ 5,000
La Pena Cultural Center Inc	3105 Shattuck Ave Berkeley, CA 94705	For PLACAS The Most Dangerous Tattoo	\$ 2,000
Intersection	925 Mission Street Suite 109 San Francisco, CA 94103	For Wrestling Jerusalem	\$ 1,500
Alternative Theater Ensemble	1337 Fourth St., Suite A San Rafael, CA 94901	For 3 new plays at ACT costume shop	\$ 1,500
Intersection	925 Mission Street,Suite 109 San Francisco, CA 94103	For REDWOLF	\$ 2,000
Intersection	925 Mission Street,Suite 109 San Francisco, CA 94103	For Love's Debris	\$ 5,000
Circuit Network	499 Alabama Street, Apt. 203 San Francisco, CA 94110	For Can't Stop Won't Stop	\$ 2,000
SEW Productions	777 Jones Street San Francisco, CA 94109	For Mingus Remixed	\$ 5,500
Shadowlight Productions	22 Chattanooga Street San Francisco, CA 94114	For The Myth of the Aynu	\$ 5,000
La Pocha Nostra	2857 24th Street San Francisco, CA 94110	For Twenty Ways of Dancing at 57	\$ 4,000
Central Works	PO Box 9771 Berkeley, CA 94709-0771	For The Crazyed	\$ 2,500
Art of the Matter Performance Foundation	3288 21st Street #71 San Francisco, CA 94110	For Studio 210	\$ 3,000
Safehouse for the Performing Arts	1455 Santa Clara Street Concord, CA 94518	For Resident Artists' Workshop	\$ 5,000
Pro Arts	150 Frank H Ogawa Plaza Oakland, CA 94612	For Exhibitions year-round	\$ 5,500
Just Theater Inc	2419 Dowling Pl Berkeley, CA 94705	For New Plays Lab	\$ 3,000
Rhythmix Cultural Works	2513 Blanding Avenue Alameda, CA 94501	For Illuminating Island Arts & Culture	\$ 5,000
CounterPulse	1310 Mission Street San Francisco, CA 94103	For ARC Program	\$ 4,500
Quiet Lightning	734 Balboa St San Francisco, CA 94118	For literary-related events	\$ 2,000
CounterPulse	1310 Mission St San Francisco, CA 94103	For Contact	\$ 2,500
Intersection	925 Mission Street,Suite 109 San Francisco, CA 94103	For ECS/City Council Meeting	\$ 4,500
Dandelion Dancetheater	1310 Mission St San Francisco, CA 94103	For Gather	\$ 3,500
Anne Bluethenthal and Dancers	3574 22nd Street San Francisco, CA 94114-3419	For Forgiveness Project Part 2	\$ 3,500
The Dance Bngade	3316 24th Street San Francisco, CA 94110-3803	For Hemorrhage An Ablution of Hope and Despair	\$ 6,000
Intersection	925 Mission Street,Suite 109 San Francisco, CA 94103	For Foreign Bodies	\$ 3,050
Cartoon Art Museum of California	655 Mission Street San Francisco, CA 94105	For Small Press Spotlight	\$ 1,000
Berkeley Art Center Associates	1275 Walnut Street Berkeley, CA 94709	For Bay Area Local Treasures	\$ 2,500
Radar Productions Inc	673 Oak Street Suite 2 San Francisco, CA 94117	For Work More!	\$ 3,500
Thingamajigs	6114 La Salle Ave 508 Oakland, CA 94611	For Tangents Guitar Series	\$ 1,000
Kitka	1201 Martin Luther King Jr Way Suite 103 Oakland, CA 94612	For WinterSongs 2013	\$ 5,500
Oakland Interfaith Gospel Choir	655 13th Street, Suite 301 Oakland, CA 94612	For 20th Annual Spring Concert	\$ 3,500
Loco Bloco Drum and Dance Ensemble	3543 18th Street #20 San Francisco, CA 94110	For From The Bay to Bahia	\$ 3,000
Bird and Beckett Cultural Legacy Project	653 Chenery Street San Francisco, CA 94131	For Which Way West?	\$ 3,000
Rova Arts	333 12th St San Francisco, CA 94116	For new works for Magik*Magik Orchestra	\$ 2,000
Genryu Arts	P O Box 15282 San Francisco, CA 94155-991	For Praise of Shadows	\$ 2,500
Other Minds	333 Valencia St #303 San Francisco, CA 94103	For Nonnah	\$ 4,000
San Francisco Chamber Orchestra	PO Box 191564 San Francisco, CA 94119-1564	For Luck vs Wisdom	\$ 3,000
San Francisco Friends of Chamber Music	135 Main Street, Suite 1140 San Francisco, CA 94105	For Wild Rumpus	\$ 2,000
Musical Traditions	333 Valencia Street, Suite 301 San Francisco, CA 94103-3552	For Portrait of a 21st Century Child	\$ 3,500
Artists' Television Access	992 Valencia Street San Francisco, CA 94110	For music to go with images	\$ 3,750
Erling Wolds Fabrications Inc	629 Wisconsin St San Francisco, CA 94107	For UKSUS	\$ 4,000

**ZELLERBACH FAMILY FOUNDATION (94-6069482
DETAIL OF COMMUNITY ARTS PROGRAM GRANTS
ATTACHMENT 1 FOR STATEMENT OF GRANTS FOR 201:**

Fiscal Agent	Fiscal Agent Address	Purpose of Grant	Amount
Korean Community Center of the East Bay	4390 Telegraph Ave , Suite A Oakland, CA 94609	For world premiere of music by Hyo Shin Na	\$ 3,000
Rova Arts	333 12th Street San Francisco, CA 94103	For Active Music Festival	\$ 1,500
Eth-Noh_Tec Creations	977 South Van Ness Ave San Francisco, CA 94110	For Asian American Storytelling Festival	\$ 1,000
ODC	301 Shotwell San Francisco, CA 94110	For 10th Anniversary of Black Choreographers Festival	\$ 6,000
Dancers Group	44 Gough St, Suite 201 San Francisco, Ca 94103	For Fresh Festival	\$ 3,500
Accion Latina	2958 - 24th Street San Francisco, CA 94110	For 32nd Encuentro del Canto Popular Festival	\$ 3,500
Au Co Vietnamese Cultural Center	P O Box 347042 San Francisco, CA 94134	For Reflection on My Own	\$ 2,500
Living Jazz	2501 Hamson Street Oakland, CA 94612	For In the Name of Love	\$ 3,500
			\$ 750,000

ZELLERBACH FAMILY FOUNDATION (94-6069482)
SCHEDULE OF GRANTS APPROVED AND UNPAID IN 2013

Grantee Fiscal Agent	Status	Purpose of Grant	Approved Unpaid
Regents, University of CA at Berkeley Sponsored Projects Office 2150 Shattuck Ave., Suite 313 Berkeley, CA 94707	501 (C) 3	To improve audience facilities and experience during and after the Lower Sproul Redevelopment project currently surrounding Zellerbach Hall	50,000
Trustees, University of Pennsylvania 3680 Walnut Street Philadelphia, PA 19104	501 (C) 3	To replace the current dimming and electrical distribution system in the theatre of the Harold L. Zellerbach Theatre at the University of Pennsylvania	95,000
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	40,000
TOTAL GRANTS			185,000

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

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

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

Part I only

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

		Enter filer's identifying number
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. 575 MARKET STREET, NO. 2950	Social security number (SSN)
	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-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** or
► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 216,188.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 126,188.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 90,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- 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 (other than individual)	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 17, 2014.**
- 5 For calendar year **2013**, 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 REQUIRED TO GATHER INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	216,188.
b If this application is for Forms 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	\$	216,188.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **Juan Menache** Title **CPA**Date **7/21/14**

Form 8868 (Rev. 1-2014)