

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.

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury Internal Revenue Service

For: calendar year 2014 or tax year beginning

, and ending

Name of foundation: **THE ZELLERBACH FAMILY FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **575 MARKET STREET, SUITE 2950**

City or town, state or province, country, and ZIP or foreign postal code: **SAN FRANCISCO, CA 94105**

A Employer identification number: **94-6069482**

B Telephone number: **415-421-2629**

C If exemption application is pending, check here

D 1. Foreign organizations, check here   
2. Foreign organizations meeting the 85% test, check here and attach computation

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 133,824,848.**

J Accounting method:  Cash  Accrual  Other (specify)

Part I Analysis of Revenue and Expenses		(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	774,589.	1,991,716.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,321,402.			
	b Gross sales price for all assets on line 6a	14,994,348.			
	7 Capital gain net income (from Part IV, line 2)		8,239,163.		
	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	1,567,128.	456,890.		STATEMENT 2	
12 Total. Add lines 1 through 11	6,863,119.	10,687,769.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	200,417.	20,042.		180,375.
	14 Other employee salaries and wages	613,687.	105,907.		507,781.
	15 Pension plans, employee benefits	256,827.	39,733.		217,094.
	16a Legal fees STMT 3	19,611.	3,034.		16,577.
	b Accounting fees STMT 4	49,075.	24,538.		24,537.
	c Other professional fees STMT 5	645,004.	413,910.		28,920.
	17 Interest				
	18 Taxes STMT 6	170,314.	89,525.		50,983.
	19 Depreciation and depletion	12,075.	1,868.		
	20 Occupancy	228,146.	35,296.		192,850.
	21 Travel, conferences, and meetings	25,418.	3,932.		21,486.
	22 Printing and publications				
	23 Other expenses STMT 7	108,866.	923,762.		84,605.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,329,440.	1,661,547.		1,325,208.
	25 Contributions, gifts, grants paid	4,981,379.			4,721,379.
26 Total expenses and disbursements. Add lines 24 and 25	7,310,819.	1,661,547.		6,046,587.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-447,700.				
b Net investment income (if negative, enter -0-)		9,026,222.			
c Adjusted net income (if negative, enter -0-)			N/A		

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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		51.		
	2	Savings and temporary cash investments		962,926.	962,447.	962,447.
	3	Accounts receivable ▶ 24,835.				
		Less: allowance for doubtful accounts ▶		25,146.	24,835.	24,835.
	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		78,230.	79,130.	79,130.
	10a	Investments - U.S. and state government obligations STMT 8		5,193,534.	7,441,916.	7,441,916.
	b	Investments - corporate stock STMT 9		63,766,212.	61,172,348.	61,172,348.
	c	Investments - corporate bonds STMT 10		2,685,890.	3,164,487.	3,164,487.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 11		61,379,004.	57,008,977.	57,008,977.	
14	Land, buildings, and equipment: basis ▶ 220,182.					
	Less accumulated depreciation ▶ 212,871.		10,091.	7,311.	7,311.	
15	Other assets (describe ▶ STATEMENT 12)		22,347.	3,963,397.	3,963,397.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)		134,123,431.	133,824,848.	133,824,848.	
Liabilities	17	Accounts payable and accrued expenses		214,319.	157,639.	
	18	Grants payable		735,000.	995,000.	
	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 )		450,835.	401,835.	
23	<b>Total liabilities</b> (add lines 17 through 22)		1,400,154.	1,554,474.		
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		132,723,277.	132,270,374.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	<b>Total net assets or fund balances</b>		132,723,277.	132,270,374.		
31	<b>Total liabilities and net assets/fund balances</b>		134,123,431.	133,824,848.		

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	132,723,277.
2	Enter amount from Part I, line 27a	2	-447,700.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	132,275,577.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENT	5	5,203.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	132,270,374.

**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 ATTACHMENT C	P		
b	FROM PARTNERSHIPS	P		
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	14,994,348.	10,672,946.	4,321,402.	
b			3,917,761.	
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			4,321,402.	
b			3,917,761.	
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	8,239,163.
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))
2013	6,409,666.	127,676,799.	.050202
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
2	Total of line 1, column (d)		.249726
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		.049945
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		133,672,010.
5	Multiply line 4 by line 3		6,676,249.
6	Enter 1% of net investment income (1% of Part I, line 27b)		90,262.
7	Add lines 5 and 6		6,766,511.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		6,046,587.

**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	180,524.
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	180,524.
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	180,524.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	193,145.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	45,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	238,145.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	57,621.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► ZFF.ORG	X		
14	The books are in care of ► THE 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 2014, 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 FinCEN Form 114, (formerly 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		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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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 2014 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 2014)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2014?		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 propoganda, 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 4945(d)(4)(A)? (see instructions)  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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)  N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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		181,042.	18,469.	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, SUITE 2950, SAN FRANCISCO,	FINANCE DIRECTOR	145,508.	43,085.	0.
MICHAEL SMITH - 575 MARKET STREET, SUITE 2950, SAN FRANCISCO, CA 94105	IT DIRECTOR	113,263.	42,574.	0.
AMY PRICE - 575 MARKET STREET, SUITE 2950, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE	113,906.	41,874.	0.
LINA AVIDAN - 575 MARKET STREET, SUITE 2950, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE	120,917.	34,074.	0.
LINDA HOWE - 575 MARKET STREET, SUITE 2950, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE	79,980.	34,836.	0.
<b>Total number of other employees paid over \$50,000</b>				<b>0</b>

**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 125 HIGH ST, BOSTON, MA 02110	INVESTMENT ADVISOR	157,180.
WELLINGTON TRUST COMPANY 280 CONGRESS ST, BOSTON, MA 02210	INVESTMENT MANAGER	96,815.
MAYO INVESTMENT ADVISERS LLC 30 ROWES WHARF SUITE 500, BOSTON, MA 02110	INVESTMENT MANAGER	67,493.
SNYDER CAPITAL MANAGEMENT 101 MISSION ST #1400, SAN FRANCISCO, CA 94105	INVESTMENT MANAGER	66,951.
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

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

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

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

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

**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	73,282,182.
b	Average of monthly cash balances	1b	1,572,853.
c	Fair market value of all other assets	1c	60,852,589.
d	<b>Total</b> (add lines 1a, b, and c)	1d	135,707,624.
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	135,707,624.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,035,614.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	133,672,010.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	6,683,601.

**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	6,683,601.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	180,524.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	180,524.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,503,077.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,503,077.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,503,077.

**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	6,046,587.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,046,587.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	6,046,587.

**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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				6,503,077.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			1,480,792.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 6,046,587.				
a Applied to 2013, but not more than line 2a			1,480,792.	
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 2014 distributable amount				4,365,795.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				2,137,282.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	200,000.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶ \_\_\_\_\_
- b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

- 1 **Information Regarding Foundation Managers:**
- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

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

NONE

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

**SEE STATEMENT 15**

- b The form in which applications should be submitted and information and materials they should include:
- c Any submission deadlines:
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>SEE ATTACHMENT A 575 MARKET STREET, SUITE 2950 SAN FRANCISCO, CA 94105</p>			SEE ATTACHMENT A	4,721,379.
<b>Total</b>			▶ <b>3a</b>	4,721,379.
<p><i>b Approved for future payment</i></p> <p>SEE ATTACHMENT B 575 MARKET STREET, SUITE 2950 SAN FRANCISCO, CA 94105</p>			SEE ATTACHMENT B	200,000.
<b>Total</b>			▶ <b>3b</b>	200,000.





**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](http://www.irs.gov/form990).

OMB No 1545-0047

**2014**

Name of the organization

THE ZELLERBACH FAMILY FOUNDATION

Employer identification number

94-6069482

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions

**Special Rules**

- For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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) (2014)

Name of organization <b>THE ZELLERBACH FAMILY FOUNDATION</b>	Employer identification number <b>94-6069482</b>
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**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, SUITE 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.)

Name of organization  <b>THE ZELLERBACH FAMILY FOUNDATION</b>	Employer identification number  <b>94-6069482</b>
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**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

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



Name of organization <b>THE ZELLERBACH FAMILY FOUNDATION</b>	Employer identification number <b>94-6069482</b>
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info once) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed

<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	

**ZELLERBACH FAMILY FOUNDATION (94-6069482)  
STATEMENT OF GRANTS PAID FOR 2014**

Grantee Name	Address	Fiscal Sponsor Address	Status	Purpose of grant	Amount
<b>Promoting Culture</b>					
Community Arts Panel Grants			PC 501 (C) 3	SEE ATTACHED DETAILS	\$ 750,000
Dancers Group	44 Gough St., Suite 201 San Francisco, CA 94103		PC 501 (C) 3	To support a series of music salons or concerts arranged by percussionist Jim Santi Owen	\$ 5,000
Intersection	925 Mission St., 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 II</i> , intricate drawings of prototypical urban skylines by visual artist Kevin Chen	\$ 5,000
Intersection	925 Mission St., Suite 109 San Francisco, CA 94103		PC 501 (C) 3	To support the creation and performance of a new work, <i>Beast</i> , by choreographer Enka Chong Shuch	\$ 5,000
Robert Moses Kin	870 Market St., Suite 567 San Francisco, CA 94102		PC 501 (C) 3	To support the Twentieth Anniversary Season of Robert Moses Kin dance company	\$ 5,000
Theatre Bay Area	1119 Market St 2nd floor San Francisco, CA 94103		PC 501 (C) 3	To support 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
Theatre First	1301 Shattuck Avenue Berkeley, CA 94709		PC 501 (C) 3	To support the production of the play <i>Fire Work</i> , to be directed by Mina Monta	\$ 5,000
Yerba Buena Center for the Arts	701 Mission St 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
Z Space Studio	499 Alabama St., #450 San Francisco, CA 94110		PC 501 (C) 3	To support the premiere of the plays <i>Ego</i> and <i>Insufficiency</i> , to be directed by Z Space Artistic Director Lisa Steindler	\$ 5,000
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
Jewish Community Federation	121 Steuart St 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
San Francisco Ballet Association	455 Franklin St San Francisco CA 94102		PC 501 (C) 3	To support the youth arts education programs of the San Francisco Ballet	\$ 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
San Francisco Opera Association	War Memorial Opera House 301 Van Ness Ave San Francisco, CA 94102		PC 501 (C) 3	To support the youth arts education programs of the San Francisco Opera	\$ 10,000
San Francisco Symphony Association	201 Van Ness Ave San Francisco, CA 94102		PC 501 (C) 3	To support the youth arts education programs of the San Francisco Symphony	\$ 10,000
<b>sub-total Promoting Culture</b>					<b>\$ 866,000</b>
<b>Youth Development</b>					
Cal Performances		Regents, University of CA at Berkeley 2195 Hearst Ave, Berkeley, CA 94720-1103	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
Cal Performances		Regents, University of CA at Berkeley 2195 Hearst Ave, Berkeley, CA 94720-1103	PC 501 (C) 3	To support AleyCamp, a free six-week summer program of dance for low-income youth with academic, social, and domestic challenges	\$ 30,000
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	1012 Torney Ave San Francisco, CA 94129		PC 501 (C) 3	To support an arts program within San Francisco Juvenile Hall	\$ 15,000
Larkin Street Youth Services	701 Sutter Street, Suite 2 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	P O Box 6754 San Pablo, CA 94806		PC 501 (C) 3	To support a video, media arts, and communication program during out of school hours in Richmond, California	\$ 20,000
The Marsh	1062 Valencia St San Francisco, CA 94110		PC 501 (C) 3	To support the Marsh Youth Theater provided at the Marsh Theater in San Francisco	\$ 5,000
<b>sub-total Youth Development</b>					<b>\$ 130,000</b>
<b>Improving Human Service Systems</b>					
Alameda County Foster Youth Alliance		Community Initiatives 354 Pine St., Suite 700 San Francisco, CA 94104	PC 501 (C) 3	To support a study of the first cohort of Alameda County foster and probation youth to "age out" of care at 21, with a particular focus on their transition from the children's mental health system to the adult system of care	\$ 50,000
A Better Way	3200 Adeline Street Berkeley, CA 94703		PC 501 (C) 3	To support the creation of a parent and caregiver advisory group to inform the work of Alameda County Children of Incarcerated Parents Partnership	\$ 10,000
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	\$ 40,000
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	\$ 55,000
Bay Area Social Services Consortium		Regents, University of CA at Berkeley 2195 Hearst Ave, Berkeley, CA 94720-1103	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
California Council on Youth Relations		Pacific News Service 209 9th Street, Suite 200 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	\$ 50,000
California Court Appointed Special Advocate Association	660 13th St., Suite 300 Oakland CA 94612		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

California Institute for Mental Health	2125 19th Street Sacramento, CA 95818		PC	501 (C) 3	To provide research-based training and recommendations to integrate substance use disorders into existing mental health curricula for graduate programs in social work, psychology and marriage and family therapy	\$ 40,000
California Social Work Education Center (CalSWEC)		Regents, University of CA at Berkeley 2195 Hearst Ave, Berkeley, CA 94720-1103	PC	501 (C) 3	To develop a strategic plan that describes CalSWEC's primary focus areas and program goals for development of a diverse workforce prepared to work in settings that require collaborative, integrative practices	\$ 50,000
California Youth Connection	1611 Telegraph Ave , Suite 1100 Oakland, CA 94612		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
California Youth Connection	1611 Telegraph Ave , Suite 1100 Oakland, CA 94612		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	\$ 110,000
Center for Youth Wellness	3450 Third Street, Bldg 2, Ste 201 San Francisco, CA 94124		PC	501 (C) 3	To support community-based participation in research to validate biomarkers for toxic stress in children and youth	\$ 50,000
Center on 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	\$ 10,000
Centerforce	P O Box 415 San Quentin, CA 94964		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	\$ 65,000
Child & Family Policy Institute of California	1331 Garden Highway Sacramento, CA 95833		PC	501 (C) 3	To support 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	\$ 50,000
Child Welfare Co-Investment Partnership		Community Initiatives 354 Pine St , 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	\$ 40,000
Community Works West	4681 Telegraph Ave Oakland, CA 94609		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	\$ 35,000
Fostering Media Connections	100 Montgomery Street San Francisco, CA 94129		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	\$ 25,000
Legal Services for Children	1254 Market St , 3rd Floor San Francisco, CA 94102		PC	501 (C) 3	To support the development of guidelines for providing legal representation to non-minor dependents with significant developmental or psychological disabilities	\$ 30,000
Lincoln Child Center	1266 14th Street Oakland, CA 94607		PC	501 (C) 3	To support the development of a neighborhood-specific, multi-system, collaborative effort to improve attendance of young students in West Oakland schools	\$ 50,000
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	\$ 45,000
National Foster Youth Action Network	PO Box 26690 San Francisco, CA 94126		PC	501 (C) 3	To support transitional planning and coaching to ensure the organization's smooth transition to new leadership	\$ 7,400
One Family		Community Works West 4681 Telegraph Ave Oakland, CA 94609	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
PEERS	333 Hegenberger Road, Suite 250 Oakland, CA 94621		PC	501 (C) 3	To contribute to a two-day statewide conference and creation of open source technology to facilitate collaboration among agencies addressing the well-being of transitional-age youth	\$ 25,000
Project WHAT! (We're Here and Talking)		Community Works West 4681 Telegraph Ave Oakland, CA 94609	PC	501 (C) 3	To employ, train and support youth who have had an incarcerated parent to raise awareness about the impacts of parental incarceration on children with the goal of improving services and policies that affect these youth	\$ 75,000
San Francisco Child Abuse Prevention Center	1757 Weller Street San Francisco, CA 94117		PC	501 (C) 3	To support the initial planning of an integrated, multi-system database for San Francisco's Children's Advocacy Center	\$ 60,000
San Francisco Children of Incarcerated Parents Partnership		Friends Outside 7272 Murray Drive Stockton, CA 95210	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
San Francisco Study Center	1633 Mission St , Suite 504 San Francisco, CA 94103		PC	501 (C) 3	To support a training institute and learning community to enhance the capacity of school-based mental health providers to address the unique needs of low-income urban male youth of color in Alameda County	\$ 25,000
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	\$ 50,000
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
The SAGE Project, Inc	68 12th Street, 2nd Floor San Francisco, CA 94103		PC	501 (C) 3	To support the development of a curriculum for boys to raise awareness about sexual exploitation and prevent them from becoming exploiters or exploited	\$ 50,000
Transitional Age Youth San Francisco		San Francisco Study Center 1633 Mission St, Suite 504 San Francisco, CA 94103	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	\$ 60,000
UC Berkeley School of Social Welfare		Regents, University of CA at Berkeley 2195 Hearst Ave, Berkeley, CA 94720-1103	PC	501 (C) 3	To conduct a study that sheds light on the living circumstances, well-being and outcomes of vulnerable children living in kinship and foster family homes in California, which will help inform statewide policy decisions about caregivers' access to financial subsidies and support services	\$ 50,000

UC Berkeley School of Social Welfare		Regents, University of CA at Berkeley 2195 Hearst Ave, Berkeley, CA 94720-1103	PC	501 (C) 3	To support a five-phase initiative to engage a group of researchers, policymakers and practitioners to shape a research agenda and scientific roadmap for basic developmental science that can inform the timing and targets of clinically feasible risk reduction principles for high risk juveniles	\$ 45,000
University of Chicago, School of Social Service Administration	Director, Gift Services 5235 S Harper Ct Chicago, IL 60615		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
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	\$ 77,500
Young Minds Advocacy Project	115 Haight Street Menlo Park, CA 94025		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	\$ 35,000
Youth In Mind	22245 Main St., Suite 200 Hayward, CA 94541		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
					Rescission of 2001 grant	\$ (153)
<b>sub-total Improving Human Service Systems</b>						<b>\$ 1,824,747</b>

## Immigrants and Refugees

Educators for Fair Consideration		Community Initiatives 354 Pine St 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	\$ 40,000
California Immigrant Policy Center		Asian Americans Advancing Justice 1145 Wilshire Blvd, 2nd Fl Los Angeles, CA 90017	PC	501 (C) 3	To support the development of a comprehensive community education and outreach plan and a multilingual toolkit of resources regarding a new California law that enables undocumented immigrants to apply for driver's licenses	\$ 55,000
Asian Law Caucus	55 Columbus Ave San Francisco, CA 94111		PC	501 (C) 3	To support the development, production, and distribution of community education resources related to the Trust Act, a new California law that improves community safety and the stability of immigrant families by prohibiting state and local law enforcement agencies from detaining undocumented immigrants solely on the basis of their immigration status and when they are otherwise eligible for release	\$ 55,000
Canal Alliance	91 Larkspur St San Rafael, CA 94901		PC	501 (C) 3	To support immigration legal services, information and referral, and community education and outreach to unaccompanied immigrant children who have been detained by U S immigration authorities or are at risk of deportation	\$ 25,000
Canal Alliance	91 Larkspur St 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
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	\$ 60,000
Catholic Legal Immigration Network	8757 Georgia Ave, Suite 850 Silver Springs, MD 20910		PC	501 (C) 3	To support the creation of a standardized reporting format and a set of commonly used terms that can be adapted for use by nonprofit immigration legal services providers in the Bay Area and the foundations that support them	\$ 9,500
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
Centro Legal del la Raza	3022 International Blvd, Suite 410 Oakland, CA 94602		PC	501 (C) 3	To support the creation of a volunteer-based network that provides emergency assistance to asylum applicants who are released from the West County Detention Facility in Richmond, California	\$ 40,000
Centro Legal del la Raza	3022 International Blvd, Suite 410 Oakland, CA 94602		PC	501 (C) 3	To support immigration legal services, information and referral, and community education and outreach to unaccompanied immigrant children who have been detained by U S immigration authorities or are at risk of deportation	\$ 25,000
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
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
Coastside Hope	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
Community Action Board of Santa Cruz County, Inc	406 Main St, Suite 207 Watsonville, CA 95076		PC	501 (C) 3	To support the Day Labor Center of Santa Cruz County, which provides a structured and dignified setting for immigrant workers to find safe employment, develop job skills, improve wages, and become fully engaged members of the community	\$ 45,000
Community 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

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
Dolores Street Community Services, Inc	938 Valencia St San Francisco, CA 94110		PC	501 (C) 3	To support a program assessment and improvement process for the San Francisco Day Labor Program and Women's Collective	\$ 17,000
Dolores Street Community Services, Inc	938 Valencia St San Francisco, CA 94110		PC	501 (C) 3	To support family-based immigration legal services, community education and outreach, and capacity building for a program that serves low income African and Afro-Caribbean immigrants and refugees from across the Bay Area	\$ 50,000
Dolores Street Community Services, Inc	938 Valencia St 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
East Bay Sanctuary Covenant	2362 Bancroft Way Berkeley, CA 94704		PC	501 (C) 3	To support immigration legal services, information and referral, and community education and outreach to unaccompanied immigrant children who have been detained by U S immigration authorities or are at risk of deportation	\$ 25,000
East Bay Sanctuary Covenant	2362 Bancroft Way Berkeley, CA 94704		PC	501 (C) 3	To support a program that helps orient immigrants and refugees to local communities and institutions and promotes local community involvement through community education workshops, information and referral services, leadership development training, and English as a second language instruction	\$ 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
Grantmakers Concerned with Immigrants and Refugees	P O Box 1100 Sebastopol, CA 95473		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
Grantmakers Concerned with Immigrants and Refugees	P O Box 1100 Sebastopol, CA 95473		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	\$ 20,000
Hayward Day Labor Center		Community Initiatives 354 Pine St, 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	\$ 60,000
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	\$ 30,000
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
Lawyers' Committee for Civil Rights of the San Francisco Bay Area	131 Steuart St., 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	\$ 35,000
Legal Services for Children	1254 Market St., 3rd Floor San Francisco, CA 94102		PC	501 (C) 3	To support the coordination of the Bay Area Unaccompanied Immigrant Children Roundtable (UAC Roundtable), which was established as an emergency response to the need for legal counseling and representation by the more than 1,500 unaccompanied immigrant children who arrived in the Bay Area in urgent need of legal and social services	\$ 10,000
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 immigrant youth in the Bay Area who have been detained by U S immigration authorities or are at risk of deportation	\$ 80,000
Monument Impact	1760 Clayton Road 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
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	\$ 22,000
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	\$ 40,000
Oakland Unified School District	1000 Broadway, Suite 680 Oakland, CA 94607		NC	Government	To support the creation of an inter-agency network in the Oakland Unified School District that will address the educational, social, and legal services needs of unaccompanied immigrant children in the Oakland Unified School District.	\$ 45,000
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
San Francisco Unified School District	555 Franklin St., Room 301-A San Francisco, CA 94102		NC	Government	To support an inter-agency network that addresses the educational, social, and legal services needs of unaccompanied immigrant children in the San Francisco Unified School District	\$ 25,000

Women's Action to Gain Economic Security	1904 Franklin St 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 a new food-related worker-owned cooperative business in partnership with La Cocana	\$ 75,000
<b>sub-total Immigrants &amp; Refugees</b>						<b>\$ 1,440,500</b>

**Strengthening Communities**

Bay Area Parent Leadership Action Network	7700 Edgewater Dr , Suite 130 Oakland, CA 94621		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
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	\$ 60,000
Mission Graduates	3040 16th Street San Francisco Ca 94103		PC	501 (C) 3	To support a project that engages and empowers low-income Spanish-speaking parents in San Francisco's Mission District to take active roles in their children's education and works in partnership with schools to establish sustainable parent engagement practices and promote college-going cultures at home and at school.	\$ 85,000
Oakland Community Organizations	7200 Bancroft Ave #2 Eastmont Mail 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
Oakland International High School		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
Oakland Public Education Fund	P O Box 27148 Oakland, CA 94602		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	\$ 100,000
Parents for Public Schools of San Francisco, Inc	3543 18th St , Suite 1 San Francisco, CA 94110		PC	501 (C) 3	To support a retrospective report that will document and analyze the organization's impact on the San Francisco Unified School District since its founding	\$ 3,000
<b>sub-total Strengthening Communities</b>						<b>\$ 428,000</b>

**Grant Support**

Council on Foundations	P O Box 75661 Baltimore, MD 21275-5661		PC	501 (C) 3	To support participation in a national membership association of grantmaking foundations and corporations	\$ 13,040
Grantmakers for Children, Youth and Families	8757 Georgia Ave , Suite 540 Silver Spring , MD 20910		PC	501 (C) 3	To support educational services, resources, and forums for information sharing and collaboration among grantmakers and experts in the fields of child welfare, family support, community building, and youth development	\$ 1,500
Grantmakers for Effective Organizations	1725 DeSales St. NW, Suite 404 Washington DC 20036		PC	501 (C) 3	To support participation in national community of grantmakers working to advance smarter grantmaking practices that enable nonprofits to grow stronger and achieve better results	\$ 3,050
Grantmakers in the Arts	4055 21st Ave W, 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
Nevada Theatre Commission	P O Box 1066 Nevada City, CA 95959		PC	501 (C) 3	To support a partnership between the Nevada City Theatre and KVMR Community Radio to create a performing arts district in Nevada City, the birthplace of Jennie Baruh Zellerbach	\$ 5,000
Northern California Grantmakers	625 Market St , 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	\$ 8,542
<b>sub-total Grant Support</b>						<b>\$ 32,132</b>

**TOTAL GRANTS \$ 4,721,379**

**ZELLERBACH FAMILY FOUNDATION (94-6069482)**  
**STATEMENT OF GRANTS PAID FOR 2014**  
**Attachment : Community Arts Panel Grants detail**

Grantee	Grantee Address	Purpose of Grant	Amount
3rd South Asian Independent Film	992 Valencia Street San Francisco, CA 94110	International South Asian Film Festival	\$ 3,000
509 Cultural Center	1007 Market Street San Francisco, CA 94102	A Mural on the Warfield Building	\$ 2,000
ACCION LATINA	2958 - 24th Street San Francisco, CA 94110	33rd Annual Encuentro del Canto Popular	\$ 3,500
Amy Seiwert's Imagery	613 Peralta Avenue San Francisco, CA 94110	Sketch 4/Music Mirror	\$ 5,000
Anne Bluethenthal & Dancers	3574 22nd St San Francisco, CA 94114	Pinata En L'Air	\$ 2,000
API CulturalCenter	388 Ninth St , Suite 290 Oakland, CA 94607	Lunar New Year-Oakland	\$ 6,000
Arab Film Festival	333 Valencia Street, Suite 325 San Francisco, CA 94103	Arab Film Festival 2014	\$ 4,000
ARS Minerva	11 Embarcadero W ste 140 Oakland, CA 94607	for La Cleopatra	\$ 1,500
Art of the Matter	3288 21st Street #71 San Francisco, CA 94110	Private Life, Deborah Slater Dance	\$ 3,500
Asian American Women Artists Association	1890 Bryant Street, Suite 302 San Francisco, CA 94110	Eating Cultures, exhibition	\$ 3,000
Asian Pacific Islander Cultural Center	934 Brannan Street San Francisco, CA 94103	The Detached, L Lee	\$ 3,500
Asian Pacific Islander Cultural Center	934 Brannan Street San Francisco, CA 94103	Underneath Reflections, Marna Fukushima Dance Project	\$ 1,500
Asian Pacific Islander Cultural Center	934 Brannan Street San Francisco, CA 94103	Oyama Canon in D Kokinchoshi	\$ 3,000
AuCo Vietnamese Cultural Center	P O Box 347042 San Francisco, CA 94134	Lunar Festival-Music Has No Boundaries	\$ 4,000
Aurora Theatre Company	2081 Addison Street Berkeley, CA 94704	Wittenberg	\$ 4,500
AXIS Dance Company	1428 Alice St #200 Oakland, CA 94612	New collaboration with Marc Brew	\$ 6,500
Bay Area Jazz & Arts, Inc	2147 Broadway Oakland, CA 94612	Jam Sessions in the Sound Room	\$ 2,000
Berkeley Art Center Association	1275 Walnut St Berkeley, CA 94709	MobileInTent-exhibition	\$ 1,500
Berkeley Art Center Association	1275 Walnut St Berkeley, CA 94709	Wolves	\$ 1,000
Berkeley Arts Center Association	1275 Walnut St Berkeley, CA 94709	Delicate Particle Logic, Indra's Net Theater	\$ 1,000
Berkeley Society for the Preservation of Traditional Music	2020 Addison St Berkeley, CA 94704	Old Time Music Convention	\$ 6,000
Bindlestiff Studio	PO Box 190205 San Francisco, CA 94119	The Guerrillas of Powell Street, Bindlestiff Studio	\$ 3,500
Brava For Women in the Arts	2781 24th Street San Francisco, CA 94110	S F Son Jarocho Festival	\$ 4,000
Brava For Women in the Arts	2781 24th Street San Francisco, CA 94110	Love Balm for My Spirit Child	\$ 1,500
Brava For Women in the Arts	2781 24th Street San Francisco, CA 94110	Sweet Maladies, Black Artists Contemporary Cultural Experience	\$ 4,000
Brava For Women in the Arts	2781 24th Street San Francisco, CA 94110	Waxing West	\$ 2,000
Central Works	PO Box 9771 Berkeley, CA 94709-0771	Recipe	\$ 2,500
Chhandam Chitresh Das Dance Company	2325 Third Street, Suite 320 San Francisco, CA 94107	India Flamenco Project, Chhandam Chitresh Das Dance Co	\$ 5,500
Chinese Cultural Productions	Fort Mason Center, Building C 353 San Francisco, CA 94123	Xing and Dynasty Revisited	\$ 3,000
Circuit Network	499 Alabama Street, Suite 203 San Francisco, CA 94110	S F Electronic Music Festival	\$ 4,000
Comedy Celebration Day, Inc	1036 Pacheco Street San Francisco, CA 94116	Comedy Day in G G Park	\$ 1,000
Composers, Inc	2161 Shattuck Avenue, Suite 317 Berkeley, CA 94704	Middlemarch in Spring	\$ 2,000
CounterPulse	1310 Mission San Francisco, CA 94103	Chamber MacBeth, Rapid Descent	\$ 2,000

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CounterPulse	1310 Mission San Francisco, CA 94103	Homo File	\$ 4,500
CounterPulse	1310 Mission San Francisco, CA 94103	Bear/Skin/Rite, Ciro Zero	\$ 4,000
CounterPulse	1310 Mission San Francisco, CA 94103	Margold Project/Day of the Dead	\$ 5,000
CounterPulse	1310 Mission San Francisco, CA 94103	Artists Residency Commissioning	\$ 7,500
CounterPulse	1310 Mission San Francisco, CA 94103	Smith Wymore -Number Zero	\$ 3,750
CounterPulse	1310 Mission San Francisco, CA 94103	Body/Sense/Scape	\$ 3,000
CounterPulse	1310 Mission San Francisco, CA 94103	Scott Wells/5th Home Season	\$ 6,000
Croatian Cultural Center of San Francisco	60 Onondaga Ave San Francisco, CA 94112	Festival of the Mandolins	\$ 4,000
Crowded Fire Theater Company	870 Innes Ave San Francisco, CA 94610	Brahman/i A One Hijra Comedy Show	\$ 5,500
Cutting Ball Theatre	141 Taylor St San Francisco, CA 94102	Super Heroes	\$ 3,000
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	Ceremonious/Unceremonious, Brontez Purnell, Sophia Wang	\$ 500
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	The Cloud Messenger, Nava Dance Theatre	\$ 1,000
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	Beast, by tinypistol dance	\$ 2,500
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	all moments stop here, Darra Kaufman	\$ 1,000
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	Peter and the Wolf, Sharp & Fine Dance	\$ 2,000
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	Sonorous Figures, BurnsWork Dance	\$ 3,500
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	Fantasia , Mary Armentrout Dance	\$ 3,500
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	Five High, Post Ballet	\$ 2,500
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	The In Dance publication	\$ 6,000
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	Macro residency performances, David Szlasa	\$ 2,000
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	A Wake ,Possibly Finnegans,13th floor dance co	\$ 2,000
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	TOUCH, David Herrera dance	\$ 2,000
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	Duniya Dance/ Half and Halves	\$ 5,000
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	J Graham Dance/Michael & Roland	\$ 3,500
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	Cod P//Economicsof Effort	\$ 4,500
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	Avy K/ Minotaur	\$ 3,000
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	Fresh Festival	\$ 5,018
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	The Escapement, K Hawthorne	\$ 1,500
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	Intrnsic Motion of Time and Space	\$ 2,500
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	Taboo & Heroes, Kiandanda Dance	\$ 2,000
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	Type Face,Thick Rich Ones	\$ 1,500
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	Tough, Potrzebie Dance	\$ 2,000
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	Filaments, detour dance co	\$ 1,500



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Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	Time Studies, Aura Fischbeck, 5th Home Season	\$ 1,000
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	Fog Beast for an evening of new dance	\$ 2,000
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	The MAGO Project, Dohee Lee	\$ 4,000
Dancers Group	44 Gough St , Suite 201 San Francisco, CA 94103	S F Hip Hop Dance Festival	\$ 5,500
Dandelion Dancetheater	1310 Mission St San Francisco, CA 94103	Tongues/Gather	\$ 2,000
Del Sol Performing Arts	754 - 46th Avenue San Francisco, CA 94121	Soundings	\$ 5,000
Diamano Coura	1428 Alice Street, Suite 201 Oakland, Ca 94612	Collage des Cultures Africaines	\$ 7,250
DIVAFEST	156 Eddy Street San Francisco, CA 94102	DivaFest 2014	\$ 1,500
Eastside Arts Alliance	2277 International Blvd Oakland, CA 94602	John Santos Sextet in concert	\$ 3,000
Encore Theater	2612 25th Street San Francisco, CA 94110	Hookman	\$ 7,500
Epiphany Productions	925 Mission St , #109 San Francisco, CA 94103	San Francisco Trolley Dances, 2014	\$ 7,000
Epiphany Productions	925 Mission St., #109 San Francisco, CA 94103	Bay Area Deaf Dance Festival	\$ 3,500
Everyday Magic, Inc	220 Middlefield Drive San Francisco, CA 94132	Rasanble! Haitian Cultural Festival	\$ 5,000
Exit Theatre	156 Eddy St San Francisco, CA 94102	Annual S F Frnge Theater Festival	\$ 5,000
Fictional Artists Contemporary Theatre/San Francisco	1310 Mission St San Francisco, CA 94103	Invidious	\$ 2,500
Flyaway Productions	1068 Bowdoin Street San Francisco, CA 94134	Multiple Mary and Invisible Jane	\$ 4,000
Fools Fury Theater	499 Alabama Street, Apt 450 San Francisco, CA 94110	Nocturne	\$ 1,500
Fools Fury Theater	499 Alabama Street, Apt 450 San Francisco, CA 94110	Fury Factory	\$ 2,000
Fresh Meat Productions	375 27th Street #A San Francisco, CA 94131	Fresh Meat Festival 2014	\$ 5,500
Fresh Meat Productions	375 27th Street #A San Francisco, CA 94131	Transgender Film Festival	\$ 3,500
Gamelan Sekar Jaya	3023 Shattuck Avenue Berkeley, CA 94705	For Sausur	\$ 7,500
Garrett + Moulton Productions	351 Shotwell St San Francisco, CA 94110	Luminous Night, Garrett _Moulton Dance	\$ 6,000
Golden Gate Performing Arts	398 11th Street #300 San Francisco, CA 94103	Gay Mens Chorus	\$ 3,000
Golden Thread Productions	499 Alabama St #450 San Francisco, CA 94110	Fifth String/Z's Passage to Cordoba	\$ 5,000
Higher Gliffs	2721 60th Ave Oakland, CA 94605	Community Rejuvenation Project	\$ 4,000
Hope Mohr Dance	P O Box 225237 Irving Street Station San Francisco, CA 94122	Notes Toward a Supreme Fiction, Hope Mohr	\$ 2,000
Impact Theatre	PO Box 12666 Berkeley, CA 94712	MUTT, co-production, Impact Theater and Ferocious Lotus	\$ 4,000
Independent Arts and Media	PO Box 420442 San Francisco, CA 94142	Now For Now	\$ 2,500
Independent Arts and Media	PO Box 420442 San Francisco, CA 94142	Circus Bella in the Parks 2014	\$ 3,500
Independent Arts and Media	PO Box 420442 San Francisco, CA 94142	Americana Orchestra	\$ 1,500
Intersection	925 Mission St #109 San Francisco, CA 94103	Sly and the Family Stone	\$ 5,000
Intersection	925 Mission St #109 San Francisco, CA 94103	Ictus/Nogales	\$ 7,000
Intersection	925 Mission St #109 San Francisco, CA 94103	Crossroads Insh American Festival	\$ 2,000

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Intersection	925 Mission St #109 San Francisco, CA 94103	Vietnamese American Literary Festival	\$ 1,000
Intersection	925 Mission St #109 San Francisco, CA 94103	Jazz in the Neighborhood	\$ 4,000
Intersection	925 Mission St #109 San Francisco, CA 94103	Performances at Pena Pachamama Cultural Center, Carolina Lugo and Carole Acuna's Ballet Flamenco	\$ 3,000
Intersection	925 Mission St #109 San Francisco, CA 94103	Death, Love, & Life, Ensemble Mik Nawooj	\$ 1,000
Intersection	925 Mission St #109 San Francisco, CA 94103	Chasing Mehserle, Campo Santo	\$ 5,000
Intersection	925 Mission St #109 San Francisco, CA 94103	Blockbuster Season, Mugwumpin	\$ 6,000
Intersection	925 Mission St #109 San Francisco, CA 94103	Among Dreams, exhibition, DesCry	\$ 2,000
Intersection	925 Mission St #109 San Francisco, CA 94103	Moving Art House, exhibition and performance, Book and Wheel Works	\$ 4,000
Intersection	925 Mission St #109 San Francisco, CA 94103	I am the Wind	\$ 1,000
Intersection	925 Mission St #109 San Francisco, CA 94103	Seed Language, Embodiment Project	\$ 5,000
Jess Curtis Gravity Inc	849 Divisadero St #4 San Francisco, CA 94117	Dance That Documents Itself, Curtis and Szlasa	\$ 4,000
Jewish Community Center-E Bay	1414 Walnut Street Berkeley, CA 94709	30th Jewish Music Festival	\$ 4,000
Joe Goode Performance Group	499 Alabama St #150 San Francisco, CA 94110	The Poetics ofSpace	\$ 7,500
Kala Art Institute	1060 Heinz Avenue Berkeley, CA 94710	Annual Artists' Exhibition Series	\$ 3,000
Kala Art Institute	1060 Heinz Avenue Berkeley, CA 94710	Dance Anywhere	\$ 1,500
Kearny Street Workshop	P O Box 14545 San Francisco, CA 94114	APAture Program	\$ 3,000
Kitka	1201 Martin Luther King Jr Way Suite 103 Oakland, CA 94612	Wintersongs 2014	\$ 7,000
Korean Community Center of East Bay	1700 Broadway, Suite 400 Oakland, CA 94612	Wooden Fish Ensemble	\$ 4,000
Kulintang Arts	474 Faxon Avenue San Francisco, CA 94112	Year-round artistic presentations	\$ 6,000
La Pena Cultural Center	3105 Shattuck Avenue Berkeley, CA 94708	Amnesia, Aerial Luckey	\$ 2,500
La Pocha Nostra	2857 24th Street San Francisco, CA 94110	Spoken choreography, collaboration with Sara Shelton Mann	\$ 4,500
Left Coast Chamber Ensemble	1 Topaz Way San Francisco, CA 94131	Reply to a Dead Man	\$ 2,500
Levy Dance Inc	19 Heron Street San Francisco, CA 94103	Soar, Levy Dance	\$ 3,500
Living Jazz	2501 Harrison Street Oakland, CA 94612	MLK tribute/concerts	\$ 6,000
Los Cenzontles Mexican Arts Center	13108 San Pablo Ave San Pablo, CA 94805	Zydeco Mexican Connection	\$ 5,000
Magic Theatre Inc	Fort Mason Center 2 Marina Blvd, Building D San Francisco, CA 94123	PEN/MAN/SHIP, Magic Theatre	\$ 5,000
Margaret Jenkins Dance Studio, Inc	507 Polk St, Suite 320 San Francisco, CA 94102	Gate of Winds	\$ 7,500
Margaret Jenkins Dance Studio, Inc	507 Polk St, Suite 320 San Francisco, CA 94102	Shared Space, new work	\$ 3,000
Mediate Art Group	PO Box 170305 San Francisco, CA 94117	Soundwave (6) Biennial, sound, music	\$ 5,000
Mission Cultural Center	2868 Mission Street San Francisco, CA 94110	CARNAVAL preparation/participation	\$ 2,500
Mixed Bag Productions	499 Alabama Street, Suite 202 San Francisco, CA 94110	Hybrid 3: Form is Relentless, Sara Shelton Mann	\$ 5,500
Movement Strategy Center	436 14th St, 5th Floor Oakland, CA 94612	Make It Fresh Creative Storytelling for the Urban Environment	\$ 1,500

**ZELLERBACH FAMILY FOUNDATION (94-6069482)**  
**STATEMENT OF GRANTS PAID FOR 2014**  
**Attachment : Community Arts Panel Grants detail**

Grantee	Grantee Address	Purpose of Grant	Amount
Museum of the African Diaspora	685 Mission St San Francisco, CA 94105	Drapetomania the Art of Afro-Cuba	\$ 3,000
Musical Traditions, Inc	333 Valencia Street, Suite 301 San Francisco, CA 94103	Artificial Memory	\$ 2,000
Na Lei Hulu I Ka Wekiu	1529 - 20th Street San Francisco, CA 94107	The Ho'ike Nui, Na Lei Hulu I Ka Wekiu	\$ 5,000
New Arts Foundation	4250 Horton Street, Studio 6 Emeryville, CA 94608	"time and the weather", Nancy Karp	\$ 3,000
New Conservatory Theatre Center	25 Van Ness Avenue, LL San Francisco, CA 94102	Pansy & Alaska Revisited	\$ 2,000
NEXMAP	572 Fourth Avenue San Francisco, CA 94118	Headlines, an interactive multi-media	\$ 2,500
Noe Valley Chamber Music	1021 Sanchez Street San Francisco, CA 94114	Neo @ Noe	\$ 4,000
Oakland Interfaith Gospel Choir	655 13th Street, Suite 301 Oakland, Ca 94612	Spring concert	\$ 4,500
Old First Center for the Arts	1751 Sacramento Street San Francisco, CA 94109	A series of six concerts	\$ 4,000
Outsound Presents	755 OFARRELL STREET #51 SAN FRANCISCO, CA 94109	Outsound New Music Summit, Outsound Presents	\$ 3,000
Parallele Ensemble Corp	50 Oak St San Francisco, CA 94102	work	\$ 6,000
Pena Pachamama/Chamberworks	3450 Sacramento Street, Suite 523 San Francisco, CA 94118	Andean & Bolivian music	\$ 6,500
PlayGround	3286 Adeline St #8 Berkeley, CA 94703	Hella Love Oakland	\$ 1,500
Playwrights Foundation	1616 - 16th Street, Suite 350 San Francisco, CA 94103	Annual Bay Area Playwrights Festival	\$ 4,000
Poetry Flash	1450 Fourth Street #4 Berkeley, CA 94710	Poetry Flash Literary Review and Calendar	\$ 4,000
Poetry Flash	1450 Fourth Street #4 Berkeley, CA 94710	Watershed Environmental Poetry Festival	\$ 2,500
Pro Arts	150 Frank H Ogawa Plaza Oakland, CA 94612	exhibitions and programs	\$ 7,500
Push Dance Company	179 Oak Street J San Francisco, CA 94102	Point Shipyard Project	\$ 2,500
Queer Cultural Center	762 Fulton Street San Francisco, CA 94102	Topsy Turvy Circus	\$ 2,500
Queer Cultural Center	762 Fulton Street San Francisco, CA 94102	Body/Politics exhibition	\$ 3,000
Queer Cultural Center	762 Fulton Street San Francisco, CA 94102	Chrysalis exhibition	\$ 1,000
Queer Cultural Center	762 Fulton Street San Francisco, CA 94102	Queer Harlem	\$ 2,000
Queer Women of Color Media Arts Project	59 Cook Street San Francisco, CA 94118	Queer Women of Color Film Festival	\$ 1,000
RADAR Productions	1526 45th Avenue San Francisco, CA 94122-2937	OX Project	\$ 3,500
RADAR Productions	1526 45th Avenue San Francisco, CA 94122-2937	walking literary tour/ North Beach	\$ 3,000
Raw Dance	105 Sanchez St San Francisco, CA 94114	Tenth Anniversary Home Season	\$ 4,500
Richmond Main Street Initiative	1015 Nevin Ave , Suite 105 Richmond, CA 94801	Music and Soul Festival	\$ 2,500
Root Division	3175 17th Street San Francisco, CA 94110	Second Saturday Exhibitions	\$ 4,500
Safe House for the Performing Arts	715 Bryant Street, Suite 102 San Francisco, CA 94107	The Artist in Residence Program	\$ 5,000
Safe House for the Performing Arts	715 Bryant Street, Suite 102 San Francisco, CA 94107	RAW Program	\$ 6,500
San Francisco Chamber Orchestra	PO Box 191564 San Francisco, CA 94119	Carlos Drummond de Andrade	\$ 2,000
San Francisco Cinematheque	55 Taylor Street San Francisco, CA 94102	Shapeshifters Cinema	\$ 750
San Francisco Cinematheque	55 Taylor Street San Francisco, CA 94102	Cinematheque Film Festival	\$ 2,000

**ZELLERBACH FAMILY FOUNDATION (94-6069482)**  
**STATEMENT OF GRANTS PAID FOR 2014**  
**Attachment : Community Arts Panel Grants detail**

Grantee	Grantee Address	Purpose of Grant	Amount
San Francisco Contemporary Music Players	55 New Montgomery Street #708 San Francisco, CA 94105	Sweet Thunder, Electro Acoustic Festival	\$ 1,500
San Francisco Friends of Chamber Music	135 Main Street, Ste 1140 San Francisco, CA 94105	MUSA-Art Inspiring Art	\$ 1,000
San Francisco Friends of Chamber Music	135 Main Street, Ste 1140 San Francisco, CA 94105	New Keys in 2014	\$ 2,000
San Francisco Friends of Chamber Music	135 Main Street, Ste 1140 San Francisco, CA 94105	Il Ponte	\$ 1,000
San Francisco Friends of Chamber Music	135 Main Street, Ste 1140 San Francisco, CA 94105	Wise Dreams and Fables of the Sky	\$ 2,500
San Francisco Friends of Chamber Music	135 Main Street, Ste 1140 San Francisco, CA 94105	Jewish Music and Poetry Project	\$ 1,000
San Francisco Friends of Chamber Music	135 Main Street, Ste 1140 San Francisco, CA 94105	S. F Music Day	\$ 7,000
San Francisco Friends of Chamber Music	135 Main Street, Ste 1140 San Francisco, CA 94105	Splinter Reeds-Switchboard presents	\$ 1,000
San Francisco Friends of Chamber Music	135 Main Street, Ste 1140 San Francisco, CA 94105	Perf @ Ctr New Music	\$ 2,000
San Francisco Friends of Chamber Music	135 Main Street, Ste 1140 San Francisco, CA 94105	live and computer music	\$ 2,000
San Francisco Mime Troupe (SFMT)	855 Treat Avenue San Francisco, CA 94602	Ripple Effect	\$ 4,000
SF Playhouse	588 Sutter Street #318 San Francisco, CA 94102	Bauer	\$ 3,000
Shawl Anderson Modern Dance Center	2704 Alcatraz Avenue Berkeley, CA 94705	Isadora Duncan Dance Awards	\$ 1,400
Shotgun Players, Inc	1901 Ashby Ave Berkeley, CA 94703	Harry Thaw Hates Everybody	\$ 4,000
SOMArts	934 Brannan St San Francisco, CA 94103	Day of the Dead exhibits	\$ 4,000
SOMArts	934 Brannan St San Francisco, CA 94103	Glamorgeddon	\$ 2,500
Southern Exposure	3030 20th Street San Francisco, CA 94110	SO Ex Off-Shore, Exhibitions	\$ 5,000
STEOLOGY	P O Box 420889 San Francisco, CA 94142	Bay Area Rhythm Exchange	\$ 6,000
Switchboard Music	407 14th Ave , Ste 4 San Francisco, CA 94118	Switchboard Music Festival	\$ 3,500
The African American Art and Culture Complex	762 Fulton Street, Suite 301 San Francisco, CA 94102	Whispering Tenderness, Push Dance	\$ 3,000
The African American Art and Culture Complex	762 Fulton Street, Suite 301 San Francisco, CA 94102	Afro Solo Arts Festival 20th Anniversary	\$ 5,000
The Custom Made Theatre Company, Inc	1620 Gough Street San Francisco, CA 94109	Slaughterhouse 5/ Childrens Crusade	\$ 1,500
The Dance Brigade	3316 24th Street San Francisco, CA, 94110	The Wind and The Rain, project Agora	\$ 2,000
The Dance Brigade	3316 24th Street San Francisco, CA, 94110	Lakansyel by Afoutayi	\$ 2,500
The Dance Brigade	3316 24th Street San Francisco, CA, 94110	CABARET, Alayo Dance	\$ 5,500
The Dance Brigade	3316 24th Street San Francisco, CA, 94110	Folawole/Transitions	\$ 1,500
The Dance Brigade	3316 24th Street San Francisco, CA, 94110	DIRT Festival	\$ 6,500
The Dance Brigade	3316 24th Street San Francisco, CA, 94110	Rocked By Women, S Bush	\$ 2,000
The Litquake Foundation	846 Filbert St San Francisco, CA 94133	Litquake Festival activities 2014	\$ 6,000
The Lobster Theater Project	2101 Folsom St San Francisco, CA 94110	KML Holiday	\$ 4,000
The Marsh	1062 Valencia St San Francisco, CA 94110	Lear's Shadow	\$ 4,500
The Mexican Museum	Fort Mason Center 2 Marina Boulevard, Building D San Francisco, CA 94123	Cinco & Cinco/Five & Five	\$ 5,832
Theatre Bay Area	1119 Market St , Floor 2 San Francisco, CA 94103	The Theatre Bay Magazine	\$ 5,000

**ZELLERBACH FAMILY FOUNDATION (94-6069482)**  
**STATEMENT OF GRANTS PAID FOR 2014**  
**Attachment : Community Arts Panel Grants detail**

Grantee	Grantee Address	Purpose of Grant	Amount
Theatre Flamenco of San Francisco	150 McAllister San Francisco, CA 94102	Solo Flamenco	\$ 4,000
Theatre of Yugen, Inc	2840 Mariposa Street San Francisco, CA 94110	This Lingering Life	\$ 5,000
Thingamajigs	6114 La Salle Ave 508 Oakland, CA 94611-2802	Music for People and Thingamajigs	\$ 2,000
US/ Japan Cultural Trade Network	1471 Guerrero St , Suite 3 San Francisco, CA 94110	The Lariat	\$ 1,000
Volti	P O Box 15576 San Francisco, CA 94115	Pandora's Gift	\$ 4,000
We Players	1462 14th Ave. San Francisco, CA 94122	Vessels for Improvisation, We Players	\$ 1,500
Wose Community Church	8924 Holly Street Oakland, CA 94621	Nuit du Bazin	\$ 2,500
Yerba Buena Arts & Events	760 Howard Street San Francisco, CA 94103	Festival of events, 2014	\$ 6,000
Youth Speaks	1663 Mission Street, Ste 604 San Francisco, CA 94103	Spirituals	\$ 7,500
Z Space Studio	499 Alabama Street #450 San Francisco, CA 94110	Totalitarians	\$ 7,000
Z Space Studio	499 Alabama Street #450 San Francisco, CA 94110	The Twentieth Wife	\$ 4,500
Z Space Studio	499 Alabama Street #450 San Francisco, CA 94110	36 Stories by Sam Shephard	\$ 6,000
Zaccho S F	1777 Yosemite Ave #330 San Francisco, CA 94124	Aerial Dance Festival	\$ 6,500
Zaccho S F	1777 Yosemite Ave #330 San Francisco, CA 94124	Love Letter to Black Fathers	\$ 5,000
<b>TOTAL</b>			<b>\$750,000</b>

ZELLERBACH FAMILY FOUNDATION (94-6069482)  
SCHEDULE OF GRANTS APPROVED AND UNPAID IN 2014

Grantee Fiscal Agent	Status	Purpose of Grant	Approved Unpaid
Regents, University of CA at Berkeley	501 (C) 3	Caregiver Study	\$ 25,000
Regents, University of CA at Berkeley	501 (C) 3	CALSWEC, Integration of Child Welfare and Mental Health Workforce Developme	\$ 25,000
Center for Youth Wellness	501 (C) 3	Community-Based Participatory Research on Toxic Stress	\$ 25,000
University of Chicago	501 (C) 3	Fostering Connections Evaluations	\$ 50,000
Regents, University of CA at Berkeley	501 (C) 3	Bay Area Social Services Consortium (BASSC)	\$ 15,000
California Institute for Mental Health	501 (C) 3	Advancing an Integrating Substance Use Disorder and Mental Health Training Cur	\$ 40,000
Centro Laboral de Graton	501 (C) 3	General Support	\$ 20,000
<b>TOTAL GRANTS</b>			<b>\$ 200,000</b>

Attachment C

**THE ZELLERBACH FAMILY FOUNDATION  
REALIZED GAIN (LOSS) ON SALE OF SECURITIES  
2014**

	PROCEEDS	COST	GAIN (LOSS)
PIMCO Total Return Fund - redeemed shares	\$ 2,500,000	2,512,652	\$ (12,652)
EII Realty Securities Fund - redeemed shares	1,813,448	1,018,451	794,997
Mayo Capital - stock portfolio sales	2,687,361	2,181,336	506,024
Snyder Capital - stock portfolio sales	909,835	657,835	252,001
Forester Diversified, Ltd Fund - redeemed shares	1,899,914	81,441	1,818,473
Forester Offshore, Ltd Fund - redeemed shares	1,000,000	-	1,000,000
Bain Absolute Return Cayman, Ltd Fund - redeemed shares	3,920,462	4,200,000	(279,538)
OZ Overseas Fund - redeemed shares	61,004	21,230	39,774
FFC Capital Partners - final distribution	1,201	-	1,201
Class action settlements	287	-	287
Subtotal	<u>\$ 14,793,513</u>	<u>\$ 10,672,946</u>	<u>\$ 4,120,568</u>

Reinvested Capital Gain & Loss			
Pimco Short Term Fund			15,548
RS Natural Resources Fund			185,287
Total			<u>\$ 4,321,402</u>

**MEMO: partnership redemptions w/ no gain/loss calculated**

Nippon Japanese Equity Trust - redeemed shares	\$ 1,300,000
Silchester International Investors - redeemed shares	\$ 500,000
City of London Emerging Markets Investable Fund - redeemed shares	\$ 300,000

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND AND INTEREST INCOME	290,540.	0.	290,540.	290,540.	
PARTNERSHIP DIVIDEND	484,049.	0.	484,049.	1,701,176.	
TO PART I, LINE 4	774,589.	0.	774,589.	1,991,716.	

FORM 990-PF	OTHER INCOME			STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
PARTNERSHIP INCOME	1,567,128.	456,890.		
TOTAL TO FORM 990-PF, PART I, LINE 11	1,567,128.	456,890.		

FORM 990-PF	LEGAL FEES				STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEE	19,611.	3,034.		16,577.	
TO FM 990-PF, PG 1, LN 16A	19,611.	3,034.		16,577.	



FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	49,075.	24,538.		24,537.
TO FORM 990-PF, PG 1, LN 16B	49,075.	24,538.		24,537.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER FEES	451,005.	248,831.		0.
INVESTMENT ADVISORY FEES	154,346.	154,346.		0.
INVESTMENT CUSTODIAL FEES	10,733.	10,733.		0.
CONSULTING	17,920.	0.		17,920.
COMMUNITY ARTS PANEL	11,000.	0.		11,000.
TO FORM 990-PF, PG 1, LN 16C	645,004.	413,910.		28,920.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	110,000.	0.		0.
PARTNERSHIP FOREIGN TAXES	0.	80,194.		0.
PAYROLL TAXES	60,314.	9,331.		50,983.
TO FORM 990-PF, PG 1, LN 18	170,314.	89,525.		50,983.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL REPORT	1,989.	0.		1,989.
PROFESSIONAL DEVELOPMENT	11,634.	0.		11,634.
OFFICE EXPENSES	17,930.	2,774.		15,156.
OFFICE EQUIPMENT RENTAL	273.	42.		230.
BANK SERVICE CHARGES	2,303.	2,303.		0.
SOFTWARE LICENSING FEES	9,431.	283.		9,148.
POSTAGE AND DELIVERY TELEPHONE, TELECOMMUNICATIONS	2,610.	261.		2,349.
BUSINESS INSURANCE	14,617.	2,261.		12,356.
DUES & MEMBERSHIPS	22,842.	3,534.		19,308.
ANNUAL MEETING	1,000.	0.		1,000.
VACATION	13,528.	2,093.		11,435.
PARTNERSHIP DEDUCTIONS	10,709.	0.		0.
	0.	910,211.		0.
TO FORM 990-PF, PG 1, LN 23	108,866.	923,762.		84,605.

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		7,441,916.	7,441,916.
TOTAL U.S. GOVERNMENT OBLIGATIONS			7,441,916.	7,441,916.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			7,441,916.	7,441,916.

FORM 990-PF	CORPORATE STOCK		STATEMENT 9
DESCRIPTION			FAIR MARKET VALUE
	BOOK VALUE		
SNYDER CAPITAL	6,486,571.		6,486,571.
EUROPEAN INVESTORS	0.		0.
WELLINGTON-CAPITAL APPRECIATION	11,051,223.		11,051,223.
CITY OF LONDON EMERGING MARKETS	7,769,599.		7,769,599.
SILCHESTER INTERNATION INVESTORS	11,231,386.		11,231,386.

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HIGHCLERE INTERNATIONAL SMALLER CAP	3,156,959.	3,156,959.
SILCHESTER JAPANESE EQUITY TRUST	2,338,033.	2,338,033.
MAYO INVESTMENTS	7,158,046.	7,158,046.
SIT DIVIDEND GROWTH FUND	6,843,822.	6,843,822.
VAN ECK INT INVESTORS GOLD FUND	1,449,592.	1,449,592.
RS GLOBAL NATURAL RESOURCES	2,564,173.	2,564,173.
EDGBASTON ASIA EQUITY TRUST	1,122,944.	1,122,944.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10B</b>	<b>61,172,348.</b>	<b>61,172,348.</b>

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PIMCO - SHORT TERM	3,164,487.	3,164,487.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10C</b>	<b>3,164,487.</b>	<b>3,164,487.</b>

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OZ OVERSEAS FUND	FMV	60,596.	60,596.
DAVIDSON KEMPNER INTERNATIONAL	FMV	4,844,974.	4,844,974.
MAP 2004 LP	FMV	2,516,802.	2,516,802.
TIFF REALTY & RESOURCES II	FMV	2,156,991.	2,156,991.
FORESTER OVERSEAS LTD	FMV	6,002,065.	6,002,065.
LAZARD EMERGING INCOME	FMV	4,391,916.	4,391,916.
QUESTMARK PARTNERS	FMV	35,704.	35,704.
UNIVERSITY TECHNOLOGY VENTURES	FMV	122,082.	122,082.
NORTHGATE VENTURE PARTNERS II	FMV	814,004.	814,004.
LEGACY VENTURES III	FMV	724,690.	724,690.
LEGACY VENTURES IV	FMV	1,268,649.	1,268,649.
COMMONFUND PRIVATE EQUITY PTRS V	FMV	236,374.	236,374.
ENDOWMENT VENTURE PARTNERS V	FMV	393,903.	393,903.
COMMUNFUND VENTURE PARTNERS VI	FMV	205,131.	205,131.
COMMONFUND PRIVATE EQUITY PTRS VI	FMV	676,106.	676,106.
COMMONFUND VENTURE PTRS VII	FMV	933,538.	933,538.
COMMONFUND INTERNATIONAL V	FMV	611,957.	611,957.
COMMONFUND INTERNATIONAL VI	FMV	1,509,499.	1,509,499.
COMMONFUND PRIVATE EQUITY PTRS VII	FMV	1,671,269.	1,671,269.
COMMONFUND VENTURE PTRS VIII	FMV	2,015,356.	2,015,356.
COMMONFUND NATURAL RESOURCES VII	FMV	959,594.	959,594.
METROPOLITAN REAL ESTATE GLOBAL	FMV	1,179,682.	1,179,682.
LEGACY VENTURES V	FMV	2,051,371.	2,051,371.
COMMONFUND NATURAL RESOURCES VIII	FMV	1,371,664.	1,371,664.

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FORESTER DIVERSIFIED	FMV	4,646,696.	4,646,696.
TIFF MODERN VENTURE 1.0	FMV	1,421,849.	1,421,849.
ENDOWMENT PRIVATE EQUITY PTRS IV	FMV	260,329.	260,329.
COMMONFUND CAPITAL VENTURE PTRS IX	FMV	1,252,889.	1,252,889.
MAP 2012	FMV	979,574.	979,574.
LEGACY VENTURES VI	FMV	686,954.	686,954.
BLUECREST ALLBLUE	FMV	4,556,738.	4,556,738.
BAIN ARC	FMV	0.	0.
COMMONFUND NATURAL RESOURCES IX	FMV	465,192.	465,192.
COMMONFUND VENTURE PARTNERS X	FMV	1,099,532.	1,099,532.
HILDENE TARP	FMV	3,909,645.	3,909,645.
ACCOLADE PARTNERS IV	FMV	333,426.	333,426.
57 STARS GLOBAL OPPORTUNITY 3	FMV	577,865.	577,865.
VIA SEED TECHNOLOGY PARTNERS II	FMV	57,129.	57,129.
COMMONFUND VENTURE PARTNERS XI	FMV	7,242.	7,242.
TOTAL TO FORM 990-PF, PART II, LINE 13		57,008,977.	57,008,977.

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 TRANSACTION	2,298.	3,943,348.	3,943,348.
TO FORM 990-PF, PART II, LINE 15	22,347.	3,963,397.	3,963,397.

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
ALLISON MAGEE 575 MARKET STREET, SUITE 2950 SAN FRANCISCO, CA 94105	EXECUTIVE DIRECTOR 40.00	181,042.	18,469.	0.
NANCY ZELLERBACH BOSCHWITZ 575 MARKET STREET, SUITE 2950 SAN FRANCISCO, CA 94105	VP & 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.
SUCHI SOMASEKAR 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.
THOMAS H. ZELLERBACH 575 MARKET STREET, SUITE 2950 SAN FRANCISCO, CA 94105	PRESIDENT 5.00	0.	0.	0.

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

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

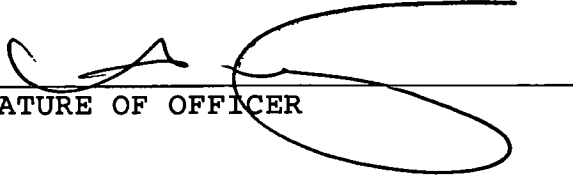
<u>181,042.</u>	<u>18,469.</u>	<u>0.</u>
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FORM 990-PF

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

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FORM 990-PF

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

STATEMENT 15

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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COMMUNITY ARTS PROGRAM EXECUTIVE

EMAIL ADDRESS

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COMMUNITYARTS@ZFF.ORG

FORM AND CONTENT OF APPLICATIONS

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APPLICATIONS MUST BE SUBMITTED ONLINE VIA OUR GRANTEE PORTAL AT  
[HTTPS://ZELLERBACH.FLUXX.IO](https://zellerbach.fluxx.io)  
THE COMMUNITY ARTS APPLICATION REQUIREMENTS INCLUDE THE PROPOSED PROJECT  
DESCRIPTION AND FINANCIALS, BACKGROUND INFORMATION ON THE ARTS ORGANIZATION  
AND A RECENT WORK SAMPLE.

ANY SUBMISSION DEADLINES

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THERE ARE FOUR SUBMISSION DEADLINES EACH YEAR, USUALLY IN MARCH, JUNE,  
SEPTEMBER AND DECEMBER.

RESTRICTIONS AND LIMITATIONS ON AWARDS

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WITH THE EXCEPTION OF OUR COMMUNITY ARTS PROGRAM, THE FOUNDATION DOES NOT  
ACCEPT UNSOLICITED GRANT PROPOSALS. THE COMMUNITY ARTS PROGRAM SERVES ONLY  
NONPROFIT ARTS-SERVING ORGANIZATIONS LOCATED IN AND DOING THEIR WORK IN SAN  
FRANCISCO, CONTRA COSTA AND ALAMEDA COUNTIES. ACTIVITIES FUNDED CANNOT BE  
FUNDRAISERS OR BENEFITS, AND MUST BE OPEN TO THE GENERAL PUBLIC.

SEE [HTTP://ZFF.ORG/APPLY/GUIDELINES](http://zff.org/apply/guidelines) FOR FURTHER INFORMATION.