

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2016

Open to Public Inspection

Form **990-PF**

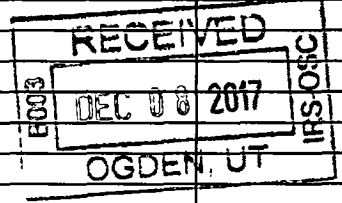
Department of the Treasury
Internal Revenue Service

For calendar year 2016 or tax year beginning

, and ending

Name of foundation THE ZELLERBACH FAMILY FOUNDATION		A Employer identification number 94-6069482
Number and street (or P O box number if mail is not delivered to street address) 455 MARKET STREET	Room/suite 2200	B Telephone number 415-421-2629
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94105		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 127,554,711.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	101,950.		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	705,066.	1,655,089.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	618,471.			STATEMENT 1
b Gross sales price for all assets on line 6a	6,428,807.			
7 Capital gain net income (from Part IV, line 2)		3,193,064.		
8 Net short-term capital gain				
9 Income modifications Gross sales less returns and allowances				
10a Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	920,699.	-644,844.		STATEMENT 3
12 Total. Add lines 1 through 11	2,346,186.	4,203,309.		
13 Compensation of officers, directors, trustees, etc	238,750.	11,938.		226,812.
14 Other employee salaries and wages	728,201.	100,660.		627,541.
15 Pension plans, employee benefits	258,964.	33,006.		225,958.
16a Legal fees STMT 4	14,412.	0.		14,412.
b Accounting fees STMT 5	44,336.	10,500.		33,836.
c Other professional fees STMT 6	420,972.	346,310.		74,662.
17 Interest				
18 Taxes STMT 7	153,662.	65,122.		56,543.
19 Depreciation and depletion	5,536.	0.		
20 Occupancy	269,029.	31,327.		237,702.
21 Travel, conferences, and meetings	29,316.	11,219.		18,097.
22 Printing and publications				
23 Other expenses STMT 8	147,839.	62.		144,777.
24 Total operating and administrative expenses. Add lines 13 through 23	2,311,017.	610,144.		1,660,340.
25 Contributions, gifts, grants paid	4,752,695.			5,097,695.
26 Total expenses and disbursements. Add lines 24 and 25	7,063,712.	610,144.		6,758,035.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-4,717,526.			
b Net investment income (if negative, enter -0-)		3,593,165.		
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				
	2	Savings and temporary cash investments		2,542,706.	4,003,693.	4,003,693.
	3	Accounts receivable	12,684.			
		Less: allowance for doubtful accounts		25,835.	12,684.	12,684.
	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		70,572.	18,431.	18,431.
	10a	Investments - U.S. and state government obligations	STMT 9	8,493,192.	8,578,543.	8,578,543.
	b	Investments - corporate stock	STMT 10	59,815,877.	58,651,644.	58,651,644.
	c	Investments - corporate bonds	STMT 11	2,161,070.	2,272,192.	2,272,192.
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 12	52,414,872.	53,992,736.	53,992,736.	
14	Land, buildings, and equipment: basis	156,118.				
	Less: accumulated depreciation	151,379.	6,976.	4,739.	4,739.	
15	Other assets (describe)	STATEMENT 13)	32,454.	20,049.	20,049.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		125,563,554.	127,554,711.	127,554,711.	
Liabilities	17	Accounts payable and accrued expenses		192,512.	195,058.	
	18	Grants payable		375,000.	30,000.	
	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)	189,835.	239,835.	
23	Total liabilities (add lines 17 through 22)		757,347.	464,893.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		124,806,207.	127,089,818.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		124,806,207.	127,089,818.		
31	Total liabilities and net assets/fund balances		125,563,554.	127,554,711.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	124,806,207.
2	Enter amount from Part I, line 27a	2	-4,717,526.
3	Other increases not included in line 2 (itemize) UNREALIZED GAIN ON INVESTMENT	3	7,001,137.
4	Add lines 1, 2, and 3	4	127,089,818.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	127,089,818.

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 OZ OVERSEAS FUND	P		
c FROM PARTNERSHIPS	P		
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 3,010,619.		2,188,343.	822,276.
b 7,055.		6,614.	441.
c 3,411,133.		1,040,786.	2,370,347.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any	
a			822,276.
b			441.
c			2,370,347.
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	3,193,064.
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))
2015	6,435,571.	130,422,176.	.049344
2014	6,046,587.	133,672,010.	.045235
2013	6,409,666.	127,676,799.	.050202
2012	6,074,414.	121,134,401.	.050146
2011	5,838,293.	125,206,690.	.046629

2 Total of line 1, column (d)	2	.241556
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.048311
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	124,127,464.
5 Multiply line 4 by line 3	5	5,996,722.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	35,932.
7 Add lines 5 and 6	7	6,032,654.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	6,758,035.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	35,932.
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	35,932.
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	35,932.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	136,288.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	136,288.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	100,356.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> 100,356. 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 2016 or the taxable year beginning in 2016 (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)

	Yes	No
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 ► <u>ZFF.ORG</u>	X	
14 The books are in care of ► <u>THE ZELLERBACH FAMILY FOUNDATION</u> Telephone no. ► <u>415-421-2629</u> Located at ► <u>455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA</u> ZIP+4 ► <u>94105</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		<input type="checkbox"/>
16 At any time during calendar year 2016, 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. If "Yes," enter the name of the foreign country ►	15	N/A
	16	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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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 2016 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 2016)	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 2016?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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 14		238,750.	41,187.	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 - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO,	FINANCE DIRECTOR 40.00	157,713.	54,962.	0.
AMY PRICE - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE 40.00	131,667.	47,433.	0.
LINA AVIDAN - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE 40.00	134,875.	36,885.	0.
MICHAEL SMITH - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	IT DIRECTOR 40.00	120,648.	40,389.	0.
MARGOT MELCON - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE 40.00	106,250.	19,291.	0.

Total number of other employees paid over \$50,000 ▶ 1

Part VII 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	115,731.
WELLINGTON TRUST COMPANY 280 CONGRESS ST, BOSTON, MA 02210	INVESTMENT MANAGER	107,240.
SNYDER CAPITAL MANAGEMENT 101 MISSION ST #1400, SAN FRANCISCO, CA 94105	INVESTMENT MANAGER	63,756.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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	74,251,937.
b	Average of monthly cash balances	1b	1,369,757.
c	Fair market value of all other assets	1c	50,396,036.
d	Total (add lines 1a, b, and c)	1d	126,017,730.
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	126,017,730.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,890,266.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	124,127,464.
6	Minimum investment return. Enter 5% of line 5	6	6,206,373.

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	6,206,373.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	35,932.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	35,932.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,170,441.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,170,441.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,170,441.

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	6,758,035.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,758,035.
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	35,932.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,722,103.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				6,170,441.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			2,200,154.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 6,758,035.				
a Applied to 2015, but not more than line 2a			2,200,154.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	100,000.			
d Applied to 2016 distributable amount				4,457,881.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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	100,000.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				1,712,560.
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)	100,000.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, 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(i)(5)

	Tax year				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 16

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHMENT A 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105			SEE ATTACHMENT A	5,097,695.
Total			▶ 3a	5,097,695.
b Approved for future payment				
SEE ATTACHMENT B 455 MARKET STREET, SUITE 2200 SAN FRANCISCO 94105			SEE ATTACHMENT B	30,000.
Total			▶ 3b	30,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		2,546.	14	702,520.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income		-76,387.	14	997,086.	
8 Gain or (loss) from sales of assets other than inventory		18,099.	18	600,372.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		-55,742.		2,299,978.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13 2,244,236.

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

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... 1a(1) Cash X 1a(2) Other assets X 1b(1) Sales of assets to a noncharitable exempt organization X 1b(2) Purchases of assets from a noncharitable exempt organization X 1b(3) Rental of facilities, equipment, or other assets X 1b(4) Reimbursement arrangements X 1b(5) Loans or loan guarantees X 1b(6) Performance of services or membership or fundraising solicitations X 1c Sharing of facilities, equipment, mailing lists, other assets, or paid employees X

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here [Signature] EXECUTIVE DIRECTOR
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.
Print/Type preparer's name: TAMARA L. MCINERNEY
Preparer's signature: [Signature]
Firm's name: BPM LLP
Firm's address: 2000 UNIVERSITY AVE., EAST PALO ALTO, CA 94

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2016

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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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) (2016)

Name of organization THE ZELLERBACH FAMILY FOUNDATION	Employer identification number 94-6069482
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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 WILLIAM AND FLORA HEWLETT FOUNDATION 2121 SAND HILL ROAD MENLO PARK, CA 94025	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

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

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

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
SEE ATTACHMENT C	3,010,619.	2,188,343.	0.				822,276.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
OZ OVERSEAS FUND	7,055.	6,614.	0.				441.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
FROM PARTNERSHIPS	3,411,133.	3,615,379.	0.				-204,246.

CAPITAL GAINS DIVIDENDS FROM PART IV							0.
TOTAL TO FORM 990-PF, PART I, LINE 6A							618,471.

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND AND INTEREST INCOME	316,837.	0.	316,837.	316,837.	
PARTNERSHIP DIVIDEND	388,229.	0.	388,229.	1,338,252.	
TO PART I, LINE 4	705,066.	0.	705,066.	1,655,089.	

FORM 990-PF		OTHER INCOME		STATEMENT 3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
PARTNERSHIP INCOME	920,699.	-644,844.		
TOTAL TO FORM 990-PF, PART I, LINE 11	920,699.	-644,844.		

FORM 990-PF		LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEE	14,412.	0.		14,412.	
TO FM 990-PF, PG 1, LN 16A	14,412.	0.		14,412.	

FORM 990-PF		ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEE	44,336.	10,500.		33,836.	
TO FORM 990-PF, PG 1, LN 16B	44,336.	10,500.		33,836.	

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER FEES	165,995.	165,995.		0.
INVESTMENT ADVISORY FEES	170,731.	170,731.		0.
INVESTMENT CUSTODIAL FEES	9,584.	9,584.		0.
CONSULTING	62,662.	0.		62,662.
COMMUNITY ARTS PANEL	12,000.	0.		12,000.
TO FORM 990-PF, PG 1, LN 16C	420,972.	346,310.		74,662.

FORM 990-PF	TAXES		STATEMENT 7	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARTNERSHIP FOREIGN TAXES	0.	57,670.		0.
PAYROLL TAXES	63,995.	7,452.		56,543.
EXCISE TAX	89,667.	0.		0.
TO FORM 990-PF, PG 1, LN 18	153,662.	65,122.		56,543.

FORM 990-PF	OTHER EXPENSES		STATEMENT 8	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL DEVELOPMENT	14,494.	0.		14,494.
OFFICE EXPENSES	18,266.	0.		18,266.
OFFICE EQUIPMENT RENTAL	276.	0.		276.
BANK SERVICE CHARGES	3,217.	0.		3,217.
SOFTWARE LICENSING FEES	18,514.	0.		18,514.
POSTAGE AND DELIVERY TELEPHONE,	656.	62.		594.
TELECOMMUNICATIONS	15,321.	0.		15,321.
BUSINESS INSURANCE	25,002.	0.		25,002.
DUES & MEMBERSHIPS	37,320.	0.		37,320.
ANNUAL MEETING	11,773.	0.		11,773.
VACATION	3,000.	0.		0.
TO FORM 990-PF, PG 1, LN 23	147,839.	62.		144,777.

THE ZELLERBACH FAMILY FOUNDATION

94-6069482

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
STATE STREET GOVERNMENT BONDS INDEX	X		8,578,543.	8,578,543.
TOTAL U.S. GOVERNMENT OBLIGATIONS			8,578,543.	8,578,543.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			8,578,543.	8,578,543.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SNYDER CAPITAL	6,182,698.	6,182,698.
WELLINGTON-CAPITAL APPRECIATION	5,215,188.	5,215,188.
CITY OF LONDON EMERGING MARKETS	6,837,826.	6,837,826.
SILCHESTER INTERNATIONAL INVESTORS	10,606,562.	10,606,562.
HIGHCLERE INTERNATIONAL SMALLER CAP	3,703,998.	3,703,998.
SIT DIVIDEND GROWTH FUND	3,884,055.	3,884,055.
VAN ECK INT INVESTORS GOLD FUND	1,468,907.	1,468,907.
RS GLOBAL NATURAL RESOURCES	2,443,411.	2,443,411.
EDGBASTON ASIA EQUITY TRUST	1,100,947.	1,100,947.
VANGUARD REIT	1,637,949.	1,637,949.
GOTHAM ENHANCED LONG FUND	5,727,412.	5,727,412.
CEVIAN CAPITAL II FUND	2,011,220.	2,011,220.
WELLINGTON EMO	0.	0.
ARTISAN GLOBAL	4,546,569.	4,546,569.
TWO SIGMA	3,284,902.	3,284,902.
TOTAL TO FORM 990-PF, PART II, LINE 10B	58,651,644.	58,651,644.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PIMCO - SHORT TERM	2,272,192.	2,272,192.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,272,192.	2,272,192.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OZ OVERSEAS FUND	FMV	37,290.	37,290.
DAVIDSON KEMPNER INTERNATIONAL	FMV	5,289,912.	5,289,912.
MAP 2004 LP	FMV	1,815,052.	1,815,052.
TIFF REALTY & RESOURCES II	FMV	842,476.	842,476.
FORESTER OVERSEAS LTD	FMV	5,931,376.	5,931,376.
LAZARD EMERGING INCOME	FMV	4,211,067.	4,211,067.
QUESTMARK PARTNERS	FMV	0.	0.
JOHN HANCOCK GARS FUND	FMV	2,699,201.	2,699,201.
UNIVERSITY TECHNOLOGY VENTURES	FMV	72,537.	72,537.
NORTHGATE VENTURE PARTNERS II	FMV	592,190.	592,190.
LEGACY VENTURES III	FMV	459,534.	459,534.
LEGACY VENTURES IV	FMV	1,046,464.	1,046,464.
COMMONFUND PRIVATE EQUITY PTRS V	FMV	128,750.	128,750.
ENDOWMENT VENTURE PARTNERS V	FMV	229,635.	229,635.
COMMONFUND VENTURE PARTNERS VI	FMV	115,187.	115,187.
COMMONFUND PRIVATE EQUITY PTRS VI	FMV	391,259.	391,259.
COMMONFUND VENTURE PTRS VII	FMV	598,374.	598,374.
COMMONFUND INTERNATIONAL V	FMV	349,315.	349,315.
COMMONFUND INTERNATIONAL VI	FMV	1,036,592.	1,036,592.
COMMONFUND PRIVATE EQUITY PTRS VII	FMV	1,641,034.	1,641,034.
COMMONFUND VENTURE PTRS VIII	FMV	1,644,444.	1,644,444.
COMMONFUND NATURAL RESOURCES VII	FMV	786,959.	786,959.
METROPOLITAN REAL ESTATE GLOBAL	FMV	436,013.	436,013.
LEGACY VENTURES V	FMV	2,035,085.	2,035,085.
COMMONFUND NATURAL RESOURCES VIII	FMV	1,393,316.	1,393,316.
FORESTER DIVERSIFIED	FMV	4,693,916.	4,693,916.
TIFF MODERN VENTURE 1.0	FMV	1,832,659.	1,832,659.
ENDOWMENT PRIVATE EQUITY PTRS IV	FMV	205,714.	205,714.
COMMONFUND CAPITAL VENTURE PTRS IX	FMV	1,604,861.	1,604,861.
MAP 2012	FMV	1,236,121.	1,236,121.
LEGACY VENTURES VI	FMV	1,162,478.	1,162,478.
COMMONFUND NATURAL RESOURCES IX	FMV	1,394,394.	1,394,394.
COMMONFUND NATURAL RESOURCES X	FMV	224,531.	224,531.
COMMONFUND VENTURE PARTNERS X	FMV	2,202,144.	2,202,144.
HILDENE TARP	FMV	956,233.	956,233.
ACCOLADE PARTNERS IV	FMV	836,174.	836,174.
57 STARS GLOBAL OPPORTUNITY 3	FMV	1,330,229.	1,330,229.
VIA SEED TECHNOLOGY PARTNERS II	FMV	612,311.	612,311.
COMMONFUND VENTURE PARTNERS XI	FMV	254,472.	254,472.
ACCOLADE PARTNERS V	FMV	210,842.	210,842.
57 STARS GLOBAL OPPORTUNITY 4	FMV	278,592.	278,592.
LL CAPITAL I	FMV	1,079,194.	1,079,194.
VIA SEED TECH PARTNERS III E	FMV	80,288.	80,288.
VIA SEED TECH PARTNERS III P	FMV	14,521.	14,521.
TOTAL TO FORM 990-PF, PART II, LINE 13		53,992,736.	53,992,736.

THE ZELLERBACH FAMILY FOUNDATION

94-6069482

FORM 990-PF

OTHER ASSETS

STATEMENT 13

<u>DESCRIPTION</u>	<u>BEGINNING OF YR BOOK VALUE</u>	<u>END OF YEAR BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
SECURITY DEPOSIT	20,049.	20,049.	20,049.
RECEIVABLE FROM UNSETTLED INVESTMENT TRANSACTION	12,405.	0.	0.
TO FORM 990-PF, PART II, LINE 15	32,454.	20,049.	20,049.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALLISON MAGEE 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	EXECUTIVE DIRECTOR 40.00	238,750.	41,187.	0.
NANCY ZELLERBACH BOSCHWITZ 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	VP & SECRETARY 1.00	0.	0.	0.
JEANETTE M. DUNCKEL 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
SUCHI SOMASEKAR 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
MARY ANN MILIAS 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
STEPHEN SHAPIRO 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
LISA STEINDLER 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
MILDRED THOMPSON 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
RAYMOND H. WILLIAMS 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	VICE PRESIDENT 1.00	0.	0.	0.
CHARLES R. ZELLERBACH 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	VP & TREASURER 1.00	0.	0.	0.

THE ZELLERBACH FAMILY FOUNDATION

94-6069482

THOMAS H. ZELLERBACH 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	PRESIDENT 5.00	0.	0.	0.
WILLIAM J. ZELLERBACH 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	CHAIRMAN 1.00	0.	0.	0.

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

<u>238,750.</u>	<u>41,187.</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 15

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 \$100,000 AS BEING MADE OUT OF CORPUS TO SATISFY THE REQUIREMENTS OF IRC SECTION 4942(G)(3).



SIGNATURE OF OFFICER

FORM 990-PF

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

STATEMENT 16

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

COMMUNITY ARTS PROGRAM EXECUTIVE
455 MARKET STREET, SUITE 2200
SAN FRANCISCO, CA 94105

TELEPHONE NUMBER

415-421-2629

EMAIL ADDRESS

COMMUNITYARTS@ZFF.ORG

FORM AND CONTENT OF APPLICATIONS

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

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

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.

ATTACHMENT A

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Immigrants and Refugees				
1951 Coffee Company 2407 Dana Street Berkeley, CA 94704		PC 501 (C) 3	To support the launch of a Barista Training Program for refugees and asylees in Alameda and Contra Costa Counties	\$42,000
Asian Pacific Islander Legal Outreach 1121 Mission Street San Francisco, CA 94103		PC 501 (C) 3	To support the East Bay Naturalization Collaborative in providing outreach and legal services to citizenship-eligible immigrants in Alameda and Contra Costa Counties	\$52,000
California Immigrant Policy Center Los Angeles, CA	Asian Americans Advancing Justice 1145 Wilshire Blvd Los Angeles, CA 90017	PC 501 (C) 3	To support participation by Bay Area immigrants and refugees in Immigrant Day 2016	\$8,500
			To support Strategic Communications and Community Outreach that advance the wellbeing and full inclusion of immigrants in California	\$40,000
Canal Alliance 91 Larkspur Street San Rafael, CA 94901		PC 501 (C) 3	To support Immigration and Citizenship Legal Services for immigrants and refugees in Marin and Contra Costa Counties	\$60,000
			To support Executive Transition for new director at Canal Alliance	\$8,000
Catholic Charities of the Diocese of Santa Rosa 987 Airway Court Santa Rosa, CA 95402		PC 501 (C) 3	To establish a new program for Northern Sonoma County Immigration Legal Services	\$80,000
Catholic Charities of the East Bay 433 Jefferson Street Oakland, CA 94607		PC 501 (C) 3	To support Richmond Immigration Legal Services for low-income immigrants and to unaccompanied immigrant children in western Contra Costa County	\$60,000
Centro Laboral de Graton 2981 Bowen Street Graton, CA 95444		PC 501 (C) 3	To support this organization that serves immigrant workers residing in western Sonoma County	\$40,000
			To support the Immigrant Workforce Training Partnership between Centro Laboral de Graton and Santa Rosa Junior College	\$45,000
Centro Legal de la Raza 3400 East 12th Street Oakland, CA 94601		PC 501 (C) 3	To support the Post Release Accompaniment Project at the West County Detention Facility in Richmond, California.	\$30,000
			To support the Refugee Children and Migrant Family Project for children from Central America who are at risk of deportation	\$85,000
Coastside Hope 99 Avenue Alhambra El Granada, CA 94018		PC 501 (C) 3	To support the Immigration and Citizenship Program for low-income immigrants and refugees residing in the rural coastal communities of San Mateo County	\$35,000
CompassPoint Nonprofit Services 500 12th Street, Suite 320 Oakland, CA 94607		PC 501 (C) 3	To pay the tuition for the Nonprofit Management Institute for Senior Nonprofit Managers and Directors for Shailja Dixit of NARIKA	\$695
Day Worker Center of Mountain View 113 Escuela Street Mountain View, CA 94040		PC 501 (C) 3	To support an organization that provides a structured and dignified setting for immigrant workers in northern Santa Clara County to find employment	\$41,500
Dolores Street Community Services 938 Valencia Street San Francisco, CA 94110		PC 501 (C) 3	To support the San Francisco Day Labor Program and Women's Collective	\$55,000
			To support the Immigration Legal Services, Africa Advocacy Network which serves low-income African and Afro-Caribbean immigrants and refugees in the Bay Area	\$40,000
East Bay Sanctuary Covenant 2362 Bancroft Way Berkeley, CA 94704		PC 501 (C) 3	A Legacy Grant to recognize the programs and organizations that best represent ZFF's mission, and values	\$60,000
			To support this organization which provides essential support, legal services, and advocacy to low-income asylum seekers and other immigrants	\$40,000
Educators for Fair Consideration San Francisco, CA	Community Initiatives 354 Pine St , Suite 700 San Francisco, CA 94104	PC 501 (C) 3	To support a ten-county regional community Community Education and Outreach effort aimed at undocumented young people as they pursue college, professional careers, and lawful immigration status.	\$50,000
Grantmakers Concerned w Immigrants and Refugees 7151 Wilton Ave #202 Sebastapol, CA 95472		PC 501 (C) 3	To fund conference travel expenses for Oakland Unified School District's Unaccompanied Immigrant Children Specialist	\$800
			To support the Bay Area activities of the California Immigrant Integration Initiative, a statewide project	\$20,000
Hayward Unified School District 24823 Soto Rd Hayward, CA 94544		PC 501 (C) 3	To support the Unaccompanied Immigrant Minor Program in the Hayward Unified School District for unaccompanied immigrant children from Central America	\$50,000
Immigrant Legal Resource Center 1663 Mission St , Suite 602 San Francisco, CA 94103		PC 501 (C) 3	To support Attorney of the Day and CIS Liaison Programs which provide clients with reliable information and effective legal representation	\$70,000
Interfaith Movement for Human Integrity 310 8th Street, Suite 310 Oakland, CA 94607		PC 501 (C) 3	To support a program that engages a network of Bay Area faith-based congregations in efforts to promote the fair treatment of immigrants in local communities	\$50,000

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
International Institute of the Bay Area 657 Mission St , Suite 301 San Francisco, CA 94105		PC 501 (C) 3	To support Immigration Legal Services in Contra Costa, Alameda, and San Mateo Counties	\$105,000
			To support Immigration Legal Services in Sonoma County	\$80,000
Internationals Network for Public Schools 50 Broadway, Suite 1601 New York, NY 10004		PC 501 (C) 3	To support the Family Resource Center at Oakland International High School which serves the school's recently-arrived immigrant students	\$45,000
Jewish Family & Community Services East Bay 2484 Shattuck Avenue Berkeley, CA 94704		PC 501 (C) 3	To support Afghan Refugee Resettlement Program for Afghan refugees who served as translators for U S troops and had to flee Afghanistan under threats from the Taliban	\$40,000
La Luz Center 17560 Greger Street Sonoma, CA 95476		PC 501 (C) 3	To support Information & Referral Services that assist Sonoma Valley's highest need Latino residents	\$50,000
			To support La Luz director's attendance at the Rockwood Institute Art of Leadership program	\$1,500
Lawyers' Committee for Civil Rights of the SF Bay Area 131 Steuart, Suite 400 San Francisco, CA 94105		PC 501 (C) 3	To support the Pro Bono Asylum Program to facilitate the fair treatment of Bay Area asylum seekers	\$35,000
Legal Aid Society-Employment Law Center 180 Montgomery St , Suite 600 San Francisco, CA 94104		PC 501 (C) 3	To support the launch of Wage Recovery Project that will utilize the mechanic's lien process to address rampant wage theft from immigrant workers in the construction sector	\$84,000
Legal Services for Children 1254 Market St , 3rd floor San Francisco, CA 94102		PC 501 (C) 3	To support the LSC Monitoring & Evaluation Project to track, analyze, and report on short-term and long-term client outcomes	\$7,000
			To support the Immigrant Children Project with a focus on serving unaccompanied children from Central America	\$60,000
Monument Impact 1760 Clayton Rd Concord, CA 94520		PC 501 (C) 3	To support the Monument Impact Day Labor Center in Concord, CA	\$40,000
North Bay Organizing Project PO Box 503 Graton, CA 95444		PC 501 (C) 3	To support Tenants' Rights Outreach with the Right to a Roof campaign in Santa Rosa, CA	\$9,500
OneJustice 433 California Street, Suite 815 San Francisco, CA 94104		PC 501 (C) 3	To support Rural Justice Initiative for low income Petaluma residents	\$25,000
Partnerships for Trauma Recovery 1936 University Ave , Suite 191 Berkeley, CA 94704		PC 501 (C) 3	To support an organization that increases the access of refugee and asylee survivors of trauma to specialized, culturally competent psychotherapy	\$60,000
Petaluma City Schools 421 S McDowell Blvd Petaluma, CA 94954		NC Government	To support the McDowell Family Resource Center, which provides services for the successful integration of immigrant students and families	\$70,000
Renaissance Entrepreneurship Center 275 5th Street San Francisco, CA 94103		PC 501 (C) 3	To support a program for Creating Economic Opportunity for Low Income Latina Immigrant Women	\$50,000
Tahrir Justice Center 6402 Arlington Blvd, Suite 300 Falls Church, VA 22042		PC 501 (C) 3	To support the launch of a program that provides legal services to immigrant women and children who are victims of violence	\$60,000
The Wage Justice Center 3250 Wilshire Blvd 14th floor Los Angeles, CA 90010		PC 501 (C) 3	To support Mechanic's Lien Resources regarding the use of mechanic's liens as a legal remedy for recovering stolen wages for immigrant day laborers	\$8,500
Vital Immigrant Defense Advocacy and Services 576 B St , Suite 1C Santa Rosa, CA 95401		PC 501 (C) 3	To support an organization that provides immigration legal services in Sonoma County.	\$9,200

Immigrants and Refugees sub-total \$1,903,195

Improving Human Service Systems

A Better Way, Inc 3200 Adeline Street Berkeley, CA 94703		PC 501 (C) 3	To provide support for the Parent and Caregiver Advisory Group for Alameda County Children of Incarcerated Parents Partnership (ACIPP).	\$25,000
Alameda County Children of Incarcerated Parents Partnership (ACCIPP)	Marcus Foster Education Institute 610 16th Street, Suite 400 Oakland, CA 94612	PC 501 (C) 3	To provide support for a collaboration of public and private agencies working to raise awareness and improve the lives of Alameda County's children with incarcerated parents	\$40,000
Alternative Family Services 1421 Guerneville Rd #218 Santa Rosa, CA 95403		PC 501 (C) 3	To support the development of an Electronic Health Record System to improve the management of Alternative Family Services' mental health and foster care programs	\$50,000
Breaking Barriers	Community Initiatives 354 Pine St , Suite 700 San Francisco, CA 94104	PC 501 (C) 3	To support the Children's Interagency Collaborative, aimed at improving access to quality children's mental health services in several Bay Area counties	\$50,000

ATTACHMENT A - The Zellerbach Family Foundation EIN: 94-6069482
 Form 990-PF Part XV, Line 3 - Grants Paid
 For Year Ending 12/31/16

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Brothers on the Rise	San Francisco Study Center 1633 Mission St , Suite 504 San Francisco, CA 94103	PC 501 (C) 3	To support Gender and Culturally Responsive Curriculum for Transitional Aged Young Men of Color for Alameda County	\$25,000
			To support Gender and Culturally Responsive Curriculum for Transitional Aged Young Men of Color for Alameda County	\$75,000
California Child Welfare Co-Investment Partnership	Community Initiatives 354 Pine St , Suite 700 San Francisco, CA 94104	PC 501 (C) 3	To support the California Child Welfare Co-Investment Partnership, a collaborative of public agency and private foundation investors in the child welfare system	\$30,000
California Court Appointed Special Advocate Assoc 663 13th Street, Suite 200 Oakland, CA 94612		PC 501 (C) 3	To support Healthier Connections – Stronger Together, training to assist Bay Area CASA volunteers in addressing the mental health needs of dependent children and youth	\$50,000
California Criminal Justice Funders Group	Women's Foundation of California 300 Frank Ogawa Plaza, Suite 420 Oakland, CA 94612	PC 501 (C) 3	To support the California Criminal Justice Funders Group, a new collaborative of criminal justice funders in California	\$1,500
California Youth Connection 1611 Telegraph Ave , Suite 1100 Oakland, CA 94612		PC 501 (C) 3	To support the Bay Area Youth Leadership Academy for transitional age foster youth	\$75,000
			To support the Y O U T H Training Project for the Foster Youth Museum and Zplus Collaborative	\$90,000
Child and Family Policy Institute of California 1331 Garden Highway Sacramento, CA 95833		PC 501 (C) 3	To support the San Francisco Child Welfare/Behavioral Health Interagency Service Collaborative (IASC)	\$50,000
Communities United for Restorative Youth Justice 490 Lake Park Avenue #16086 Oakland, CA 94610		PC 501 (C) 3	To provide general operating support to this young, growing organization that aims to interrupt the cycles of violence and poverty.	\$50,000
Community Works West 110 Broadway Oakland, CA 94607		PC 501 (C) 3	To support One Family Program, a collaboration with the SF Sheriff's Department, Human Services Agency and Adult Probation Department that helps children of parents incarcerated in San Francisco	\$100,000
Community Works West 110 Broadway Oakland, CA 94607		PC 501 (C) 3	A Legacy Grant to recognize the programs and organizations that best represent ZFF's mission, and values	\$60,000
Community Works West 110 Broadway Oakland, CA 94607		PC 501 (C) 3	To support Project WHAT! which employs, trains and supports youth who have had an incarcerated parent to work on raising awareness about the impacts of parental incarceration on	\$75,000
Essie Justice Group	Women's Foundation of California 300 Frank Ogawa Plaza, Suite 420 Oakland, CA 94612	PC 501 (C) 3	To support the participation of family members directly affected by incarceration in a summit to develop a policy platform to guide the #StandWithHer coalition	\$10,000
Family Story	New Venture Fund 1201 Connecticut Ave NW, Suite 300 Washington, DC 20036	PC 501 (C) 3	To support Family Story, communication strategies designed to change the narrative about what makes a good family	\$10,000
Fight Crime Invest in Kids California 414 13th Street, Suite 700 Oakland, CA 94612		PC 501 (C) 3	To provide Bay Area probation departments with a toolkit, training, and technical assistance to maximize resources for youth involved in the juvenile justice system	\$75,000
Fostering Media Connections 412 West 6th St , Suite 925 Los Angeles, CA 90014		PC 501 (C) 3	To support the Youth Voice Integration Project for young people involved in the Bay Area child welfare and/or juvenile justice systems	\$35,000
Fresh Lifelines for Youth 568 Valley Way Milpitas, CA 95035		PC 501 (C) 3	To support Fresh Lifelines for Alameda Youth, legal education and leadership training for at-risk youth	\$50,000
Impact Justice 2323 Broadway Oakland, CA 94612		PC 501 (C) 3	To support San Francisco's Make it Right, a restorative justice program for youth offenders	\$50,000
Life Learning Academy 651 8th Street, Treasure Island San Francisco, CA 94130		PC 501 (C) 3	To support The Life Learning Academy Boarding School, a non-traditional charter high school that serves youth with histories of school failure	\$100,000
Lincoln Child Center 1266 14th Street Oakland, CA 94607		PC 501 (C) 3	To support the West Oakland Family Engagement Initiative for families 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 the Commercially Sexually Exploited Children (CSEC) Action Project	\$45,000
Pacific News Service 209 9th St , Suite 200 San Francisco, CA 94103		PC 501 (C) 3	To support Youth Narratives from the Exurbs, which amplifies the voices of teens and young adults living in East Contra Costa County and Vallejo	\$50,000
Root & Rebound 1730 Franklin St , Suite 300 Oakland, CA 94612		PC 501 (C) 3	To support the development of a toolkit for families and incarcerated loved ones to work on together as they prepare for release	\$35,000

ATTACHMENT A - The Zellerbach Family Foundation EIN: 94-6069482
 Form 990-PF Part XV, Line 3 - Grants Paid
 For Year Ending 12/31/16

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
San Francisco Child Abuse Prevention Center 1757 Waller Street San Francisco, CA 94117		PC 501 (C) 3	To support the early implementation of an integrated, multi-system database for San Francisco's Children's Advocacy Center	\$60,000
School of Social Service Administration, University of Chicago (Chapin Hall) 969 East 60th Street Chicago, IL 60637		PC 501 (C) 3	To support 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
School of Social Welfare, University of California at Berkeley	Regents of the University of California at Berkeley 2195 Hearst Ave, Room 130, MC1103 Berkeley, CA 94720	PC 501 (C) 3	To support Bay Area Social Services Consortium (BASSC), a collaboration of county agencies and universities concerned with vulnerable children, youth and families.	\$15,000
SFCIPP	Friends Outside 7272 Murray Drive Stockton, CA 95210	PC 501 (C) 3	To support San Francisco Children of Incarcerated Parents Partnership (SFCIPP), a collaboration of public and private agencies	\$100,000
Sierra Health Foundation Center for Health Program Management 1321 Garden Hwy Sacramento, CA 95833		PC 501 (C) 3	To support the Positive Youth Justice Initiative, which advocates for a more equitable, youth development-focused juvenile justice system	\$100,000
The Alliance for Children's Rights 3333 Wilshire Blvd, Suite 550 Los Angeles, CA 90010		PC 501 (C) 3	To support ongoing efforts to promote equitable supports and services for California foster children who are raised by relatives	\$70,000
WestCoast Children's Clinic 3301 East 12th St, Suite 259 Oakland, CA 94601		PC 501 (C) 3	To support a tool for Improved Screening and Identification of Commercially Sexually Exploited Children To support a Child Sex Trafficking Intersection symposium	\$75,000 \$5,000
Young Minds Advocacy Project 275 Sth Street San Francisco, CA 94103		PC 501 (C) 3	To support Creative Advocacy Building Connections, an event held to kick off Mental Health Awareness Month	\$5,000
Youth Law Center 200 Pine Street #300 San Francisco, CA 94104		PC 501 (C) 3	To assist Santa Clara County in building capacity to improve probation-supervised foster youths' transition to adulthood and serve as a model for other counties	\$50,000

Improving Human Service Systems sub-total \$1,886,500

Grant Support

City and County of San Francisco Office of the Mayor 1 Dr Carlton B Goodlett Place San Francisco, CA 94102		NC Government	To support the Office of Strategic Partnerships, which connects philanthropy and corporate partners with a framed agenda for the City	\$25,000
CompassPoint Nonprofit Services 500 12th Street, Suite 320 Oakland, CA 94607		PC 501 (C) 3	To support ZFF Grantees by underwriting the costs of Compass Point training and technical assistance workshops	\$15,000
Jewish Community Federation and Endowment Fund 121 Steuart Street San Francisco, CA 94105		PC 501 (C) 3	To support the Domestic Allocation program of the JCF, a re-granting program supporting a network of human service agencies working to strengthen Bay Area communities	\$10,000
PolicyLink 1438 Webster Street, Suite 303 Oakland, CA 94612		PC 501 (C) 3	To support the Bay Area Young Men of Color Employment Project (BAYEP), a public-private partnership for Oakland's youth and young adults	\$25,000
San Francisco Botanical Garden Society 1199 9th Avenue San Francisco, CA 94122		PC 501 (C) 3	To support maintenance of the Jennie B Zellerbach Garden at the San Francisco Botanical Garden Society	\$10,000

Grant Support sub-total \$85,000

Arts Infrastructure

Cal Performances	Regents of the University of California at Berkeley 2195 Hearst Ave, Room 130, MC1103 Berkeley, CA 94720	PC 501 (C) 3	To fund improvements to Zellerbach Hall at the University of California, Berkeley	\$50,000
Penn Presents	Trustees, University of Pennsylvania 3451 Walnut St, Rm P-221 Philadelphia, PA 19104	PC 501 (C) 3	To fund electrical distribution system improvements to the Harold L Zellerbach Theatre at the University of Pennsylvania	\$95,000

Arts Infrastructure sub-total \$145,000

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Promoting Culture				
American Conservatory Theater 30 Grant Avenue, 7th Floor San Francisco, CA 94108		PC 501 (C) 3	To support CSSI Community Space-Sharing Initiative, a program for artists and organizations without a home	\$10,000
Butler Koshland Fellowships	Community Initiatives 354 Pine St , Suite 700 San Francisco, CA 94104	PC 501 (C) 3	To support a BKF Arts and Civic Engagement Fellowship project in the arts with mentor Brenday Way, co-founder and artistic director of ODC	\$25,000
Community Music Center 544 Capp Street San Francisco, CA 94110		PC 501 (C) 3	A Legacy Grant to recognize the programs and organizations that best represent ZFF's mission, and values	\$60,000
Crowded Fire Theater Company 1695 18th St C101 Annex San Francisco, CA 94107		PC 501 (C) 3	To support the Crowded Fire production of Young Jean Lee's THE SHIPMENT, co-directed by Mina Morita	\$5,000
Eugenie Chan / Madame Ho	Intersection for the Arts 925 Mission Street, Suite 300 San Francisco, CA 94104	PC 501 (C) 3	To support the production of Madame Ho, a bilingual play, by Eugenie Chan	\$5,000
Faultline Productions 144 Taylor Street San Francisco, CA 94102		PC 501 (C) 3	To support the Faultline Productions presentation of Every 28 Hours, a collaborative theater event	\$3,000
Taraneh Hemami Arts	Intersection for the Arts 925 Mission Street, Suite 300 San Francisco, CA 94104	PC 501 (C) 3	To support Hall of Reflections, a multi-dimensional art project designed and created by Taraneh Hemami	\$5,000
little seismic dance company	Dancers Group 44 Gough St , Suite 201 San Francisco, CA 94103	PC 501 (C) 3	To support designated laboratory time for little seismic dance company, led by Katie Faulkner.	\$5,000
Marcus Shelby	Yerba Buena Arts & Events 760 Howard St San Francisco, CA 94103	PC 501 (C) 3	To support the commission and presentation of a new piece, Black Ball. The Negro Leagues and the Blues, for the Healdsburg Jazz Festival by Marcus Shelby.	\$5,000
Robert Moses Kin 870 Market Street Suite 567 San Francisco, CA 94102		PC 501 (C) 3	To support the Robert Moses' Kin development of a new triptych of dances, Trick Bags/Painted Corners/Trapdoors, choreographed by Robert Moses	\$5,000
Fine Arts Museums of San Francisco 50 Hagiwara Tea Garden Drive San Francisco, CA 94118		PC 501 (C) 3	To support the Museum Ambassadors program for young people	\$10,000
San Francisco Ballet Association 455 Franklin Street San Francisco, CA 94102		PC 501 (C) 3	To support youth arts/education programs of the San Francisco Ballet	\$10,000
San Francisco Opera Association 301 Van Ness Avenue 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 201 Van Ness Avenue San Francisco, CA 94102		PC 501 (C) 3	To support the youth arts/education programs of the San Francisco Symphony	\$10,000
Yerba Buena Center for the Arts 701 Mission Street San Francisco, CA 94103		PC 501 (C) 3	To support the Bay Area Voices Program, to subsidize performance costs of small-to mid-sized ZFF grantees presenting their work at the Yerba Buena Center for the Arts	\$10,000
Promoting Culture sub-total				\$178,000

Youth Development				
Cal Performances	Regents of the University of California at Berkeley 2195 Hearst Ave, Room 130, MC1103 Berkeley, CA 94720	PC 501 (C) 3	To support the Cal Performances' Berkeley/Oakland AileyCamp 2016 for youth aged 11 to 14	\$30,000
			To support the Cal Performances Classroom/SchoolTime program for public school students in the Bay Area	\$30,000
Community Music Center 544 Capp Street San Francisco, CA 94110		PC 501 (C) 3	To support the Young Musicians Program scholarships	\$10,000
Larkin Street Youth Services 701 Sutter Street, Suite 2 San Francisco, CA 94109		PC 501 (C) 3	To support the Third Street Arts Program.	\$20,000
Youth Development sub-total				\$90,000

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Community Arts				
Center for New Music 55 Taylor St San Francisco, CA 94102		PC 501 (C) 3	A Legacy Grant to recognize the programs and organizations that best represent ZFF's mission, and values	\$10,000
Dancers Group 44 Gough St , Suite 201 San Francisco, CA 94103		PC 501 (C) 3	A Legacy Grant to recognize the programs and organizations that best represent ZFF's mission, and values.	\$10,000
Pro Arts Inc 150 Frank H Ogawa Plaza Oakland, CA 94612		PC 501 (C) 3	A Legacy Grant to recognize the programs and organizations that best represent ZFF's mission, and values	\$10,000
QCC The Center for LGBT Art & Culture 762 Fulton Street San Francisco, CA 94102		PC 501 (C) 3	A Legacy Grant to recognize the programs and organizations that best represent ZFF's mission, and values	\$10,000
Shotgun Players 1901 Ashby Ave Berkeley, CA 94703		PC 501 (C) 3	A Legacy Grant to recognize the programs and organizations that best represent ZFF's mission, and values	\$10,000
Z Space Studio 499 Alabama St Suite 450 San Francisco, CA 94110		PC 501 (C) 3	A Legacy Grant to recognize the programs and organizations that best represent ZFF's mission, and values	\$10,000
Festival of Latin American Contemporary Choreographers iFLACC!	Anne Bluethenthal and Dancers 3574 22nd Street San Francisco, CA 94114	PC 501 (C) 3	iFLACC! 2016 Festival of Latin American Contemporary Choreographers	\$3,000
Lenora Lee Dance Asian Pacific Islander Cultural Center	Asian Pacific Islander Cultural Center 934 Brannan Street San Francisco, CA 94103	PC 501 (C) 3	Crossroads	\$4,000
			Resistance	\$2,250
Berkeley Old Time Music Convention	Berkeley Society for the Preservation of Traditional Music 2020 Addison St Berkeley, CA 94704	PC 501 (C) 3	Berkeley Old Time Music Convention	\$3,750
Black Artists Contemporary Cultural Experience	Brava! for Women in the Arts	PC 501 (C) 3	Bootycandy	\$1,000
Brava! for Women in the Arts	2781 24th street San Francisco, CA 94110		Carnaval San Francisco 2016	\$3,000
Felonious Kal Spelletich	Circuit Network 499 Alabama Street, Suite 203 San Francisco, CA 94110	PC 501 (C) 3	Curren\$y	\$5,000
Circuit Network			Split-Brain Robotics	\$1,000
			17th Annual San Francisco Electronic Music Festival	\$4,500
Body Collective	CounterPulse	PC 501 (C) 3	Touch On Speculative Realism in the Art, Politics, and Ontology of Touch	\$2,000
CounterPulse	80 Turk St San Francisco, CA 94102		Artist Residency Commissioning Program	\$6,750
Crescent Moon Theater Productions			Blessed Unrest an arts and social justice festival	\$3,000
Eye Zen Presents			Rainbow Logic Remembering Remy Charlip	\$6,000
KD/MovingGround			EchoTheaterSuitcase the Final Premiere	\$1,000
Laura Arrington Dance			We	\$3,500
OX Project			VivvyAnne ForeverMORE one-woman show	\$5,000
Scott Wells & Dancers			Touchy Subjects	\$4,500
AfroSolo Theatre Company	Cultural Odyssey 762 Fulton St , Suite 306 San Francisco, CA 94102	PC 501 (C) 3	The 2016 AfroSolo Arts Festival	\$5,000
Just Like A Woman			Just Like A Woman (JLAW)	\$2,500
ALTERNATIVA	Dancers Group	PC 501 (C) 3	FRESH Festival 2017	\$6,500
Aura Fischbeck Dance	44 Gough St , Suite 201 San Francisco, CA 94103		Solo Not Alone	\$1,000
Bellwether Dance Project			Thighs and Wages	\$1,500
Dancers Group			In Dance	\$7,500
Dohee Lee Puri Arts			ARA Ritual II Time Weaves	\$4,000
Dunya Dance and Drum Company			Sumaya	\$3,750
Funsch Dance Experience			Le grand spectacle de l'effort et de l'artifice	\$3,500
Grown Women Dance Collective			7th Annual Fallen Heroes, Rising Stars A Juneteenth Celebration Through Dance	\$1,000
Jesse Hewit/Strong Behavior			FAITH MATERIAL ACTIVISM	\$3,000
Kristin Damrow & Company			Swallow	\$1,000
Lindsey Renee Derry/Lindsayans			Would She	\$1,000
Minam Wolodarski / SENSE OBJECT			Crane and Crocodile 2 1 domestic interrogations	\$1,000
NAKA Dance Theater			RACE	\$5,000
Risa Jaroslow & Dancers			Dancing With Basses (working title)	\$4,000
Sharp & Fine			All Roads Are Lined With Teeth	\$1,500
Simpson/Stulberg Collaborations			Still Life Dances	\$1,000
Sins Invalid			Birthing, Dying, Becoming Crip Wisdom	\$4,000

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Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
DelinaDreamProductions	Dimensions Dance Theater, Inc.	PC 501 (C) 3	An Open Love Letter to Black Fathers (remount)	\$2,500
Dimensions Dance Theater, Inc			Project Panther	\$7,500
Fua Dia Congo	1428 Alice St , Suite 308		MalongaFest 2016	\$5,000
KKDE	Oakland, CA 94612		The Kendra Kimbrough Dance Ensemble (KKDE) 20th Anniversary Celebration	\$4,000
Wooden Fish Ensemble	Earplay 560 29th Street San Francisco, CA 94131	PC 501 (C) 3	The Wooden Fish Ensemble and Gyeonggi Kayageum Ensemble play Hyo-shin Na's music	\$3,500
John Santos Sextet	Eastside Arts Alliance P O Box 17008 Oakland, CA 94601	PC 501 (C) 3	John Santos Sextet The Sacred Roots of Latin Jazz	\$7,000
Mud Water Theatre	EmpowermentWORKS 1793 Northwood Ct Oakland, CA 94611	PC 501 (C) 3	Mud Water	\$2,000
RE ACT Theatre Company	Encore Theatre Foundation 2612 25th St San Francisco, CA 94110	PC 501 (C) 3	Things Reveal Themselves Passing Away	\$1,000
Urban Jazz Dance	Epiphany Productions Sonic Dance Theater 901 Mission St , Suite 306 San Francisco, CA 94103	PC 501 (C) 3	4th Annual Bay Area Deaf Dance Festival	\$4,500
David Bacon	Filipino Advocates for Justice 310 8th St , Suite 309 Oakland, CA 94607	PC 501 (C) 3	Living Under the Trees	\$1,500
Ubuntu Theater Project	Fractured Atlas 248 W 35th St, Floor 10 New York, NY 10001	PC 501 (C) 3	Ubuntu Theater Project presents	\$1,000
Fist Up Film Festival	Freedom Bound Center - Sol Collective 4101 67th St Sacramento, CA 95818	PC 501 (C) 3	7th Annual Fist Up Film Festival	\$1,000
San Francisco Transgender Film Festival	Fresh Meat Productions 375 27th Street #A San Francisco, CA 94131	PC 501 (C) 3	2016 San Francisco Transgender Film Festival	\$5,500
Fresh Meat Productions			15th Anniversary FRESH MEAT FESTIVAL	\$6,000
Circus Bella	Independent Arts and Media P O Box 420442 San Francisco, CA 94142	PC 501 (C) 3	2016 Circus in the Parks	\$3,375
Ohlone Profiles Project			Ohlone Profiles Project Big Time Dance Gathering	\$5,000
6NewPlays	Intersection for the Arts 925 Mission Street, Suite 300 San Francisco, CA 94104	PC 501 (C) 3	Home Invasion	\$2,700
Awesome Orchestra Collective			Best of 2016 Concert Party	\$2,500
Bay Area Dance Collective			Bay Area Dance Collective with Sidra Bell	\$1,000
Carolina Lugo's & Carole Acuna's Ballet Flamenco			Morrir Sonaño - To Die Dreaming	\$3,000
Dancing Earth Creations			We Stand Together	\$4,000
Embodiment Project			Chalk Outlines	\$5,000
Ictus			/peh-LO-tah/	\$5,250
Irish-American Crossroads			13th Annual Irish-American Crossroads Festival	\$2,250
Jazz in the Neighborhood			Performance/master class/jam session	\$4,000
Ouroboros Shadow Pictures			Essex	\$1,000
Pamela Rose presents Wild Women of Song			Blues Is A Woman Wild Women of Song	\$1,500
Red Poppy Art House			Holding the Center Multidisciplinary Performance Series at Red Poppy Art House	\$6,500
Tiffanie Turner/papel SF			Tiffanie Turner/papel SF	\$1,000
Timeless Infinite Light			Timeless, Infinite Light	\$1,000
Zina Bozzay			Hungarian Folk Music in the Mission	\$2,200
FICTILIS	Jack London Improvement District 333 Broadway Berkeley, CA 94607	PC 501 (C) 3	Museum of Capitalism	\$1,000
Abby Crain projects	Jess Curtis/Gravity 849 Divisadero Ste 4 San Francisco, CA 94117	PC 501 (C) 3	Snake Talk	\$1,000
Jess Curtis/Gravity			The Way You Look At Me Tonight	\$5,000
San Francisco Flamenco Dance Co	Mission Cultural Center For Latino Art 2868 Mission St San Francisco, CA 94110	PC 501 (C) 3	DE MARES	\$1,000
Kugelplex	Oakland Sympony 1440 Broadway Suite 405 Oakland, CA 94612	PC 501 (C) 3	Kugelplex Song of the Warsaw Ghetto Uprising	\$3,000
Art Forces	Peace Development Fund PO Box 40250 San Francisco, CA 94140	PC 501 (C) 3	RSVP ~ Resisting State Violence and Precarity	\$1,000

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Watershed Environmental Poetry Festival	Poetry Flash	PC 501 (C) 3	Watershed Environmental Poetry Festival	\$2,500
Poetry Flash	1450 Fourth Street #4 Berkeley, CA 94710		Literary Calendar & Presenting Project	\$4,000
Queer Rebel Productions	QCC The Center for LGBT Art & Culture	PC 501 (C) 3	Queer Rebels Fest	\$1,875
QCC The Center for LGBT Art & Culture	762 Fulton Street San Francisco, CA 94102		Queer Cultural Center's Queer Music Festival	\$1,000
			Still Here Productions	\$1,875
			Queer It Yourself (QIY) Expo	\$1,500
The Singing Bois			Man2man	\$1,000
West Wave Dance Festival	SAFEhouse for the Performing Arts	PC 501 (C) 3	West Wave Dance Festival	\$5,000
SAFEhouse for the Performing Arts	1 Grove St San Francisco, CA 94102		RAW (Resident Artist Workshop)	\$5,500
Black Box Baroque	San Francisco Early Music Society P O Box 10151 Berkeley, CA 94709	PC 501 (C) 3	Alcina, by G F. Handel	\$1,000
Black Cedar	San Francisco Friends of Chamber Music	PC 501 (C) 3	Black Cedar Presents Local Composers at the San Francisco Public Library	\$1,000
Ensemble for These Times	135 Main St Suite 1140 San Francisco, CA 94105		Five Women a concert of three world premieres and two recently composed works by five women composers	\$1,500
Firesong			The Refuse Project	\$2,500
Friction Quartet			Gone too soon	\$1,700
MUSA			Art Inspiring Art 3	\$1,000
Point Richmond Jazz			Point Richmond Jazz 2016-17 Concert Season presents	\$1,000
SF Friends of Chamber Music			SFMusic Day Live + Free 2016	\$7,000
Sonic Harvest			Sonic Harvest 16	\$2,500
Wild Rumpus			An Index of Metals at Freight and Salvage	\$1,500
Type/Caste	San Francisco Mime Troupe	PC 501 (C) 3	Type/Caste	\$2,000
San Francisco Mime Troupe	855 Treat Avenue San Francisco, CA 94110		San Francisco Mime Troupe's Summer 2016 Season	\$6,750
Isadora Duncan Dance Awards Committee	SOMArts	PC 501 (C) 3	Isadora Duncan Dance Awards (Izzies)	\$1,800
Nina Haft & Company	934 Brannan Street San Francisco, CA 94103		King Tide Shoreline - A Site-Specific Performance	\$2,625
Rogelio Lopez & Dancers			Potential Embrace	\$2,000
SOMArts			A Promise Not to Forget Day of the Dead 2016	\$6,500
The New Urban Naturalists			FOREIGN LANGUAGE MAGIC WORD MOTHER TONGUE	\$2,000
Sarah Bush Dance Project	The Dance Brigade	PC 501 (C) 3	This Land Oakland	\$1,500
The African American Performing Arts Coalition	3316 24th St San Francisco, CA 94110		Black Choreographers Festival Here & Now - 2017, New Voices/New Works	\$6,500
Amy M Ho	William James Association PO Box 1632 Santa Cruz, CA 95060	PC 501 (C) 3	Spaces From Yesterday	\$1,000
3rd I South Asian Independent Film		PC 501 (C) 3	3rd I's 14th Annual San Francisco International South Asian Film Festival	\$4,000
992 Valencia Street San Francisco, CA 94110				
Accion Latina		PC 501 (C) 3	35 Years of Encuentro del Canto Popular!	\$5,000
2958 - 24th Street San Francisco, CA 94110				
African-American Shakespeare Company		PC 501 (C) 3	Cultural Corridor	\$5,500
762 Fulton Street, Suite 305 San Francisco, CA 94102				
Ali Akbar College of Music		PC 501 (C) 3	The Ali Akbar College of Music's 50th Anniversary Concert Celebration	\$7,500
215 West End Avenue San Rafael, CA 94901				
Alternative Music Foundation		PC 501 (C) 3	924 Gilman's 30 Year Anniversary	\$2,000
924 Gilman Street Berkeley, CA 94710				
Amy Seiwert's Imagery		PC 501 (C) 3	SKETCH 6 Use Your Words	\$4,950
613 Peralta Avenue San Francisco, CA 94110				
Arab Film Festival		PC 501 (C) 3	Arab Film Festival (20th Anniversary)	\$7,000
3739 Balboa Street #125 San Francisco, CA 94121				
Art of the Matter		PC 501 (C) 3	Studio 210 Residency 2016 5th Anniversary	\$3,000
3288 21st Street #71 San Francisco, CA 94110				
Asian American Women Artists Association		PC 501 (C) 3	Shifting Movements Art Inspired by the Art and Activism of Yuri Kochiyama (1921-2014)t	\$4,000
1890 Bryant St #302 San Francisco, CA 94110				
Au Co Vietnamese Cultural Center		PC 501 (C) 3	Thi Ca & Su Viet 4	\$3,000
P O Box 347042 San Francisco, CA 94134				

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Aurora Theatre Company 2081 Addison Street Berkeley, CA 94704		PC 501 (C) 3	The How and the Why	\$2,625
Berkeley Symphony Orchestra 1942 University Avenue #207 Berkeley, CA 94704		PC 501 (C) 3	Paul Dresher Commission	\$7,500
Bindlestiff Studio 185 6th Street San Francisco, CA 94103		PC 501 (C) 3	The Love Edition Time After Time	\$3,500
BrasArte, The Damasceno Brazilian Cultural Exchange 5224 Redondo Avenue Oakland, CA 94618		PC 501 (C) 3	Lavagem Performance Festival	\$2,000
Central Works 2315 Durant Avenue Berkeley, CA 94704		PC 501 (C) 3	Into the Beautiful North	\$2,500
Chinese Cultural Productions 2 Marina Blvd, Bldg C-353 San Francisco, CA 94123		PC 501 (C) 3	Lily Cai Dance Company 2016 Home Season Concert	\$4,000
Chinese Culture Foundation of SF 750 Kearny Street, 3rd floor San Francisco, CA 94108		PC 501 (C) 3	2016 Mural Innovation Project	\$5,000
Chinese Historical Society of America 965 Clay Street San Francisco, CA 94108		PC 501 (C) 3	Double Victory	\$1,875
Community Women's Orchestra P O Box 30924 Oakland, CA 94604		PC 501 (C) 3	Forbidden Voices A FREE Community Concert	\$1,500
Composers, Inc PO Box 1282 Berkeley, CA 94701		PC 501 (C) 3	Dana Lawton Dances with Composers, Inc	\$1,500
Croatian Cultural Center of San Francisco 60 Onondaga Ave San Francisco, CA 94112		PC 501 (C) 3	San Francisco Festival of the Mandolins	\$3,000
Crowded Fire Theater Company 1695 18th St , C101 Annex San Francisco, CA 94107		PC 501 (C) 3	West Coast Premiere of I CALL MY BROTHERS by Jonas Hassen Khemiri	\$4,875
CubaCaribe 60 29th St , Suite 315 San Francisco, CA 94110		PC 501 (C) 3	12th Annual Cuba Caribe Festival	\$5,400
CultuCuba 2762 22nd Street San Francisco, CA 94110		PC 501 (C) 3	De Aqui Y De Alla	\$3,000
Custom Made Theatre Company 533 Sutter St San Francisco, CA 94102		PC 501 (C) 3	The Thrush & The Woodpecker	\$1,500
Cutting Ball Theater 141 Taylor Street San Francisco, CA 94102		PC 501 (C) 3	RISK IS THIS 2016	\$3,750
Cypress Performing Arts Association 44 Page St , Suite 400 San Francisco, CA 94102		PC 501 (C) 3	CSQ Farewell Concert	\$1,000
Del Sol Performing Arts Organization 751 - 47th Avenue San Francisco, CA 94121		PC 501 (C) 3	Soundings 4 0	\$4,000
Diamano Coura West African Dance Co 1428 Alice Street, #201 Oakland, CA 94612		PC 501 (C) 3	22nd Annual Collage des Cultures Africaines	\$5,000
Each One Reach One 146 S. Spruce Ave South San Francisco, CA 94080		PC 501 (C) 3	The Box	\$2,700
Ensemble Mik Nawooj 619 15th St Unit 2 Oakland, CA 94612		PC 501 (C) 3	Death Become Love A Chamber Hip-Hop Oratorio	\$3,500
Epiphany Productions Sonic Dance Theater 901 Mission St , Suite 306 San Francisco, CA 94103		PC 501 (C) 3	San Francisco Trolley Dances 2016	\$6,000

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EXITHEATRE 156 Eddy St San Francisco, CA 94102		PC 501 (C) 3	2016 San Francisco Fringe Festival	\$6,000
FACT/SF 80 Turk St San Francisco, CA 94102		PC 501 (C) 3	JuMP 2016	\$2,500
Festival Opera Association Inc 1630 N Main Street #61 Walnut Creek, CA 94596		PC 501 (C) 3	World premiere of new opera "Rated R for Rat"	\$2,000
Flyaway Productions 1068 Bowdoin Street San Francisco, CA 94134		PC 501 (C) 3	Grace and Delia are Gone	\$4,500
foolsFURY Theater Company 925 Mission Street #109 San Francisco, CA 94103		PC 501 (C) 3	2016 FURY Factory festival of ensemble theater	\$1,500
Genny Lim Performances 400 Beale St Apt 411 San Francisco, CA 94105		PC 501 (C) 3	Black Geomancy and Liminal Space	\$1,000
Gold Coast Chamber Players P O. Box 271 Lafayette, CA 94549		PC 501 (C) 3	Threads	\$2,500
Golden Gate Men's Chorus 116 Eureka Street San Francisco, CA 94114		PC 501 (C) 3	Welcome Love - commission and concerts	\$4,500
Golden Gate Performing Arts 526 Castro Street San Francisco, CA 94114		PC 501 (C) 3	Premiere of a New Work, "Paradiso," by Dr James Granville Eakin III	\$4,000
Golden Thread Productions 1695 18th St #C101 Annex San Francisco, CA 94107		PC 501 (C) 3	The Most Dangerous Highway in the World	\$5,850
HipHopForChange, Inc 676 31st St Oakland, CA 94609		PC 501 (C) 3	Latino Heritage Showcase	\$2,300
Hope Mohr Dance P O Box 225237 San Francisco, CA 94122		PC 501 (C) 3	Ten Artists Respond to Locus	\$5,000
Imprint City 10 Clearview Court San Francisco, CA 94124		PC 501 (C) 3	BayviewLIVE	\$1,500
Joe Goode Performance Group 499 Alabama St #150 San Francisco, CA 94110		PC 501 (C) 3	Nobody Lives Here Now	\$7,500
Just Theater Inc 5520 Shattuck Avenue Oakland, CA 94609		PC 501 (C) 3	New Play Lab	\$3,750
Kala Art Institute 1060 Heinz Avenue Berkeley, CA 94710		PC 501 (C) 3	Kala Art Institute Artists' Annual Fresh Work exhibition	\$4,000
Kitka, Inc 1201 Martin Luther King Jr Way Ste 103 Oakland, CA 94612		PC 501 (C) 3	Wintersongs 2016	\$6,000
Kronos Performing Arts Association 1242 9th Avenue San Francisco, CA 94122		PC 501 (C) 3	Kronos Festival 2017 Here and Now	\$5,000
KULINTANG ARTS INC (Kularts) 1010 Mission Street San Francisco, CA 94103		PC 501 (C) 3	SOMA Pilipinas-Pinoy Arts Live! (April - December 2016)	\$6,500
Legacy Film Festival on Aging 237 Eureka St San Francisco, CA 94114		PC 501 (C) 3	6th Annual Legacy Film Festival on Aging	\$2,000
LEVYdance 19 Heron Street San Francisco, CA 94103		PC 501 (C) 3	Alone Together	\$2,650
Liss Fain Dance Inc 26 7th Street, 5th floor San Francisco, CA 94103		PC 501 (C) 3	Known Once	\$6,000
Living Jazz 1728 San Pablo Avenue Oakland, CA 94612		PC 501 (C) 3	In the Name of Love, the 15th Annual Musical Tribute Honoring Dr Martin Luther King, Jr	\$6,000

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Luna Dance Institute 605 Addison Street Berkeley, CA 94710		PC 501 (C) 3	25 Points of View 2017 20 Points of View	\$3,500 \$1,000
Magic Theatre, Inc 2 Marina Blvd Building D San Francisco, CA 94123		PC 501 (C) 3	runboyrun	\$5,400
Mediate Art Group 925 Mission St Suite 306 San Francisco, CA 94103		PC 501 (C) 3	Soundwave ((?)) Architecture	\$4,500
Melody of China 2720 41st Avenue San Francisco, CA 94116		PC 501 (C) 3	Horizon	\$3,750
Mercury Soul 700 Hayes St San Francisco, CA 94102		PC 501 (C) 3	Mercury Soul	\$1,000
Mixed Bag Productions 499 Alabama St #202 San Francisco, CA 94110		PC 501 (C) 3	Gathering In the Eye of Leo	\$6,500
Museum of the African Diaspora 685 Mission Street San Francisco, CA 94105		PC 501 (C) 3	Where is Here Performance Programming	\$3,500
Musical Traditions, Inc 55 Taylor Street San Francisco, CA 94102		PC 501 (C) 3	They Will Have Been So Beautiful in San Francisco	\$4,500
Na Lei Hulu I Ka Wekiu 153 Bradford Street San Francisco, CA 94110		PC 501 (C) 3	The Natives Are Restless	\$5,000
New Arts Foundation 4250 Horton St , Studio #6 Emeryville, CA 94608		PC 501 (C) 3	Memory/Place	\$2,000
New Conservatory Theatre Center 25 Van Ness Avenue, LL San Francisco, CA 94102		PC 501 (C) 3	Leaving the Blues	\$5,000
Noe Valley Chamber Music 1021 Sanchez Street San Francisco, CA 94114		PC 501 (C) 3	2016/17 Neo@noe	\$4,000
Nurturing Independence Through Artistic Development 551 23rd Street Richmond, CA 94804		PC 501 (C) 3	Bus Bench Project	\$4,000
Oakland Interfaith Gospel Choir Inc 655 13th St , Suite 301 Oakland, CA 94612		PC 501 (C) 3	Annual Free Spring Concert	\$6,500
Old First Center for the Arts 1751 Sacramento Street San Francisco, CA 94109		PC 501 (C) 3	7 concerts at Old first Concerts	\$5,000
Omnira Institute 360 Grand Ave , Suite 210 Oakland, CA 94610		PC 501 (C) 3	Third Annual Black-Eyed Pea Festival	\$1,000
Outsound Presents 755 O'Farrell St Apt 51 San Francisco, CA 94109		PC 501 (C) 3	15th Annual Outsound New Music Summit	\$4,000
Playwrights Foundation 1616 16th St #350 San Francisco, CA 94103		PC 501 (C) 3	Bay Area Playwrights Festival	\$6,000
Pro Arts Inc 150 Frank H Ogawa Plaza Oakland, CA 94612		PC 501 (C) 3	2016 Exhibition and Public Programs Season	\$6,750
PUSH Dance Company 179 Oak St Suite J San Francisco, CA 94102		PC 501 (C) 3	Mothership	\$5,500
Push Up Something Hidden 546 Bright Street San Francisco, CA 94132		PC 501 (C) 3	SOMA Now and Then	\$2,000
Queer Women of Color Media Arts Project 59 Cook Street San Francisco, CA 94118		PC 501 (C) 3	12th annual Queer Women of Color Film Festival	\$3,000

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Quiet Lightning 734 Balboa St San Francisco, CA 94118		PC 501 (C) 3	Quiet Lightning	\$1,875
RADAR Productions 1391 20th Ave #1 San Francisco, CA 94122		PC 501 (C) 3	RADAR Superstar	\$1,000
Ragged Wing Ensemble 1540 Broadway Oakland, CA 94612		PC 501 (C) 3	Overnight	\$4,000
Richmond Art Center 2540 Barrett Avenue Richmond, CA 94804		PC 501 (C) 3	Making Our Mark Exhibition	\$6,000
Richmond Main Street Initiative 1015 Nevin Ave Suite 105 Richmond, CA 94806		PC 501 (C) 3	Spirit & Soul Festival	\$3,000
Root Division 1131 Mission Street San Francisco, CA 94103		PC 501 (C) 3	Second Saturday Exhibition Series	\$4,950
Rova Arts 333 12th St San Francisco, CA 94103		PC 501 (C) 3	Rova plus 1	\$3,000
San Francisco Botanical Garden Society 1199 9th Avenue San Francisco, CA 94122		PC 501 (C) 3	Flower Piano	\$1,500
San Francisco Camerawork Inc 1011 Market Street San Francisco, CA 94103		PC 501 (C) 3	Sanaz Mazinani - Forever in the Sky	\$4,000
San Francisco Chamber Orchestra PO Box 191564 San Francisco, CA 94119		PC 501 (C) 3	Evan Price Commission and World Premiere	\$4,000
San Francisco Cinematheque 55 Taylor Street San Francisco, CA 94102		PC 501 (C) 3	Perpetual Motion Bay Area	\$1,875
San Francisco Live Arts 2097 Turk Street San Francisco, CA 94115		PC 501 (C) 3	New Music/New Works	\$3,150
SF Dance Film Festival 601 Van Ness Ave, #E426 San Francisco, CA 94102		PC 501 (C) 3	2016 San Francisco Dance Film Festival and Co-Laboratory Program	\$5,000
SF World Music 1007 General Kennedy Ave Suite 215 San Francisco, CA 94129		PC 501 (C) 3	The Sun Archer The Legend of Hou Yi	\$5,000
Shotgun Players 1901 Ashby Ave Berkeley, CA 94703		PC 501 (C) 3	CAUGHT	\$6,500
Southern Exposure 3030 20th Street San Francisco, CA 94110		PC 501 (C) 3	Southern Exposure's 2016 Annual Juried Exhibition and Screening	\$6,000
Switchboard Music 55 Taylor St San Francisco, CA 94102		PC 501 (C) 3	Ninth Annual Switchboard Music Festival	\$4,050
The Breadbox 819 Ensenada Ave Berkeley, CA 94707		PC 501 (C) 3	The Awakening	\$1,000
The Lab SF 2948 16th Street San Francisco, CA 94103		PC 501 (C) 3	Attention! We've moved	\$1,525
The San Francisco Playhouse 450 Post Street San Francisco, CA 94102		PC 501 (C) 3	Sandbox Series of World Premieres	\$4,000
Theatre Bay Area 1119 Market St floor 2 San Francisco, CA 94103		PC 501 (C) 3	Theatre Bay Area Journalism	\$6,000
Theatre Flamenco of San Francisco 952 Carolina Street San Francisco, CA 94107		PC 501 (C) 3	50th Anniversary Home Season	\$3,000
Theatre of Yugen Inc 2840 Mariposa Street San Francisco, CA 94110		PC 501 (C) 3	Theatre of Yugen presents The Red Demon (Orig Akaoni), written by Hideki Noda (1998) and directed by Nick Ishimaru	\$3,000

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Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Thingamajigs 5000 MacArthur Blvd #9826 Oakland, CA 94613		PC 501 (C) 3	19th Annual Music for People & Thingamajigs Festival	\$2,500
Voci Women's Vocal Ensemble 4024 Everett Avenue Oakland, CA 94602		PC 501 (C) 3	"Songs of the Bygone Traces of a Vanishing World" -- Voci Women's Vocal Ensemble Spring 2016 Performances and New Works Project Showcase	\$1,000
Voltr P O Box 15576 San Francisco, CA 94107		PC 501 (C) 3	Intimate Letters	\$3,000
Women's Audio Mission 542-544 Natoma St #C-1 San Francisco, CA 94103		PC 501 (C) 3	Local Sirens Women's Music Series	\$5,000
Yerba Buena Arts & Events 760 Howard Street San Francisco, CA 94103		PC 501 (C) 3	2016 Yerba Buena Gardens Festival Commissions	\$7,000
Youth Speaks Inc 1663 Mission St Suite 604 San Francisco, CA 94103		PC 501 (C) 3	Life is Living Festival	\$7,500
Z Space Studio 499 Alabama St Suite 450 San Francisco, CA 94110		PC 501 (C) 3	Weightless	\$6,000
			Stories by Colm Tóibín ("Silence") and Emma Donoghue ("Night Vision")	\$6,300
Zaccho SF 1777 Yosemite Ave #330 San Francisco, CA 94124		PC 501 (C) 3	SF Aerial Dance Festival	\$6,750
ZYZZYVA Inc 57 Post St, Suite 604 San Francisco, CA 94104		PC 501 (C) 3	ZYZZYVA's Winter 2016 Issue (No 108)	\$4,000

Community Arts sub-total \$810,000

TOTAL \$5,097,695

ZELLERBACH FAMILY FOUNDATION (94-6069482)
SCHEDULE OF GRANTS APPROVED AND UNPAID IN 2016

ATTACHMENT B
FORM 990-PF Part XV, Line 3 - Grants Approved

Grantee Fiscal Agent	Status	Purpose of Grant	Approved Unpaid
Community Initiatives	501 (C)(3)	For Educators for Fair Consideration, to support community education and outreach programs.	\$ 30,000
TOTAL GRANTS			\$ 30,000

THE ZELLERBACH FAMILY FOUNDATION
REALIZED GAIN (LOSS) ON SALE OF SECURITIES
2016

	PROCEEDS	COST	GAIN (LOSS)
Snyder Capital - stock portfolio sales	\$ 1,621,642	\$ 892,536	\$ 729,106
Vanguard - redeemed shares	300,000	280,203	19,797
Van Eck - redeemed shares	200,000	202,239	(2,239)
PIMCO Short Term Fund - redeemed shares	800,000	813,365	(13,365)
OZ Overseas Fund - redeemed shares	7,055	6,614	441
City of London - redeemed shares	1,600,000	1,618,077	(18,077)
Wellington EM - full fund redemption	1,811,133	1,997,302	(186,169)
Artisan - reinvested capital gains	88,977	-	88,977
TOTAL	<u>\$ 6,428,807</u>	<u>\$ 5,810,336</u>	<u>\$ 618,471</u>