

**2017**

**RETURN OF ORGANIZATION EXEMPT  
FROM INCOME TAX**

Prepared for:

**THE ZELLERBACH FAMILY  
FOUNDATION**

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**Return of Private Foundation**

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

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**2017**

Open to Public Inspection

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

For calendar year 2017 or tax year beginning , and ending

Name of foundation <b>THE ZELLERBACH FAMILY FOUNDATION</b>		<b>A Employer identification number</b> <b>94-6069482</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>455 MARKET STREET</b>	Room/suite <b>2200</b>	<b>B Telephone number</b> <b>415-421-2629</b>
City or town, state or province, country, and ZIP or foreign postal code <b>SAN FRANCISCO, CA 94105</b>		<b>C</b> If exemption application is pending, check here ... <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here ..... <input type="checkbox"/>  <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ..... <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>142,638,038.</b>	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received .....	150,500.		N/A	
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments .....				
	<b>4</b> Dividends and interest from securities .....	594,708.	1,710,917.		STATEMENT 2
	<b>5a</b> Gross rents .....				
	<b>b</b> Net rental income or (loss) .....				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10 .....	1,035,326.			STATEMENT 1
	<b>b</b> Gross sales price for all assets on line 6a <b>9,355,990.</b>				
	<b>7</b> Capital gain net income (from Part IV, line 2) .....		5,083,561.		
	<b>8</b> Net short-term capital gain .....				
	<b>9</b> Income modifications .....				
	<b>10a</b> Gross sales less returns and allowances .....				
<b>b</b> Less: Cost of goods sold .....					
<b>c</b> Gross profit or (loss) .....					
<b>11</b> Other income .....	1,320,367.	-625,042.		STATEMENT 3	
<b>12 Total.</b> Add lines 1 through 11 .....	3,100,901.	6,169,436.			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc. ....	249,167.	12,458.		236,709.
	<b>14</b> Other employee salaries and wages .....	773,854.	95,766.		678,088.
	<b>15</b> Pension plans, employee benefits .....	288,592.	30,530.		258,062.
	<b>16a</b> Legal fees ..... <b>STMT 4</b>	24,159.	0.		24,159.
	<b>b</b> Accounting fees ..... <b>STMT 5</b>	45,849.	13,671.		32,178.
	<b>c</b> Other professional fees ..... <b>STMT 6</b>	382,885.	390,879.		104,031.
	<b>17</b> Interest .....				
	<b>18</b> Taxes ..... <b>STMT 7</b>	386,996.	80,555.		62,591.
	<b>19</b> Depreciation and depletion .....	21,200.	0.		
	<b>20</b> Occupancy .....	304,482.	32,211.		272,271.
	<b>21</b> Travel, conferences, and meetings .....	37,771.	6,910.		30,861.
	<b>22</b> Printing and publications .....				
	<b>23</b> Other expenses ..... <b>STMT 8</b>	190,133.	11,112.		184,521.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 .....	2,705,088.	674,092.		1,883,471.
	<b>25</b> Contributions, gifts, grants paid .....	4,697,190.			4,636,490.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25 .....	7,402,278.	674,092.		6,519,961.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements ...	-4,301,377.				
<b>b Net investment income</b> (if negative, enter -0-) .....		5,495,344.			
<b>c Adjusted net income</b> (if negative, enter -0-) .....			N/A		

<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only.</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing .....			
	2 Savings and temporary cash investments .....	4,003,693.	844,875.	844,875.
	3 Accounts receivable ▶ 10,054.			
	Less: allowance for doubtful accounts ▶ .....	12,684.	10,054.	10,054.
	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 .....	18,431.	16,900.	16,900.
	10a Investments - U.S. and state government obligations <b>STMT 9</b> .....	8,578,543.	8,565,238.	8,565,238.
	b Investments - corporate stock <b>STMT 10</b> .....	58,651,644.	68,990,948.	68,990,948.
	c Investments - corporate bonds <b>STMT 11</b> .....	2,272,192.	5,202,984.	5,202,984.
	11 Investments - land, buildings, and equipment: basis ▶ .....			
Less: accumulated depreciation ▶ .....				
12 Investments - mortgage loans .....				
13 Investments - other <b>STMT 12</b> .....	53,992,736.	56,767,103.	56,767,103.	
14 Land, buildings, and equipment: basis ▶ 2,264,362.				
Less: accumulated depreciation ▶ 76,209.	4,739.	2,188,153.	2,188,153.	
15 Other assets (describe ▶ <b>SECURITY DEPOSIT</b> ) .....	20,049.	51,783.	51,783.	
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) .....	127,554,711.	142,638,038.	142,638,038.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses .....	195,058.	237,056.	
	18 Grants payable .....	30,000.	90,700.	
	19 Deferred revenue .....			
	20 Loans from officers, directors, trustees, and other disqualified persons .....			
	21 Mortgages and other notes payable .....			
	22 Other liabilities (describe ▶ <b>STATEMENT 13</b> ) .....	239,835.	2,537,835.	
23 <b>Total liabilities</b> (add lines 17 through 22) .....	464,893.	2,865,591.		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26, and lines 30 and 31.</b>			
	24 Unrestricted .....	127,089,818.	139,772,447.	
	25 Temporarily restricted .....			
	26 Permanently restricted .....			
	<b>Foundations that do not follow SFAS 117, check here</b> ... ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds .....			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund .....			
	29 Retained earnings, accumulated income, endowment, or other funds .....			
30 <b>Total net assets or fund balances</b> .....	127,089,818.	139,772,447.		
31 <b>Total liabilities and net assets/fund balances</b> .....	127,554,711.	142,638,038.		

**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	127,089,818.
2 Enter amount from Part I, line 27a .....	2	-4,301,377.
3 Other increases not included in line 2 (itemize) ▶ <b>UNREALIZED GAIN ON INVESTMENT</b> .....	3	16,984,006.
4 Add lines 1, 2, and 3 .....	4	139,772,447.
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	139,772,447.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, 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 PASSTHROUGH INVESTMENT GAINS	P		
b SEE ATTACHMENT C	P		
c SEE ATTACHMENT C	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			4,075,601.
b 8,035,875.		7,587,072.	448,803.
c 1,320,115.		760,958.	559,157.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			4,075,601.
b			448,803.
c			559,157.
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 .....	2	5,083,561.
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 doesn't 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))
2016	6,722,103.	124,127,464.	.054155
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

2 Total of line 1, column (d) .....	2	.249082
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years .....	3	.049816
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 .....	4	132,496,218.
5 Multiply line 4 by line 3 .....	5	6,600,432.
6 Enter 1% of net investment income (1% of Part I, line 27b) .....	6	54,953.
7 Add lines 5 and 6 .....	7	6,655,385.
8 Enter qualifying distributions from Part XII, line 4 .....	8	6,550,422.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	109,907.
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	109,907.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	109,907.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	160,356.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	20,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	180,356.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9		
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	70,449.	
11 Enter the amount of line 10 to be: <b>Credited to 2018 estimated tax</b> <input type="checkbox"/> 70,449. <b>Refunded</b> <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file <b>Form 1120-POL</b> 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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> <u>CA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**Part VII-A Statements Regarding Activities** (continued)

	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 ► ZFF.ORG	X	
14 The books are in care of ► THE ZELLERBACH FAMILY FOUNDATION Telephone no. ► 415-421-2629 Located at ► 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA ZIP+4 ► 94105		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year		N/A
16 At any time during calendar year 2017, 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 ►		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		X
Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>		
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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 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 2017.)		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 2017?		X

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

		Yes	No
<b>5a</b> 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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b>	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
<b>c</b>	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
	If "Yes" to 6b, file Form 8870.		
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b>	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	

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

**1** List all officers, directors, trustees, and 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		249,167.	42,808.	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 36.00	149,155.	57,779.	0.
AMY PRICE - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE 40.00	136,233.	50,833.	0.
MICHAEL SMITH - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	IT DIRECTOR 40.00	125,460.	43,465.	0.
MARGOT MELCON - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE 40.00	120,400.	30,178.	0.
PATRICK TAYLOR - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	GRANTS MANAGER 40.00	89,750.	31,121.	0.
<b>Total</b> number of other employees paid over \$50,000				2

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES 125 HIGH ST, BOSTON, MA 02110	INVESTMENT ADVISOR	198,038.
WELLINGTON TRUST COMPANY 280 CONGRESS ST, BOSTON, MA 02210	INVESTMENT MANAGER	55,928.

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	
3 All other program-related investments. See instructions.	

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	79,794,477.
b	Average of monthly cash balances .....	1b	908,024.
c	Fair market value of all other assets .....	1c	53,811,426.
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	134,513,927.
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	134,513,927.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) .....	4	2,017,709.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	132,496,218.
6	<b>Minimum investment return.</b> Enter 5% of line 5 .....	6	6,624,811.

**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	6,624,811.
2a	Tax on investment income for 2017 from Part VI, line 5 .....	2a	109,907.
b	Income tax for 2017. (This does not include the tax from Part VI.) .....	2b	
c	Add lines 2a and 2b .....	2c	109,907.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	6,514,904.
4	Recoveries of amounts treated as qualifying distributions .....	4	0.
5	Add lines 3 and 4 .....	5	6,514,904.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	6,514,904.

**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	6,519,961.
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	30,461.
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required) .....	3a	
b	Cash distribution test (attach the required schedule) .....	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4 .....	4	6,550,422.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b .....	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	6,550,422.

**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 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7				6,514,904.
<b>2</b> Undistributed income, if any, as of the end of 2017:				
<b>a</b> Enter amount for 2016 only			1,712,560.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2017:				
<b>a</b> From 2012				
<b>b</b> From 2013				
<b>c</b> From 2014				
<b>d</b> From 2015				
<b>e</b> From 2016				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 6,550,422.				
<b>a</b> Applied to 2016, but not more than line 2a			1,712,560.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) **	150,000.			
<b>d</b> Applied to 2017 distributable amount				4,687,862.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	150,000.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				1,827,042.
<b>7</b> 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)	150,000.			
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2013				
<b>b</b> Excess from 2014				
<b>c</b> Excess from 2015				
<b>d</b> Excess from 2016				
<b>e</b> Excess from 2017				

\*\* SEE STATEMENT 15

**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 2017, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email 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)*

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
<b>Total</b> ..... <b>SEE CONTINUATION SHEET(S)</b> .....				<b>▶ 3a</b> 4,636,490.
<b>b Approved for future payment</b>				
<b>Total</b> ..... <b>SEE CONTINUATION SHEET(S)</b> .....				<b>▶ 3b</b> 90,700.











**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.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2017**

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) (2017)

<b>Name of organization</b>  THE ZELLERBACH FAMILY FOUNDATION	<b>Employer identification number</b>  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	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
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	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE ATTACHMENT C	8,035,875.	7,559,706.	0.	0.	476,169.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE ATTACHMENT C	1,320,115.	760,958.	0.	0.	559,157.	

CAPITAL GAINS DIVIDENDS FROM PART IV					0.	
TOTAL TO FORM 990-PF, PART I, LINE 6A					1,035,326.	

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND AND INTEREST INCOME PARTNERSHIP	250,423.	0.	250,423.	265,820.	
DIVIDEND AND INTEREST INCOME	344,285.	0.	344,285.	1,445,097.	
TO PART I, LINE 4	594,708.	0.	594,708.	1,710,917.	

FORM 990-PF	OTHER INCOME		STATEMENT 3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	1,320,367.	-625,042.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,320,367.	-625,042.	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEE	24,159.	0.		24,159.
TO FM 990-PF, PG 1, LN 16A	24,159.	0.		24,159.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	45,849.	13,671.		32,178.
TO FORM 990-PF, PG 1, LN 16B	45,849.	13,671.		32,178.

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	78,428.	20,000.		0.
INVESTMENT ADVISORY FEES	198,038.	368,491.		0.
INVESTMENT CUSTODIAL FEES	2,388.	2,388.		0.
COMMUNITY ARTS PANEL	11,000.	0.		11,000.
CONSULTING	93,031.	0.		93,031.
TO FORM 990-PF, PG 1, LN 16C	382,885.	390,879.		104,031.

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.	73,150.		0.
PAYROLL TAXES	69,996.	7,405.		62,591.
EXCISE TAX	317,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	386,996.	80,555.		62,591.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	2,020.	2,020.		0.
PROFESSIONAL DEVELOPMENT	14,859.	0.		14,859.
SOFTWARE LICENSING FEES	21,612.	0.		21,612.
BUSINESS INSURANCE	25,220.	2,668.		22,552.
DUES AND MEMBERSHIPS	44,500.	0.		44,500.
OFFICE EXPENSES	61,876.	4,786.		57,090.
ANNUAL MEETING	10,057.	0.		10,057.
VACATION	-5,500.	0.		0.
TELEPHONE	15,489.	1,638.		13,851.
TO FORM 990-PF, PG 1, LN 23	190,133.	11,112.		184,521.

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		8,565,238.	8,565,238.
TOTAL U.S. GOVERNMENT OBLIGATIONS			8,565,238.	8,565,238.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			8,565,238.	8,565,238.

## FORM 990-PF

## CORPORATE STOCK

## STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ARTISAN GLOBAL	5,490,403.	5,490,403.
CEVIAN CAPITAL II FUND	2,315,500.	2,315,500.
CITY OF LONDON EMERGING MARKETS	8,924,670.	8,924,670.
EDGBASTON ASIA EQUITY TRUST	1,306,834.	1,306,834.
GOTHAM ENHANCED LONG FUND	5,940,537.	5,940,537.
HIGHCLERE INTERNATIONAL SMALLER CAP	3,266,132.	3,266,132.
RS GLOBAL NATURAL RESOURCES	1,961,120.	1,961,120.
SILCHESTER INTERNATIONAL INVESTORS	13,114,789.	13,114,789.
SIT DIVIDEND GROWTH FUND	3,545,697.	3,545,697.
SNYDER CAPITAL	6,154,654.	6,154,654.
STEWART MAHOUT EM LEADERS	4,507,064.	4,507,064.
TWO SIGMA	4,094,238.	4,094,238.
VAN ECK INT INVESTORS GOLD FUND	1,318,900.	1,318,900.
VANGUARD REIT	1,441,811.	1,441,811.
WELLINGTON-CAPITAL APPRECIATION	5,608,599.	5,608,599.
TOTAL TO FORM 990-PF, PART II, LINE 10B	<u>68,990,948.</u>	<u>68,990,948.</u>

## FORM 990-PF

## CORPORATE BONDS

## STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PIMCO - SHORT TERM	5,202,984.	5,202,984.
TOTAL TO FORM 990-PF, PART II, LINE 10C	<u>5,202,984.</u>	<u>5,202,984.</u>



## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
57 STARS GLOBAL OPPORTUNITY 3	FMV	1,936,682.	1,936,682.
57 STARS GLOBAL OPPORTUNITY 4	FMV	458,888.	458,888.
ACCOLADE PARTNERS IV	FMV	1,020,038.	1,020,038.
ACCOLADE PARTNERS V	FMV	498,617.	498,617.
ACCOLADE PARTNERS VI	FMV	19,552.	19,552.
BSP SPECIAL SITUATIONS	FMV	633,320.	633,320.
COMMONFUND CAPITAL VENTURE PTRS IX	FMV	1,669,575.	1,669,575.
COMMONFUND INTERNATIONAL V	FMV	246,621.	246,621.
COMMONFUND INTERNATIONAL VI	FMV	858,770.	858,770.
COMMONFUND NATURAL RESOURCES IX	FMV	1,762,122.	1,762,122.
COMMONFUND NATURAL RESOURCES VII	FMV	739,707.	739,707.
COMMONFUND NATURAL RESOURCES VIII	FMV	1,290,863.	1,290,863.
COMMONFUND NATURAL RESOURCES X	FMV	784,526.	784,526.
COMMONFUND PRIVATE EQUITY PTRS V	FMV	68,160.	68,160.
COMMONFUND PRIVATE EQUITY PTRS VI	FMV	271,523.	271,523.
COMMONFUND PRIVATE EQUITY PTRS VII	FMV	1,461,574.	1,461,574.
COMMONFUND VENTURE PARTNERS X	FMV	2,575,040.	2,575,040.
COMMONFUND VENTURE PARTNERS XI	FMV	539,118.	539,118.
COMMONFUND VENTURE PTRS VII	FMV	519,978.	519,978.
COMMONFUND VENTURE PTRS VIII	FMV	1,505,673.	1,505,673.
COMMONFUND VENTURE PARTNERS VI	FMV	89,819.	89,819.
DAVIDSON KEMPNER INTERNATIONAL	FMV	5,631,797.	5,631,797.
ENDOWMENT PRIVATE EQUITY PTRS IV	FMV	173,438.	173,438.
ENDOWMENT VENTURE PARTNERS V	FMV	178,658.	178,658.
FORESTER DIVERSIFIED	FMV	5,071,635.	5,071,635.
FORESTER OVERSEAS LTD	FMV	6,522,375.	6,522,375.
GREENSPRING GLOBAL VIII	FMV	38,596.	38,596.
HILDENE TARP	FMV	1,060,810.	1,060,810.
LAZARD EMERGING INCOME	FMV	4,582,520.	4,582,520.
LEGACY VENTURES III	FMV	415,797.	415,797.
LEGACY VENTURES IV	FMV	987,235.	987,235.
LEGACY VENTURES V	FMV	2,127,578.	2,127,578.
LEGACY VENTURES VI	FMV	1,379,721.	1,379,721.
LL CAPITAL I	FMV	1,831,727.	1,831,727.
MANGROVE PARTNERS FUND	FMV	400,000.	400,000.
MAP 2004 LP	FMV	1,489,972.	1,489,972.
MAP 2012	FMV	1,477,919.	1,477,919.
METROPOLITAN REAL ESTATE GLOBAL	FMV	329,297.	329,297.
NORTHGATE VENTURE PARTNERS II	FMV	513,386.	513,386.
OZ OVERSEAS FUND	FMV	16,405.	16,405.
TIFF MODERN VENTURE 1.0	FMV	1,603,356.	1,603,356.
TIFF REALTY & RESOURCES II	FMV	800,540.	800,540.
UNIVERSITY TECHNOLOGY VENTURES	FMV	65,653.	65,653.
VIA SEED TECH PARTNERS III E	FMV	186,840.	186,840.
VIA SEED TECH PARTNERS III P	FMV	98,557.	98,557.
VIA SEED TECHNOLOGY PARTNERS II	FMV	833,125.	833,125.
TOTAL TO FORM 990-PF, PART II, LINE 13		56,767,103.	56,767,103.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 13

<u>DESCRIPTION</u>	<u>BOY AMOUNT</u>	<u>EOY AMOUNT</u>
DEFERRED TAXES	239,835.	512,835.
LEASE LIABILITY	0.	2,025,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	239,835.	2,537,835.

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	249,167.	42,808.	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

CHAIRMAN  
5.00

0.            0.            0.

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

249,167.    42,808.    0.

FORM 990-PF

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

STATEMENT 15

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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 \$150,000 AS BEING MADE OUT OF CORPUS TO SATISFY THE REQUIREMENTS OF IRC SECTION 4942(G)(3).

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SIGNATURE OF OFFICER

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
<b>Immigrants and Refugees</b>				
1951 Coffee Company 2407 Dana Street Berkeley, CA 94704		PC 501 (C) 3	To provide job training for living wage jobs in the gourmet coffee sector to recently-arrived refugees and asylees whoreside in Alameda, Contra Costa, and San Francisco Counties.	\$35,000
Advancing Justice-Asian Law Caucus 55 Columbus Ave. San Francisco, CA 94111		PC 501 (C) 3	To support a program that addresses the information and safety needs of Arab, Middle Eastern, Muslim, and South Asian immigrant communities in partnerships with state and local immigrants' rights networks.	\$55,000
Asian Pacific Islander Legal Outreach 1121 Mission Street San Francisco, CA 94103		PC 501 (C) 3	To support a partnership among six East Bay immigration legal services organizations that pool resources to provide community education, outreach and services to citizenship-eligible immigrants in Alameda and Contra Costa Counties.	\$52,000
California Healthy Nail Salon Collaborative Oakland, CA	Asian Health Services 818 Webster Street Oakland, CA 94607	PC 501 (C) 3	To support an effort that aims to transform the nail salon industry in the Bay Area to one that achieves economic security for workers and ensures the sustainability of small, immigrant-run	\$60,000
California Immigrant Policy Center Los Angeles, CA	Asian Americans Advancing Justice 1145 Wilshire Blvd. Los Angeles, CA 90017	PC 501 (C) 3	To support 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 the provision of immigration legal services and community education and outreach to immigrants and refugees residing in Marin and other North Bay counties.	\$50,000
Catholic Charities of the Diocese of Santa Rosa 987 Airway Court Santa Rosa, CA 95402		PC 501 (C) 3	To support a new program that provides family-based immigration legal services, citizenship test preparation, and community education and outreach to low-income immigrants in northern Sonoma County.	\$80,000
Catholic Charities of the East Bay 433 Jefferson Street Oakland, CA 94607		PC 501 (C) 3	To support the provision of family-based immigration legal services to low-income immigrants and to unaccompanied immigrant children who reside in 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.	\$40,000
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.	\$25,000
			To support the Refugee Children and Migrant Family Project for children from Central America who are at risk of deportation.	\$75,000
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
Community Legal Services in East Palo Alto 1861 Bay Road East Palo Alto, CA 94303		PC 501 (C) 3	To support CLSEPA's Immigration Legal Services program for low-income immigrants in East Palo Alto and communities in the region.	\$35,000
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.	\$40,000
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.	\$40,000
			To support the Immigration Legal Services, Africa Advocacy Network which serves low-income African and Afro-Caribbean immigrants and refugees in the Bay Area.	\$35,000
East Bay Sanctuary Covenant 2362 Bancroft Way Berkeley, CA 94704		PC 501 (C) 3	To support this organization which provides essential support, legal services, and advocacy to low-income asylum seekers and other immigrants.	\$40,000
East Bay Alliance for a Sustainable Economy 360 14th Street, 4th Floor Oakland, CA 94612		PC 501 (C) 3	To support efforts to launch the Contra Costa Immigrant Rights Alliance, which will organize and support actions across the county.	\$26,400
Educators for Fair Consideration San Francisco, CA	Community Initiatives 354 Plne St., Suite 700 San Francisco, CA 94104	PC 501 (C) 3	To support a ten-county regional community Community Education and Outreach effort for undocumented young people as they pursue college, professional careers, and lawful	\$30,000
Grantmakers Concerned w Immigrants and Refugees 7151 Wilton Ave. #202 Sebastapol, CA 95472		PC 501 (C) 3	To support direct assistance through the UndocuFund to immigrant victims of the North Bay fires.	\$10,000
			To support a statewide California project for creating a safe learning environment for PreK-12 immigrant and refugee	\$20,000
			To support the statewide California Immigrant Integration Initiative	\$10,000
			To support the assessment study: Immigrant Students in California: What's at Stake in 2017 and Beyond.	\$8,600

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Hayward Unified School District 24823 Soto Rd Hayward, CA 94544		NC Government	To support the Unaccompanied Immigrant Minor Program in the Hayward Unified School District for unaccompanied immigrant children from Central America.	\$25,000
Immigrant Legal Resource Center 1663 Mission St., Suite 602 San Francisco, CA 94103		PC 501 (C) 3	To support Ready Bay Area's efforts to build the capacity of immigrant-facing organizations to reach, screen and serve immigrant communities in the region.	\$30,000
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.	\$45,000
International Institute of the Bay Area 657 Mission St., Suite 301 San Francisco, CA 94105		PC 501 (C) 3	To support family-based immigration legal services and community education and outreach to low-income immigrants and refugees in San Mateo, Alameda, Sonoma, and Contra Costa	\$185,000
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.	\$40,000
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
Justice & Diversity Center The Bar Association of San Francisco 301 Battery Street, Third Floor San Francisco, CA 94111		PC 501 (C) 3	To support the development of the Northern California Rapid Response Network.	\$30,000
			To support the Northern California Collaborative for Immigrant Justice.	\$50,000
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.	\$40,000
Legal Services for Children 1254 Market St., 3rd floor San Francisco, CA 94102		PC 501 (C) 3	To support immigration legal services, information and referral to immigrant youth in the Bay Area who have been detained by U.S. immigration authorities or are at risk of deportation.	\$55,000
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
Mujeres Unidas y Activas 3543 18th St., #23 San Francisco, CA 94110		PC 501 (C) 3	To support MUA's efforts to deepen engagement of Latina immigrant women in Hayward and Fremont; and to support MUA as it goes through an executive transition.	\$65,000
OneJustice 433 California Street, Suite 815 San Francisco, CA 94104		PC 501 (C) 3	To support Rural Justice Initiative for low income Petaluma residents.	\$20,000
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.	\$58,000
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 in Contra Costa County.	\$45,000
Tahirih Justice Center 6402 Arlington Blvd, Suite 300 Falls Church, VA 22042		PC 501 (C) 3	To support a program that provides legal services to immigrant women and children who are victims of violence.	\$45,000

**Immigrants and Refugees sub-total \$1,815,000**



Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
<b>Improving Human Service Systems</b>				
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 Behavioral Health Care Services 2000 Embarcadero Cove #400 Oakland, CA 94606		NC Govern-ment	To provide continued support for a cross-systems trauma informed care coordinator to build capacity and infrastructure across Alameda County.	\$75,000
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
Bay Area Legal Aid 1735 Telegraph Avenue Oakland, CA 94612		PC 501 (C) 3	To support Technical Assistance for School Climate Reform in West Contra Costa Unified School District.	\$47,950
			To provide bridge funding for a coordinated reentry system for Oakland youth released from juvenile hall.	\$10,000
Breaking Barriers	Community Initiatives 354 Plne St., Suite 700 San Francisco, CA 94104	PC 501 (C) 3	To support statewide efforts that advance System Reform and Integration for Child Well-Being.	\$100,000
Brothers on the Rise 1470 Fruitvale Avenue Oakland, CA 94601		PC 501 (C) 3	To support building for an organization that provides training and technical assistance for Alameda and Contra Costa County agencies and organizations working with boys and young men of	\$50,000
California Child Welfare Co-Investment Partnership	Community Initiatives 354 Plne 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 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, the Foster Youth Museum and Zplus Collaborative.	\$150,000
Children Now 1404 Franklin Street, Suite 700 Oakland, CA 94612		PC 501 (C) 3	To support a coordinated approach to advancing a comprehensive behavioral health reform agenda for children and youth involved in California's child welfare or probation	\$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	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
East Bay Family Defenders c/o Dependency Advocacy Center 111 W. St. John Street, Suite 333 San Jose, CA 95113		PC 501 (C) 3	To support the development of a program that prevents foster care placement and promotes family reunification by providing interdisciplinary support to parents and caregivers facing child welfare intervention.	\$75,000
First 5 Solano 601 Texas St, Ste 210 Fairfield, CA 94533		PC 501 (C) 3	To support the participation of a cohort of Solano County community-based organizations in an intensive capacity building program through UC Berkeley Extension.	\$40,000
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.	\$30,000
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.	\$25,000
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
			To support the annual Youth Mental Health Forum.	\$5,000

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
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
Public Counsel 610 S. Ardmore Ave. Los Angeles, CA 90005		PC 501 (C) 3	To support Technical Assistance for School Climate Reform in West Contra Costa Unified School District.	\$27,050
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.	\$30,000
RYSE INC 205 41st Street Richmond, CA 94805		PC 501 (C) 3	To support the Listening to Heal program, through which local expertise and experience informs culturally relevant, healing-centered policies, practices and investments.	\$50,000
Safe & Sound 1757 Waller Street San Francisco, CA 94117		PC 501 (C) 3	To support an analysis of the economic burden of child abuse in California that can be used to raise public awareness and advance policy.	\$25,000
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
San Francisco Children of Incarcerated Parents Partnership (SFCIPP)	Marcus Foster Education Institute 610 16th Street, Suite 400 Oakland, CA 94612	PC 501 (C) 3	To support SFCIPP, a collaboration of public and private agencies.	\$50,000
Strategies for Youth 1000 Cambridge Street, Suite 2A Cambridge, MA 02139		PC 501 (C) 3	To support a program with the goal of improving interactions between youth and law enforcement in San Francisco.	\$50,000
The Alliance for Children's Rights 3333 Wilshire Blvd., Suite 550 Los Angeles, CA 90010		PC 501 (C) 3	To support Fostering Families through Continuum of Care Reform, an ongoing effort to promote equitable supports and services for California foster children who are raised by relatives.	\$50,000
WestCoast Children's Clinic 3301 East 12th St., Suite 259 Oakland, CA 94601		PC 501 (C) 3	To support the development of research on Understanding children's mental health outcomes: Recommendations for measurement and accountability in a multi-system context.	\$130,000
Young Minds Advocacy Project 275 5th 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 \$1,765,000**

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
<b>Grant Support</b>				
City and County of San Francisco 1 Dr. Carlton B. Goodlett Place San Francisco, CA 94102		NC Government	To support the Office of Strategic Partnerships, with the Office of the Mayor, 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
Northern California Community Loan Fund 870 Market Street, Suite 677 San Francisco, CA 94102		PC 501 (C) 3	To support the assessment of the Oakland nonprofit community to determine existing capacity to establish a nonprofit real estate holding entity.	\$3,750
W. Haywood Burns Institute 475 14th Street Suite 800 Oakland, CA 94612		PC 501 (C) 3	To support a convening of county commissioners to discuss strategies to reduce racial and ethnic disparities.	\$6,590
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.	\$9,650

**Grant Support sub-total \$59,990**

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
<b>Promoting Culture</b>				
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
Cal Performances  Berkeley, CA 94720	Regents of the University of California at Berkeley 2195 Hearst Ave, Room 130, MC1103 Berkeley, CA 94720	PC 501 (C) 3	To support the ongoing general operations of Cal Performances.	\$60,000
Community Music Center 544 Capp Street San Francisco, CA 94110		PC 501 (C) 3	To support music classes and scholarships for young people participating in the Young Musicians Program.	\$10,000
Crowded Fire Theater Company 1695 18th St. C101 Annex San Francisco, CA 94107		PC 501 (C) 3	To support the Hive Project, a collaborative audience engagement project between Crowded Fire Theater Company, Ubuntu Theater Company and Gritty City Youth Repertory Theater.	\$14,000
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.	\$7,500
Davalos Dance Company	Latin Ballet of Virginia 2880 Mountain Road Glen Allen, VA 2360	PC 501 (C) 3	To support the dance production of Radical Acts of Love, led by CatherineMarie Davalos.	\$7,500
Taraneh Hemami Arts	Intersection for the Arts 925 Mission Street, Suite 300 San Francisco, CA 94104	PC 501 (C) 3	To support art projects designed and created by Taraneh Hemami.	\$7,500
little seismic dance company	Dancers Group 44 Gough St., Suite 201 San Francisco, CA 94103	PC 501 (C) 3	To support a new work for little seismic dance company, led by Katie Faulkner.	\$7,500
Marcus Shelby	Healdsburg Jazz Festival Inc. P.O. Box 266 Healdsburg, CA 95448	PC 501 (C) 3	To support Lift Every Voice and Sing, a concert performed by the Marcus Shelby Orchestra.	\$7,500
Theatre Bay Area 1119 Market St. floor 2 San Francisco, CA 94103		PC 501 (C) 3	To support Theatre Bay Area's journalism programs.	\$7,500
Dancers Group 44 Gough St., Suite 201 San Francisco, CA 94103		PC 501 (C) 3	To support the 'In Dance' publication.	\$7,500
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, which opens YBCA's performance spaces to local, Bay Area-based arts organizations at discounted rates.	\$10,000
<b>Promoting Culture sub-total</b>				<b>\$196,500</b>

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
<b>Community Arts</b>				
Other Cinema	Artists' Television Access 992 Valencia Street San Francisco, CA 94110	PC 501 (C) 3	Optronica	\$1,000
A Place of Her Own	Asian American Women Artists Assoc. 1890 Bryant St. #302 San Francisco, CA 94110	PC 501 (C) 3	A PLACE OF HER OWN Art Exhibition	\$3,000
Jon Jang Performances	Asian Pacific Islander Cultural Center	PC 501 (C) 3	Can't Stop Cryin' for America: Black Lives Matter!	\$3,500
Lenora Lee Dance	934 Brannan Street		Within These Walls	\$6,000
Asian Pacific Islander Cultural Center	San Francisco, CA 94103		Asian Improv Nation 30	\$2,000
Those Women Productions	Berkeley Art Center Association 1275 Walnut St. Berkeley, CA 94709	PC 501 (C) 3	SHIFTING SPACES	\$1,500
Berkeley Society for the Preservation of Traditional Music Berkeley Old Time Music Convention	Berkeley Society for the Preservation of Traditional Music 2020 Addison St. Berkeley, CA 94704	PC 501 (C) 3	Genre Bending Innovators Concert Series	\$3,000
			Berkeley Old Time Music Convention	\$3,000
Brava! for Women in the Arts	Brava! for Women in the Arts	PC 501 (C) 3	Ghost Limb	\$10,000
Carnaval San Francisco	2781 24th street San Francisco, CA 94110		Carnaval San Francisco 2017	\$3,000
MicroFest North	Center for New Music 55 Taylor St. San Francisco, CA 94102	PC 501 (C) 3	MicroFest North: An Exploration of Alternate Intonations	\$2,000
San Francisco Electronic Music Festival	Circuit Network 499 Alabama Street, Suite 203 San Francisco, CA 94110	PC 501 (C) 3	18th Annual San Francisco Electronic Music Festival	\$4,500
CounterPulse	CounterPulse	PC 501 (C) 3	2017 Artist Residency & Commissioning Program	\$7,500
Crescent Moon Theater Productions	80 Turk St.		Blessed Unrest: an arts and social justice festival	\$2,000
Eye Zen Presents	San Francisco, CA 94102		OUT of Site	\$5,000
Nadhi Thekkekk/Nava Dance Theatre			Broken Seeds (Still Grow)	\$7,500
Scott Wells & Dancers			The Legacy of Ephemerality--ON THE OCCASION OF OUR EVICTION AND 25TH ANNIVERSARY	\$6,000
AfroSolo Theatre Company	Cultural Odyssey	PC 501 (C) 3	23rd Annual AfroSolo Arts Festival	\$4,500
Just Like A Woman	762 Fulton St., Suite 306 San Francisco, CA 94102		Just Like A Woman (JLAW)	\$2,500
Alive & Well Productions	Dancers Group	PC 501 (C) 3	*The Portrait Project*	\$1,000
ALTERNATIVA	44 Gough St., Suite 201		FRESH Festival 2018	\$6,500
Bellwether Dance Project	San Francisco, CA 94103		Ma	\$1,500
Deep Waters Dance Theater			House/Full of Blackwomen EPISODE: "passing/through/"	\$7,500
detour dance			Fugue	\$4,500
Funsch Dance Experience			Gretel and Hansel	\$2,000
James Graham Dance Theatre			ALPHA MOUSE	\$1,500
KAMBARA + Dancers			IKKAI: Once	\$1,000
Kristin Damrow & Company			EAMES	\$1,500
Monique Jenkinson/Fauxnique			Delicate Material	\$1,500
NAKA Dance Theater			BUSCARTE	\$4,500
requisitedance			Ka'alogii	\$1,000
San Francisco Internatl Hip Hop DanceFest			19th Annual San Francisco International Hip Hop DanceFest	\$3,500
SFDanceworks			New Work by Danielle Rowe for SFDanceworks Season Three, 2018	\$3,000
Sharp & Fine			Your Sister Turns Into a Lion	\$2,000
Simpson/Stulberg Collaborations			Still Life No. 6	\$1,500
Smith/Wymore Disappearing Acts			Six Degrees of Freedom	\$4,500
Wax Poet(s)			LOWERCASE	\$2,000
Zoe Klein Productions			Born, Never Asked.	\$1,500
DelinaDreamProductions	Dimensions Dance Theater, Inc.	PC 501 (C) 3	Root Medicine	\$6,000
Dimensions Dance Theater, Inc.			45th Anniversary Celebration	\$10,000
Fua Dia Congo	1428 Alice St., Suite 308		MalongaFest 2017: Fua Is Forever	\$6,500
KSTARPRODUCTIONS	Oakland, CA 94612		The Black Choreographers Festival: Here & Now Summer Series	\$5,500
Earplay	Earplay	PC 501 (C) 3	In Memory of Karla Lemon	\$2,500
Wooden Fish Ensemble	560 29th Street San Francisco, CA 94131		The Wooden Fish Ensemble plays Hyo-shin Na's music, a work by Boudewijn Buckinx	\$2,000
Eastside Arts Alliance	Eastside Arts Alliance	PC 501 (C) 3	Katherine Dunham Dance Stage at Malcolm x Jazz Arts Festival	\$4,000
John Santos Sextet	P O Box 17008 Oakland, CA 94601		The Sacred Roots of Latin Jazz II	\$4,000
South of Market Community Action Network	Filipino American Development Foundation 1010 Mission St, Suite B San Francisco, CA 94103	PC 501 (C) 3	SOMCAN: Field Notes Towards Freedom	\$2,500

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Opera Theater Unlimited	Fractured Atlas	PC 501 (C) 3	Hunter - World Premiere Opera	\$1,000
Symmetry Theatre Company	248 W 35th St, Floor 10 New York, NY 10001		Bridge Across the Wall	\$3,000
San Francisco Transgender Film Festival	Fresh Meat Productions	PC 501 (C) 3	2017 San Francisco Transgender Film Festival	\$4,000
Fresh Meat Productions	375 27th Street #A San Francisco, CA 94131		2017 FRESH MEAT FESTIVAL	\$7,500
The World According to Sound	International Media Project 1714 Franklin Street Oakland, CA 94612	PC 501 (C) 3	Live Performance at the LightHouse Center	\$2,000
Living Room Light Exchange	Gray Area Foundation for the Arts, Inc	PC 501 (C) 3	Living Room Light Exchange Season 4	\$1,000
Gray Area Foundation for the Arts, Inc.	2665 Mission Street San Francisco, CA 94110		Gray Area UNSEEN series 2018	\$2,500
Anne Albagli // Agency of Good Tidings	Intersection for the Arts	PC 501 (C) 3	Worth Your Salt	\$1,500
Antic in a Drain	925 Mission Street, Suite 300		Bucko (Working Title)	\$2,500
Awesome Orchestra Collective	San Francisco, CA 94104		2017 End of Year Concert	\$3,000
BoomShake Music			The Streets Are Free - A Drumsical	\$2,000
Brannigan Dance Works			Monere	\$2,000
Dancing Earth Creations			GROUNDWORKS	\$3,000
Embodiment Project			They Didn't Know We Were Seeds	\$7,500
Irving Street Projects			2018 Programming	\$2,000
Light Field			Light Field	\$1,500
Meklit Music			This Was Made Here	\$4,500
Mugwumpin			In Event of Moon Disaster	\$5,000
RchowellMusic			"SAY YES!" Richard Howell composer	\$3,000
Red Poppy Art House			Holding the Center: Multidisciplinary Performance Series	\$8,000
San Francisco Neo-Futurists			The Infinite Wrench	\$4,000
Timeless Infinite Light			Like a Solid to a Shadow	\$1,000
Zina Bozzay			Hungarian Song Around the Bay	\$2,500
Elevate Ensemble	Intermusic SF	PC 501 (C) 3	Transformations	\$1,000
Ensemble for These Times (formerly Jewish Music & Poetry Project)	135 Main St. Suite 1140		Once/Memory/Night: Paul Celan	\$1,500
Black Cedar	San Francisco, CA 94105		Annual Concert of Bay Area Composers at the SF Public Library	\$1,000
Minsky Duo			Minsky Duo plays all-American	\$1,000
Strobe			Visions and Visitations	\$1,500
Wild Rumpus			Wild Rumpus Celebrates Lou Harrison	\$1,500
Intermusic SF			SFMusic Day . Live + Free 2017	\$3,000
The Third Muslim	Jess Curtis/Gravity	PC 501 (C) 3	Queer and Trans* Muslim Narratives of Resistance and Resilience	\$2,000
Jess Curtis/Gravity	849 Divisadero Ste 4 San Francisco, CA 94117		Jess Curtis/Gravity 2017 Home Season	\$8,000
Taro Hattori	Kala Art Institute	PC 501 (C) 3	Exclusivity -Spaces for Inclusion	\$3,000
Kala Art Institute	1060 Heinz Avenue Berkeley, CA 94710		Kala Art Institute's Artists' Annual: Fresh Work Exhibition	\$6,000
Jovelyn Richards	La Peña Cultural Center 3105 Shattuck Ave. Berkeley, CA 94705	PC 501 (C) 3	The Evidence of Love	\$1,500
Afro Urban Society	Lotus Bloom 555 19th Street, Suite 131 Oakland, CA 94612	PC 501 (C) 3	Nisa' Raqs-Women Dance	\$3,000
Todd Eckert and Nol Simonse/Shared Space	Margaret Jenkins Dance Company	PC 501 (C) 3	Connective (T)issues	\$1,500
Margaret Jenkins Dance Company	507 Polk Street, Suite 320 San Francisco, CA 94102			\$3,500
Festival of Latin American Contemporary Choreographers ¡FLACC!	Mission Cultural Center For Latino Art 2868 Mission St. San Francisco, CA 94110	PC 501 (C) 3	FLACC 2017	\$6,000
The Umoja Festival	Friends of Oakland Parks and Recreation PO Box 13267 Oakland, CA 94661	PC 501 (C) 3	The Umoja Festival	\$2,500
Borderlands	Planting Justice 3443 San Pablo Ave Oakland, CA 94608	PC 501 (C) 3	Borderlands	\$1,500
Elevator Music	Precita Eyes Muralists 2981 24th St. San Francisco, CA 94110	PC 501 (C) 3	Mural Music Project	\$1,000
Chrysalis Studio	QCC: The Center for LGBT Art & Culture	PC 501 (C) 3	Queer Ancestors Project 2018 Exhibition	\$2,000
Chrysalis Studio	762 Fulton Street		Queer Ancestors Project 2017 Exhibition	\$2,000
Still Here Productions	San Francisco, CA 94102		Still Here, 5th Anniversary Show- Latinx Diaspora	\$2,000
Joe Landini	SAFEhouse for the Performing Arts	PC 501 (C) 3	Joe Landini 25th Anniversary Season	\$3,000
SAFEhouse for the Performing Arts	1 Grove St. San Francisco, CA 94102		RAW (Resident Artist Workshop)	\$7,000

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Shapeshifters Cinema	San Francisco Cinematheque	PC 501 (C) 3	Shapeshifters Cinema	\$1,200
San Francisco Cinematheque	55 Taylor Street San Francisco, CA 94102		CROSSROADS 2017	\$2,500
ka-nei-see   collective	Shawl-Anderson Modern Dance Center	PC 501 (C) 3	Nevertheless	\$1,000
Paufve   dance	2704 Alcatraz Ave. Berkeley, CA 94705		XO	\$2,000
Peacock Rebellion	Social Good Fund Inc.	PC 501 (C) 3	Resistant Nights: Dance and Music Festival	\$2,000
The ClimateMusic Project	P.O. Box 5473 Richmond, CA 94801		Premiere of New Work by Composer Richard Festinger	\$3,000
Ryan Brown	Switchboard Music	PC 501 (C) 3	Mortal Lessons	\$1,000
Switchboard Music	55 Taylor St. San Francisco, CA 94102		10th Annual Switchboard Music Festival	\$3,500
The Dance Brigade	The Dance Brigade	PC 501 (C) 3	D.I.R.T. Festival 2017 - Dance In Revolt(ing) Times	\$7,500
The African & African American Performing Arts Coalition	3316 24th St. San Francisco, CA 94110		The Black Choreographers Festival: Here & Now - 2018	\$7,500
Paul Longmore Institute on Disability	The University Corporation, San Francisco State 1600 Holloway Ave., ADM 361 San Francisco, CA 94132	PC 501 (C) 3	Superfest International Disability Film Festival	\$2,000
San Francisco Black Film Festival	West Bay Local Development Corp 1290 Fillmore St. San Francisco, CA 94115	PC 501 (C) 3	2017 San Francisco Black Film Festival	\$1,000
Noorani Dance	Z Space Studio	PC 501 (C) 3	The Parting - 1947 Partition Revisited	\$4,500
Word for Word Performing Arts Company	499 Alabama St. Suite 450		Lucia Berlin: Stories	\$5,500
Z Space Studio	San Francisco, CA 94110		The Making of a Great Moment	\$6,500
Urban Jazz Dance	Zaccho SF 1777 Yosemite Ave. #330 San Francisco, CA 94124	PC 501 (C) 3	5th Annual Bay Area International Deaf Dance Festival	\$5,000
3rd I South Asian Independent Film 992 Valencia Street San Francisco, CA 94110		PC 501 (C) 3	3rd i's 15th Annual San Francisco International South Asian Film Festival	\$4,000
Accion Latina 2958 - 24th Street San Francisco, CA 94110		PC 501 (C) 3	36th Annual Encuentro del Canto Popular	\$4,000
Aggregate Space Gallery 801 West Grand Avenue Oakland, CA 94607		PC 501 (C) 3	Exhibitions and Public Programs Season 2018	\$5,000
Alternative Theater Ensemble 1337 Fourth Street, Suite A San Rafael, CA 94901		PC 501 (C) 3	AlterLab Plays in San Francisco	\$2,500
Amy Seiwert's Imagery 613 Peralta Avenue San Francisco, CA 94110		PC 501 (C) 3	SKETCH 7   Winterreise	\$4,000
Anne Bluethenthal and Dancers 3574 22nd Street San Francisco, CA 94114		PC 501 (C) 3	Skywatchers sixth annual performance	\$7,500
API Cultural Center, Inc. 388 Ninth Street Suite 290 Oakland, CA 94607		PC 501 (C) 3	Two Languages / One Community	\$3,000
Arab Film Festival 3739 Balboa Street #125 San Francisco, CA 94121		PC 501 (C) 3	Arab Film Festival (2017 edition)	\$5,000
Art of the Matter 3288 21st Street #71 San Francisco, CA 94110		PC 501 (C) 3	TIME'S ARROW	\$2,500
Au Co Vietnamese Cultural Center P.O. Box 347042 San Francisco, CA 94134		PC 501 (C) 3	Thi Ca Su Viet 6	\$4,000
			Thi Ca & Su Viet 5 (Vietnamese Arts and History V)	\$3,000
Aurora Theatre Company 2081 Addison Street Berkeley, CA 94704		PC 501 (C) 3	Eureka Day	\$3,000
AXIS Dance Company 1428 Alice Street, Suite 200 Oakland, CA 94612		PC 501 (C) 3	The Garden Project	\$5,000
Berkeley Art Center Association 1275 Walnut Street Berkeley, CA 94709		PC 501 (C) 3	Thread Heads: New Bay Area Fiber Art	\$3,000

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Bird & Beckett Cultural Legacy Project 653 Chenery Street San Francisco, CA 94131		PC 501 (C) 3	Alternative Acts: Seeking Truth Above F#	\$3,000
Capacitor 645 Haight Street #11 San Francisco, CA 94117		PC 501 (C) 3	Left To Her Own Devices - 20 Years of Sculptures in Motion	\$6,500
Cartoon Art Museum of California 275 5th Street, Suite 303 San Francisco, CA 94103		PC 501 (C) 3	Emerging Artist Showcase	\$1,000
Center for Sex and Culture 1349 Mission Street San Francisco, CA 94103		PC 501 (C) 3	Surface Tension	\$1,500
Central Works 2315 Durant Avenue Berkeley, CA 94704		PC 501 (C) 3	Strange Ladies	\$4,000
Chinatown Community Development Center 1525 Grant Ave San Francisco, CA 94133		PC 501 (C) 3	Peace Movements: Reframing Resistance	\$2,000
Chinese Cultural Productions 2 Marina Blvd, Bldg C-353 San Francisco, CA 94123		PC 501 (C) 3	Lily Cai Dance Company 2017 Home Season Concert	\$3,000
Chinese Culture Foundation of SF 750 Kearny Street, 3rd floor San Francisco, CA 94108		PC 501 (C) 3	Xianrui: 10 Years	\$3,500
Circus Bella 231 Mullen Avenue San Francisco, CA 94110		PC 501 (C) 3	Circus in the Parks	\$4,000
Composers, Inc. PO Box 1282 Berkeley, CA 94701		PC 501 (C) 3	4th Annual !BAMM! 2017 Concert	\$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	\$2,500
Crowded Fire Theater Company 1695 18th St., C101 Annex San Francisco, CA 94107		PC 501 (C) 3	Crowded Fire's Bay Area Premiere of YOU FOR ME FOR YOU by Mia Chung	\$7,000
CubaCaribe 60 29th St., Suite 315 San Francisco, CA 94110		PC 501 (C) 3	13th Annual Cuba Caribe Festival	\$3,500
Custom Made Theatre Company 533 Sutter St. San Francisco, CA 94102		PC 501 (C) 3	Bay Area Premiere Production of Tarrance Arvelle Chisholm's "Hooded, or Being Black for Dummies"	\$4,000
Cutting Ball Theater 141 Taylor Street San Francisco, CA 94102		PC 501 (C) 3	Cutting Ball Variety Pack	\$3,000
Del Sol Performing Arts Organization 751 - 47th Avenue San Francisco, CA 94121		PC 501 (C) 3	Del Sol 25th Anniversary Festival	\$5,000
Diamano Coura West African Dance Co 1428 Alice Street, #201 Oakland, CA 94612		PC 501 (C) 3	Collage des Cultures Africaines - "Africa Rising"	\$4,000
East Bay Center for the Performing Arts 339 11th Street Richmond, CA 94801		PC 501 (C) 3	Richmond Second Line	\$10,000
Embark Arts, Inc. 2 Marina Blvd. Bldg B, Ste 330 San Francisco, CA 94123		PC 501 (C) 3	Neighbors: An Exhibition at Embark Gallery	\$1,500
Epiphany Productions Sonic Dance Theater 901 Mission St., Suite 306 San Francisco, CA 94103		PC 501 (C) 3	San Francisco Trolley Dances 2017	\$7,000
EXITHEATRE 156 Eddy St San Francisco, CA 94102		PC 501 (C) 3	2017 San Francisco Fringe Festival	\$7,000
Faultline Productions 144 Taylor Street San Francisco, CA 94102		PC 501 (C) 3	#bros	\$2,500

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Fifth Stream Music 1830 Sutter Street San Francisco, CA 94115		PC 501 (C) 3	GO FOR BROKE! A Salute to Nisei Veterans	\$6,000
Flyaway Productions 1068 Bowdoin Street San Francisco, CA 94134		PC 501 (C) 3	The Credibility Project	\$4,000
Foglifter Press 1200 Clay Street #4 San Francisco, CA 94108		PC 501 (C) 3	Foglifter Press 1st chapbook & 2 journal issues	\$3,000
foolsFURY Theater Company 925 Mission Street #109 San Francisco, CA 94103		PC 501 (C) 3	Role Call (What is Claimed)	\$1,500
Fremont Symphony 3375 Country Drive Fremont, CA 94536		PC 501 (C) 3	January - Black Composers	\$3,000
Gamelan Sekar Jaya 3023 Shattuck Avenue Berkeley, CA 94705		PC 501 (C) 3	Bali West Fest	\$2,000
Garrett + Moulton Productions 351 Shotwell St. San Francisco, CA 94110		PC 501 (C) 3	15th Anniversary Performance Season	\$3,500
Golden Thread Productions 1695 18th St. #C101 Annex San Francisco, CA 94107		PC 501 (C) 3	Autobiography of a Terrorist	\$7,500
Gritty City Repertory Youth Theatre 1540 Broadway Oakland, CA 94612		PC 501 (C) 3	New World Disorder	\$2,000
HipHopForChange, Inc. 676 31st St. Oakland, CA 94609		PC 501 (C) 3	HH4C Environmental Equity Showcase	\$3,000
Hope Mohr Dance P.O. Box 225237 San Francisco, CA 94122		PC 501 (C) 3	Precarious	\$4,500
Imprint.City 10 Clearview Court San Francisco, CA 94124		PC 501 (C) 3	BayviewLIVE Festival	\$7,500
Just Theater Inc. 5520 Shattuck Avenue Oakland, CA 94609		PC 501 (C) 3	New Play Lab	\$4,000
Kitka, Inc. 1201 Martin Luther King Jr. Way Ste 103 Oakland, CA 94612		PC 501 (C) 3	Wintersongs 2017	\$3,300
Kronos Performing Arts Association 1242 9th Avenue San Francisco, CA 94122		PC 501 (C) 3	San Francisco Echoes	\$5,000
Lorraine Hansberry Theatre 762 Fulton Street, Suite 204 San Francisco, CA 94115		PC 501 (C) 3	HOME by Samm-Art Williams	\$7,500
Living Jazz 1728 San Pablo Avenue Oakland, CA 94612		PC 501 (C) 3	Songs of Change	\$6,000
Luna Dance Institute 605 Addison Street Berkeley, CA 94710		PC 501 (C) 3	20 Points of View: A Peek into Dance-making	\$2,000
Magic Theatre, Inc. 2 Marina Blvd. Building D San Francisco, CA 94123		PC 501 (C) 3	The Gangster of Love	\$10,000
Mediate Art Group 55 Taylor Street San Francisco, CA 94102		PC 501 (C) 3	SonicLAB 8	\$2,500
Mixed Bag Productions 499 Alabama St. #202 San Francisco, CA 94110		PC 501 (C) 3	Frames/a revolving door	\$3,000
Museum of Performance + Design 893B Folsom Street San Francisco, CA 94107		PC 501 (C) 3	Archive Live 2018	\$2,000
Musical Traditions, Inc. 55 Taylor Street San Francisco, CA 94102		PC 501 (C) 3	2018 Home Season Concerts in San Francisco	\$5,000



Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Nurturing Independence Through Artistic Development 551 23rd Street Richmond, CA 94804		PC 501 (C) 3	Mixing it Up – A New Approach to Materials	\$2,000
Oakland Interfaith Gospel Choir Inc 655 13th St., Suite 301 Oakland, CA 94612		PC 501 (C) 3	Spring Musical Concert	\$4,500
Oakland Symphony 1440 Broadway Suite 405 Oakland, CA 94612		PC 501 (C) 3	Rooted in Oakland	\$2,500
Old First Center for the Arts 1751 Sacramento Street San Francisco, CA 94109		PC 501 (C) 3	Stories from the Arab world	\$2,500
Omnira Institute 360 Grand Ave., Suite 210 Oakland, CA 94610		PC 501 (C) 3	The 4th Annual Black-Eyed Pea Festival	\$1,000
Outsound Presents 755 O'Farrell St. Apt. 51 San Francisco, CA 94109		PC 501 (C) 3	The 16th Annual Outsound New Music Summit	\$1,500
PlayGround Inc 3286 Adeline Street #8 Berkeley, CA 94703		PC 501 (C) 3	PlayGround Festival of New Works	\$3,000
Playwrights Foundation 1616 16th St. #350 San Francisco, CA 94103		PC 501 (C) 3	40th Anniversary Bay Area Playwrights Festival	\$10,000
Poetry Flash 1450 Fourth Street #4 Berkeley, CA 94710		PC 501 (C) 3	Literary Presenting & Publishing Project	\$4,500
Pro Arts Inc. 150 Frank H Ogawa Plaza Oakland, CA 94612		PC 501 (C) 3	Exhibitions and Public Programs Season 2017	\$7,500
PUSH Dance Company 179 Oak St. Suite J San Francisco, CA 94102		PC 501 (C) 3	Mothership II	\$5,500
Queer Women of Color Media Arts Project 59 Cook Street San Francisco, CA 94118		PC 501 (C) 3	13th annual Queer Women of Color Film Festival	\$5,000
Quiet Lightning 734 Balboa St. San Francisco, CA 94118		PC 501 (C) 3	Quiet Lightning: sPARKLE & bLINK	\$2,500
Ragged Wing Ensemble 1540 Broadway Oakland, CA 94612		PC 501 (C) 3	Mission Drift	\$6,000
Rhythmix Cultural Works 2513 Blanding Ave Alameda, CA 94501		PC 501 (C) 3	Celebrating Diversity on the Island	\$5,000
Robert Moses Kin 870 Market Street Suite 567 San Francisco, CA 94102		PC 501 (C) 3	Boot Strap Tales	\$10,000
Root Division 1131 Mission Street San Francisco, CA 94103		PC 501 (C) 3	Second Saturday Exhibition Series	\$6,000
SambaFunk 1428 Alice Street Oakland, CA 94612		PC 501 (C) 3	Oakland Carnival 2018	\$2,500
San Francisco Bay Area Theatre Company 147 Judson Ave. San Francisco, CA 94112		PC 501 (C) 3	La Posarela	\$2,000
San Francisco Beautiful 100 Bush Street #1812 San Francisco, CA 94104		PC 501 (C) 3	MUNI Art Project - 2018	\$3,000
San Francisco Botanical Garden Society 1199 9th Avenue San Francisco, CA 94122		PC 501 (C) 3	Flower Piano 2017	\$2,500
San Francisco Chamber Orchestra PO Box 191564 San Francisco, CA 94119		PC 501 (C) 3	Concerto for Chamber Orchestra by Michael Gilbertson	\$5,000

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
San Francisco Choral Artists 55 Taylor Street San Francisco, CA 94102		PC 501 (C) 3	Celebrating Diversity in Choral Music	\$3,000
SF Dance Film Festival 601 Van Ness Ave, #E426 San Francisco, CA 94102		PC 501 (C) 3	2017 San Francisco Dance Film Festival & its Co-Laboratory Program	\$4,000
San Francisco Live Arts 2097 Turk Street San Francisco, CA 94115		PC 501 (C) 3	Immigrant Voices	\$3,000
San Francisco Mime Troupe 855 Treat Avenue San Francisco, CA 94110		PC 501 (C) 3	Walls!	\$7,500
Shotgun Players 1901 Ashby Ave. Berkeley, CA 94703		PC 501 (C) 3	brownsville song (b-side for tray)	\$10,000
Silent Film Festival 1407 Valencia Street San Francisco, CA 94110		PC 501 (C) 3	Cycles of Time at the SF Silent Film Festival	\$3,000
SOMArts 934 Brannan Street San Francisco, CA 94103		PC 501 (C) 3	Remembrance & Resistance: Day of the Dead 2017	\$8,000
Southern Exposure 3030 20th Street San Francisco, CA 94110		PC 501 (C) 3	2017 Juried Exhibition and Screening	\$6,000
The Litquake Foundation 57 Post St., Suite 604 San Francisco, CA 94104		PC 501 (C) 3	Litquake Festival & Year Round Programming	\$7,500
The Lobster Theater Project aka Killing My Lobster 2101 Folsom St. San Francisco, CA 94110		PC 501 (C) 3	CAMP KML	\$2,000
The San Francisco Playhouse 450 Post Street San Francisco, CA 94102		PC 501 (C) 3	2017-2018 Sandbox Series of World Premieres	\$7,000
Theatre Flamenco of San Francisco 952 Carolina Street San Francisco, CA 94107		PC 501 (C) 3	2017 Spring Home Season	\$2,000
Theatre Rhinoceros Incorporated 1 Sansome Street, #3500 San Francisco, CA 94104		PC 501 (C) 3	The Legend of Pink	\$2,000
Thingamajigs 5000 MacArthur Blvd #9826 Oakland, CA 94613		PC 501 (C) 3	20th Annual Music for People & Thingamajigs Festival	\$3,000
Ubuntu Theater Project 1433 12 Avenue Oakland, CA 94606		PC 501 (C) 3	This Land Was Made	\$5,000
Uptown Tenderloin Inc. 398 Eddy Street San Francisco, CA 94102		PC 501 (C) 3	Compton's Cafeteria Riot	\$1,000
Voci Women's Vocal Ensemble 4024 Everett Avenue Oakland, CA 94602		PC 501 (C) 3	Beautiful is the World Spring 2017 Concerts	\$2,000
Yerba Buena Arts & Events 760 Howard Street San Francisco, CA 94103		PC 501 (C) 3	2017 Yerba Buena Gardens Festival Highlights	\$7,500
Youth Speaks Inc 1663 Mission St. Suite 604 San Francisco, CA 94103		PC 501 (C) 3	Life is Living	\$5,000
Zaccho SF 1777 Yosemite Ave. #330 San Francisco, CA 94124		PC 501 (C) 3	THE VIEW FROM HERE	\$5,000
ZYZZYVA Inc. 57 Post St., Suite 604 San Francisco, CA 94104		PC 501 (C) 3	ZYZZYVA's Winter 2017 Issue (No. 111)	\$4,000

Community Arts sub-total \$800,000

TOTAL \$4,636,490

The Zellerbach Family Foundation FEIN: 94-6069482  
 Form 990 PF Part XV, Line 3 - Grants Approved - Attachment B  
 For the Year Ended 12/31/2017

**Attachment B**  
 ZELLERBACH FAMILY FOUNDATION (94-6069482)  
 SCHEDULE OF GRANTS APPROVED AND UNPAID IN 2017

<b>Grantee Fiscal Agent</b>	<b>Status</b>	<b>Purpose of Grant</b>	<b>Approved Unpaid</b>
Regents, University of California at Berkeley 2195 Hearst Ave, Room 130, MC1103 Berkeley, CA 94720	501 (C)(3)	Bay Area Social Services Consortium (BASSC)	\$ 15,000
Strategies for Youth 1000 Cambridge Street, Suite 2A Cambridge, MA 02139	501 (C)(3)	Improving Interactions between Youth and SFPD	\$ 30,000
West Coast Children's Clinic 3301 East 12th St., Suite 259 Oakland, CA 94601	501 (C)(3)	Understanding children's mental health outcomes	\$ 20,000
Crowded Fire Theater Company 1695 18th St. C101 Annex San Francisco, CA 94107	501 (C)(3)	Hive Project	\$ 25,700
<b>TOTAL GRANTS</b>			<b>\$ 90,700</b>

The Zellerbach Family Foundation FEIN: 94-6069482  
 Form 990 PF Part IV - Attachment C  
 For the Year Ended 12/31/2017

**THE ZELLERBACH FAMILY FOUNDATION  
 REALIZED GAIN (LOSS) ON SALE OF SECURITIES  
 YEAR ENDED 12/31/2017**

	PROCEEDS	COST	GAIN (LOSS)
Snyder Capital - stock portfolio sales	\$ 997,102	\$ 492,210	\$ 504,892
Vanguard - redeemed shares	200,587	209,706	(9,119)
Van Eck - redeemed shares	300,000	419,560	(119,560)
RS Victory - redeemed shares	500,000	761,625	(261,625)
JHGARS - redeemed shares	2,699,201	3,000,000	(300,799)
PIMCO Short Term Fund - redeemed shares	2,600,000	2,603,971	(3,971)
Gotham - redeemed shares	600,000	100,000	500,000
Artisan - reinvested capital gains	39,205	-	39,205
Class action settlements	99,780	-	99,780
<b>TOTAL PUBLICLY TRADED</b>	<u>\$ 8,035,875</u>	<u>\$ 7,587,072</u>	<u>\$ 448,803</u>
City of London - redeemed shares	300,000	254,359	45,641
Wellington Global - redeemed shares	1,000,000	485,799	514,201
OZ Overseas Fund - redeemed shares	20,115	20,800	(685)
<b>TOTAL OTHER</b>	<u>\$ 1,320,115</u>	<u>\$ 760,958</u>	<u>\$ 559,157</u>

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

Department of the Treasury  
Internal Revenue Service

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

▶ **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868) .**

**Electronic filing (e-file).** You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile), click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

**Automatic 6-Month Extension of Time.** Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

		Enter filer's identifying number
File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. <b>THE ZELLERBACH FAMILY FOUNDATION</b>	Employer identification number (EIN) or <b>94-6069482</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>455 MARKET STREET, NO. 2200</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>SAN FRANCISCO, CA 94105</b>	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 4

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

**THE ZELLERBACH FAMILY FOUNDATION**

• The books are in the care of ▶ **455 MARKET STREET, SUITE 2200 - SAN FRANCISCO, CA 94105**  
Telephone No. ▶ **415-421-2629** Fax No. ▶ \_\_\_\_\_

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

**1** I request an automatic 6-month extension of time until **NOVEMBER 15, 2018**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶  calendar year **2017** or
- ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

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

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	140,356.
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	120,356.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	20,000.

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

**MAIL TO: DEPARTMENT OF THE TREASURY  
INTERNAL REVENUE SERVICE CENTER  
OGDEN, UT 84201-0045**

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

2017

For calendar year 2017 or other tax year beginning , and ending

Go to www.irs.gov/Form990T for instructions and the latest information.

Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

Department of the Treasury Internal Revenue Service

Open to Public Inspection for 501(c)(3) Organizations Only

Header section containing organization name (THE ZELLERBACH FAMILY FOUNDATION), address (455 MARKET STREET, NO. 2200, SAN FRANCISCO, CA 94105), EIN (94-6069482), and other identifying information.

Section H: Describe the organization's primary unrelated business activity (INVESTMENTS). Section I: During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? (No)

Section J: The books are in care of THE ZELLERBACH FAMILY FOUNDATION. Telephone number 415-421-2629.

Table for Part I: Unrelated Trade or Business Income. Columns: (A) Income, (B) Expenses, (C) Net. Rows include Gross receipts or sales, Cost of goods sold, Capital gain net income, etc. Total income: 74,941.

Table for Part II: Deductions Not Taken Elsewhere. Rows include Compensation of officers, directors, and trustees; Salaries and wages; Repairs and maintenance; Interest; Taxes and licenses; Charitable contributions; Depreciation; Depletion; etc. Total deductions: 0.

**Part III Tax Computation**

<b>35 Organizations Taxable as Corporations.</b> See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and:			
<b>a</b>	Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ _____ (2) \$ _____ (3) \$ _____		
<b>b</b>	Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____ (2) Additional 3% tax (not more than \$100,000) \$ _____		
<b>c</b>	Income tax on the amount on line 34	<b>35c</b>	0.
<b>36 Trusts Taxable at Trust Rates.</b> See instructions for tax computation. Income tax on the amount on line 34 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)		<b>36</b>	
<b>37 Proxy tax.</b> See instructions		<b>37</b>	
<b>38 Alternative minimum tax</b>		<b>38</b>	
<b>39 Tax on Non-Compliant Facility Income.</b> See instructions		<b>39</b>	
<b>40 Total.</b> Add lines 37, 38 and 39 to line 35c or 36, whichever applies		<b>40</b>	0.

**Part IV Tax and Payments**

<b>41a</b>	Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	<b>41a</b>	
<b>b</b>	Other credits (see instructions)	<b>41b</b>	
<b>c</b>	General business credit. Attach Form 3800	<b>41c</b>	
<b>d</b>	Credit for prior year minimum tax (attach Form 8801 or 8827)	<b>41d</b>	
<b>e</b>	<b>Total credits.</b> Add lines 41a through 41d	<b>41e</b>	
<b>42</b>	Subtract line 41e from line 40	<b>42</b>	0.
<b>43</b>	Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	<b>43</b>	
<b>44</b>	<b>Total tax.</b> Add lines 42 and 43	<b>44</b>	0.
<b>45a</b>	Payments: A 2016 overpayment credited to 2017	<b>45a</b>	586.
<b>b</b>	2017 estimated tax payments	<b>45b</b>	
<b>c</b>	Tax deposited with Form 8868	<b>45c</b>	
<b>d</b>	Foreign organizations: Tax paid or withheld at source (see instructions)	<b>45d</b>	
<b>e</b>	Backup withholding (see instructions)	<b>45e</b>	
<b>f</b>	Credit for small employer health insurance premiums (Attach Form 8941)	<b>45f</b>	
<b>g</b>	Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other Total	<b>45g</b>	
<b>46</b>	<b>Total payments.</b> Add lines 45a through 45g	<b>46</b>	586.
<b>47</b>	Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	<b>47</b>	
<b>48</b>	<b>Tax due.</b> If line 46 is less than the total of lines 44 and 47, enter amount owed	<b>48</b>	
<b>49</b>	<b>Overpayment.</b> If line 46 is larger than the total of lines 44 and 47, enter amount overpaid	<b>49</b>	586.
<b>50</b>	Enter the amount of line 49 you want: Credited to 2018 estimated tax 586. Refunded	<b>50</b>	0.

**Part V Statements Regarding Certain Activities and Other Information** (see instructions)

<b>51</b>	At any time during the 2017 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here	Yes	No
<b>52</b>	During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file.		X
<b>53</b>	Enter the amount of tax-exempt interest received or accrued during the tax year \$		

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.

**Sign Here**  
 Signature of officer: \_\_\_\_\_ Date: \_\_\_\_\_ Title: **EXECUTIVE DIRECTOR**  
 May the IRS discuss this return with the preparer shown below (see instructions)?  Yes  No

**Paid Preparer Use Only**  
 Print/Type preparer's name: **TAMARA L. MCINERNEY** Preparer's signature: **TAMARA L. MCINERNEY** Date: **11/07/18**  
 Check  if self-employed PTIN: **P00011797**  
 Firm's name: **BPM LLP** Firm's EIN: **81-4234542**  
 Firm's address: **4200 BOHANNON DRIVE, SUITE 250 MENLO PARK, CA 94025-1021** Phone no. **650-855-6800**

**Schedule A - Cost of Goods Sold.** Enter method of inventory valuation ► **N/A**

1	Inventory at beginning of year .....	1		6	Inventory at end of year .....	6			
2	Purchases .....	2		7	<b>Cost of goods sold.</b> Subtract line 6 from line 5. Enter here and in Part I, line 2 .....	7			
3	Cost of labor .....	3		8	Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? .....			Yes	No
4a	Additional section 263A costs (attach schedule) .....	4a							
b	Other costs (attach schedule) .....	4b							
5	<b>Total.</b> Add lines 1 through 4b .....	5							

**Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)**

(see instructions)

1. Description of property

(1)	
(2)	
(3)	
(4)	

2. Rent received or accrued

(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		
Total	0.	Total 0.

(c) **Total income.** Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) .....

(b) **Total deductions.** Enter here and on page 1, Part I, line 6, column (B) ... 0.

**Schedule E - Unrelated Debt-Financed Income** (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property		
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)	
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
<b>Totals</b> .....			Enter here and on page 1, Part I, line 7, column (A). 0.	Enter here and on page 1, Part I, line 7, column (B). 0.
<b>Total dividends-received deductions</b> included in column 8 .....			0.	0.



**Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations** (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

**Nonexempt Controlled Organizations**

7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				
			Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).
<b>Totals</b> .....			0.	0.

**Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization** (see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
		Enter here and on page 1, Part I, line 9, column (A).		Enter here and on page 1, Part I, line 9, column (B).
<b>Totals</b> .....		0.		0.

**Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income** (see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
	Enter here and on page 1, Part I, line 10, col. (A).	Enter here and on page 1, Part I, line 10, col. (B).				Enter here and on page 1, Part II, line 26.
<b>Totals</b> .....	0.	0.				0.

**Schedule J - Advertising Income** (see instructions)

**Part I Income From Periodicals Reported on a Consolidated Basis**

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
<b>Totals</b> (carry to Part II, line (5)) .....	0.	0.				0.

**Part II** **Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
<b>Totals from Part I</b> .....	<b>0.</b>	<b>0.</b>				<b>0.</b>
<b>Totals, Part II (lines 1-5)</b> .....	Enter here and on page 1, Part I, line 11, col. (A). <b>0.</b>	Enter here and on page 1, Part I, line 11, col. (B). <b>0.</b>				Enter here and on page 1, Part II, line 27. <b>0.</b>

**Schedule K - Compensation of Officers, Directors, and Trustees** (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
<b>Total.</b> Enter here and on page 1, Part II, line 14 .....			<b>0.</b>

**Alternative Minimum Tax - Corporations**

▶ Attach to the corporation's tax return.

▶ Go to [www.irs.gov/Form4626](http://www.irs.gov/Form4626) for instructions and the latest information.

**2017**

Name <b>THE ZELLERBACH FAMILY FOUNDATION</b>		Employer identification number <b>94-6069482</b>
<b>Note:</b> See the instructions to find out if the corporation is a small corporation exempt from the alternative minimum tax (AMT) under section 55(e).		
1	Taxable income or (loss) before net operating loss deduction .....	<b>73,941.</b>
2	<b>Adjustments and preferences:</b>	
a	Depreciation of post-1986 property .....	<b>1,407.</b>
b	Amortization of certified pollution control facilities .....	
c	Amortization of mining exploration and development costs .....	
d	Amortization of circulation expenditures (personal holding companies only) .....	
e	Adjusted gain or loss .....	<b>-75.</b>
f	Long-term contracts .....	
g	Merchant marine capital construction funds .....	
h	Section 833(b) deduction (Blue Cross, Blue Shield, and similar type organizations only) .....	
i	Tax shelter farm activities (personal service corporations only) .....	
j	Passive activities (closely held corporations and personal service corporations only) .....	
k	Loss limitations .....	
l	Depletion .....	<b>-2,764.</b>
m	Tax-exempt interest income from specified private activity bonds .....	
n	Intangible drilling costs .....	<b>22,660.</b>
o	Other adjustments and preferences .....	
3	Pre-adjustment alternative minimum taxable income (AMTI). Combine lines 1 through 2o .....	<b>95,169.</b>
4	<b>Adjusted current earnings (ACE) adjustment:</b>	
a	ACE from line 10 of the ACE worksheet in the instructions .....	<b>95,169.</b>
b	Subtract line 3 from line 4a. If line 3 exceeds line 4a, enter the difference as a negative amount. See instructions .....	<b>0.</b>
c	Multiply line 4b by 75% (0.75). Enter the result as a positive amount .....	
d	Enter the excess, if any, of the corporation's total increases in AMTI from prior year ACE adjustments over its total reductions in AMTI from prior year ACE adjustments. See instructions. <b>Note:</b> You <b>must</b> enter an amount on line 4d (even if line 4b is positive) .....	
e	ACE adjustment. <ul style="list-style-type: none"> <li>• If line 4b is zero or more, enter the amount from line 4c</li> <li>• If line 4b is less than zero, enter the <b>smaller</b> of line 4c or line 4d as a negative amount</li> </ul>	<b>0.</b>
5	Combine lines 3 and 4e. If zero or less, stop here; the corporation does not owe any AMT .....	<b>95,169.</b>
6	Alternative tax net operating loss deduction. See instructions .....	<b>STATEMENT 19</b> <b>85,652.</b>
7	<b>Alternative minimum taxable income.</b> Subtract line 6 from line 5. If the corporation held a residual interest in a REMIC, see instructions .....	<b>9,517.</b>
8	<b>Exemption phase-out</b> (if line 7 is \$310,000 or more, skip lines 8a and 8b and enter -0- on line 8c):	
a	Subtract \$150,000 from line 7. If completing this line for a member of a controlled group, see instructions. If zero or less, enter -0- .....	<b>0.</b>
b	Multiply line 8a by 25% (0.25) .....	<b>0.</b>
c	Exemption. Subtract line 8b from \$40,000. If completing this line for a member of a controlled group, see instructions. If zero or less, enter -0- .....	<b>40,000.</b>
9	Subtract line 8c from line 7. If zero or less, enter -0- .....	<b>0.</b>
10	Multiply line 9 by 20% (0.20) .....	<b>0.</b>
11	Alternative minimum tax foreign tax credit (AMTFTC). See instructions .....	
12	Tentative minimum tax. Subtract line 11 from line 10 .....	<b>0.</b>
13	Regular tax liability before applying all credits except the foreign tax credit .....	
14	<b>Alternative minimum tax.</b> Subtract line 13 from line 12. If zero or less, enter -0-. Enter here and on Form 1120, Schedule J, line 3, or the appropriate line of the corporation's income tax return .....	<b>0.</b>

**Adjusted Current Earnings (ACE) Worksheet**

▶ See ACE Worksheet Instructions.

1	Pre-adjustment AMTI. Enter the amount from line 3 of Form 4626 .....		1	95,169.
2	ACE depreciation adjustment:			
a	AMT depreciation .....	2a		
b	ACE depreciation:			
(1)	Post-1993 property .....	2b(1)		
(2)	Post-1989, pre-1994 property .....	2b(2)		
(3)	Pre-1990 MACRS property .....	2b(3)		
(4)	Pre-1990 original ACRS property .....	2b(4)		
(5)	Property described in sections 168(f)(1) through (4) .....	2b(5)		
(6)	Other property .....	2b(6)		
(7)	Total ACE depreciation. Add lines 2b(1) through 2b(6) .....	2b(7)		
c	ACE depreciation adjustment. Subtract line 2b(7) from line 2a .....		2c	
3	Inclusion in ACE of items included in earnings and profits (E&P):			
a	Tax-exempt interest income .....	3a		
b	Death benefits from life insurance contracts .....	3b		
c	All other distributions from life insurance contracts (including surrenders) .....	3c		
d	Inside buildup of undistributed income in life insurance contracts .....	3d		
e	Other items (see Regulations sections 1.56(g)-1(c)(6)(iii) through (ix) for a partial list) .....	3e		
f	Total increase to ACE from inclusion in ACE of items included in E&P. Add lines 3a through 3e .....		3f	
4	Disallowance of items not deductible from E&P:			
a	Certain dividends received .....	4a		
b	Dividends paid on certain preferred stock of public utilities that are deductible under section 247 (as affected by P.L. 113-295, Div. A, section 221(a)(41)(A), Dec. 19, 2014, 128 Stat. 4043) .....	4b		
c	Dividends paid to an ESOP that are deductible under section 404(k) .....	4c		
d	Nonpatronage dividends that are paid and deductible under section 1382(c) .....	4d		
e	Other items (see Regulations sections 1.56(g)-1(d)(3)(i) and (ii) for a partial list) .....	4e		
f	Total increase to ACE because of disallowance of items not deductible from E&P. Add lines 4a through 4e .....		4f	
5	Other adjustments based on rules for figuring E&P:			
a	Intangible drilling costs .....	5a		
b	Circulation expenditures .....	5b		
c	Organizational expenditures .....	5c		
d	LIFO inventory adjustments .....	5d		
e	Installment sales .....	5e		
f	Total other E&P adjustments. Combine lines 5a through 5e .....		5f	
6	Disallowance of loss on exchange of debt pools .....		6	
7	Acquisition expenses of life insurance companies for qualified foreign contracts .....		7	
8	Depletion .....		8	
9	Basis adjustments in determining gain or loss from sale or exchange of pre-1994 property .....		9	
10	<b>Adjusted current earnings.</b> Combine lines 1, 2c, 3f, 4f, and 5f through 9. Enter the result here and on line 4a of Form 4626 .....		10	95,169.

FORM 990-T

NET OPERATING LOSS DEDUCTION

STATEMENT 17

TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING	AVAILABLE THIS YEAR
12/31/09	45,715.	45,715.	0.	0.
12/31/10	31,716.	31,716.	0.	0.
12/31/11	59,034.	59,034.	0.	0.
12/31/12	107,031.	37,206.	69,825.	69,825.
12/31/13	89,246.	0.	89,246.	89,246.
12/31/14	36,566.	0.	36,566.	36,566.
12/31/16	55,742.	0.	55,742.	55,742.
NOL CARRYOVER AVAILABLE THIS YEAR			251,379.	251,379.

## FORM 990-T

## INCOME (LOSS) FROM PARTNERSHIPS

## STATEMENT 18

PARTNERSHIP NAME	GROSS INCOME	DEDUCTIONS	NET INCOME OR (LOSS)
METROPOLITAN REAL ESTATE PARTNERS GLOBAL LLC	-761.	4.	-765.
TIFF REALTY AND RESOURCES II	56,142.	1,209.	54,933.
ENDOWMENT VENTURE PARTNERS V LP	-3.	0.	-3.
ENDOWMENT PRIVATE EQUITY PARTNERS IV	-264.	20.	-284.
COMMONFUND CAPITAL VENTURE PARTNERS X	-996.	997.	-1,993.
COMMONFUND CAPITAL VENTURE PARTNERS XI	-7.	789.	-796.
COMMONFUND CAPITAL VENTURE PARTNERS IX LP	-124.	302.	-426.
COMMONFUND CAPITAL VENTURE PARTNERS VIII	152.	8.	144.
COMMONFUND CAPITAL VENTURE PARTNERS VII	90.	0.	90.
COMMONFUND CAPITAL VENTURE PARTNERS VI LP	-112.	0.	-112.
COMMONFUND CAPITAL NATURAL RESOURCES PARTNERS X	13,546.	19,168.	-5,622.
COMMONFUND CAPITAL NATURAL RESOURCES PARTNERS IX LP	-14,035.	28,511.	-42,546.
COMMONFUND CAPITAL NATURAL RESOURCES PARTNERS VIII	52,479.	13,374.	39,105.
COMMONFUND CAPITAL NATURAL RESOURCES PARTNERS VII LP	5,640.	7,056.	-1,416.
COMMONFUND CAPITAL INTERNATIONAL PARTNERS V LP	0.	9.	-9.
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VII LP	-676.	2,901.	-3,577.
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VI LP	1,304.	823.	481.
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V LP	287.	5.	282.
COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI LP	821.	81.	740.
ACCOLADE PARTNERS VI LP	83.	4,265.	-4,182.
NORTHGATE VENTURE PARTNERS II LP	651.	0.	651.
UNIVERSITY TECHNOLOGY VENTURES	8.	0.	8.
LEGACY VENTURE IV LLC	2,964.	0.	2,964.
LEGACY VENTURE III, LLC	81.	0.	81.
VIA SEED TECH PARTNERS EXPLORER FUND LP	0.	211.	-211.
ACCOLADE PARTNERS V LP	-1,030.	5,566.	-6,596.
LEGACY VENTURE VI (QP) LLC	-14.	0.	-14.
ACCOLADE IV LP	-914.	3,045.	-3,959.
VIA SEED TECHNOLOGY PARTNERS II LP	-7.	0.	-7.
<b>TOTAL TO FORM 990-T, PAGE 1, LINE 5</b>	<b>115,305.</b>	<b>88,344.</b>	<b>26,961.</b>

FORM 4626

ALTERNATIVE MINIMUM TAX NOL DEDUCTION

STATEMENT 19

<u>TAX YEAR</u>	<u>LOSS SUSTAINED</u>	<u>LOSS PREVIOUSLY APPLIED</u>	<u>LOSS REMAINING</u>
12/31/09	45,715.	45,715.	0.
12/31/10	31,716.	31,716.	0.
12/31/11	59,034.	59,034.	0.
12/31/12	52,119.	21,542.	30,577.
12/31/13	54,933.	0.	54,933.
12/31/14	12,421.	0.	12,421.
12/31/16	25,387.	0.	25,387.
AMT NOL CARRYOVER AVAILABLE THIS YEAR			<u>123,318.</u>

**Capital Gains and Losses**  
 ▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-H, 1120-IC-DISC, 1120-L,  
 1120-ND, 1120-PC, 1120-POL, 1120-REIT, 1120-RIC, 1120-SF, or certain Forms 990-T.  
 ▶ Go to [www.irs.gov/Form1120](http://www.irs.gov/Form1120) for instructions and the latest information.

**2017**

Name **THE ZELLERBACH FAMILY FOUNDATION** Employer identification number **94-6069482**

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
<b>1a</b> Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b .....				
<b>1b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked .....				
<b>2</b> Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked .....				
<b>3</b> Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked .....	<b>3,026.</b>			<b>3,026.</b>
<b>4</b> Short-term capital gain from installment sales from Form 6252, line 26 or 37 .....				<b>4</b>
<b>5</b> Short-term capital gain or (loss) from like-kind exchanges from Form 8824 .....				<b>5</b>
<b>6</b> Unused capital loss carryover (attach computation) .....				<b>6</b> ( )
<b>7</b> Net short-term capital gain or (loss). Combine lines 1a through 6 in column h .....				<b>7</b> <b>3,026.</b>

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
<b>8a</b> Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b .....				
<b>8b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked .....				
<b>9</b> Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked .....				
<b>10</b> Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked .....	<b>44,954.</b>			<b>44,954.</b>
<b>11</b> Enter gain from Form 4797, line 7 or 9 .....				<b>11</b>
<b>12</b> Long-term capital gain from installment sales from Form 6252, line 26 or 37 .....				<b>12</b>
<b>13</b> Long-term capital gain or (loss) from like-kind exchanges from Form 8824 .....				<b>13</b>
<b>14</b> Capital gain distributions .....				<b>14</b>
<b>15</b> Net long-term capital gain or (loss). Combine lines 8a through 14 in column h .....				<b>15</b> <b>44,954.</b>

**Part III Summary of Parts I and II**

<b>16</b> Enter excess of net short-term capital gain (line 7) over net long-term capital loss (line 15) .....	<b>16</b>	<b>3,026.</b>
<b>17</b> Net capital gain. Enter excess of net long-term capital gain (line 15) over net short-term capital loss (line 7) .....	<b>17</b>	<b>44,954.</b>
<b>18</b> Add lines 16 and 17. Enter here and on Form 1120, page 1, line 8, or the proper line on other returns. If the corporation has qualified timber gain, also complete Part IV .....	<b>18</b>	<b>47,980.</b>

Note: If losses exceed gains, see **Capital losses** in the instructions.



**Part IV Alternative Tax for Corporations with Qualified Timber Gain.** Complete Part IV **only** if the corporation has

qualified timber gain under section 1201(b). Skip this part if you are filing Form 1120-RIC. See instructions.

<b>19</b> Enter qualified timber gain (as defined in section 1201(b)(2)) .....	<b>19</b>		
<b>20</b> Enter taxable income from Form 1120, page 1, line 30, or the applicable line of your tax return .....	<b>20</b>		
<b>21</b> Enter the smallest of: (a) the amount on line 19; (b) the amount on line 20; or (c) the amount on Part III, line 17 .....	<b>21</b>		
<b>22</b> Multiply line 21 by 23.8% (0.238) .....	<b>22</b>		
<b>23</b> Subtract line 17 from line 20. If zero or less, enter -0- .....	<b>23</b>		
<b>24</b> Enter the tax on line 23, figured using the Tax Rate Schedule (or applicable tax rate) appropriate for the return with which Schedule D (Form 1120) is being filed .....	<b>24</b>		
<b>25</b> Add lines 21 and 23 .....	<b>25</b>		
<b>26</b> Subtract line 25 from line 20. If zero or less, enter -0- .....	<b>26</b>		
<b>27</b> Multiply line 26 by 35% (0.35) .....	<b>27</b>		
<b>28</b> Add lines 22, 24, and 27 .....	<b>28</b>		
<b>29</b> Enter the tax on line 20, figured using the Tax Rate Schedule (or applicable tax rate) appropriate for the return with which Schedule D (Form 1120) is being filed .....	<b>29</b>		
<b>30</b> Enter the smaller of line 28 or line 29. Also enter this amount on Form 1120, Schedule J, line 2, or the applicable line of your tax return .....	<b>30</b>		

**Schedule D (Form 1120) 2017**







Name(s) shown on return. Name and SSN or taxpayer identification no. not required if shown on page 1

**Social security number or taxpayer identification no.**

**THE ZELLERBACH FAMILY FOUNDATION**

**94-6069482**

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either will show whether your basis (usually your cost) was reported to the IRS by your broker and may even tell you which box to check

**Part II Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.  
**Note:** You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the totals directly on Schedule D, line 8a; you aren't required to report these transactions on Form 8949 (see instructions).

**You must check Box D, E, or F below. Check only one box.** If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- (E)** Long-term transactions reported on Form(s) 1099-B showing basis **wasn't** reported to the IRS
- (F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed of (Mo., day, yr.)	(d) Proceeds (sales price)	(e) Cost or other basis. See the <b>Note</b> below and see <i>Column (e)</i> in the instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). <b>See instructions.</b>		(h) <b>Gain or (loss).</b> Subtract column (e) from column (d) & combine the result with column (g)
						(f) Code(s)	(g) Amount of adjustment	
	COMMONFUND CAPITAL							
	NATURAL RESOURCES							
	PARTNERS VIII -							
	PASS-THROUGH		12/31/17	212.				212.
	COMMONFUND CAPITAL							
	NATURAL RESOURCES							
	PARTNERS X -							
	PASS-THROUGH		12/31/17	3,574.				3,574.
	COMMONFUND CAPITAL							
	NATURAL RESOURCES							
	PARTNERS X -							
	PASS-THROUGH		12/31/17	22.				22.
	COMMONFUND CAPITAL							
	PRIVATE EQUITY							
	PARTNERS V LP -							
	PASS-THROUGH		12/31/17	<20.>				<20.>
	COMMONFUND CAPITAL							
	PRIVATE EQUITY							
	PARTNERS V LP -							
	PASS-THROUGH		12/31/17	<45.>				<45.>
	COMMONFUND CAPITAL							
	PRIVATE EQUITY							
	PARTNERS VI LP -							
	PASS-THROUGH		12/31/17	<2,693.>				<2,693.>
	COMMONFUND CAPITAL							
	PRIVATE EQUITY							
	PARTNERS VI LP -							
	PASS-THROUGH		12/31/17	<185.>				<185.>
	COMMONFUND CAPITAL							
	PRIVATE EQUITY							
	PARTNERS VII LP -							
	PASS-THROUGH		12/31/17	24,197.				24,197.
<b>2</b>	<b>Totals.</b> Add the amounts in columns (d), (e), (g) and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, <b>line 8b</b> (if <b>Box D</b> above is checked), <b>line 9</b> (if <b>Box E</b> above is checked), or <b>line 10</b> (if <b>Box F</b> above is checked) ▶							

**Note:** If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. Name and SSN or taxpayer identification no. not required if shown on page 1

**Social security number or taxpayer identification no.**

**THE ZELLERBACH FAMILY FOUNDATION**

**94-6069482**

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either will show whether your basis (usually your cost) was reported to the IRS by your broker and may even tell you which box to check

**Part II Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.  
**Note:** You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the totals directly on Schedule D, line 8a; you aren't required to report these transactions on Form 8949 (see instructions).

**You must check Box D, E, or F below. Check only one box.** If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- (E)** Long-term transactions reported on Form(s) 1099-B showing basis **wasn't** reported to the IRS
- (F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed of (Mo., day, yr.)	(d) Proceeds (sales price)	(e) Cost or other basis. See the <b>Note</b> below and see <i>Column (e)</i> in the instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). <b>See instructions.</b>		(h) <b>Gain or (loss).</b> Subtract column (e) from column (d) & combine the result with column (g)
						(f) Code(s)	(g) Amount of adjustment	
	COMMONFUND CAPITAL PRIVATE EQUITY							
	PARTNERS VII LP - PASS-THROUGH		12/31/17	<3,532.>				<3,532.>
	COMMONFUND CAPITAL VENTURE PARTNERS VII - PASS-THROUGH		12/31/17	4,279.				4,279.
	COMMONFUND CAPITAL VENTURE PARTNERS VII - PASS-THROUGH		12/31/17	<174.>				<174.>
	COMMONFUND CAPITAL VENTURE PARTNERS XI - PASS-THROUGH		12/31/17	1,909.				1,909.
	ENDOWMENT PRIVATE EQUITY PARTNERS IV LP - PASS-THROUGH		12/31/17	<698.>				<698.>
	ENDOWMENT PRIVATE EQUITY PARTNERS IV LP - PASS-THROUGH		12/31/17	30.				30.
	ENDOWMENT VENTURE PARTNERS V LP - PASS-THROUGH		12/31/17	<36.>				<36.>
	LEGACY VENTURE IV LLC - PASS-THROUGH		12/31/17	172.				172.
	METROPOLITAN REAL ESTATE PARTNERS GLOBAL LLC - PASS-THROUGH		12/31/17	<771.>				<771.>
	METROPOLITAN REAL ESTATE PARTNERS GLOBAL LLC - PASS-THROUGH		12/31/17	5,598.				5,598.
<b>2</b>	<b>Totals.</b> Add the amounts in columns (d), (e), (g) and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, <b>line 8b</b> (if <b>Box D</b> above is checked), <b>line 9</b> (if <b>Box E</b> above is checked), or <b>line 10</b> (if <b>Box F</b> above is checked) ▶							

**Note:** If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.



ALTERNATIVE MINIMUM TAX  
Capital Gains and Losses

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-H, 1120-IC-DISC, 1120-L, 1120-ND, 1120-PC, 1120-POL, 1120-REIT, 1120-RIC, 1120-SF, or certain Forms 990-T.  
▶ Go to [www.irs.gov/Form1120](http://www.irs.gov/Form1120) for instructions and the latest information.

**2017**

Name **THE ZELLERBACH FAMILY FOUNDATION** Employer identification number **94-6069482**

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
<b>1a</b> Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b .....				
<b>1b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked .....				
<b>2</b> Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked .....				
<b>3</b> Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked .....	<b>3,026.</b>			<b>3,026.</b>
<b>4</b> Short-term capital gain from installment sales from Form 6252, line 26 or 37 .....				<b>4</b>
<b>5</b> Short-term capital gain or (loss) from like-kind exchanges from Form 8824 .....				<b>5</b>
<b>6</b> Unused capital loss carryover (attach computation) .....				<b>6</b> ( )
<b>7</b> Net short-term capital gain or (loss). Combine lines 1a through 6 in column h .....				<b>7</b> <b>3,026.</b>

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
<b>8a</b> Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b .....				
<b>8b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked .....				
<b>9</b> Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked .....				
<b>10</b> Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked .....	<b>44,954.</b>			<b>44,954.</b>
<b>11</b> Enter gain from Form 4797, line 7 or 9 .....				<b>11</b>
<b>12</b> Long-term capital gain from installment sales from Form 6252, line 26 or 37 .....				<b>12</b>
<b>13</b> Long-term capital gain or (loss) from like-kind exchanges from Form 8824 .....				<b>13</b>
<b>14</b> Capital gain distributions .....				<b>14</b>
<b>15</b> Net long-term capital gain or (loss). Combine lines 8a through 14 in column h .....				<b>15</b> <b>44,954.</b>

**Part III Summary of Parts I and II**

<b>16</b> Enter excess of net short-term capital gain (line 7) over net long-term capital loss (line 15) .....	<b>16</b>	<b>3,026.</b>
<b>17</b> Net capital gain. Enter excess of net long-term capital gain (line 15) over net short-term capital loss (line 7) .....	<b>17</b>	<b>44,954.</b>
<b>18</b> Add lines 16 and 17. Enter here and on Form 1120, page 1, line 8, or the proper line on other returns. If the corporation has qualified timber gain, also complete Part IV .....	<b>18</b>	<b>47,980.</b>

Note: If losses exceed gains, see **Capital losses** in the instructions.



Sales and Other Dispositions of Capital Assets

Form **8949**

Department of the Treasury  
Internal Revenue Service

▶ Go to [www.irs.gov/Form8949](http://www.irs.gov/Form8949) for instructions and the latest information.  
▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

**2017**  
Attachment  
Sequence No. **12A**

Name(s) shown on return

Social security number or  
taxpayer identification no.  
**94-6069482**

**THE ZELLERBACH FAMILY FOUNDATION**

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either will show whether your basis (usually your cost) was reported to the IRS by your broker and may even tell you which box to check.

**Part I Short-Term.** Transactions involving capital assets you held 1 year or less are short-term. For long-term transactions, see page 2.

**Note:** You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the totals directly on Schedule D, line 1a; you aren't required to report these transactions on Form 8949 (see instructions).

**You must check Box A, B, or C below. Check only one box.** If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis **wasn't** reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed of (Mo., day, yr.)	(d) Proceeds (sales price)	(e) Cost or other basis. See the <b>Note</b> below and see <i>Column (e)</i> in the instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). <b>See instructions.</b>		(h) <b>Gain or (loss).</b> Subtract column (e) from column (d) & combine the result with column (g)
						(f) Code(s)	(g) Amount of adjustment	
	ACCOLADE IV LP - PASS-THROUGH ACCOLADE PARTNERS V LP - PASS-THROUGH ACCOLADE PARTNERS VI LP - PASS-THROUGH COMMONFUND CAPITAL NATURAL RESOURCES PARTNERS IX LP - PASS-THROUGH COMMONFUND CAPITAL NATURAL RESOURCES PARTNERS VII LP - PASS-THROUGH COMMONFUND CAPITAL NATURAL RESOURCES PARTNERS VIII - PASS-THROUGH COMMONFUND CAPITAL NATURAL RESOURCES PARTNERS X - PASS-THROUGH COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V LP - PASS-THROUGH COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VI LP - PASS-THROUGH		12/31/17    12/31/17   12/31/17   12/31/17   12/31/17   12/31/17   12/31/17   12/31/17   12/31/17   12/31/17   12/31/17	263.    53.    676.    22.    519.    796.    13.    3.>				263.    53.    676.    22.    519.    796.    13.    3.>
<b>2</b>	<b>Totals.</b> Add the amounts in columns (d), (e), (g) and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, <b>line 1b</b> (if <b>Box A</b> above is checked), <b>line 2</b> (if <b>Box B</b> above is checked), or <b>line 3</b> (if <b>Box C</b> above is checked) ▶			3,026.				3,026.

**Note:** If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.





ALTERNATIVE MINIMUM TAX

Name(s) shown on return. Name and SSN or taxpayer identification no. not required if shown on page 1

Social security number or taxpayer identification no.

**THE ZELLERBACH FAMILY FOUNDATION**

**94-6069482**

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**Part II Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

**Note:** You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the totals directly on Schedule D, line 8a; you aren't required to report these transactions on Form 8949 (see instructions).

**You must check Box D, E, or F below. Check only one box.** If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- (E)** Long-term transactions reported on Form(s) 1099-B showing basis **wasn't** reported to the IRS
- (F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed of (Mo., day, yr.)	(d) Proceeds (sales price)	(e) Cost or other basis. See the <b>Note</b> below and see <i>Column (e)</i> in the instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See instructions.		(h) <b>Gain or (loss).</b> Subtract column (e) from column (d) & combine the result with column (g)
						(f) Code(s)	(g) Amount of adjustment	
	COMMONFUND CAPITAL NATURAL RESOURCES PARTNERS VIII - PASS-THROUGH		12/31/17	212.				212.
	COMMONFUND CAPITAL NATURAL RESOURCES PARTNERS X - PASS-THROUGH		12/31/17	3,574.				3,574.
	COMMONFUND CAPITAL NATURAL RESOURCES PARTNERS X - PASS-THROUGH		12/31/17	22.				22.
	COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V LP - PASS-THROUGH		12/31/17	<20.>				<20.>
	COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V LP - PASS-THROUGH		12/31/17	<45.>				<45.>
	COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VI LP - PASS-THROUGH		12/31/17	<2,693.>				<2,693.>
	COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VI LP - PASS-THROUGH		12/31/17	<185.>				<185.>
	COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VII LP - PASS-THROUGH		12/31/17	24,197.				24,197.
<b>2</b>	<b>Totals.</b> Add the amounts in columns (d), (e), (g) and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, <b>line 8b</b> (if <b>Box D</b> above is checked), <b>line 9</b> (if <b>Box E</b> above is checked), or <b>line 10</b> (if <b>Box F</b> above is checked) ▶			44,954.				44,954.

**Note:** If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

ALTERNATIVE MINIMUM TAX

Name(s) shown on return. Name and SSN or taxpayer identification no. not required if shown on page 1

Social security number or taxpayer identification no.

**THE ZELLERBACH FAMILY FOUNDATION**

**94-6069482**

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either will show whether your basis (usually your cost) was reported to the IRS by your broker and may even tell you which box to check.

**Part II Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

**Note:** You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the totals directly on Schedule D, line 8a; you aren't required to report these transactions on Form 8949 (see instructions).

**You must check Box D, E, or F below. Check only one box.** If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- (E)** Long-term transactions reported on Form(s) 1099-B showing basis **wasn't** reported to the IRS
- (F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed of (Mo., day, yr.)	(d) Proceeds (sales price)	(e) Cost or other basis. See the <b>Note</b> below and see <i>Column (e)</i> in the instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See instructions.		(h) Gain or (loss). Subtract column (e) from column (d) & combine the result with column (g)
						(f) Code(s)	(g) Amount of adjustment	
	COMMONFUND CAPITAL PRIVATE EQUITY							
	PARTNERS VII LP - PASS-THROUGH		12/31/17	<3,532.>				<3,532.>
	COMMONFUND CAPITAL VENTURE PARTNERS VII - PASS-THROUGH		12/31/17	4,279.				4,279.
	COMMONFUND CAPITAL VENTURE PARTNERS VII - PASS-THROUGH		12/31/17	<174.>				<174.>
	COMMONFUND CAPITAL VENTURE PARTNERS XI - PASS-THROUGH		12/31/17	1,909.				1,909.
	ENDOWMENT PRIVATE EQUITY PARTNERS IV LP - PASS-THROUGH		12/31/17	<698.>				<698.>
	ENDOWMENT PRIVATE EQUITY PARTNERS IV LP - PASS-THROUGH		12/31/17	30.				30.
	ENDOWMENT VENTURE PARTNERS V LP - PASS-THROUGH		12/31/17	<36.>				<36.>
	LEGACY VENTURE IV LLC - PASS-THROUGH		12/31/17	172.				172.
	METROPOLITAN REAL ESTATE PARTNERS GLOBAL LLC - PASS-THROUGH		12/31/17	<771.>				<771.>
	METROPOLITAN REAL ESTATE PARTNERS GLOBAL LLC - PASS-THROUGH		12/31/17	5,598.				5,598.
<b>2</b>	<b>Totals.</b> Add the amounts in columns (d), (e), (g) and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, <b>line 8b</b> (if <b>Box D</b> above is checked), <b>line 9</b> (if <b>Box E</b> above is checked), or <b>line 10</b> (if <b>Box F</b> above is checked) ▶			44,954.				44,954.

**Note:** If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

