

2018
Return of Private Foundation

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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2018

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

For calendar year 2018 or tax year beginning , and ending

Name of foundation THE ZELLERBACH FAMILY FOUNDATION		A Employer identification number 94-6069482
Number and street (or P.O. box number if mail is not delivered to street address) 455 MARKET STREET	Room/suite 2200	B Telephone number 415-421-2629
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94105		C If exemption application is pending, check here ...▶
G Check all that apply: Initial return Initial return of a former public charity Final return Amended return Address change Name change		D 1. Foreign organizations, check here▶ 2. Foreign organizations meeting the 85% test, check here and attach computation▶
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ...▶
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 131,696,821.	J Accounting method: Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ...▶ <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	150,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	721,148.	1,766,072.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,767,470.			STATEMENT 1
	b Gross sales price for all assets on line 6a 10,195,296.				
	7 Capital gain net income (from Part IV, line 2)		8,305,675.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	1,278,254.	-792,191.		STATEMENT 3	
12 Total. Add lines 1 through 11	3,916,872.	9,279,556.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	263,750.	13,188.		250,563.
	14 Other employee salaries and wages	750,506.	88,140.		662,366.
	15 Pension plans, employee benefits	307,994.	30,770.		277,224.
	16a Legal fees STMT 4	21,770.	0.		21,770.
	b Accounting fees STMT 5	49,226.	17,048.		32,178.
	c Other professional fees STMT 6	323,059.	260,194.		62,865.
	17 Interest				
	18 Taxes STMT 7	23,687.	94,909.		61,825.
	19 Depreciation and depletion	76,133.	0.		
	20 Occupancy	309,202.	30,890.		278,312.
	21 Travel, conferences, and meetings	47,929.	4,788.		43,141.
	22 Printing and publications				
	23 Other expenses STMT 8	153,856.	3,990.		149,868.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,327,112.	543,917.		1,840,112.
	25 Contributions, gifts, grants paid	4,888,000.			4,793,000.
26 Total expenses and disbursements. Add lines 24 and 25	7,215,112.	543,917.		6,633,112.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements ...	-3,298,240.				
b Net investment income (if negative, enter -0-)		8,735,639.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only.</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	844,875.	578,105.	578,105.
	3 Accounts receivable ▶ <u>15,442.</u>			
	Less: allowance for doubtful accounts ▶	10,054.	15,442.	15,442.
	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	16,900.	17,900.	17,900.
	10a Investments - U.S. and state government obligations STMT 9	8,565,238.	8,635,689.	8,635,689.
	b Investments - corporate stock STMT 10	68,990,948.	55,704,463.	55,704,463.
	c Investments - corporate bonds STMT 11	5,202,984.	4,163,529.	4,163,529.
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 12	56,767,103.	60,647,389.	60,647,389.	
14 Land, buildings, and equipment: basis ▶ <u>2,054,912.</u>				
Less: accumulated depreciation ▶ <u>152,342.</u>	2,188,153.	1,902,570.	1,902,570.	
15 Other assets (describe ▶ SECURITY DEPOSIT)	51,783.	31,734.	31,734.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	142,638,038.	131,696,821.	131,696,821.	
Liabilities	17 Accounts payable and accrued expenses	237,056.	298,556.	
	18 Grants payable	90,700.	185,700.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	2,537,835.	2,163,335.	
23 Total liabilities (add lines 17 through 22)	2,865,591.	2,647,591.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted	139,772,447.	129,049,230.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ... ▶ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds ...			
30 Total net assets or fund balances	139,772,447.	129,049,230.		
31 Total liabilities and net assets/fund balances	142,638,038.	131,696,821.		

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	139,772,447.
2 Enter amount from Part I, line 27a	2	-3,298,240.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	136,474,207.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSSES ON INVESTMENTS	5	7,424,977.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	129,049,230.

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 SEE ATTACHMENT C	P		
b SEE ATTACHMENT C	P		
c PASSTHROUGH INVESTMENT GAINS	P		
d SALE OF SIT K-1	P		
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 1,248,165.		993,927.	254,238.
b 5,215,676.		3,702,444.	1,513,232.
c			6,502,734.
d 3,731,455.		3,695,984.	35,471.
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			254,238.
b			1,513,232.
c			6,502,734.
d			35,471.
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	8,305,675.
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))
2017	6,550,422.	132,496,218.	.049439
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

2 Total of line 1, column (d)	2	.248375
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	.049675
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	136,964,035.
5 Multiply line 4 by line 3	5	6,803,688.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	87,356.
7 Add lines 5 and 6	7	6,891,044.
8 Enter qualifying distributions from Part XII, line 4	8	6,635,022.

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	174,713.
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	174,713.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	174,713.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	110,449.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	30,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	140,449.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	34,264.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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 Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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 Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <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 2018 or the tax year beginning in 2018? 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 2018, 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions		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 2018?		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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <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 2018 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 2018.)		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 2018?		X

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

5a During the year, did the foundation pay or incur any amount to:				Yes	No
(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 If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions			N/A	5b	
Organizations relying on a current notice regarding disaster assistance, check here			<input type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?			N/A		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input type="checkbox"/> Yes	<input type="checkbox"/> No			
6a 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 Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				6b	X
If "Yes" to 6b, file Form 8870.					
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			N/A	7b	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			

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		263,750.	45,042.	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
AMY PRICE - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE 40.00	141,393.	53,910.	0.
HEATHER HONEGGER - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	FINANCE DIRECTOR 32.00	136,070.	58,344.	0.
MICHAEL SMITH - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	IT DIRECTOR 40.00	129,968.	46,357.	0.
MARGOT MELCON - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE 40.00	125,216.	31,645.	0.
NAVIN MOUL - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE 40.00	125,001.	29,752.	0.
Total number of other employees paid over \$50,000				1

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	206,760.
SILCHESTER INTERNATIONAL INVESTORS - 780 THIRD AVENUE, 42ND FLOOR, NEW YORK, NY 10017	INVESTMENT ADVISOR	124,189.
WELLINGTON TRUST COMPANY 280 CONGRESS ST, BOSTON, MA 02210	INVESTMENT MANAGER	53,434.

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	78,983,594.
b	Average of monthly cash balances	1b	825,089.
c	Fair market value of all other assets	1c	59,241,099.
d	Total (add lines 1a, b, and c)	1d	139,049,782.
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	139,049,782.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,085,747.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	136,964,035.
6	Minimum investment return. Enter 5% of line 5	6	6,848,202.

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	6,848,202.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	174,713.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	174,713.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,673,489.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,673,489.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,673,489.

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	6,633,112.
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	1,910.
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	6,635,022.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,635,022.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				6,673,489.
2 Undistributed income, if any, as of the end of 2018:				
a Enter amount for 2017 only			1,827,042.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 6,635,022.				
a Applied to 2017, but not more than line 2a			1,827,042.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	150,000.			
d Applied to 2018 distributable amount				4,657,980.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	150,000.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				2,015,509.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	150,000.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

** 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 2018, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Total SEE CONTINUATION SHEET(S) ▶ 3a				4,793,000.
b <i>Approved for future payment</i>				
Total SEE CONTINUATION SHEET(S) ▶ 3b				165,700.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f, g Fees and contracts from government agencies), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities (6,058. 14 715,090.), 5 Net rental income or (loss) from real estate (a Debt-financed property, b Not debt-financed property), 6 Net rental income or (loss) from personal property, 7 Other investment income (-105,306. 14 1,383,560.), 8 Gain or (loss) from sales of assets other than inventory (87,238. 18 1,680,232.), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (Add columns (b), (d), and (e)) (-12,010. 3,778,882. 0.), 13 Total (Add line 12, columns (b), (d), and (e)) (13 3,766,872.).

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

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). Rows are numbered 1 through 20.

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

Table with 3 columns: Question/Item, Yes, No. Includes items 1a(1) through 1c and item 1b(1) through 1b(6).

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content is N/A.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: COPY Date: EXECUTIVE DIRECTOR Title: May the IRS discuss this return with the preparer shown below? See instr. [X] Yes No

Table with 5 columns: Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN. Content includes TAMARA L. MCINERNEY, TAMARA L. MCINERN, 10/23/19, P00011797, BPM LLP, 81-4234542, 4200 BOHANNON DRIVE, SUITE 250 MENLO PARK, CA 94025-1021, 650-855-6800.

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.**
▶ **Go to www.irs.gov/Form8868 for the latest information.**

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

Enter the Return Code for the return that this application is for (file a separate application for each return) 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, 2019**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2018** or
▶ tax year beginning _____, and ending _____.

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	140,449.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	110,449.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	30,000.

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.

COPY

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SEE ATTACHMENT A 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105			SEE ATTACHMENT A	4,793,000.
Total from continuation sheets				4,793,000.

Part XV Supplementary Information (continued)

3b Grants and Contributions Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SEE ATTACHMENT B 455 MARKET STREET, SUITE 2200 SAN FRANCISCO 94105			SEE ATTACHMENT B	165,700.
Total from continuation sheets				165,700.

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 for the latest information.

OMB No. 1545-0047

2018

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 (entering "N/A" in column (b) instead of the contributor name and address), 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).

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

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE 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 THE ZELLERBACH FAMILY FOUNDATION	Employer identification number 94-6069482
---	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

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

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this info. once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE ATTACHMENT C	1,248,165.	993,927.	0.	PURCHASED	0.	254,238.

(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	5,215,676.	3,702,444.	0.	PURCHASED	0.	1,513,232.

(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
SALE OF SIT K-1	3,731,455.	3,731,455.	0.	PURCHASED	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV

0.

TOTAL TO FORM 990-PF, PART I, LINE 6A

1,767,470.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND AND INTEREST INCOME	365,054.	0.	365,054.	350,303.	
PARTNERSHIP DIVIDEND AND INTEREST INCOME	356,094.	0.	356,094.	1,415,769.	
TO PART I, LINE 4	721,148.	0.	721,148.	1,766,072.	

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	1,278,254.	-792,191.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,278,254.	-792,191.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEE	21,770.	0.		21,770.
TO FM 990-PF, PG 1, LN 16A	21,770.	0.		21,770.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	49,226.	17,048.		32,178.
TO FORM 990-PF, PG 1, LN 16B	49,226.	17,048.		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	53,434.	53,434.		0.
INVESTMENT ADVISORY FEES	206,760.	206,760.		0.
COMMUNITY ARTS PANEL	12,000.	0.		12,000.
CONSULTING	50,865.	0.		50,865.
TO FORM 990-PF, PG 1, LN 16C	323,059.	260,194.		62,865.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	-45,000.	0.		0.
PARTNERSHIP FOREIGN TAXES	0.	88,047.		0.
PAYROLL TAXES	68,687.	6,862.		61,825.
TO FORM 990-PF, PG 1, LN 18	23,687.	94,909.		61,825.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL DEVELOPMENT	20,962.	0.		20,962.
SOFTWARE LICENSING FEES	25,563.	0.		25,563.
BUSINESS INSURANCE	23,149.	2,313.		20,836.
DUES AND MEMBERSHIPS	29,420.	0.		29,420.
OFFICE EXPENSES	26,056.	53.		26,005.
ANNUAL MEETING	12,450.	0.		12,450.
TELEPHONE	16,256.	1,624.		14,632.
TO FORM 990-PF, PG 1, LN 23	153,856.	3,990.		149,868.

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		8,635,689.	8,635,689.
TOTAL U.S. GOVERNMENT OBLIGATIONS			8,635,689.	8,635,689.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			8,635,689.	8,635,689.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ARTISAN GLOBAL	4,734,031.	4,734,031.
CEVIAN CAPITAL II FUND	1,985,860.	1,985,860.
CITY OF LONDON EMERGING MARKETS	3,424,143.	3,424,143.
EDGBASTON ASIA EQUITY TRUST	2,158,250.	2,158,250.
GOTHAM ENHANCED LONG FUND	4,536,957.	4,536,957.
HIGHCLERE INTERNATIONAL SMALLER CAP	1,708,303.	1,708,303.
MATTHEWS PACIFIC TIGER	2,534,037.	2,534,037.
RS GLOBAL NATURAL RESOURCES	1,362,636.	1,362,636.
SILCHESTER INTERNATIONAL INVESTORS	10,938,115.	10,938,115.
SIT DIVIDEND GROWTH FUND	3,387,517.	3,387,517.
SNYDER CAPITAL	4,500,519.	4,500,519.
STEWART MAHOUT EM LEADERS	2,969,746.	2,969,746.
TWO SIGMA	3,990,909.	3,990,909.
VAN ECK INT INVESTORS GOLD FUND	1,086,861.	1,086,861.
VANGUARD REIT	1,296,710.	1,296,710.
WELLINGTON-CAPITAL APPRECIATION	5,089,869.	5,089,869.
TOTAL TO FORM 990-PF, PART II, LINE 10B	55,704,463.	55,704,463.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PIMCO - SHORT TERM	4,163,529.	4,163,529.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,163,529.	4,163,529.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
57 STARS GLOBAL OPPORTUNITY 3	FMV	1,973,444.	1,973,444.
57 STARS GLOBAL OPPORTUNITY 4	FMV	776,032.	776,032.
ACCOLADE PARTNERS IV	FMV	1,221,565.	1,221,565.
ACCOLADE PARTNERS V	FMV	918,094.	918,094.
ACCOLADE PARTNERS VI	FMV	140,634.	140,634.
BSP SPECIAL SITUATIONS	FMV	1,127,485.	1,127,485.
COMMONFUND CAPITAL VENTURE PTRS IX	FMV	1,775,079.	1,775,079.
COMMONFUND INTERNATIONAL V	FMV	178,339.	178,339.
COMMONFUND INTERNATIONAL VI	FMV	637,280.	637,280.
COMMONFUND NATURAL RESOURCES IX	FMV	1,746,296.	1,746,296.
COMMONFUND NATURAL RESOURCES VII	FMV	568,243.	568,243.
COMMONFUND NATURAL RESOURCES VIII	FMV	1,022,555.	1,022,555.
COMMONFUND NATURAL RESOURCES X	FMV	1,207,755.	1,207,755.
COMMONFUND PRIVATE EQUITY PTRS V	FMV	46,741.	46,741.
COMMONFUND PRIVATE EQUITY PTRS VI	FMV	198,882.	198,882.
COMMONFUND PRIVATE EQUITY PTRS VII	FMV	1,252,806.	1,252,806.
COMMONFUND VENTURE PARTNERS X	FMV	3,257,860.	3,257,860.
COMMONFUND VENTURE PARTNERS XI	FMV	1,002,297.	1,002,297.
COMMONFUND VENTURE PTRS VII	FMV	400,972.	400,972.
COMMONFUND VENTURE PTRS VIII	FMV	1,322,074.	1,322,074.
COMMONFUND VENTURE PARTNERS VI	FMV	61,249.	61,249.
DAVIDSON KEMPNER INTERNATIONAL	FMV	5,758,122.	5,758,122.
ENDOWMENT PRIVATE EQUITY PTRS IV	FMV	121,999.	121,999.
ENDOWMENT VENTURE PARTNERS V	FMV	101,869.	101,869.
FORESTER DIVERSIFIED	FMV	4,791,294.	4,791,294.
FORESTER OVERSEAS LTD	FMV	6,091,884.	6,091,884.
GREENSPRING GLOBAL VIII	FMV	763,362.	763,362.
HILDENE TARP	FMV	1,032,271.	1,032,271.
LAZARD EMERGING INCOME	FMV	4,342,034.	4,342,034.
LEGACY VENTURES III	FMV	333,578.	333,578.
LEGACY VENTURES IV	FMV	800,794.	800,794.
LEGACY VENTURES V	FMV	1,941,058.	1,941,058.
LEGACY VENTURES VI	FMV	1,683,708.	1,683,708.
LL CAPITAL I	FMV	3,423,781.	3,423,781.
LL CAPITAL II	FMV	324,416.	324,416.
VISION RIDGE SAF II	FMV	-14,333.	-14,333.
MANGROVE PARTNERS FUND	FMV	581,205.	581,205.
MAP 2004 LP	FMV	1,613,456.	1,613,456.
MAP 2012	FMV	1,403,180.	1,403,180.
METROPOLITAN REAL ESTATE GLOBAL	FMV	184,003.	184,003.
NORTHGATE VENTURE PARTNERS II	FMV	467,732.	467,732.
OZ OVERSEAS FUND	FMV	9,610.	9,610.
TIFF MODERN VENTURE 1.0	FMV	1,777,911.	1,777,911.
TIFF REALTY & RESOURCES II	FMV	574,121.	574,121.
UNIVERSITY TECHNOLOGY VENTURES	FMV	43,411.	43,411.
VIA SEED TECH PARTNERS III E	FMV	341,185.	341,185.
VIA SEED TECH PARTNERS III P	FMV	193,783.	193,783.
VIA SEED TECHNOLOGY PARTNERS II	FMV	1,126,273.	1,126,273.
TOTAL TO FORM 990-PF, PART II, LINE 13		60,647,389.	60,647,389.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 13

<u>DESCRIPTION</u>	<u>BOY AMOUNT</u>	<u>EOY AMOUNT</u>
DEFERRED TAXES	512,835.	346,335.
LEASE LIABILITY	2,025,000.	1,817,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	2,537,835.	2,163,335.

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

THE ZELLERBACH FAMILY FOUNDATION

94-6069482

ALLISON MAGEE
455 MARKET STREET, SUITE 2200
SAN FRANCISCO, CA 94105

EXECUTIVE DIRECTOR

40.00

263,750.

45,042.

0.

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

263,750.

45,042.

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

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).

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
Immigrants and Refugees				
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 who reside in Alameda, Contra Costa, and San Francisco Counties.	\$26,500 \$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 immigrants in partnerships with state and local immigrants' rights	\$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 provide community education, outreach and services to citizenship-eligible immigrants in Alameda and Contra Costa Counties.	\$40,000
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 634 S. Spring St, Suite 600A Los Angeles, CA 90014		PC 501 (C) 3	To support Strategic Communications and Community Outreach that advance the well being and full inclusion of immigrants in California.	\$40,000
Californians Together 525 E. 7th Street, Suite 215 Long Beach, CA 90813		PC 501 (C) 3	To support an effort that will provide resources to educators, administrators and districts to ensure a safe learning environments for immigrant and refugee students.	\$25,000
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.	\$45,000
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
Centro Legal de la Raza 3400 East 12th Street Oakland, CA 94601		PC 501 (C) 3	To support the Post Release Accompaniment Project at detention facilities within San Francisco Immigration Court's jurisdiction.	\$25,000
			To support the provision of immigrant legal services in the Bay Area	\$70,000
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 the provision of immigrant legal services in the Bay Area.	\$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
East Bay Community Foundation 200 Frank H. Ogawa Plaza Oakland, CA 94612		PC 501 (C) 3	To support a fair and complete Census 2020 count for the Bay Area.	\$20,000
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.	\$30,000
Immigrants Rising 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	\$40,000
Grantmakers Concerned w Immigrants and Refugees 7151 Wilton Ave. #202 Sebastapol, CA 95472		PC 501 (C) 3	To support the statewide California Immigrant Integration Initiative	\$11,000

The Zellerbach Family Foundation FEIN: 94-6069482
 Form 990-PF Part XV, Line 3 - Grants Paid - Attachment A
 For the Year Ended 12/31/2018

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Immigrant Legal Resource Center 1663 Mission St., Suite 602 San Francisco, CA 94103		PC 501 (C) 3	To support immigration legal services with Attorney of the Day and USCIS Liaison Programs.	\$70,000
			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.	\$50,000
International Institute of the Bay Area 1111 Market Street 4th Floor San Francisco, CA 94103		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 Northern California Collaborative for Immigrant Justice and the Northern California Rapid Response and Immigrant Defense Network.	\$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.	\$55,000
Legal Aid at Work 180 Montgomery Street, Suite 600 San Francisco, CA 94104		PC 501 (C) 3	To support a legal clinic that will utilize the mechanic's lien process and popular education as a means of addressing the rampant wage theft experienced by immigrant workers in the	\$80,000
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.	\$40,500
Oasis Legal Services 1330 Broadway, Suite 428 Oakland, CA 94612		PC 501 (C) 3	To support provision of legal services for asylum seekers who are LGBTQIA+ and to provide training and mentorship to pro bono attorneys and law students.	\$30,000
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.	\$65,000
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.	\$55,000
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.	\$40,000

Immigrants and Refugees sub-total \$1,843,000

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Improving Human Service Systems				
A Better Way, Inc. 3200 Adeline Street Berkeley, CA 94703		PC 501 (C) 3	To provide support for the Parent and Caregiver Advisory Group for Alameda County Children of Incarcerated Parents Partnership (ACIPP).	\$25,000
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.	\$60,000
			To support Technical Assistance and Capacity-Building for Juvenile Defense Attorneys.	\$40,000
Butler Koshland Fellowships 156 2nd Street San Francisco, CA 94105	Community Initiatives 1000 Broadway, Suite 480 Oakland, CA 94607	PC 501 (C) 3	To support a one-year fellowship at the Haywood Burns Institute for an emerging leader in justice reform to help advance the work of the Institute and learn from leaders in the field.	\$75,000
One Day at a Time 331 Pine St. Brentwood, CA 94513	Community Initiatives 1000 Broadway, Suite 480 Oakland, CA 94607	PC 501 (C) 3	To support the launch of a youth communications initiative that amplifies the voices of a new generation coming of age in East Contra Costa County.	\$50,000
California Child Welfare Co-Investment Partnership Oakland, CA 94612	Community Initiatives 1000 Broadway, Suite 480 Oakland, CA 94607	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
Genesis Healing Institute 4800 Kokomo Dr. Apt. 2214 Sacramento, CA 95835	Community Initiatives 1000 Broadway, Suite 480 Oakland, CA 94607	PC 501 (C) 3	To support a new program that provides Bay Area advocates of color with holistic and integrative healing.	\$10,000
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 continuation of Bay Area Youth Leadership Academy; youth leadership and development through Z Plus; and the Continuum of Care Reform implementation.	\$125,000
			To support the transition of the Foster Youth Museum to an independent, sustainable entity.	\$25,000
Children Now 1404 Franklin Street, Suite 700 Oakland, CA 94612		PC 501 (C) 3	To support ongoing efforts to bring together advocates and statewide leadership from behavioral health and child welfare to develop a coordinated, triaged response to foster youth in crisis.	\$50,000
Coalition for California's Children 1450 Taylor Street #5 San Francisco, CA 94133	New Venture Fund 1201 Connecticut Ave NW, Suite 300 Washington, DC 20036	PC 501 (C) 3	To support a public/private coalition-building effort that can transform outcomes for children by leveraging behavioral health policy.	\$150,000
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 provide general operating support for an organization that engages youth and families impacted by incarceration.	\$150,000
East Bay Agency for Children 303 Van Buren Avenue Oakland, CA 94610		PC 501 (C) 3	To support Trauma Transformed, a regional collaborative to transform overlapping systems that care for children and youth.	\$50,000
			To support a convening of staff from San Francisco's Child, Youth and Family System of Care and community-based partners.	\$10,000
East Bay Family Defenders 101 Callan Avenue, Suite 210 San Leandro, CA 94577	Dependency Advocacy Center 111 W. Saint John St., STE 333 San Jose, CA 95113	PC 501 (C) 3	To support the implementation of a program that prevents foster care placement and promotes family reunification by providing support to parents and caregivers facing child welfare	\$80,000
Foster Youth in Action 2140 Shattuck Ave., Suite 504 Berkeley, CA 94704		PC 501 (C) 3	To support intensive training and coaching for foster youth-led organizing to staff, volunteers and youth involved in Bay Area foster youth advocacy groups.	\$25,000
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
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
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

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Root & Rebound 1730 Franklin St., Suite 300 Oakland, CA 94612		PC 501 (C) 3	To provide continued training and guidance to assist incarcerated individuals, family members and the organizations that support them to prepare for release and reentry.	\$25,000
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 explore opportunities to inform local and statewide policy, and advise the California Children's Trust, based on practice-based evidence in child and family resiliency.	\$80,000
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
Alameda County Children of Incarcerated Parents Partnership (ACCIIPP)	Marcus Foster Education Institute 610 16th Street, Suite 400 Oakland, CA 94612	PC 501 (C) 3	To support ACCIPP, a collaboration of public and private agencies.	\$50,000
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
Sierra Health Foundation Center for Health Program Management 1321 Garden Hwy Sacramento, CA 95833		PC 501 (C) 3	To support the participation of Bay Area organizations in the statewide Positive Youth Justice Initiative.	\$75,000
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.	\$30,000
The Alliance for Children's Rights 3333 Wilshire Blvd., Suite 550 Los Angeles, CA 90010		PC 501 (C) 3	To support a better understanding of how diverting children from formal foster care impacts their caregivers.	\$90,000
Young Women's Freedom Center 832 Folsom St., Suite 700 San Francisco, CA 94104		PC 501 (C) 3	To provide general operating support for an organization that builds a movement of formerly incarcerated and system involved young women.	\$25,000
Youth Law Center 832 Folsom St., Suite 700 San Francisco, CA 94104		PC 501 (C) 3	To support advocacy in six Bay Area counties committed to the Quality Parenting Initiative to transform agency practice.	\$50,000

Improving Human Service Systems sub-total \$1,820,000

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Grant Support				
Alliance for Justice 11 Dupont Circle NW, Suite 500 Washington, DC 20036		PC 501 (C) 3	To support technical assistance and training for Bay Area non-profit organizations.	\$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.	\$20,000
Grantmakers for Effective Organizations 1725 DeSales St. NW #404 Washington, DC 20036		PC 501 (C) 3	To support the 2018 National Conference in San Francisco April 30-May 2.	\$5,000
Grantmakers in the Arts 4055 21st Avenue West, Suite 100 Seattle, WA 98199		PC 501 (C) 3	To support the 2018 GIA Conference in Oakland, October 21-24.	\$10,000
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.	\$10,000
Robert "Bob" Hicks Foundation 2682 South Carolina Road Bogalusa, LA 70427		PC 501 (C) 3	To support the Robert Hicks Civil Rights Museum and Cultural Center.	\$10,000
San Francisco Botanical Garden Society 1199 9th Avenue San Francisco, CA 94122		PC 501 (C) 3	To support maintenance of the Jennie B. Zellerbach Garden at the San Francisco Botanical Garden Society.	\$10,000

Grant Support sub-total \$90,000

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Promoting Culture				
American Conservatory Theater 30 Grant Avenue, 7th Floor San Francisco, CA 94108		PC 501 (C) 3	To support ArtShare, a community space-sharing initiative designed to provide performance space in which artists and organizations without a home can present thought-provoking	\$10,000
Bay Area Music Consortium San Francisco, CA	InterMusic SF 901 Mission Street, Suite 306 San Francisco, CA 94103	PC 501 (C) 3	To support the Bay Area Music Consortium, a partnership between four chamber music organizations, to collaboratively curate and present a series of concerts.	\$10,000
Cal Performances Berkeley, CA	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 the general operations of the Community Music Center.	\$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.	\$25,700
Golden Thread Productions 1695 18th Street #C101 Annex San Francisco, CA 94107		PC 501 (C) 3	To support production of the New Threads Staged Reading Series and an adaption of One Thousand and One Nights, directed by Evren Odcikin.	\$7,500
Latin Ballet of Virginia 2880 Mountain Road Glen Allen, VA 2360		PC 501 (C) 3	To support the preview performance of Radical Acts of Love, a site specific work created in collaboration with the Davalos Dance Company and the local community.	\$7,500
Intersection for the Arts 925 Mission Street, Suite 300 San Francisco, CA 94104		PC 501 (C) 3	To support the visual art practice of Taraneh Hemami.	\$7,500
Hillbarn Theatre Inc. 1285 East Hillside Blvd. Foster City, CA 94404		PC 501 (C) 3	To support the production of the play Writing Fragments Home by Jeffrey Lo.	\$7,500
Yerba Buena Arts & Events 760 Howard St. San Francisco, CA 94103		PC 501 (C) 3	To support two new compositions for Septet and Quintet by Marcus Shelby.	\$7,500
Hope Mohr Dance P.O. Box 225237 San Francisco, CA 94122		PC 501 (C) 3	To support the dance production of "extreme lyric I" by Hope Mohr Dance.	\$7,500
Fine Arts Museums of San Francisco 50 Hagiwara Tea Garden Drive San Francisco, CA 94118		PC 501 (C) 3	To support education programs of the Fine Arts Museums.	\$10,000
Ragged Wing Ensemble 1540 Broadway Oakland, CA 94612		PC 501 (C) 3	To support the collaborative exploration of new models of arts organization structure, led by members of The Flight Deck.	\$9,300
San Francisco Ballet Association 455 Franklin Street San Francisco, CA 94102		PC 501 (C) 3	To support 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 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 education programs of the San Francisco Symphony.	\$10,000
Theatre Bay Area 1119 Market St. floor 2 San Francisco, CA 94103		PC 501 (C) 3	To support facilitation of Equity, Diversity and InculSION training for a cohort of Bay Area theater companies, and subsequent dissemination of learnings.	\$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 subsidizes performance costs of small-to mid-sized ZFF grantees presenting their work at the Yerba Buena Center for the Arts.	\$10,000
Z Space Studio 499 Alabama St. Suite 450 San Francisco, CA 94110		PC 501 (C) 3	To subsidize space rental for Bay Area arts organizations to perform.	\$10,000
Promoting Culture sub-total				\$240,000

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Community Arts				
San Francisco Black Film Festival	African American Art and Culture Center 762 Fulton St., Suite 301 San Francisco, CA 94102	PC 501 (C) 3	2018 San Francisco Black Film Festival	\$2,600
Jon Jang Performances	Asian Pacific Islander Cultural Center 934 Brannan Street San Francisco, CA 94103	PC 501 (C) 3	The Pledge of BlackAsian Allegiance: A Tribute	\$7,500
Asian Improv Arts			New Stories In Motion	\$4,000
Lenora Lee Dance			Beneath The Surface	\$10,000
Asian Pacific Islander Cultural Center			Project Landscapes: Collectives, Objects, Futures	\$4,400
Linda Tillery and the Cultural Heritage Choir	Berkeley Society for the Preservation of Traditional Music 2020 Addison St. Berkeley, CA 94704	PC 501 (C) 3	Linda Tillery 70th Birthday Concert	\$5,000
Brava! for Women in the Arts	Brava! for Women in the Arts	PC 501 (C) 3	Masters of the Currents	\$6,500
Black Artists Contemporary Cultural Experience	2781 24th street		An American Ma(u)l	\$7,500
Tina D'Elia, Artist	San Francisco, CA 94110		Overlooked Latinas	\$1,000
Van-Anh Vanessa Vo	Chopsticks Alley Art 88 S. 3rd St #183 San Jose, CA 95113	PC 501 (C) 3	Women's Voices	\$5,000
Zoo Labs	Community Initiatives 1000 Broadway, Suite 480 Oakland, CA 94607	PC 501 (C) 3	Embedded	\$3,000
CounterPulse	CounterPulse	PC 501 (C) 3	Artist Residency & Commissioning Program 2018	\$7,500
KD/MovingGround	80 Turk St.		Centennial Reckoning	\$3,000
OX Project	San Francisco, CA 94102		EXTRA EXTRA	\$1,500
AfroSolo Theatre Company	Cultural Odyssey	PC 501 (C) 3	24th Annual AfroSolo Arts Festival	\$1,500
Just Like A Woman	762 Fulton St., Suite 306 San Francisco, CA 94102		Just Like A Woman (JLAW)	\$5,000
Alive & Well Productions	Dancers Group	PC 501 (C) 3	Someone's Dead Already	\$3,000
ALTERNATIVA	44 Gough St., Suite 201		FRESH Festival 2019 Performances	\$7,500
David Herrera Performance Company	San Francisco, CA 94103		"Resurrection of Everyday People"	\$5,000
Dohee Lee Puri Arts			MU/巫: World Refugee Day Festival	\$4,500
iFLACC!			Festival of Latin American Contemporary Choreographers 2018	\$10,000
Funsch Dance Experience			Mother, Sister, Daughter, Marvel	\$3,000
James Graham Dance Theatre			Mind Crafts	\$4,500
Lauren Simpson Dance			Performance of "Dance Exhibit" at Minnesota Street Project	\$5,000
Monique Jenkinson/Fauxnique			Girl	\$2,500
Risa Jaroslow & Dancers			At Your Service	\$3,000
tinypistol			kosmos	\$5,000
Wax Poet(s)			fey/done/a/weigh	\$5,000
When Eyes Speak			WHEN EYES SPEAK	\$4,000
Dandelion Dancetheater	Dandelion Dancetheater		PC 501 (C) 3	We Are All Dragons in Drag
Chris Evans	8139 Winthrop Street Oakland, CA 94605	Reconstructions		\$2,250
Aisan Hoss	Diaspora Arts Connection 256 Sunset Drive Hercules, CA 94547	PC 501 (C) 3	Nuance	\$1,850
Dimensions Dance Theater, Inc.	Dimensions Dance Theater, Inc.	PC 501 (C) 3	Held In Sanctum	\$5,000
The Kendra Kimbrough Dance Ensemble	1428 Alice St., Suite 308 Oakland, CA 94612		Red Zone (Working Title)	\$3,000
Love the Bulb	Earth Island Institute Inc. 2150 Allston Way, Suite 460 Berkeley, CA 94704	PC 501 (C) 3	Bulbfest Spring 2019	\$2,000
Eastside Arts Alliance	Eastside Arts Alliance	PC 501 (C) 3	LIVE ARTS IN RESISTANCE (LAIR)	\$8,500
John Santos Sextet	P O Box 17008		Afro-Latinación: Rhythm & The Word	\$5,000
The House of Malico	Oakland, CA 94601		Elements Festival	\$1,000
OnenessButoh	Fractured Atlas 248 W 35th St, Floor 10 New York, NY 10001	PC 501 (C) 3	Ode to Minamata	\$3,000
Fresh Meat Productions	Fresh Meat Productions	PC 501 (C) 3	2018 FRESH MEAT FESTIVAL of transgender & queer performance	\$9,000
San Francisco Transgender Film Festival	375 27th Street #A San Francisco, CA 94131		2018 San Francisco Transgender Film Festival	\$4,500
Golden Thread Productions	Golden Thread Productions	PC 501 (C) 3	Love, Bombs, & Apples	\$7,500
Zahra Comedy LLC	1695 18th St. #C101 Annex San Francisco, CA 94107		On Behalf of All Muslims	\$2,500
Ohlone Profiles Project	Independent Arts and Media P.O. Box 420442 San Francisco, CA 94142	PC 501 (C) 3	Ohlone, Pomo, Miwok: Big Time Gathering	\$7,000

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 For the Year Ended 12/31/2018

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Intermusic SF	Intermusic SF	PC 501 (C) 3	SF Music Day 2018	\$3,750
Amaranth Quartet	901 Mission Street Suite 306		Commission by Sahba Aminikia	\$2,000
Lisa Mezzacappa	San Francisco, CA 94103		Lisa Mezzacappa Six: Cosmicomics	\$1,000
Alphabet Rockers	Intersection for the Arts	PC 501 (C) 3	A to Ze: the LGBTQI+ Family Hip Hop Concert	\$5,000
Awesöme Orchestra Collective	1448 Market St.		Awesöme Orchestra Collective's End of Year Concert 2018	\$1,500
BoomShake Music	San Francisco, CA 94102		Everybody Wants to Live in Oakland	\$7,500
Campo Santo			Casa de Spirits	\$10,000
CTRL+SHFT Collective			CTRL+SHFT Collective's 2019 Exhibitions	\$4,000
Embodiment Project			Ancient Children	\$5,000
Erika Chong Shuch Performance Project			TheaterTheater	\$3,000
Ferocious Lotus			Two Mile Hollow	\$8,400
Ictus			Last Days at Pu'unene Mill	\$4,000
Interface Gallery			Interface Gallery Programming 2018/19	\$2,500
Jazz in the Neighborhood			Mission Jazz	\$4,500
Red Poppy Art House			Holding the Center: Red Poppy Art House Performance Program	\$7,500
San Francisco Zine Fest			17th Annual San Francisco Zine Fest	\$2,500
Timeless Infinite Light			Demasiado: Queer Latinx Excess	\$2,000
Urban Jazz Dance			The Sixth Annual Bay Area International Deaf Dance Festival	\$7,500
Jess Curtis/Gravity	Jess Curtis/Gravity	PC 501 (C) 3	Beyond Gravity	\$8,000
Abby Crain projects	849 Divisadero Ste 4 San Francisco, CA 94117		VELVET	\$1,000
Kala Art Institute	Kala Art Institute	PC 501 (C) 3	Kala Art Institute's Artists' Annual: Fresh Work exhibition	\$6,000
Sonya Rapoport Legacy Trust	1060 Heinz Avenue Berkeley, CA 94710		Rapoport Remembered	\$2,000
Bay Area Flamenco	La Peña Cultural Center	PC 501 (C) 3	ABANICO: A Showcase of Flamenco in the Bay Area	\$7,500
Jovelyn Richards	3105 Shattuck Ave. Berkeley, CA 94705		9-1-1 WHAT'S YOUR EMERGENCY?	\$1,700
Mission Cultural Center For Latino Arts	Mission Cultural Center For Latino Art	PC 501 (C) 3	The Prida Project	\$3,000
Piñata Dance Collective	2868 Mission St. San Francisco, CA 94110		Piñata En L'air	\$1,500
Pan African Reunion	Oakland Parks and Recreation Foundation PO Box 13267 Oakland, CA 94661	PC 501 (C) 3	Pan African Family Reunion	\$6,000
Lead to Life	Planting Justice 3443 San Pablo Ave Oakland, CA 94608	PC 501 (C) 3	Lead to Life: A People's Alchemy for Regeneration	\$1,500
Poetry Flash	Poetry Flash	PC 501 (C) 3	Literary Presenting and Publishing Project	\$2,240
Watershed Environmental Poetry Festival	1450 Fourth Street #4 Berkeley, CA 94710		Watershed Environmental Poetry Festival	\$2,500
Pro Arts Inc.	Pro Arts Inc.	PC 501 (C) 3	Visual Art Season 2018	\$7,000
Bench Projects	150 Frank H Ogawa Plaza Oakland, CA 94612		Bench Projects	\$1,850
QCC: The Center for LGBT Art & Culture	QCC: The Center for LGBT Art & Culture	PC 501 (C) 3	2018 National Queer Arts Festival	\$5,600
Chrysalis Studio	762 Fulton Street		2019 Queer Ancestors Project Exhibition Opening & Closing	\$1,500
Creative Labor	San Francisco, CA 94102		A History of Violence	\$3,200
Queer Rebels Productions			10th Anniversary Queer Rebels Fest	\$2,000
Still Here Productions			Still Here VI: Sanctuary City	\$3,000
Topsy-Turvy Queer Circus			Topsy-Turvy Queer Circus Presents PARADISE3	\$2,500
Shapeshifters Cinema	San Francisco Cinematheque 55 Taylor Street San Francisco, CA 94102	PC 501 (C) 3	Shapeshifters Cinema	\$1,000
Molly Rose-Williams	Shawl-Anderson Modern Dance Center	PC 501 (C) 3	Dancing Social Movement	\$1,500
pateldanceworks	2704 Alcatraz Ave. Berkeley, CA 94705		all the things we'll never be	\$1,000
EarthChild/Keisha Turner	Social Good Fund Inc.	PC 501 (C) 3	We.Here.Now- She Lives	\$1,500
The Umoja Festival	P.O. Box 5473		The Umoja Festival	\$8,000
There Is No Time	Richmond, CA 94801		Forever, A Moment: Black Meditations on Time and Space	\$5,000
SOMArts	SOMArts	PC 501 (C) 3	SOMArts Día de los Muertos Exhibition 2018	\$10,000
Reorienting the Imaginaries	934 Brannan Street		Reorienting the Imaginaries	\$5,000
The Black Woman is God	San Francisco, CA 94103		The Black Woman Is God: Crowns and Gowns	\$8,000
The Dance Brigade	The Dance Brigade	PC 501 (C) 3	D.I.R.T. Festival - Dance In Revolt(ing) Times: storm SURGE	\$10,000
Crescent Moon Theater Productions	3316 24th St.		Blessed Unrest	\$5,000
The African & African American Performing	San Francisco, CA 94110		Black Choreographers Festival: Here & Now – 2019	\$8,000
Brian Copeland	The Marsh 1062 Valencia St. San Francisco, CA 94110	PC 501 (C) 3	GRANDMA & ME	\$3,000

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Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
The University Corporation, San Francisco State	The University Corporation, San Francisco State	PC 501 (C) 3	BUILDING COMMUNITY	\$2,000
Paul Longmore Institute on Disability at San Francisco State	1600 Holloway Ave., ADM 361 San Francisco, CA 94132		Superfest Disability Film Festival	\$4,000
World Arts West	World Arts West	PC 501 (C) 3	Manos de Mujer a la Obra	\$1,500
Cunamacue	2 Marina Blvd. San Francisco, CA 94123		Diablos en las Calles de Oakland	\$1,500
3rd I South Asian Independent Film		PC 501 (C) 3	16th Annual San Francisco international South Asian Film Festival	\$1,250
992 Valencia Street San Francisco, CA 94110				
509 Cultural Center		PC 501 (C) 3	A Proper Mural	\$5,000
1007 Market Street San Francisco, CA 94103				
African-American Shakespeare Company		PC 501 (C) 3	For Colored Girls Who Have Considered Suicide When the Rainbow is Enuf	\$7,000
762 Fulton Street, Suite 305 San Francisco, CA 94102				
Aggregate Space Gallery		PC 501 (C) 3	Aggregate Space Gallery Exhibitions and Public Programs Season 2019	\$7,500
801 West Grand Avenue Oakland, CA 94607				
American Indian Child Resource Center		PC 501 (C) 3	Uplifted: Building upon our Foundation	\$1,200
522 Grand Avenue Oakland, CA 94610				
Amy Seiwert's Imagery		PC 501 (C) 3	SKETCH 8 Origin Stories	\$5,000
613 Peralta Avenue San Francisco, CA 94110				
Anne Bluethenthal and Dancers		PC 501 (C) 3	Skywatchers 7th Annual Performance Installation	\$7,500
3574 22nd Street San Francisco, CA 94114				
Art of the Matter		PC 501 (C) 3	Studio 210 Summer Residency	\$2,000
3288 21st Street #71 San Francisco, CA 94110				
ARTSPAN		PC 501 (C) 3	Summer Window Display Artwalk	\$4,000
934 Brannan Street San Francisco, CA 94103				
Asian American Women Artists Association		PC 501 (C) 3	Agrarianaa: Art Inspired by APA Agricultural Roots	\$7,500
1890 Bryant St., Suite 302 San Francisco, CA 94110				
AXIS Dance Company		PC 501 (C) 3	AXIS Celebrates 30 years of paving the way for physically integrated artistry!	\$5,000
1428 Alice Street, Suite 200 Oakland, CA 94612				
Bindlestiff Studio		PC 501 (C) 3	Chasing Papeles	\$6,560
185 6th Street San Francisco, CA 94103				
Canyon Cinema Foundation		PC 501 (C) 3	Canyon Cinema Salon Series (Fall 2018 - Winter 2019 season)	\$1,750
1777 Yosemite Ave., Suite 210 San Francisco, CA 94124				
Chinese Cultural Productions		PC 501 (C) 3	Lily Cai Dance Company 2018 Home Season Concert	\$5,000
2 Marina Blvd, Bldg C-353 San Francisco, CA 94123				
Chitresh Dance Institute		PC 501 (C) 3	Noor - The Path of Light	\$4,000
16 Havelock Street San Francisco, CA 94112				
Circo Zero		PC 501 (C) 3	Crotch	\$2,000
2842 Folsom Street San Francisco, CA 94102				
Composers, Inc.		PC 501 (C) 3	5th Annual !BAMM! 2018 Concert	\$1,500
PO Box 1282 Berkeley, CA 94701				
Crowded Fire Theater Company		PC 501 (C) 3	Crowded Fire's Bay Area Premiere of CHURCH by Young Jean Lee	\$7,500
1695 18th St., C101 Annex San Francisco, CA 94107				
CubaCaribe		PC 501 (C) 3	14th Annual CubaCaribe Festival of Dance and Music	\$3,500
60 29th St., Suite 315 San Francisco, CA 94110				
Cultura Y Arte Nativa De Las Americas		PC 501 (C) 3	Carnaval San Francisco 2018	\$10,000
1333 Florida Street San Francisco, CA 94110				

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Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Cutting Ball Theater 141 Taylor Street San Francisco, CA 94102		PC 501 (C) 3	The Tenderloin Tour	\$5,000
Del Sol Performing Arts Organization 751 - 47th Avenue San Francisco, CA 94121		PC 501 (C) 3	Pacific Pythagorean Festival: San Francisco's Just Intonation Festival	\$2,000
Diamano Coura West African Dance Co 1428 Alice Street, #201 Oakland, CA 94612		PC 501 (C) 3	Collage des Cultures Africaines - Africa Rising II	\$6,000
Ensemble Mik Nawooj PO Box 72412 Oakland, CA 94612		PC 501 (C) 3	Banish Darkness	\$6,000
Epiphany Productions Sonic Dance Theater 901 Mission St., Suite 306 San Francisco, CA 94103		PC 501 (C) 3	San Francisco Trolley Dances 2018	\$6,000
EXITHEATRE 156 Eddy St San Francisco, CA 94102		PC 501 (C) 3	2018 San Francisco Fringe Festival	\$3,000
FACT/SF 80 Turk St. San Francisco, CA 94102		PC 501 (C) 3	Summer Dance Festival	\$4,000
Flyaway Productions 1068 Bowdoin Street San Francisco, CA 94134		PC 501 (C) 3	The Wait Room, Part 1 of the The DECARCERATION TRILOGY	\$2,000
foolsFURY Theater Company 901 Mission Street #306 San Francisco, CA 94103		PC 501 (C) 3	2018 FURY Factory Festival of Ensemble and Devised Theater	\$5,000
Friends of Peralta Hacienda Historical Park 2465 34th Avenue Oakland, CA 94601		PC 501 (C) 3	Undocumented Heart: Oakland's Day Laborers Tell Their Stories	\$5,000
Garrett + Moulton Productions 351 Shotwell St. San Francisco, CA 94110		PC 501 (C) 3	"Free-For-All"	\$3,000
Golden Gate Performing Arts 526 Castro Street San Francisco, CA 94114		PC 501 (C) 3	San Francisco Gay Men's Chorus: Unbreakable	\$10,000
Gritty City Repertory Youth Theatre 1540 Broadway Oakland, CA 94612		PC 501 (C) 3	Caught Up	\$7,500
Just Theater Inc. 5520 Shattuck Avenue Oakland, CA 94609		PC 501 (C) 3	New Play Lab	\$3,000
Kearny Street Workshop, Inc. 1246 Folsom Street, Suite 100 San Francisco, CA 94103		PC 501 (C) 3	APAture 2018	\$8,000
Kitka, Inc. 1201 Martin Luther King Jr. Way Ste 103 Oakland, CA 94612		PC 501 (C) 3	Wintersongs 2018	\$2,500
Kulintang Arts Inc. 1010 Mission Street San Francisco, CA 94103		PC 501 (C) 3	Incarcerated 6x9	\$7,500
Living Jazz 1728 San Pablo Avenue Oakland, CA 94612		PC 501 (C) 3	Rhythm & Blues and the Civil Rights Movement	\$7,500
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	In Old Age by Mfoniso Udofia	\$5,500
Mediate Art Group 55 Taylor Street San Francisco, CA 94102		PC 501 (C) 3	Soundwave ((8)) - Infrastructure	\$2,000
Mixed Bag Productions 499 Alabama St. #202 San Francisco, CA 94110		PC 501 (C) 3	Echo/Riding the Rapids	\$6,000

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 For the Year Ended 12/31/2018

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Museum of the African Diaspora 685 Mission Street San Francisco, CA 94105		PC 501 (C) 3	Black Refractions Symposium	\$1,500
Oakland Interfaith Gospel Choir Inc 655 13th St., Suite 301 Oakland, CA 94612		PC 501 (C) 3	Spring Musical Concert	\$4,500
ODC Theater 3153 17th Street San Francisco, CA 94110		PC 501 (C) 3	Byb Chanel Bibene's "Nkinsi Nkondi, A Divine Sculpture from Central Africa"	\$3,000
Omnira Institute 2151 47th Avenue, Apartment A Oakland, CA 94601		PC 501 (C) 3	The Fifth Annual Black-Eyed Pea Festival	\$2,500
Playwrights Foundation 1616 16th St. #350 San Francisco, CA 94103		PC 501 (C) 3	41st Annual Bay Area Playwrights Festival	\$5,000
Pomeroy Recreation & Rehabilitation Center 207 Skyline Blvd. San Francisco, CA 94132		PC 501 (C) 3	AXIS Dance Company at Pomeroy	\$1,000
Precita Eyes Muralists 2981 24th St. San Francisco, CA 94110		PC 501 (C) 3	Precita Eyes Legacy Community Mural Project	\$8,000
PUSH Dance Company 179 Oak St. Suite J San Francisco, CA 94102		PC 501 (C) 3	Codelining	\$6,500
Queer Women of Color Media Arts Project 59 Cook Street San Francisco, CA 94118		PC 501 (C) 3	14th annual Queer Women of Color Film Festival: Indigenous Futures	\$7,000
RADAR Productions 1391 20th Ave #1 San Francisco, CA 94122		PC 501 (C) 3	THE BATHROOM LINE: Queer Intimacy in Public Spaces	\$1,900
Ragged Wing Ensemble 1540 Broadway Oakland, CA 94612		PC 501 (C) 3	Time Sensitive	\$6,000
RAWDANCE 105 Sanchez Street San Francisco, CA 94114		PC 501 (C) 3	"14" a part of RAWdance's home season Roar at YBCA Forum	\$3,000
Richmond Art Center 2540 Barrett Avenue Richmond, CA 94804		PC 501 (C) 3	Art of the California -Mexico Borderlands	\$4,000
Richmond Main Street Initiative 1015 Nevin Ave, Suite 105 Richmond, CA 94806		PC 501 (C) 3	Spirit & Soul Festival	\$3,000
Root Division 1131 Mission Street San Francisco, CA 94103		PC 501 (C) 3	Second Saturday Exhibition Series	\$7,000
SAFEhouse for the Performing Arts 1 Grove St. San Francisco, CA 94102		PC 501 (C) 3	RAW (resident artist workshop)	\$10,000
San Francisco Beautiful 100 Bush Street #1812 San Francisco, CA 94104		PC 501 (C) 3	SF Beautiful MUNI ART 2019	\$3,500
San Francisco Chamber Orchestra Inc. 601 Van Ness Avenue Suite E-517 San Francisco, CA 94102		PC 501 (C) 3	Positively Sinful	\$3,000
San Francisco Flamenco Dance Company 577 Shotwell Street San Francisco, CA 94110		PC 501 (C) 3	Volver	\$1,500
San Francisco Live Arts 2097 Turk Street San Francisco, CA 94115		PC 501 (C) 3	Immigrant Voices II	\$6,000
San Francisco Mime Troupe 855 Treat Avenue San Francisco, CA 94110		PC 501 (C) 3	Solidarity Forever - A Time Traveling Musical (Working Title) – SFMT's Free 2018 Summer Season in Bay Area Parks	\$7,500
Shotgun Players 1901 Ashby Ave. Berkeley, CA 94703		PC 501 (C) 3	Women Laughing Alone with Salad	\$9,000

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 For the Year Ended 12/31/2018

Grantee	Fiscal Sponsor	Status	Purpose of Grant	Amount
Southern Exposure 3030 20th Street San Francisco, CA 94110		PC 501 (C) 3	Awoke.AI: the Center for Emotional Materiality	\$5,000
The Lab SF 2948 16th Street San Francisco, CA 94103		PC 501 (C) 3	Roscoe Mitchell	\$5,000
The Litquake Foundation 57 Post St., Suite 604 San Francisco, CA 94104		PC 501 (C) 3	Litquake Festival and Year-Round Programming	\$5,000
TheatreFirst 1301 Shattuck Avenue Berkeley, CA 94709		PC 501 (C) 3	Witness: The James Baldwin Project	\$10,000
Virago Theatre Company 7221 Waldo Avenue El Cerrito, CA 94530		PC 501 (C) 3	PASSAGE	\$2,500
Women's Audio Mission 542-544 Natoma Street #C1 San Francisco, CA 94103		PC 501 (C) 3	Local Sirens: Women in Music Performance Series	\$5,000
Yerba Buena Arts & Events 760 Howard Street San Francisco, CA 94103		PC 501 (C) 3	2018 Yerba Buena Gardens Festival Selected Programs	\$5,000
Youth Speaks Inc 1663 Mission St. Suite 604 San Francisco, CA 94103		PC 501 (C) 3	Life is Living Festival	\$10,000
Youth Spirit Artworks 1740 Alcatraz Avenue Berkeley, CA 94703		PC 501 (C) 3	YSA Art Saves Lives Mural	\$6,000
Zaccho SF 1777 Yosemite Ave. #330 San Francisco, CA 94124		PC 501 (C) 3	Picture Bayview Hunters Point	\$8,000
ZYZZYVA Inc. 57 Post St., Suite 604 San Francisco, CA 94104		PC 501 (C) 3	ZYZZYVA's Winter 2018 Issue (No. 114)	\$2,500

Community Arts sub-total \$800,000

TOTAL \$4,793,000

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 Form 990 PF Part XV, Line 3 - Grants Approved - Attachment B
 For the Year Ended 12/31/2018

Attachment B
 ZELLERBACH FAMILY FOUNDATION (94-6069482)
 SCHEDULE OF GRANTS APPROVED AND UNPAID IN 2018

Grantee Fiscal Agent	Status	Purpose of Grant	Approved Unpaid
Sierra Health Foundation Center for Health Program Management 1321 Garden Highway Sacramento, CA 95833	501 (C)(3)	Positive Youth Justice Initiative	\$ 75,000
Theatre Bay Area 1119 Market St. 2nd floor San Francisco, CA 94103	501 (C)(3)	EDI Training	\$ 5,000
Communities United for Restorative Youth Justice 490 Lake Park Avenue #16086 Oakland, CA 94610	501 (C)(3)	General Support	\$ 50,000
Fostering Media Connections 412 West 6th Street, Suite 925 Los Angeles, CA 90014	501 (C)(3)	Youth Voice Program	\$ 30,000
Ragged Wing Ensemble 1540 Broadway Oakland, CA 94612	501 (C)(3)	Reimagining Business Models in the Arts	\$ 5,700
TOTAL GRANTS			\$ 165,700

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 Form 990 PF Part IV - Attachment C
 For the Year Ended 12/31/2018

**THE ZELLERBACH FAMILY FOUNDATION
 REALIZED GAIN (LOSS) ON SALE OF SECURITIES
 YEAR ENDED 12/31/2018**

	PROCEEDS	COST	GAIN (LOSS)
PIMCO Short Term Fund - redeemed shares	\$ 1,000,000	\$ 993,927	\$ 6,073
PIMCO Short Term Fund - reinvested shares	6,419	-	6,419
Artisan - reinvested capital gains	241,735	-	241,735
Class action settlements	11	-	11
TOTAL PUBLICLY TRADED	<u>\$ 1,248,165</u>	<u>\$ 993,927</u>	<u>\$ 254,238</u>
City of London - redeemed shares	4,500,000	3,690,284	809,716
SIT - reinvested capital gains	606,693	-	606,693
Matthews Pacific Tiger - reinvested capital gains	96,994	-	96,994
OZ Overseas Fund - redeemed shares	11,989	12,160	(171)
TOTAL OTHER	<u>\$ 5,215,676</u>	<u>\$ 3,702,444</u>	<u>\$ 1,513,232</u>