

EXTENDED TO NOVEMBER 15, 2022

**Return of Private Foundation**

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

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OMB No. 1545-0047

**2021**

Open to Public Inspection

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

For calendar year 2021 or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

Name of foundation <b>THE ZELLERBACH FAMILY FOUNDATION</b>		<b>A Employer identification number</b> <b>94-6069482</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>455 MARKET ST., SUITE 2200</b>	Room/suite	<b>B Telephone number</b> <b>4154212629</b>
City or town, state or province, country, and ZIP or foreign postal code <b>SAN FRANCISCO, CA 94105</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>186,795,211.</b>	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received	231,000.		N/A	
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	630,107.	1,678,866.		STATEMENT 2
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	1,133,215.			STATEMENT 1
	<b>b</b> Gross sales price for all assets on line 6a	2,943,079.			
	<b>7</b> Capital gain net income (from Part IV, line 2)		8,332,419.		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss)					
<b>11</b> Other income	1,317,093.	937,267.		STATEMENT 3	
<b>12 Total.</b> Add lines 1 through 11	3,311,415.	10,948,552.			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	376,418.	18,821.		357,597.
	<b>14</b> Other employee salaries and wages	708,647.	69,514.		639,132.
	<b>15</b> Pension plans, employee benefits	328,764.	38,940.		289,823.
	<b>16a</b> Legal fees	5,670.	0.		5,670.
	<b>b</b> Accounting fees	56,292.	19,702.		36,590.
	<b>c</b> Other professional fees	461,330.	352,400.		213,681.
	<b>17</b> Interest				
	<b>18</b> Taxes	567,051.	122,244.		64,215.
	<b>19</b> Depreciation and depletion	72,175.	0.		
	<b>20</b> Occupancy	312,924.	37,064.		275,860.
	<b>21</b> Travel, conferences, and meetings	3,133.	0.		3,133.
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses	114,476.	6,033.		108,139.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	3,006,880.	664,718.		1,993,840.
	<b>25</b> Contributions, gifts, grants paid	5,545,900.			5,553,900.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	8,552,780.	664,718.		7,547,740.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements	-5,241,365.				
<b>b Net investment income</b> (if negative, enter -0-)		10,283,834.			
<b>c Adjusted net income</b> (if negative, enter -0-)			N/A		

<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only.</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing .....			
	2 Savings and temporary cash investments .....	5,401,354.	6,763,204.	6,763,204.
	3 Accounts receivable ▶ <u>3,403.</u>			
	Less: allowance for doubtful accounts ▶ .....	3,637.	3,403.	3,403.
	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 .....	17,900.	17,900.	17,900.
	10a Investments - U.S. and state government obligations <b>STMT 9</b> .....	9,403,416.	9,184,004.	9,184,004.
	b Investments - corporate stock <b>STMT 10</b> .....	65,021,402.	72,429,033.	72,429,033.
	c Investments - corporate bonds .....			
	11 Investments - land, buildings, and equipment: basis .....			
Less: accumulated depreciation .....				
12 Investments - mortgage loans .....				
13 Investments - other <b>STMT 11</b> .....	78,130,719.	96,714,429.	96,714,429.	
14 Land, buildings, and equipment: basis ▶ <u>1,347,713.</u>				
Less: accumulated depreciation .....	373,298.	974,415.	974,415.	
15 Other assets (describe ▶ <b>STATEMENT 12</b> ) .....	31,734.	708,823.	708,823.	
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) .....	159,306,311.	186,795,211.	186,795,211.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses .....	192,408.	223,631.	
	18 Grants payable .....	452,000.	444,000.	
	19 Deferred revenue .....			
	20 Loans from officers, directors, trustees, and other disqualified persons .....			
	21 Mortgages and other notes payable .....			
	22 Other liabilities (describe ▶ <b>STATEMENT 13</b> ) .....	1,873,835.	1,855,604.	
	23 <b>Total liabilities</b> (add lines 17 through 22) .....	2,518,243.	2,523,235.	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow FASB ASC 958, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24, 25, 29, and 30.</b>			
	24 Net assets without donor restrictions .....	156,788,068.	184,271,976.	
	25 Net assets with donor restrictions .....			
	<b>Foundations that do not follow FASB ASC 958, check here</b> <input type="checkbox"/> <b>and complete lines 26 through 30.</b>			
	26 Capital stock, trust principal, or current funds .....			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund .....			
	28 Retained earnings, accumulated income, endowment, or other funds .....			
	29 <b>Total net assets or fund balances</b> .....	156,788,068.	184,271,976.	
30 <b>Total liabilities and net assets/fund balances</b> .....	159,306,311.	186,795,211.		

**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 29 (must agree with end-of-year figure reported on prior year's return) .....	1	156,788,068.
2 Enter amount from Part I, line 27a .....	2	-5,241,365.
3 Other increases not included in line 2 (itemize) ▶ <b>UNREALIZED GAINS ON INVESTMENTS</b> .....	3	32,725,273.
4 Add lines 1, 2, and 3 .....	4	184,271,976.
5 Decreases not included in line 2 (itemize) ▶ .....	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29 .....	6	184,271,976.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

Table with 4 columns: (a) List and describe the kind(s) of property sold, (b) How acquired, (c) Date acquired, (d) Date sold. Rows 1a through 1e.

Table with 4 columns: (e) Gross sales price, (f) Depreciation allowed, (g) Cost or other basis plus expense of sale, (h) Gain or (loss). Row e shows values: 2,943,079, 2,403,951, 8,332,419.

Table with 4 columns: (i) FMV as of 12/31/69, (j) Adjusted basis as of 12/31/69, (k) Excess of col. (i) over col. (j), (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)). Row e shows value: 8,332,419.

2 Capital gain net income or (net capital loss) 2 8,332,419.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): N/A

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

Table for Excise Tax with rows 1 through 11. Includes sub-rows 6a through 6d. Values include 142,945, 0, 142,945, 0, 142,945, 225,000, 649, 81,406, 0.

**Part VI-A Statements Regarding Activities**

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? .....		X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See 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
1c	Did the foundation file <b>Form 1120-POL</b> for this year? .....		X
	d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ <u>0.</u> (2) On foundation managers. ▶ \$ <u>0.</u>		
	e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ <u>0.</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? .....		X
	If "Yes," attach a detailed description of the activities.		
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	
4b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? .....	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? .....		X
	If "Yes," attach the statement required by <i>General Instruction T</i> .		
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 XIV .....	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ <u>CA</u>		
8b	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 2021 or the tax year beginning in 2021? See the instructions for Part XIII. If "Yes," complete Part XIII .....		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses .....		X
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? .....	X	
	Website address ▶ <u>ZFF.ORG</u>		
14	The books are in care of ▶ <u>THE ZELLERBACH FAMILY FOUNDATION</u> Telephone no. ▶ <u>415-421-2629</u> Located at ▶ <u>455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA</u> ZIP+4 ▶ <u>94105</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> - check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year .....	15	N/A
16	At any time during calendar year 2021, 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? .....		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		



**Part VI-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
<b>1a</b> 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? .....	1a(1)	X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? .....	1a(2)	X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? .....	1a(3)	X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? .....	1a(4)	X
(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)? .....		
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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.) .....	1a(5)	X
	1a(6)	X
<b>b</b> If any answer is "Yes" to 1a(1)-(6), did <b>any</b> 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 .....	1b	X
<b>c</b> Organizations relying on a current notice regarding disaster assistance, check here .....		
<b>d</b> 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 2021? .....	1d	X
<b>2</b> 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)):		
<b>a</b> At the end of tax year 2021, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2021? .....	2a	X
If "Yes," list the years ▶ _____, _____, _____, _____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.) .....	2b	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? .....	3a	X
<b>b</b> If "Yes," did it have excess business holdings in 2021 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2021.) .....	3b	N/A
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? .....	4a	X
<b>b</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 2021? .....	4b	X

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

	Yes	No
<b>5a</b> During the year, did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		X
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		X
(3) Provide a grant to an individual for travel, study, or other similar purposes?		X
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions		X
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		X
<b>b</b> If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	
<b>c</b> Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
<b>d</b> If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A	
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		X
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		X
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	
<b>8</b> 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?		X

**Part VII** 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		376,418.	54,778.	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	156,796.	66,573.	0.
NAVIN MOUL - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE 40.00	139,777.	36,643.	0.
MARGOT MELCON - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE 36.00	125,494.	34,460.	0.
HEATHER HONEGGER (UNTIL 9/30/21) - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	FINANCE DIRECTOR 28.00	109,878.	43,772.	0.
PATRICK TAYLOR - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	GRANTS MANAGER 40.00	104,947.	40,844.	0.
<b>Total</b> number of other employees paid over \$50,000				1

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES 125 HIGH ST, BOSTON, MA 02110	INVESTMENT ADVISOR	247,649.
SILCHESTER ITERNATIONAL INVESTORS - 780 THIRD AVENUE, 42ND FLOOR, NEW YORK, NY 10017	INVESTMENT ADVISOR	104,751.
WICOFF CONSULTING LLP 23 POWERS AVE, SAN FRANCISCO, CA 94110	STRATEGIC PLANNING	57,300.
BPM LLP - ONE CALIFORNIA STREET, SUITE 2500, SAN FRANCISCO, CA 94111	TAX AND ACCOUNTING	56,292.
CHANGE CONSULTING LLC P.O. BOX 10453, OAKLAND, CA 94610	COMMUNICATIONS	55,775.
<b>Total</b> number of others receiving over \$50,000 for professional services		<b>1</b>

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

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

**Part IX 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	91,183,297.
b	Average of monthly cash balances .....	1b	1,848,412.
c	Fair market value of all other assets (see instructions) .....	1c	82,052,603.
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	175,084,312.
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	175,084,312.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions) .....	4	2,626,265.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 .....	5	172,458,047.
6	<b>Minimum investment return.</b> Enter 5% (0.05) of line 5 .....	6	8,622,902.

**Part X 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 IX, line 6 .....	1	8,622,902.
2a	Tax on investment income for 2021 from Part V, line 5 .....	2a	142,945.
b	Income tax for 2021. (This does not include the tax from Part V.) .....	2b	
c	Add lines 2a and 2b .....	2c	142,945.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	8,479,957.
4	Recoveries of amounts treated as qualifying distributions .....	4	0.
5	Add lines 3 and 4 .....	5	8,479,957.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1 .....	7	8,479,957.

**Part XI 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	7,547,740.
b	Program-related investments - total from Part VIII-B .....	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes .....	2	3,425.
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required) .....	3a	
b	Cash distribution test (attach the required schedule) .....	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part XII, line 4 .....	4	7,551,165.

**Part XII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2020	(c) 2020	(d) 2021
1 Distributable amount for 2021 from Part X, line 7				8,479,957.
2 Undistributed income, if any, as of the end of 2021:				
a Enter amount for 2020 only			1,571,383.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2021:				
a From 2016				
b From 2017				
c From 2018				
d From 2019				
e From 2020				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2021 from Part XI, line 4: ▶ \$ 7,551,165.				
a Applied to 2020, but not more than line 2a			1,571,383.	
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 2021 distributable amount				5,829,782.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2021 (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 2020. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2021. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2022				2,650,175.
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 2016 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2022. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2017				
b Excess from 2018				
c Excess from 2019				
d Excess from 2020				
e Excess from 2021				

\*\* SEE STATEMENT 15

**Part XIII Private Operating Foundations** (see instructions and Part VI-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 2021, 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) 2021	(b) 2020	(c) 2019	(d) 2018	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed					
<b>b</b> 85% (0.85) of line 2a					
<b>c</b> Qualifying distributions from Part XI, line 4, for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part IX, line 6, for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XIV 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 XIV** Supplementary Information *(continued)*

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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
<b>a Paid during the year</b>				
ABAD-CAPOEIRA SAN FRANCISCO 3221 22ND STREET SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
ACCION LATINA 2958 24TH STREET SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
ANNE BLUETHENTHAL AND DANCERS 3574 22ND STREET SAN FRANCISCO, CA 94114		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
ART OF THE MATTER PERFORMANCE FOUNDATION 3435 CESAR CHAVEZ #210 SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
ARTISTS' TELEVISION ACCESS 992 VALENCIA STREET SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>5,553,900.</b>
<b>b Approved for future payment</b>				
COMMUNITY LEGAL SERVICES IN EAST PALO ALTO INC. 2117 UNIVERSITY AVE. SUITE B EAST PALO ALTO, CA 94303		PC	IMMIGRATION LEGAL SERVICES	40,000.
EAST BAY COMMUNITY FOUNDATION DE DOMENICO BUILDING 200 FRANK H. OGAWA PLAZA OAKLAND, CA 94612		PC	STRONG FUNDERS COLLABORATIVE	50,000.
REGENTS, UNIVERSITY OF CA AT BERKELEY EXTRAMURAL FUNDS ACCOUNTS RECEIVABLE 2195 HEARST AVE, ROOM 130, MC1103 BERKELEY, CA 94720-1103		PC	CAL PERFORMANCES OPERATIONS	60,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>444,000.</b>

**Part XV-A** Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies .....					
2 Membership dues and assessments .....					
3 Interest on savings and temporary cash investments .....					
4 Dividends and interest from securities .....		3,130.	14	626,977.	
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 .....			14	1,317,093.	
8 Gain or (loss) from sales of assets other than inventory .....		93,531.	18	1,039,684.	
9 Net income or (loss) from special events .....					
10 Gross profit or (loss) from sales of inventory .....					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e) .....		96,661.		2,983,754.	0.
13 Total. Add line 12, columns (b), (d), and (e) .....			13		3,080,415.

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

**Part XV-B** Relationship of Activities to the Accomplishment of Exempt Purposes

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



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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

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 includes 'N/A' in column (c).

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 No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes 'N/A' in column (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 Date Title EXECUTIVE DIRECTOR

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check if self-employed PTIN
TAMARA L. MCINERNEY TAMARA L. MCINERN 11/08/22 P00011797
Firm's name BPM LLP Firm's EIN 81-4234542
Firm's address 4200 BOHANNON DRIVE, SUITE 250 MENLO PARK, CA 94025-1021 Phone no. 650-855-6800

May the IRS discuss this return with the preparer shown below? See instr.
[X] Yes [ ] No

# 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](http://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](http://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.

<b>Type or print</b>	Name of exempt organization or other filer, see instructions.  <b>THE ZELLERBACH FAMILY FOUNDATION</b>	Taxpayer identification number (TIN)  <b>94-6069482</b>
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. <b>455 MARKET ST., SUITE 2200</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>SAN FRANCISCO, CA 94105</b>	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 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
Form 990-T (corporation)	07		

**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 TINs of all members the extension is for.

**1** I request an automatic 6-month extension of time until **NOVEMBER 15, 2022**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶  calendar year **2021** or  
▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

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

<b>3a</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	225,000.
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	140,000.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	85,000.

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

THE ZELLERBACH FAMILY FOUNDATION

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a VANGUARD REIT	P	01/21/15	03/26/21
b PASSTHROUGH INVESTMENTS GAINS	P	03/02/01	12/31/21
c WEILLINGTON GLOBAL - REDEEMED SHARES	P	01/01/10	12/31/21
d MATTHEWS PACIFIC TIGER - REINVESTED SHARES	P	11/01/18	12/31/21
e DODGE & COX - REINVESTED SHARES	P	01/01/18	12/31/21
f CLASS ACTION SETTLEMENTS	P	12/01/21	12/31/21
g CCP EQUITY PARTNERS V, LP DISPOSIITON	P	03/28/01	06/30/21
h			
i			
j			
k			
l			
m			
n			
o			

(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 1,613,282.		1,396,832.	216,450.
b			7,793,291.
c 1,000,000.		1,000,000.	0.
d 261,169.			261,169.
e 68,609.			68,609.
f 19.			19.
g		7,119.	-7,119.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			216,450.
b			7,793,291.
c			0.
d			261,169.
e			68,609.
f			19.
g			-7,119.
h			
i			
j			
k			
l			
m			
n			
o			

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	8,332,419.
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 XIV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
ARTOGETHER 544 INTERNATIONAL BLVD SUITE #9 OAKLAND, CA 94606		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
ASIAN AMERICAN WOMEN ARTISTS ASSOCIATION 1890 BRYANT ST. 302 SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
ASIAN AMERICAN WOMEN ARTISTS ASSOCIATION 1890 BRYANT ST. 302 SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
ASIAN IMPROV ARTS 456 MONTGOMERY STREET #1350 SAN FRANCISCO, CA 94104		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
AU CO VIETNAMESE CULTURAL CENTER  P.O. BOX 347042 SAN FRANCISCO, CA 94134		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
AUNT LUTE FOUNDATION (DBA AUNT LUTE BOOKS) 2180 BRYANT STREET SUITE 207 SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	15,000.
BANDALOO 1601 18TH STREET OAKLAND, CA 94607		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
BERKELEY ART CENTER ASSOCIATION  1275 WALNUT STREET BERKELEY, CA 94709		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
BERKELEY SYMPHONY ORCHESTRA 1942 UNIVERSITY AVENUE #104 BERKELEY, CA 94704		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
BRAVA! FOR WOMEN IN THE ARTS 2781 24TH STREET SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	15,000.
<b>Total from continuation sheets</b>				<b>5,508,900.</b>

**Part XIV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BRAVA! FOR WOMEN IN THE ARTS 2781 24TH STREET SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
CAPOEIRA ARTS FOUNDATION 1901 SAN PABLO AVE BERKELEY, CA 94702		PC	COMMUNITY ARTS COVID RESPONSE GRANT	15,000.
CARTOON ART MUSEUM OF CALIFORNIA 781 BEACH STREET 1ST FLOOR SAN FRANCISCO, CA 94109		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
CENTER FOR NEW MUSIC SAN FRANCISCO INC 55 TAYLOR ST. SAN FRANCISCO, CA 94102		PC	IMPLIED MUSIC, DEVOTIONAL ETUDES	7,500.
CHHANDAM CHITRESH DAS DANCE COMPANY DBA LEELEA INSTITUTE 649 MISSION ST., 5TH FLOOR SAN FRANCISCO, CA 94105		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
CHINESE CULTURE FOUNDATION OF SAN FRANCISCO 750 KEARNY STREET 3RD FLOOR SAN FRANCISCO, CA 94108		PC	RELATED TACTICS - UNBUILT MONUMENTS FOR A RADICAL AND POSSIBLE FUTURE (OR NOT)	7,500.
COLORADO COLLEGE OFFICE OF THE DEAN 14 EAST CACHE LA POUDRE STREET COLORADO SPRINGS, CO 80903		PC	LOVE IS ANOTHER COUNTRY	7,500.
COMMONWEAL P.O. BOX 316 BOLINAS, CA 94924		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
CORPORATION OF THE FINE ARTS MUSEUMS 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO, CA 94118		PC	GENERAL OPERATING SUPPORT	2,500.
COUNTERPULSE 80 TURK ST. SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
<b>Total from continuation sheets</b> .....				

**Part XIV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
COUNTERPULSE 80 TURK ST. 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
CREATIVE GROWTH INC 355 24TH STREET OAKLAND, CA 94612		PC	COMMUNITY ARTS COVID RESPONSE GRANT	15,000.
CROWDED FIRE THEATER COMPANY 1695 18TH STREET C101 ANNEX SAN FRANCISCO, CA 94107		PC	COMMUNITY ARTS COVID RESPONSE GRANT	15,000.
CROWDED FIRE THEATER COMPANY 1695 18TH STREET C101 ANNEX SAN FRANCISCO, CA 94107		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
CUBACARIBE 60 29TH STREET SUITE 315 SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
CULTURA Y ARTE NATIVA DE LAS AMERICAS 1333 FLORIDA STREET SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
CULTURAL ODYSSEY 762 FULTON STREET #306 SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
CUTTING BALL THEATER 177 TAYLOR STREET SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
DANCE ELIXIR 511 48TH STREET C/O TAC OAKLAND, CA 94609		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
DANCERS GROUP 44 GOUGH ST. SUITE 201 SAN FRANCISCO, CA 94103		PC	COMMUNITY ARTS COVID RESPONSE GRANT	15,000.
<b>Total from continuation sheets</b> .....				

**Part XIV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
DANCERS GROUP 44 GOUGH ST. SUITE 201 SAN FRANCISCO, CA 94103		PC	COMMUNITY ARTS COVID RESPONSE GRANT	15,000.
DANCERS GROUP 44 GOUGH ST. SUITE 201 SAN FRANCISCO, CA 94103		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
DANCERS GROUP 44 GOUGH ST. SUITE 201 SAN FRANCISCO, CA 94103		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
DANCERS GROUP 44 GOUGH ST. SUITE 201 SAN FRANCISCO, CA 94103		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
DANCERS GROUP 44 GOUGH ST. SUITE 201 SAN FRANCISCO, CA 94103		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
DANCERS GROUP 44 GOUGH ST. SUITE 201 SAN FRANCISCO, CA 94103		PC	SAINT LEROI	7,500.
DANCERS GROUP 44 GOUGH ST. SUITE 201 SAN FRANCISCO, CA 94103		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
DANCERS GROUP 44 GOUGH ST. SUITE 201 SAN FRANCISCO, CA 94103		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
DEL SOL PERFORMING ARTS ORGANIZATION 751 - 47TH AVENUE SAN FRANCISCO, CA 94121		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
DIAMANO COURA WEST AFRICAN DANCE CO 1428 ALICE STREET, #201 OAKLAND, CA 94612		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
<b>Total from continuation sheets</b>				

**Part XIV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
DIAMANO COURA WEST AFRICAN DANCE CO 1428 ALICE STREET, #201 OAKLAND, CA 94612		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
DIMENSIONS DANCE THEATER INCORPORATED 1428 ALICE STREET #308 OAKLAND, CA 94612		PC	COMMUNITY ARTS COVID RESPONSE GRANT	15,000.
DIMENSIONS DANCE THEATER INCORPORATED 1428 ALICE STREET #308 OAKLAND, CA 94612		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
DJERASSI RESIDENT ARTISTS PROGRAM 2325 BEAR GULCH ROAD WOODSIDE, CA 94062		PC	COMMUNITY ARTS COVID RESPONSE GRANT	15,000.
EAST BAY CENTER FOR THE PERFORMING ARTS 339 11TH STREET RICHMOND, CA 94801		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
EASTSIDE ARTS ALLIANCE P O BOX 17008 OAKLAND, CA 94601		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
EASTSIDE ARTS ALLIANCE P O BOX 17008 OAKLAND, CA 94601		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
EPIPHANY DANCE THEATER 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	15,000.
FILIPINO AMERICAN DEVELOPMENT FOUNDATION 1010 MISSION ST, SUITE B SAN FRANCISCO, CA 94103		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
FLYAWAY PRODUCTIONS 1068 BOWDOIN STREET SAN FRANCISCO, CA 94134		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
<b>Total from continuation sheets</b>				



**Part XIV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
FRESH MEAT PRODUCTIONS 375 27TH STREET #A SAN FRANCISCO, CA 94131		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
FRESH MEAT PRODUCTIONS 375 27TH STREET #A SAN FRANCISCO, CA 94131		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
FRIENDS OF PERALTA HACIENDA HISTORICAL PARK  2465 34TH AVENUE OAKLAND, CA 94601		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
GENRYU ARTS 2345 BUSH STREET APT. 12 SAN FRANCISCO, CA 94115		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
GOLDEN THREAD PRODUCTIONS 1695 18TH STREET #C101 ANNEX SAN FRANCISCO, CA 94107		PC	COMMUNITY ARTS COVID RESPONSE GRANT	15,000.
GRAY AREA FOUNDATION FOR THE ARTS, INC. 2665 MISSION STREET SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
INDEPENDENT ARTS AND MEDIA 2830 20TH STREET, SUITE 201 SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
INDEPENDENT ARTS AND MEDIA 2830 20TH STREET, SUITE 201 SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
INKBOAT 499 ALABAMA ST. #112 SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
INTERMUSIC SF 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	15,000.
<b>Total from continuation sheets</b> .....				

**Part XIV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	ARTISTS ADAPTABILITY PILOT	55,000.
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	15,000.
<b>Total from continuation sheets</b>				

**Part XIV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	13,900.
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
JAMESTOWN COMMUNITY CENTER, INC. 2929 19TH STREET SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
KALA ART INSTITUTE 1060 HEINZ AVENUE BERKELEY, CA 94710		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
KEARNY STREET WORKSHOP, INC. 1246 FOLSOM STREET SUITE 100 SAN FRANCISCO, CA 94103		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
KITKA, INC. 1201 MARTIN LUTHER KING JR. WAY SUITE 103 OAKLAND, CA 94612		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
KULINTANG ARTS INC. (KULARTS) 1010 MISSION STREET SAN FRANCISCO, CA 94103		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
LIVING JAZZ 1728 SAN PABLO AVENUE OAKLAND, CA 94612		PC	COMMUNITY ARTS COVID RESPONSE GRANT	15,000.
LOS CENZONTLES MEXICAN ARTS CENTER 13108 SAN PABLO AVENUE SAN PABLO, CA 94805		PC	COMMUNITY ARTS COVID RESPONSE GRANT	15,000.
MAGIC THEATRE, INC. FORT MASON CENTER, BUILDING D 2 MARINA BOULEVARD SAN FRANCISCO, CA 94123		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
<b>Total from continuation sheets</b>				

**Part XIV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
MUSICAL TRADITIONS 55 TAYLOR STREET SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
NA LEI HULU I KA WEKIU HULA HALAU 153 BRADFORD STREET SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
NAVA DANCE THEATRE 4115 STONE VALLEY OAKS DRIVE ALAMO, CA 94507		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
NEW COMMUNITY LEADERSHIP FOUNDATION INC. 233 EDDY STREET 511 SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
NOE VALLEY CHAMBER MUSIC DBA NOE MUSIC 1021 SANCHEZ STREET SAN FRANCISCO, CA 94114		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
OAKLAND INTERFAITH GOSPEL CHOIR INC 655 13TH STREET SUITE 301 OAKLAND, CA 94612		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
OAKLAND THEATER PROJECT 1501 MARTIN LUTHER KING JR WAY OAKLAND, CA 94612		PC	COMMUNITY ARTS COVID RESPONSE GRANT	15,000.
OAKTOWN JAZZ WORKSHOPS 55 WASHINGTON OAKLAND, CA 94607		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
PLAYGROUND INC 3286 ADELIN ST #8 BERKELEY, CA 94703		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
PLAYGROUND INC 3286 ADELIN ST #8 BERKELEY, CA 94703		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
<b>Total from continuation sheets</b>				

**Part XIV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
PLAYWRIGHTS FOUNDATION INC. 1616 16TH ST #350 SAN FRANCISCO, CA 94103		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
PLAYWRIGHTS FOUNDATION INC. 1616 16TH ST #350 SAN FRANCISCO, CA 94103		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
PRECITA EYES MURALISTS 2981 24TH STREET SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
PUSH DANCE COMPANY 179 OAK STREET SUITE J SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
QCC: THE CENTER FOR LESBIAN GAY BISEXUAL TRANSGENDER ART & CULTURE 762 FULTON STREET SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
QUEER WOMEN OF COLOR MEDIA ARTS PROJECT-QWOCMAP 1014 TORNEY AVENUE, SUITE 111 SAN FRANCISCO, CA 94129		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
RADAR PRODUCTIONS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY EXTRAMURAL FUNDS ACCOUNTING 2195 HEARST AVE., ROOM 130 BERKELEY, CA 94720-1103		PC	CAL PERFORMANCES OPERATIONS	60,000.
RICHMOND ART CENTER 2540 BARRETT AVENUE RICHMOND, CA 94804		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
RICHMOND ART CENTER 2540 BARRETT AVENUE RICHMOND, CA 94804		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
<b>Total from continuation sheets</b> .....				

**Part XIV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ROBERT MOSES KIN 870 MARKET STREET SUITE 567 SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
ROOT DIVISION 1131 MISSION STREET SAN FRANCISCO, CA 94103		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
SAFEHOUSE FOR THE PERFORMING ARTS 145 EDDY STREET SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	15,000.
SAN FRANCISCO BALLET ASSOCIATION 455 FRANKLIN STREET SAN FRANCISCO, CA 94102		PC	GENERAL OPERATING SUPPORT	2,500.
SAN FRANCISCO CENTER FOR THE BOOK 375 RHODE ISLAND STREET SAN FRANCISCO, CA 94103		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
SAN FRANCISCO CINEMATHEQUE 55 TAYLOR STREET SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
SAN FRANCISCO MIME TROUPE 855 TREAT AVENUE SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
SAN FRANCISCO OPERA ASSOCIATION 301 VAN NESS AVENUE SAN FRANCISCO, CA 94102		PC	GENERAL OPERATING SUPPORT	2,500.
SAN FRANCISCO SYMPHONY DAVIES SYMPHONY HALL 201 VAN NESS AVENUE SAN FRANCISCO, CA 94102		PC	GENERAL OPERATING SUPPORT	2,500.
SEW PRODUCTIONS, INC., DBA LORRAINE HANSBERRY THEATRE 762 FULTON STREET SUITE 304 SAN FRANCISCO, CA 94115		PC	GENERAL OPERATING SUPPORT	7,500.
<b>Total from continuation sheets</b>				

**Part XIV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
SHAWL-ANDERSON MODERN DANCE CENTER 2704 ALCATRAZ AVE BERKELEY, CA 94705		PC	ROGELIO LOPEZ AND DANCERS	7,500.
SHAWL-ANDERSON MODERN DANCE CENTER 2704 ALCATRAZ AVE BERKELEY, CA 94705		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
SHAWL-ANDERSON MODERN DANCE CENTER 2704 ALCATRAZ AVE BERKELEY, CA 94705		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
SHAWL-ANDERSON MODERN DANCE CENTER 2704 ALCATRAZ AVE BERKELEY, CA 94705		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
SHIPYARD TRUST FOR THE ARTS 101 HORNE AVE SAN FRANCISCO, CA 94124		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
SHOTGUN PLAYERS INC. 1901 ASHBY AVE. BERKELEY, CA 94703		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
SMALL PRESS TRAFFIC LITERARY ARTS CENTER 1111 8TH STREET SAN FRANCISCO, CA 94107		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
SOCIAL GOOD FUND INC. 12651 SAN PABLO AVE. #5473 RICHMOND, CA 94805		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
SOMARTS 934 BRANNAN STREET SAN FRANCISCO, CA 94103		PC	ARTS EQUITY AND RECOVERY SERIES	10,000.
SOMARTS 934 BRANNAN STREET SAN FRANCISCO, CA 94103		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
<b>Total from continuation sheets</b> .....				

**Part XIV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE 1947 PARTITION ARCHIVE 1840 ALCATRAZ AVE #1 BERKELEY, CA 94703		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
THE DANCE BRIGADE 3316 24TH STREET SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	15,000.
THE DANCE BRIGADE 3316 24TH STREET SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
THE DANCE BRIGADE 3316 24TH STREET SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
THE LAB SF 2948 16TH STREET SAN FRANCISCO, CA 94103		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
THE LITQUAKE FOUNDATION 342 ROME STREET SAN FRANCISCO, CA 94112		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
THE LIVING EARTH SHOW 55 TAYLOR ST SAN FRANCISCO, CA 94102		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
THE NATIONAL COALITION OF 100 BLACK WOMEN SAN FRANCISCO CHAPTER 210 POST STREET, SUITE 714 SAN FRANCISCO, CA 94108		PC	COMMUNITY ARTS COVID RESPONSE GRANT	5,000.
THEATRE BAY AREA 499 ALABAMA ST. #450 SAN FRANCISCO, CA 94110		PC	ARTS WORKER RELIEF FUND	50,000.
THEATRE OF YUGEN INC. 2840 MARIPOSA STREET SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
<b>Total from continuation sheets</b> .....				



**Part XIV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
THEATREFIRST 1301 SHATTUCK AVENUE BERKELEY, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
TIDES CENTER PRESIDIO BLDG. 1014 SAN FRANCISCO, CA 94129		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
TIDES CENTER PRESIDIO BLDG. 1014 428 3RD STREET SAN FRANCISCO, CA 94129		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
TIDES FOUNDATION 1014 TORNEY AVENUE SAN FRANCISCO, CA 94129		PC	BAY AREA FUNDERS FOR CULTURAL EQUITY	25,000.
WORLD ARTS WEST FORT MASON CENTER, BUILDING D 2 MARINA BLVD. SAN FRANCISCO, CA 94123		PC	COMMUNITY ARTS COVID RESPONSE GRANT	15,000.
YERBA BUENA ARTS & EVENTS 760 HOWARD STREET SAN FRANCISCO, CA 94103		PC	COMMUNITY ARTS COVID RESPONSE GRANT	15,000.
Z SPACE STUDIO 499 ALABAMA ST. SUITE 450 4655 MELDON AVENUE SAN FRANCISCO, CA 94110		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
ZACCHO SF 1777 YOSEMITE AVE. #330 SAN FRANCISCO, CA 94124		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
ZAWAYA 311 41ST AVENUE SAN MATEO, CA 94403		PC	COMMUNITY ARTS COVID RESPONSE GRANT	10,000.
EAST BAY COMMUNITY FOUNDATION DE DOMENICO BUILDING 200 FRANK H. OGAWA PLAZA OAKLAND, CA 94612		PC	STRONG FUNDER COLLABORATIVE	50,000.
<b>Total from continuation sheets</b>				

**Part XIV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR ST. SUITE 360 SAN FRANCISCO, CA 94105		PC	GENERAL OPERATING SUPPORT	25,000.
SAN FRANCISCO BOTANICAL GARDEN SOCIETY AT STRYBING ARBORETUM 1199 9TH AVENUE SAN FRANCISCO, CA 94122		PC	ZELLERBACH GARDEN	10,000.
1951 COFFEE COMPANY 2407 DANA STREET BERKELEY, CA 94704		PC	GENERAL OPERATING SUPPORT	30,000.
ASIAN AMERICANS ADVANCING JUSTICE-ASIAN LAW CAUCUS 55 COLUMBUS AVE. SAN FRANCISCO, CA 94111		PC	GENERAL OPERATING SUPPORT	50,000.
ASIAN HEALTH SERVICES 818 WEBSTER STREET OAKLAND, CA 94607		PC	CALIFORNIA HEALTHY NAIL SALON COLLABORATIVE	55,000.
CALIFORNIA COLLABORATIVE FOR IMMIGRANT JUSTICE 1999 HARRISON STREET #1800 OAKLAND, CA 94612		PC	GENERAL OPERATING SUPPORT	65,000.
CALIFORNIA IMMIGRANT POLICY CENTER 634 S. SPRING ST, SUITE 600A LOS ANGELES, CA 90014		PC	GENERAL OPERATING SUPPORT	40,000.
CANAL ALLIANCE 91 LARKSPUR STREET SAN RAFAEL, CA 94901-4820		PC	GENERAL OPERATING SUPPORT	45,000.
CATHOLIC CHARITIES OF THE DIOCESE OF OAKLAND, DBA CATHOLIC CHARITIES EAST BAY 433 JEFFERSON STREET OAKLAND, CA 94607		PC	IMMIGRATION LEGAL SERVICES	80,000.
CATHOLIC CHARITIES OF THE DIOCESE OF SANTA ROSA 987 AIRWAY COURT SANTA ROSA, CA 95402		PC	IMMIGRATION LEGAL SERVICES	65,000.
<b>Total from continuation sheets</b> .....				

**Part XIV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
CENTRO LABORAL DE GRATON 2981 BOWEN STREET GRATON, CA 95444		PC	GENERAL OPERATING SUPPORT	40,000.
CENTRO LEGAL DE LA RAZA INC. 3400 EAST 12TH STREET OAKLAND, CA 94601		PC	IMMIGRATION LEGAL SERVICES	85,000.
CHINESE FOR AFFIRMATIVE ACTION 17 WALTER U. LUM PLACE SAN FRANCISCO, CA 94108		PC	GENERAL OPERATING SUPPORT	30,000.
COASTSIDE HOPE 99 AVENUE ALHAMBRA P.O. BOX 1089 EL GRANADA, CA 94018		PC	GENERAL SUPPORT	35,000.
COMMUNITY INITIATIVES 1000 BROADWAY, SUITE 480 OAKLAND, CA 94607		PC	IMMIGRANTS RISING	40,000.
COMMUNITY LEGAL SERVICES IN EAST PALO ALTO INC. 1861 BAY ROAD EAST PALO ALTO, CA 94303		PC	IMMIGRATION LEGAL SERVICES	40,000.
DAY WORKER CENTER OF MOUNTAIN VIEW 113 ESCUELA STREET MOUNTAIN VIEW, CA 94040		PC	GENERAL OPERATING SUPPORT	40,000.
EAST BAY SANCTUARY COVENANT 2362 BANCROFT WAY BERKELEY, CA 94704		PC	GENERAL SUPPORT	40,000.
GRANTMAKERS CONCERNED WITH IMMIGRANTS AND REFUGEES PO BOX 2178 SEBASTOPOL, CA 94953-2178		PC	CALIFORNIA IMMIGRANT INTEGRATION INITIATIVE	20,000.
HUMANIDAD THERAPY & EDUCATION SERVICES 1260 NORTH DUTTON AVENUE SUITE 230 SANTA ROSA, CA 95401		PC	SONOMA COUNTY SECURE FAMILIES COLLABORATIVE	40,000.
<b>Total from continuation sheets</b> .....				

**Part XIV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
IMMIGRANT LEGAL DEFENSE 1322 WEBSTER STREET SUITE 300 OAKLAND, CA 94612		PC	GENERAL SUPPORT	30,000.
IMMIGRANT LEGAL RESOURCE CENTER 1458 HOWARD STREET SAN FRANCISCO, CA 94103		PC	GENERAL OPERATING SUPPORT	50,000.
IMMIGRATION INSTITUTE OF THE BAY AREA 1111 MARKET STREET 4TH FLOOR SAN FRANCISCO, CA 94103		PC	GENERAL OPERATING SUPPORT	172,000.
INNOVATION LAW LAB 333 SW FIFTH AVENUE SUITE 200 PORTLAND, OR 97204		PC	ASYLUM ASSISTANCE TOOL	30,000.
INSTITUTE FOR LOCAL GOVERNMENT 1400 K STREET, SUITE 205 SACRAMENTO, CA 95814		PC	PUBLIC-PRIVATE PARTNERSHIPS FOR IMMIGRANT LEGAL SERVICES INVESTMENTS IN CALIFORNIA	5,000.
INTERFAITH MOVEMENT FOR HUMAN INTEGRITY 310 8TH STREET, SUITE 310 OAKLAND, CA 94607		PC	GENERAL SUPPORT	50,000.
INTERNATIONALS NETWORK FOR PUBLIC SCHOOLS 50 BROADWAY SUITE 1601 NEW YORK, NY 10004		PC	OAKLAND INTERNATIONAL HIGH SCHOOL	40,000.
JEWISH FAMILY AND COMMUNITY SERVICES EAST BAY 2484 SHATTUCK AVENUE SUITE 210 BERKELEY, CA 94704		PC	REFUGEE RESETTLEMENT & INTEGRATION	40,000.
JUSTICE & DIVERSITY CENTER OF THE BAR ASSOCIATION OF SAN FRANCISCO 201 MISSION STREET, SUITE 400 SAN FRANCISCO, CA 94105		PC	FEDERAL HABEAS LITIGATION FELLOWSHIP	20,000.
LA LUZ CENTER 17560 GREGER STREET SONOMA, CA 95476		PC	GENERAL OPERATING SUPPORT	40,000.
<b>Total from continuation sheets</b> .....				

**Part XIV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
LEGAL SERVICES FOR CHILDREN INC. 1254 MARKET STREET 3RD FLOOR SAN FRANCISCO, CA 94102		PC	GENERAL OPERATING SUPPORT	55,000.
MISSION ASSET FUND 3269 MISSION STREET SAN FRANCISCO, CA 94110		PC	DACA FEE ASSISTANCE	75,000.
MONUMENT IMPACT 1760 CLAYTON RD. CONCORD, CA 94520		PC	CONTRA COSTA IMMIGRANT RIGHTS ALLIANCE (CCIRA)	30,000.
MONUMENT IMPACT 1760 CLAYTON RD. CONCORD, CA 94520		PC	GENERAL OPERATING SUPPORT	40,000.
MUJERES UNIDAS Y ACTIVAS 3543 18TH ST., #23 SAN FRANCISCO, CA 94110		PC	BUILDING THE POWER OF IMMIGRANT WOMEN	45,000.
NATIONAL IMMIGRATION FORUM 50 F STREET NW SUITE 300 WASHINGTON, DC 20001		PC	NEW AMERICAN WORKFORCE IN THE BAY AREA	25,000.
OASIS LEGAL SERVICES 1900 ADDISON STREET SUITE 100 BERKELEY, CA 94704		PC	GENERAL SUPPORT	40,000.
PARTNERSHIPS FOR TRAUMA RECOVERY 1936 UNIVERSITY AVENUE SUITE 191 BERKELEY, CA 94704		PC	GENERAL SUPPORT	55,000.
PETALUMA CITY SCHOOLS MCDOWELL SCHOOL FAMILY RESOURCE CENTER 421 S. MCDOWELL BLVD. PETALUMA, CA 94954		PC	MCDOWELL FAMILY RESOURCE CENTER	55,000.
RENAISSANCE ENTREPRENEURSHIP CENTER 275 5TH STREET SAN FRANCISCO, CA 94103		PC	GENERAL OPERATING SUPPORT	45,000.
<b>Total from continuation sheets</b> .....				

**Part XIV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
ROCKEFELLER PHILANTHROPY ADVISORS, INC. 6 WEST 48TH STREET, 10TH FLOOR NEW YORK, NY 10036		PC	LISTEN4GOOD	15,000.
SOCIAL GOOD FUND INC. 12651 SAN PABLO AVE. #5473 RICHMOND, CA 94805		PC	CALIFORNIA COLLABORATIVE FOR IMMIGRANT JUSTICE	75,000.
TAHIRIH JUSTICE CENTER 881 SNEATH LANE, SUITE # 115 SAN BRUNO, CA 94066		PC	GENERAL SUPPORT	40,000.
UC HASTINGS FOUNDATION UC HASTINGS COLLEGE OF THE LAW 200 MCALLISTER STREET SAN FRANCISCO, CA 94102		PC	CENTER FOR GENDER AND REFUGEE STUDIES	30,000.
UNIVERSITY OF SAN FRANCISCO OFFICE OF CONTRACTS AND GRANTS 2130 FULTON STREET MA 119 SAN FRANCISCO, CA 94117		PC	UNACCOMPANIED CHILDREN ASSISTANCE PROGRAM	40,000.
UNIVERSITY OF SAN FRANCISCO OFFICE OF CONTRACTS AND GRANTS 2130 FULTON STREET MA 119 SAN FRANCISCO, CA 94117		PC	UNACCOMPANIED CHILDREN ASSISTANCE PROGRAM	10,000.
VILLAGE COMMUNITY RESOURCE CENTER 633 VILLAGE DRIVE BRENTWOOD, CA 94513		PC	GENERAL OPERATING SUPPORT	30,000.
ALLIANCE FOR GIRLS PO BOX 27168 OAKLAND, CA 94602		PC	GENERAL OPERATING SUPPORT	30,000.
BLACK ORGANIZING PROJECT INC. 1035 W GRAND AVE. OAKLAND, CA 94619		PC	GENERAL OPERATING SUPPORT FOR BOP	50,000.
CALIFORNIA YOUTH CONNECTION 1311 63RD STREET, SUITE A EMERYVILLE, CA 94608		PC	GENERAL OPERATING SUPPORT	100,000.
<b>Total from continuation sheets</b>				

**Part XIV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
CHILDREN NOW 1404 FRANKLIN STREET SUITE 700 OAKLAND, CA 94612		PC	IMPROVING THE OVERALL WELL-BEING OF CALIFORNIA'S CHILDREN AND YOUTH	50,000.
COLEMAN CHILDREN AND YOUTH SERVICES 459 VIENNA STREET SAN FRANCISCO, CA 94112		PC	SYSTEM IMPACTED YOUTH LEADING JUVENILE JUSTICE TRANSFORMATION IN SAN FRANCISCO	52,000.
COMMUNITIES UNITED FOR RESTORATIVE YOUTH JUSTICE 490 LAKE PARK AVENUE #16086 OAKLAND, CA 94610		PC	COMMUNITIES UNITED FOR RESTORATIVE YOUTH JUSTICE	50,000.
EAST BAY AGENCY FOR CHILDREN 2828 FORD STREET OAKLAND, CA 94601		PC	TRAUMA TRANSFORMED	50,000.
EAST BAY CHILDREN'S LAW OFFICES INCORPORATED 80 SWAN WAY SUITE 300 OAKLAND, CA 94621		PC	INTERSECTIONAL ADVOCACY FOR CHILD WELL-BEING IN ALAMEDA COUNTY	40,000.
EAST BAY FAMILY DEFENDERS 101 CALLAN AVENUE, SUITE 210 SAN LEANDRO, CA 94577		PC	GENERAL SUPPORT FOR EBFD	75,000.
ELLA BAKER CENTER FOR HUMAN RIGHTS 1419 34TH AVENUE, SUITE 202 OAKLAND, CA 94601		PC	YOUTH JUSTICE AND HEALING THROUGH ACTION	30,000.
FLOURISH AGENDA INC. 1714 FRANKLIN #100-321 OAKLAND, CA 94605		PC	GENERAL OPERATING SUPPORT	50,000.
FOSTERING MEDIA CONNECTIONS P.O. BOX 861928 LOS ANGELES, CA 90086		PC	EMPOWERING YOUTH VOICES IN THE BAY AREA	30,000.
FRESH LIFELINES FOR YOUTH, INC. 568 VALLEY WAY MILPITAS, CA 95035		PC	GENERAL OPERATING SUPPORT	50,000.
<b>Total from continuation sheets</b> .....				

**Part XIV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
LIFE LEARNING ACADEMY 651 8TH STREET, TREASURE ISLAND SAN FRANCISCO, CA 94130		PC	LIFE LEARNING ACADEMY	100,000.
LINCOLN 1266 14TH STREET OAKLAND, CA 94607		PC	EAST CONTRA COSTA COUNTY CAPACITY BUILDING INITIATIVE	75,000.
MOVEMENT STRATEGY CENTER 6114 LA SALLE AVE #817 OAKLAND, CA 94611		PC	URBAN PEACE MOVEMENT	50,000.
MOVEMENT STRATEGY CENTER 6114 LA SALLE AVE #817 431 OAKLAND, CA 94611		PC	PLANNING FOR CAREER TECHNICAL EDUCATION HUB	50,000.
NATIONAL CENTER FOR YOUTH LAW 1212 BROADWAY, SUITE 600 OAKLAND, CA 94612		PC	ADDRESSING ADOLESCENT MENTAL HEALTH AND THE COMMERCIAL SEXUAL EXPLOITATION OF CHILDREN	75,000.
NATIONAL INSTITUTE FOR CRIMINAL JUSTICE REFORM 4900 SHATTUCK AVNUE #3817 OAKLAND, CA 94609		PC	NEIGHBORHOOD OPPORTUNITY & ACCOUNTABILITY BOARD	75,000.
NEW VENTURE FUND 1829 L. STREET NW SUITE 300 - A WASHINGTON, DC 20036		PC	CALIFORNIA CHILDREN'S TRUST	150,000.
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR ST. SUITE 360 SAN FRANCISCO, CA 94105		PC	YOUTH POWER FUND OF THE NORTHERN CALIFORNIA YOUTH ORGANIZING FUNDERS COLLABORATIVE	50,000.
RYSE INC 205 41ST STREET RICHMOND, CA 94805-2321		PC	GENERAL OPERATING SUPPORT	75,000.
SAFE & SOUND 1757 WALLER STREET SAN FRANCISCO, CA 94117		PC	GENERAL OPERATING SUPPORT	75,000.
<b>Total from continuation sheets</b> .....				



**Part XIV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
SAFE & SOUND 1757 WALLER STREET SAN FRANCISCO, CA 94117		PC	SAN FRANCISCO FRC ALLIANCE	50,000.
W. HAYWOOD BURNS INSTITUTE 475 14TH STREET SUITE 800 OAKLAND, CA 94612		PC	ORGANIZING FOR YOUTH JUSTICE	126,000.
W. HAYWOOD BURNS INSTITUTE 475 14TH STREET SUITE 800 OAKLAND, CA 94612		PC	COORDINATED ADVOCACY FOR JUVENILE JUSTICE REFORM AND REINVESTMENT IN ALAMEDA COUNTY	60,000.
WEST CONTRA COSTA PUBLIC EDUCATION FUND 1400 MARINA WAY SOUTH RICHMOND, CA 94804		PC	RICHMOND RAPID RESPONSE FUND	50,000.
YOUNG WOMEN'S FREEDOM CENTER 832 FOLSOM STREET SUITE 700 SAN FRANCISCO, CA 94107		PC	STATEWIDE RALLY TO TRANSFORM CHILD PROTECTIVE SERVICES"	10,000.
YOUNG WOMEN'S FREEDOM CENTER 832 FOLSOM STREET SUITE 700 SAN FRANCISCO, CA 94107		PC	YWFC GENERAL SUPPORT	75,000.
YOUTH ALIVE! 3300 ELM STREET OAKLAND, CA 94609		PC	TEENS ON TARGET	25,000.
YOUTH LAW CENTER 832 FOLSOM STREET #700 SAN FRANCISCO, CA 94107		PC	GENERAL OPERATING SUPPORT FOR YOUTH LAW CENTER	100,000.
YOUTH TOGETHER INC. 1714 FRANKLIN STREET #100-153 OAKLAND, CA 94612		PC	GENERAL OPERATING SUPPORT	50,000.
<b>Total from continuation sheets</b> .....				

**Part XIV** Supplementary Information

**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
RYSE INC 205 41ST STREET RICHMOND, CA 94805		PC	GENERAL OPERATING SUPPORT	75,000.
TIDES FOUNDATION 1014 TORNEY AVENUE SAN FRANCISCO, CA 94129		PC	BAY AREA FUNDERS FOR CULTURAL EQUITY	25,000.
W. HAYWOOD BURNS INSTITUTE 475 14TH STREET SUITE 800 OAKLAND, CA 94612		PC	ORGANIZING FOR YOUTH JUSTICE	119,000.
YOUNG WOMEN'S FREEDOM CENTER 832 FOLSOM STREET, SUITE 700 SAN FRANCISCO, CA 94107		PC	GENERAL OPERATING SUPPORT	75,000.
<b>Total from continuation sheets</b>				<b>294,000.</b>

**Schedule B**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990 or Form 990-PF.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2021**

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), 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), 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).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990) (2021)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE 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.)
2	SAN FRANCISCO FOUNDATION  ONE EMBARCADERO CENTER, SUITE 1400  SAN FRANCISCO, CA 94111	\$ 81,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

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

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

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

(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

# Underpayment of Estimated Tax by Corporations

▶ Attach to the corporation's tax return. **FORM 990-PF**

**2021**

▶ Go to [www.irs.gov/Form2220](http://www.irs.gov/Form2220) for instructions and the latest information.

Name <b>THE ZELLERBACH FAMILY FOUNDATION</b>	Employer identification number <b>94-6069482</b>
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**Note:** Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38, on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

**Part I Required Annual Payment**

1 Total tax (see instructions) .....		<b>1</b>	<b>142,945.</b>
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 .....	<b>2a</b>		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method .....	<b>2b</b>		
c Credit for federal tax paid on fuels (see instructions) .....	<b>2c</b>		
d <b>Total.</b> Add lines 2a through 2c .....		<b>2d</b>	
3 Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation does not owe the penalty .....		<b>3</b>	<b>142,945.</b>
4 Enter the tax shown on the corporation's 2020 income tax return. See instructions. <b>Caution:</b> If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5 .....		<b>4</b>	<b>141,041.</b>
5 <b>Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 .....		<b>5</b>	<b>141,041.</b>

**Part II Reasons for Filing** - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty. See instructions.

- 6  The corporation is using the adjusted seasonal installment method.
- 7  The corporation is using the annualized income installment method.
- 8  The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

**Part III Figuring the Underpayment**

		(a)	(b)	(c)	(d)
9 <b>Installment due dates.</b> Enter in columns (a) through (d) the 15th day of the 4th ( <b>Form 990-PF filers:</b> Use 5th month), 6th, 9th, and 12th months of the corporation's tax year .....	<b>9</b>	05/15/21	06/15/21	09/15/21	12/15/21
10 <b>Required installments.</b> If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column .....	<b>10</b>	35,260.	36,212.	35,737.	35,736.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions .....	<b>11</b>		30,000.	50,000.	60,000.
<b>Complete lines 12 through 18 of one column before going to the next column.</b>					
12 Enter amount, if any, from line 18 of the preceding column .....	<b>12</b>				
13 Add lines 11 and 12 .....	<b>13</b>		30,000.	50,000.	60,000.
14 Add amounts on lines 16 and 17 of the preceding column .....	<b>14</b>		35,260.	41,472.	27,209.
15 Subtract line 14 from line 13. If zero or less, enter -0- .....	<b>15</b>	0.	0.	8,528.	32,791.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- .....	<b>16</b>		5,260.	0.	
17 <b>Underpayment.</b> If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18 .....	<b>17</b>	35,260.	36,212.	27,209.	2,945.
18 <b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column .....	<b>18</b>				

**Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.**

**Part IV Figuring the Penalty**

	(a)	(b)	(c)	(d)
<b>19</b> Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. <b>(C corporations with tax years ending June 30 and S corporations:</b> Use 3rd month instead of 4th month. <b>Form 990-PF and Form 990-T filers:</b> Use 5th month instead of 4th month.) See instructions ..... <b>19</b>				
<b>20</b> Number of days from due date of installment on line 9 to the date shown on line 19 .....	<b>20</b>			
<b>21</b> Number of days on line 20 after 4/15/2021 and before 7/1/2021 .....	<b>21</b>			
<b>22</b> Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 3\% (0.03)}{365}$ ...	<b>22</b> \$	\$	\$	\$
<b>23</b> Number of days on line 20 after 6/30/2021 and before 10/1/2021 .....	<b>23</b>			
<b>24</b> Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 3\% (0.03)}{365}$ ...	<b>24</b> \$	\$	\$	\$
<b>25</b> Number of days on line 20 after 9/30/2021 and before 1/1/2022 .....	<b>25</b>			
<b>26</b> Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 3\% (0.03)}{365}$ ...	<b>26</b> \$	\$	\$	\$
<b>27</b> Number of days on line 20 after 12/31/2021 and before 4/1/2022 .....	<b>27</b>	<b>SEE ATTACHED WORKSHEET</b>		
<b>28</b> Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\% (0.03)}{365}$ ...	<b>28</b> \$	\$	\$	\$
<b>29</b> Number of days on line 20 after 3/31/2022 and before 7/1/2022 .....	<b>29</b>			
<b>30</b> Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$ .....	<b>30</b> \$	\$	\$	\$
<b>31</b> Number of days on line 20 after 6/30/2022 and before 10/1/2022 .....	<b>31</b>			
<b>32</b> Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$ .....	<b>32</b> \$	\$	\$	\$
<b>33</b> Number of days on line 20 after 9/30/2022 and before 1/1/2023 .....	<b>33</b>			
<b>34</b> Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$ .....	<b>34</b> \$	\$	\$	\$
<b>35</b> Number of days on line 20 after 12/31/2022 and before 3/16/2023 .....	<b>35</b>			
<b>36</b> Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$ .....	<b>36</b> \$	\$	\$	\$
<b>37</b> Add lines 22, 24, 26, 28, 30, 32, 34, and 36 .....	<b>37</b> \$	\$	\$	\$
<b>38 Penalty.</b> Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 34; or the comparable line for other income tax returns .....	<b>38</b> \$			<b>649.</b>

\* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at [www.irs.gov](http://www.irs.gov). You can also call 1-800-829-4933 to get interest rate information.



**FORM 990-PF  
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET**

Name(s) <b>THE ZELLERBACH FAMILY FOUNDATION</b>	Identifying Number <b>94-6069482</b>
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(A) *Date	(B) Amount	(C) Adjusted Balance Due	(D) Number Days Balance Due	(E) Daily Penalty Rate	(F) Penalty
		-0-			
05/15/21	35,260.	35,260.	31	.000082192	90.
06/15/21	36,212.	71,472.			
06/15/21	-30,000.	41,472.	92	.000082192	314.
09/15/21	35,737.	77,209.			
09/15/21	-50,000.	27,209.	91	.000082192	204.
12/15/21	35,736.	62,945.			
12/15/21	-60,000.	2,945.	106	.000082192	26.
03/31/22	0.	2,945.	45	.000109589	15.

Penalty Due (Sum of Column F). ..... **649.**

\* Date of estimated tax payment, withholding credit date or installment due date.

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) DEPREC.	(F) GAIN OR LOSS
VANGUARD REIT	1,613,282.	1,505,100.	0.	0.	108,182.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
WEILLINGTON GLOBAL - REDEEMED SHARES	1,000,000.	304,764.	0.	0.	695,236.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MATTHEWS PACIFIC TIGER - REINVESTED SHARES	261,169.	0.	0.	0.	261,169.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DODGE & COX - REINVESTED SHARES	68,609.	0.	0.	0.	68,609.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLASS ACTION SETTLEMENTS	PURCHASED	12/01/21	12/31/21
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
19.	0.	0.	0.
(F) GAIN OR LOSS			
19.			
CAPITAL GAINS DIVIDENDS FROM PART IV	0.		
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,133,215.		

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 2	
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND AND INTEREST INCOME PARTNERSHIP	188,613.	0.	188,613.	241,378.	
DIVIDEND AND INTEREST INCOME	441,494.	0.	441,494.	1,437,488.	
TO PART I, LINE 4	630,107.	0.	630,107.	1,678,866.	

FORM 990-PF	OTHER INCOME			STATEMENT 3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
PARTNERSHIP INCOME	1,316,554.	936,727.		
OTHER INVESTMENT INCOME	0.	1.		
OZ DISTRIBUTION	539.	539.		
TOTAL TO FORM 990-PF, PART I, LINE 11	1,317,093.	937,267.		

## FORM 990-PF

## LEGAL FEES

## STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEE	5,670.	0.		5,670.
TO FM 990-PF, PG 1, LN 16A	5,670.	0.		5,670.

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	56,292.	19,702.		36,590.
TO FORM 990-PF, PG 1, LN 16B	56,292.	19,702.		36,590.

## 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 ADVISORY FEES	247,649.	352,400.		0.
CONSULTING	201,231.	0.		201,231.
COMMUNITY ART PANELS	12,450.	0.		12,450.
TO FORM 990-PF, PG 1, LN 16C	461,330.	352,400.		213,681.

## 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	494,208.	0.		0.
PARTNERSHIP FOREIGN TAXES	0.	113,616.		0.
PAYROLL TAXES	72,843.	8,628.		64,215.
TO FORM 990-PF, PG 1, LN 18	567,051.	122,244.		64,215.

## 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	2,057.	0.		2,057.
SOFTWARE LICENSING FEES	33,073.	0.		33,073.
BUSINESS INSURANCE	19,592.	2,321.		17,271.
DUES AND MEMBERSHIPS	25,139.	0.		25,139.
OFFICE EXPENSES	19,091.	1,909.		17,182.
VACATION ACCRUAL ADJUSTMENT	304.	0.		0.
TELEPHONE	15,220.	1,803.		13,417.
TO FORM 990-PF, PG 1, LN 23	114,476.	6,033.		108,139.

## 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		9,184,004.	9,184,004.
TOTAL U.S. GOVERNMENT OBLIGATIONS			9,184,004.	9,184,004.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			9,184,004.	9,184,004.

## FORM 990-PF

## CORPORATE STOCK

## STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLINGTON-CAPITAL APPRECIATION	6,328,413.	6,328,413.
CEVIAN CAPITAL II FUND	3,112,062.	3,112,062.
INVESTMENTS:ARROWSTREET	8,084,406.	8,084,406.
INVESTMENTS:HILLHOUSE GAOLING	5,355,291.	5,355,291.
VAN ECK INT INVESTORS GOLD FUND	1,556,411.	1,556,411.
TWO SIGMA	7,708,814.	7,708,814.
CITY OF LONDON EMERGING MARKETS	4,518,419.	4,518,419.
SILCHESTER INTERNATION INVESTORS	10,419,877.	10,419,877.
RS GLOBAL NATURAL RESOURCES	2,407,527.	2,407,527.
MATTHEWS PACIFIC TIGER	1,488,619.	1,488,619.
INVESTMENTS:MELLON DYNAMIC US EQUITY	5,114,877.	5,114,877.
SNYDER CAPITAL	6,199,321.	6,199,321.
DODGE & COX INCOME FUND	6,084,496.	6,084,496.
THE CHILDREN'S INVESTMENT FUND	4,050,500.	4,050,500.
TOTAL TO FORM 990-PF, PART II, LINE 10B	72,429,033.	72,429,033.

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMONFUND VENTURE PARTNERS X	FMV	5,602,536.	5,602,536.
COMMONFUND PRIVATE EQUITY PTRS VII	FMV	968,331.	968,331.
COMMONFUND PRIVATE EQUITY PTRS VI	FMV	85,243.	85,243.
COMMONFUND INTERNATIONAL VI	FMV	296,503.	296,503.
COMMONFUND NATURAL RESOURCES VIII	FMV	818,845.	818,845.
COMMONFUND NATURAL RESOURCES VII	FMV	311,015.	311,015.
COMMONFUND NATURAL RESOURCES IX	FMV	1,666,162.	1,666,162.
COMMONFUND VENTURE PARTNERS XI	FMV	2,885,109.	2,885,109.
COMMONFUND NATURAL RESOURCES X	FMV	1,606,485.	1,606,485.
COMMONFUND VENTURE PTRS VII	FMV	358,619.	358,619.

THE ZELLERBACH FAMILY FOUNDATION

94-6069482

COMMUNFUND VENTURE PARTNERS VI	FMV	39,087.	39,087.
DAVIDSON KEMPNER INTERNATIONAL	FMV	8,036,524.	8,036,524.
ENDOWMENT VENTURE PARTNERS V	FMV	54,818.	54,818.
FORESTER DIVERSIFIED	FMV	3,504,823.	3,504,823.
FORESTER OVERSEAS LTD	FMV	5,350,715.	5,350,715.
GREENSPRING GLOBAL VIII	FMV	3,623,847.	3,623,847.
COMMONFUND INTERNATIONAL V	FMV	122,210.	122,210.
LEGACY VENTURES IV	FMV	502,478.	502,478.
COMMONFUND VENTURE PTRS VIII	FMV	1,019,780.	1,019,780.
COMMONFUND CAPITAL VENTURE PTRS IX	FMV	2,196,010.	2,196,010.
TIFF REALTY & RESOURCES II	FMV	532,104.	532,104.
ACCOLADE PARTNERS VI	FMV	1,739,942.	1,739,942.
UNIVERSITY TECHNOLOGY VENTURES	FMV	27,663.	27,663.
VISION RIDGE SAF II	FMV	606,726.	606,726.
MANGROVE PARTNERS FUND	FMV	2,688,679.	2,688,679.
INVESTMENTS: CLEAR VENTURES II	FMV	372,820.	372,820.
INVESTMENTS: ACCOLADE PARTNERS VII	FMV	3,766,984.	3,766,984.
INVESTMENTS: GREENSPRING GLOBAL IX	FMV	2,932,581.	2,932,581.
NORTHGATE VENTURE PARTNERS II	FMV	606,970.	606,970.
VIA SEED TECHNOLOGY PARTNERS II	FMV	1,654,591.	1,654,591.
LL CAPITAL II	FMV	988,615.	988,615.
VIA SEED TECH PARTNERS III P	FMV	1,329,021.	1,329,021.
TIFF MODERN VENTURE 1.0	FMV	3,536,342.	3,536,342.
LEGACY VENTURES VI	FMV	2,797,885.	2,797,885.
VIA SEED TECH PARTNERS III E	FMV	1,194,505.	1,194,505.
METROPOLITAN REAL ESTATE GLOBAL	FMV	81,055.	81,055.
LL CAPITAL I	FMV	6,126,854.	6,126,854.
LEGACY VENTURES V	FMV	1,477,487.	1,477,487.
57 STARS GLOBAL OPPORTUNITY 4	FMV	1,497,295.	1,497,295.
ACCOLADE PARTNERS IV	FMV	1,599,357.	1,599,357.
ACCOLADE PARTNERS V	FMV	2,384,383.	2,384,383.
BSP SPECIAL SITUATIONS	FMV	1,633,038.	1,633,038.
57 STARS GLOBAL OPPORTUNITY 3	FMV	2,156,968.	2,156,968.
LLCP I FOLLOW-ON	FMV	313,851.	313,851.
GREENSPRING GLOBAL X	FMV	471,939.	471,939.
1607 CAPITAL IEF	FMV	8,258,555.	8,258,555.
NITORUM	FMV	2,942,186.	2,942,186.
MAP HERITAGE	FMV	1,263,282.	1,263,282.
ACCOLADE PARTNERS VIII	FMV	696,902.	696,902.
ACCOLADE GROWTH II	FMV	111,839.	111,839.
BERTRAM GROWTH CAPITAL IV	FMV	1,023,592.	1,023,592.
CB OFFSHORE EQUITY X	FMV	469,349.	469,349.
VISION RIDGE SAF III	FMV	91,526.	91,526.
PRIME FINANCE III	FMV	290,403.	290,403.
TOTAL TO FORM 990-PF, PART II, LINE 13		<u>96,714,429.</u>	<u>96,714,429.</u>

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SECURITY DEPOSIT	31,734.	31,734.	31,734.
UNSETTLED TRANSACTIONS	0.	682,107.	682,107.
ACCEL-KKR GROWTH IV	0.	-5,018.	-5,018.
TOTAL TO FORM 990-PF, PART II, LINE 15	31,734.	708,823.	708,823.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 13
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED TAXES	592,835.	880,604.	
LEASE LIABILITY	1,281,000.	975,000.	
TOTAL TO FORM 990-PF, PART II, LINE 22	1,873,835.	1,855,604.	



FORM 990-PF

PART VII - 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.
STEPHEN SHAPIRO 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	VICE PRESIDENT 1.00	0.	0.	0.
LISA STEINDLER 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
JAMES W. HEAD 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
THOMAS H. ZELLERBACH 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	CHAIRMAN 8.00	0.	0.	0.
ALLISON MAGEE 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	EXECUTIVE DIRECTOR 40.00	303,354.	51,382.	0.
RAVI KARRA 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
KARIN KISSANE 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.

THE ZELLERBACH FAMILY FOUNDATION

94-6069482

SUSAN AU (STARTED 8/24/21)  
455 MARKET STREET, SUITE 2200  
SAN FRANCISCO, CA 94105

CFO  
40.00

73,064.    3,396.    0.

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

376,418.    54,778.    0.

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FORM 990-PF

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

STATEMENT 15

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PURSUANT TO IRC SECTION 4942(H)(2) AND IRC SECTION 53.4942(A)-3(D)(2), THE ZELLERBACH FAMILY FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS OF \$150,000 AS BEING MADE OUT OF CORPUS TO SATISFY THE REQUIREMENTS OF IRC SECTION 4942(G)(3).

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SIGNATURE OF OFFICER

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

415-421-2629

EMAIL ADDRESS

COMMUNITYARTS@ZFF.ORG

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

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



Type and Entity: PARTNERSHIP INVESTMENT POST-2017 NO  
 Section 382 Annual Limitation Section 382 Carryover

**DETAIL CARRYOVER SCHEDULE**

Year Originated	Original Carryover Amount	Total Amount Used	Section 382 Carryover									
			Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for
2018	12,010.											
2019	86,937.											
Detail Type	ESBC	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for

Type and Entity: PRE-2018 NOL FED **DETAIL CARRYOVER SCHEDULE**

Section 382 Annual Limitation		Section 382 Carryover										
Year Originated	Original Carryover Amount	Total Amount Used	Amount Used for 12/31/15	Amount Used for 12/31/17	Amount Used for 12/31/20	Amount Used for 12/31/21	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for
A	2009	45,715.	45,715.	45,715.								
B	2010	31,716.	31,716.	31,716.								
C	2011	59,034.	59,034.	59,034.								
D	2012	107,031.	107,031.	37,206.	69,825.							
E	2013	89,246.	89,246.		5,116.	80,158.	3,972.					
F	2014	36,566.	8,814.				8,814.					
G	2016	55,742.										
H												
I												
J												
K												
L												
M												
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P												
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U												
V												
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Detail Type	ESBC	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for
A												
B												
C												
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Type and Entity: NOL CA		DETAIL CARRYOVER SCHEDULE										
Section 382 Annual Limitation		Section 382 Carryover										
Year Originated	Original Carryover Amount	Total Amount Used	Amount Used for 12/31/17	Amount Used for 12/31/20	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for
A	2009	44,992.	21,666.	18,535.	2,995.							
B	2010	31,716.										
C	2012	10,032.										
D	2013	8,871.										
E	2014	7,256.										
F	2015	8,811.										
G	2016	6,772.										
H	2018	11,092.										
I	2019	49,319.										
J												
K												
L												
M												
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V												
W												
Detail Type	ESBC	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for	Amount Used for
A												
B												
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Electronic Filing PDF Attachment

***Approval and Adoption of Restated Bylaws***

RESOLVED, that the form of restated Bylaws presented to the Directors of the Foundation and attached hereto as Exhibit 1, are adopted as the Bylaws of the Foundation effective immediately;

RESOLVED FURTHER, that the Secretary is authorized and directed to execute a certificate as to the adoption of the restated Bylaws by these resolutions and to cause such Bylaws, together with such certificate, to be placed in the Foundation's minute book;

RESOLVED FURTHER, that, for the avoidance of doubt, all current Directors of the Foundation shall remain Directors until their successor Directors are elected and qualified and/or Directors are designated pursuant to the newly adopted Bylaws; and

RESOLVED FURTHER, that the Secretary is authorized and directed to cause another true and complete copy of the Bylaws with such certificate to be kept at the principal office of the Foundation in California.

***Principal Office***

RESOLVED, that, until changed by resolution of the Board of Director, the principal office of the Foundation shall be fixed and located at 455 Market Street, Suite 2200, San Francisco, CA 94105.

***Annual Meeting***

RESOLVED, that the annual meeting of the Board of Directors of the Foundation shall be held on such date and at such time in the month of December as is established by the Chair of the Board.

***Interim Grants***

RESOLVED, that the Board authorizes the Executive Director, with the approval of the Chair of the Board, to approve one or more grants in an amount not to exceed twenty thousand dollars (\$20,000.00) per grant or fifty thousand dollars (\$50,000.00) in the aggregate, between regularly scheduled meetings of the Board of Directors without obtaining additional approval of the Board; and

RESOLVED FURTHER, that the officers of the Foundation are authorized and directed to take all such further actions as they may deem necessary or appropriate in order to implement the foregoing resolutions and any actions heretofore taken by the officers to further the purposes of the foregoing resolutions prior to the date of this meeting are hereby ratified, approved, and confirmed.

*Nancy Zellerbach Boschwitz*

\_\_\_\_\_  
Nancy Z. Boschwitz, Secretary

**EXHIBIT 1**  
**RESTATED BYLAWS**

**BYLAWS**  
**OF**  
**THE ZELLERBACH FAMILY FOUNDATION,**  
a California Nonprofit Public Benefit Corporation

**ARTICLE I**

**OFFICES**

Section 1.1 Principal Office. This corporation's principal office shall be fixed and located at a location in the San Francisco Bay Area selected by the board of directors of this corporation (the "Board"; each member of the Board, a "Director"). The Board may change the location of the principal office to another location in the San Francisco Bay Area by resolution.

Section 1.2 Other Offices. The Board may establish branch or subordinate offices at any place or places where this corporation is qualified under the law to conduct its activities.

**ARTICLE II**

**PURPOSES**

Section 2.1 Purposes. The purposes of this corporation are charitable, educational, religious, and scientific, each within the meaning of Section 501(c)(3) of the Internal Revenue Code and Section 23701d of the California Revenue and Taxation Code. In the context of these general purposes, this corporation shall strive to be a catalyst for constructive social change by initiating, supporting, and investing in efforts that strengthen families and/or communities. This corporation will primarily focus on strengthening families and/or communities in the greater Bay Area in California. It is the goal of this corporation to exist in perpetuity so that it may continue to carry out these purposes for the benefit of future generations. The purposes of this corporation as stated in this Section must be consistent with this corporation's purposes as stated in its Articles of Incorporation (the "Articles"). Any change to the purposes stated in this Section, or operation outside of the scope of such purposes, will require amendment to these Bylaws.

**ARTICLE III**

**MEMBERSHIP**

Section 3.1 No Voting Members. This corporation shall have no "members" within the meaning of Section 5056 of the California Nonprofit Corporation Law. Any action

which would require approval by a majority of all members or require approval by the members of a membership corporation shall require only approval of the Board, unless there is a specific provision in the California Nonprofit Public Benefit Corporation Law requiring otherwise for a corporation which has no members or as otherwise required by these Bylaws. All rights that would otherwise vest in the members shall vest in the Directors.

Section 3.2 Nonvoting "Members". The Board may, in its discretion, admit individuals to one or more classes of nonvoting members and refer to such individuals as "members", but no such reference shall constitute anyone as a member within the meaning of Section 5056 of the California Nonprofit Corporation Law. Such class or classes of nonvoting members shall have such rights and obligations as the Board deems appropriate.

## ARTICLE IV

### DIRECTORS

Section 4.1 Powers of Directors. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles and these Bylaws, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of this corporation to any person or persons, management company, or committees, however composed, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, the Board shall have the power to do the following:

(a) Select and remove, at the pleasure of the Board, all officers, agents, and employees of this corporation; prescribe powers and duties for them as may not be inconsistent with the law, the Articles, or these Bylaws; and fix their compensation;

(b) Change the principal office or the principal business office of this corporation in California from one location to another; cause this corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; and conduct its activities in or outside California;

(c) Conduct, manage, and control the affairs and activities of this corporation and make such rules and regulations for these purposes, not inconsistent with the law, the Articles, or these Bylaws, as the Board deems appropriate; and

(d) Borrow money and incur indebtedness on this corporation's behalf, and cause to be executed and delivered for this corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

Section 4.2 Standard of Care. A Director shall perform the duties of a Director, including duties as a member of any Board Committee, in good faith, in a manner



that the Director believes to be in the best interests of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) One or more officers or employees of this corporation whom the Director believes to be reliable and competent in the matters presented;

(b) Counsel, independent accountants, or other persons as to matters which the Director believes to be within that person's professional or expert competence; or

(c) A committee upon which the Director does not serve that is composed exclusively of any combination of Directors and persons described in subsections (a) and (b) of this Section 4.2 as to matters within the committee's designated authority, which committee the Director believes to merit confidence, so long as, in any case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances, and without knowledge that would cause that reliance to be unwarranted.

Section 4.3 Number of Directors. The authorized number of Directors of this corporation shall consist of at least three (3) but no more than fifteen (15) Directors, until changed by amendment to these Bylaws. The exact number of authorized Directors shall be fixed, within those limits, by a resolution adopted by the Board, except as set forth in Section 4.4(a) below.

Section 4.4 Selection and Term of Office. The Directors of this corporation shall be elected or selected as follows:

(a) A committee composed as set forth in this subsection (the "Designation Committee") shall be entitled to designate two (2), three (3), four (4), or five (5) Directors, in its sole discretion (the Directors so designated, collectively, the "Designated Directors"). Each Designated Director shall serve until such Designated Director has resigned or been removed from office. The Designation Committee shall be composed of each current Director who is a descendant of Jennie and Isadore Zellerbach or a current spouse of such a descendant (such descendants and their spouses, collectively, the "Family Members"). For the avoidance of doubt, should a Director who is a spouse of a descendant cease to be a spouse of a descendant at any time due to divorce or legal separation, such Director shall immediately cease to be a member of the Designation Committee. The Designation Committee shall strive, but is not required, to designate individuals who are Family Members to serve as Designated Directors. For any action that the Designation Committee is required or permitted to take pursuant to these Bylaws or otherwise, the Designation Committee may only take action (1) at a meeting at which at least two-thirds (2/3) of its current members are present and by the approval of at least two-thirds (2/3) of its current members, or (2) by the unanimous written consent of its members. If the Designation Committee

wishes at any time to designate an additional Director within the range of the number of Designated Directors specified above, or to remove a Designated Director from office without immediate replacement, the authorized number of Directors of this corporation shall automatically be adjusted accordingly.

(b) The remaining Directors of this corporation shall be elected at an annual meeting of the Board (the Directors so elected, collectively, the “Elected Directors”). Each Elected Director shall serve for a term of approximately three (3) years and shall continue to serve until a successor Director has been elected and qualified, unless the Director has resigned or been removed from office or the Board has reduced the authorized number of Directors such that a successor Director shall not be elected upon the completion of the term. Elected Directors shall be divided into three (3) groups for purposes of staggering the Directors’ terms: Elected Directors belonging to Group 1 shall be elected at every third annual meeting beginning in 2022; Elected Directors belonging to Group 2 shall be elected at every third annual meeting beginning in 2023; and Elected Directors belonging to Group 3 shall be elected at every third annual meeting beginning in 2024. Notwithstanding anything herein to the contrary, for purposes of initiating the staggered terms, Elected Directors elected at the elections first held after the adoption of these Bylaws shall serve for a term of approximately one (1), two (2), or three (3) years until the respective annual meeting of the Board. Beginning with the elections first held after the adoption of these Bylaws, no Elected Director may serve more than four (4) consecutive terms; provided, however, that an unexpired term of less than one-half (1/2) of a full term shall not count as a term for the purpose of this limitation. An Elected Director who has served four (4) consecutive terms may be eligible for election as an Elected Director again following a one-year absence from the Board.

Section 4.5 Qualifications of Directors. Any person eighteen (18) years of age or older whose interests align with the purposes of this corporation may be elected or designated to serve as a Director; provided, however, that no two individuals who are married shall serve on the Board simultaneously. Notwithstanding the foregoing, this corporation shall strive to have at least half (1/2) of the Directors of this corporation at any time be individuals who are not Family Members.

Section 4.6 Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board at any one time may be interested persons as that term is defined below. An “interested person” is (a) any person currently being compensated by this corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director for services he or she provided in his or her capacity as a Director, if such compensation should ever be permitted under these Bylaws; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any person described in clause (a). Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by this corporation.

Section 4.7 Vacancies, Resignations, and Removal.

(a) A vacancy or vacancies in the Board shall be deemed to exist in case of (i) the death, resignation, or removal of any Director; (ii) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, or been convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Chapter 2, Article 3 of the California Nonprofit Public Benefit Corporation Law; or (iii) the increase of the authorized number of Directors.

(b) Except as provided herein, any Director may resign by giving written notice to the Chair of the Board, the Executive Director, the Secretary, or the Board. The resignation shall be effective when the notice is given unless it specifies a later time at which it will become effective. If the resignation of an Elected Director is to become effective at a later time, the Board may elect a successor Elected Director before such time, to take office as of the date when the resignation becomes effective. If the resignation of a Designated Director is to become effective at a later time, the Designation Committee may designate a successor Designated Director before such time, to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no Director may resign if, by doing so, this corporation would be left without a duly elected or designated Director or Directors.

(c) Any Director may be removed, with or without cause, by the approval of at least two-thirds (2/3) of the Directors then in office at a special meeting called for that purpose, provided that notice of that meeting and of the removal questions are given as provided in Section 5.4, or at a regular meeting, and provided further that a Designated Director may be removed by the Board without cause only with the prior written consent of the Designation Committee. A Designated Director may be removed, with or without cause, by the Designation Committee at any time. Any vacancy caused by the removal of a Director shall be filled as provided in Section 4.7(d). The office of any Elected Director who was elected after the date of adoption of these Bylaws who does not attend three (3) successive Board meetings may be declared vacant and the Elected Director removed from office by Board resolution unless the Elected Director requests a leave of absence for a limited period of time, and the leave is approved by the Board at a regular or special meeting (if such leave is granted, the number of Directors then in office will be reduced by one in determining whether a quorum is or is not present during the period of leave). Any Elected Director who has been removed from the Board pursuant to the procedure set forth in the preceding sentence may only be reinstated as a Director by being reelected by the Board.

(d) A vacancy in a Designated Director position may be filled by the Designation Committee. A vacancy in an Elected Director position may be filled by approval of the Board. If a quorum cannot be established because the number of Directors then in office is less than two (2), vacancies in the Board may be filled by the sole remaining Director. Each Elected Director elected to fill a vacancy on the Board shall hold office until the expiration of the term of the Elected Director whom



he or she replaced and shall continue to serve until a successor has been elected and qualified.

(e) No reduction of the authorized number of Directors shall have the effect of removing any Director from office prior to the expiration of that Director's term of office.

Section 4.8 Rights of Inspection. Each Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind of this corporation and to inspect the physical properties of this corporation. This right of inspection shall include the right to copy and make extracts of the books, records, and documents of every kind. The inspection may be made by the Director in person or by the Director's agent or attorney.

Section 4.9 Fees and Compensation. Directors shall not receive any compensation for their services as Directors or members of Board Committees or Other Committees. Any Director who is serving as Chair of the Board, Vice Chair of the Board, Secretary, or Treasurer also shall not receive compensation for their services as these officers. However, Directors, including any Director serving as Chair of the Board, Vice Chair of the Board, Secretary, or Treasurer, may receive such reimbursement of reasonable expenses incurred in providing such services as the Board may determine to be just and reasonable as to this corporation.

Section 4.10 Approval of Executive Compensation. The Board (or authorized Board Committee) shall review and approve the compensation, including benefits, of the Executive Director, Treasurer, and Chief Financial Officer to ensure that such compensation, if any, is just and reasonable and given in return for services actually rendered to this corporation. This review and approval shall occur upon the hiring of the officer, whenever the officer's term of employment, if any, is renewed or extended, and whenever the officer's compensation is modified (unless the modification extends to substantially all employees of this corporation).

## ARTICLE V

### MEETINGS OF THE BOARD

Section 5.1 Place of Meeting. Meetings of the Board shall be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of this corporation.

Section 5.2 Annual Meetings. The Board shall hold an annual meeting for the purposes of organization, the election of Directors (when required by these Bylaws) and officers, and the transaction of other business. Annual meetings of the Board shall be held without call or notice on such date and at such time as is fixed by the Board.

Section 5.3 Regular Meetings. Regular meetings, in addition to the annual meeting, of the Board may be held without call or notice on such dates and at such times as may be fixed from time to time by the Board.

Section 5.4 Special Meetings.

(a) Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board, the Executive Director, the Vice Chair of the Board, the Secretary, or any two (2) Directors.

(b) Notice of the date, time, and place of special meetings shall be given to each Director by (i) personal delivery of oral or written notice; (ii) first-class mail, postage prepaid; (iii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (iv) facsimile; (v) email; or (vi) other electronic means. Any such notice shall be addressed or delivered to each Director at such Director's address, phone number, facsimile number, or email address as it is shown upon the records of this corporation or as may have been given to this corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Board are regularly held. Any notice sent by electronic means must be in compliance with Section 9.13 of these Bylaws.

(c) Notice of a special meeting sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notice of a special meeting given personally or by telephone, facsimile, email, electronic transmission, or other similar means of communication, shall be delivered, telephoned, or otherwise sent, as appropriate, at least forty-eight (48) hours before the time set for the meeting.

(d) Notice of a special meeting shall state the time and date of the meeting and the place of the meeting, if the place is other than this corporation's principal office. The notice need not specify the purpose of the meeting.

Section 5.5 Quorum. A majority of the number of Directors then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 5.10 of these Bylaws; provided, however, that for a quorum to be present, at least one-half (1/2) of the Designated Directors then in office must be present at the meeting. However, under no circumstances shall a quorum be less than two (2). A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of any Director(s) from that meeting, if at least one-half (1/2) of the Designated Directors then in office remain present at the meeting, and if any action taken is approved by at least a majority, or such higher standard as is required by these Bylaws or by the California Nonprofit Public Benefit Corporation Law, of the required quorum for such meeting.

Section 5.6 Board Action. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board, except as otherwise set forth in these Bylaws and subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (b) approval of certain transactions between corporations having common directorships; (c) creation of and appointments to Board Committees; and (d) indemnification of Directors.

(a) Notwithstanding the foregoing, the following actions shall require approval of (1) at least a majority of the Designated Directors then in office and (2) at least a majority of the Elected Directors then in office:

(i) the approval of the annual budget for this corporation, which annual budget shall be presented to and considered by the Board each year;

(ii) any grant, contract, or other commitment of any nature, or combination thereof, that would cause this corporation to make an expenditure or incur an expense leading it to exceed the related line item for such expense or expenditure in this corporation's respective annual budget approved by the Board by more than five percent (5%); and

(iii) the hiring or other selection of any individual to serve as the Executive Director of this corporation, including upon the initial hiring of such individual and whenever the Executive Director's term of employment, if any, is renewed or extended.

(b) Further notwithstanding the foregoing, any of the following actions may only be taken if approved by (1) at least three-quarters (3/4) of the Designated Directors then in office and (2) at least three-quarters (3/4) of the Elected Directors then in office at a meeting at which a quorum has been established, or by the unanimous written consent of all Directors then in office:

(i) any change or amendment to the Articles of this corporation, including, but not limited to, with respect to the name or purposes of this corporation;

(ii) any merger of this corporation with another corporation or entity;

(iii) the voluntary dissolution of this corporation; and

(iv) the sale, transfer, or other disposition of substantially all of the assets of this corporation.

Section 5.7 Voting. Each Director present shall be entitled to one vote on each matter placed before a meeting. No Director may vote by proxy. At an annual meeting,

the Elected Directors whose terms are expiring shall, until the end of such meeting at which their successors have been elected, be entitled to vote upon all matters, including the election of their successors.

Section 5.8 Participation in Meetings by Conference Telephone. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all Directors participating in such meeting are able to hear one another. Participation in a meeting through use of electronic transmission by or to this corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if each Director can communicate with all of the other Directors concurrently and each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by this corporation.

Section 5.9 Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, provides a signed waiver of notice; signs a written consent to the holding of the meeting or an approval of the minutes of the meeting; or attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Any such waiver of notice does not need to specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 5.10 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors shall consent, individually or collectively, in writing to such action. A Director may give consent in writing via email if the email is under the control of the Director using it. Such action by written consent shall have the same force and effect as a unanimous vote of the Board and the written consent or consents shall be filed with the minutes of the proceedings of the Board. For purposes of this Section only, "all Directors" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law or a "common director" as described in Section 5234 of the California Nonprofit Public Benefit Corporation Law who abstains in writing from providing consent, when (i) the facts described in Section 5233(d)(1) or (d)(2) are established or the provisions of Section 5234(a) are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions is included in the written consent or consents executed by the noninterested or noncommon directors or in other records of this corporation; and (iii) the noninterested or noncommon directors approve the action by a vote that is sufficient without counting the votes of the interested directors or common directors.

Section 5.11 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting of the Board to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any



adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. At the adjourned meeting, the Board may transact any business that may have been transacted at the original meeting.

Section 5.12 Conduct of Meetings. Meetings of the Board shall be presided over by the Chair of the Board, or, if there is no Chair of the Board or the Chair of the Board is absent, the Vice Chair of the Board or, if the Chair of the Board and Vice Chair of the Board are both absent, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall, if present, assure that minutes of any meeting of the Board are recorded and maintained.

## ARTICLE VI

### COMMITTEES

Section 6.1 Board Committees. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two (2) or more Directors and no one who is not a Director, to serve at the pleasure of the Board ("Board Committees"). The Chair of the Board shall have the power to nominate Directors for service on Board Committees for consideration of the Board, and appointments to Board Committees shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any Board Committee, who may replace any absent member at any meeting. Any member of any Board Committee may be removed, with or without cause, at any time by the Board. The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Board Committee, increase or decrease (but not below two (2)) the number of members of a Board Committee, and fill vacancies in a committee. Any such Board Committee shall have all the authority of the Board, to the extent provided in the Board resolution, except with respect to:

- (a) The establishment of the exact number of authorized Directors within the range specified in Section 4.3 of these Bylaws;
- (b) The filling of vacancies on the Board or on any Board Committee;
- (c) The fixing of compensation of the Directors for serving on the Board or any Board Committee, if such compensation should ever be permitted under these Bylaws;
- (d) The amendment of the Articles;
- (e) The amendment or repeal of these Bylaws or the adoption of new or restated Bylaws;
- (f) The amendment or repeal of any resolution of the Board that, by its express terms, is not so amendable or repealable;

(g) The creation of other Board Committees or appointment of members to any Board Committee;

(h) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;

(i) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as provided in Section 5233(d)(3); or

(j) The merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

The Board shall have the power to prescribe the manner in which proceedings of any Board Committee shall be conducted. In the absence of any such prescription, each Board Committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or a Board Committee shall otherwise provide, the regular and special meetings and other actions of any Board Committee shall be governed by the provisions of Article V of these Bylaws applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each Board Committee and shall be filed with the corporate records.

Section 6.2 Advisory and Other Committees. The Board may from time to time create advisory committees and other committees that are not Board Committees (collectively, "Other Committees") as deemed appropriate, consisting of Directors or persons who are not Directors, but such Other Committees shall not be deemed Board Committees and shall not exercise any powers of the Board. The Chair of the Board shall have the power to nominate individuals for consideration for service on Other Committees. Other Committees may be delegated with implementation of certain specified tasks under the direction and control of the Board. Notice of, and procedures for, meetings of Other Committees shall be as prescribed by the chair of each such Other Committee, and meetings of any Other Committee may be called by the Chair of the Board, the Board, the Executive Director, or the chair of the Other Committee.

Section 6.3 Audit Committee. This corporation shall have an Audit Committee for any tax year in which it is required under Section 12586(e)(2) of the California Government Code (generally when it has gross revenues of two million dollars (\$2,000,000.00) or more).

(a) The Audit Committee shall be separate from the Finance Committee (if such committee exists). The Audit Committee's members shall be appointed by the Board and may include both Directors and persons who are not Directors, subject to the following limitations: (i) the Audit Committee may not include any member of the staff or the Executive Director, chief executive officer, or Treasurer; (ii) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (iii) members of the Finance Committee, if any, shall constitute less than one-half (1/2) of the membership of the Audit Committee; (iv) Audit

Committee members who are not Directors may not receive compensation greater than the compensation paid to Directors for their Board service, if any; and (v) Audit Committee members shall not have a material financial interest in any entity doing business with this corporation.

(b) The Audit Committee shall (1) recommend to the Board the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor; (2) negotiate the compensation of the auditor on behalf of the Board (if so authorized by the Board); (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order; (4) review and determine whether to accept the audit; and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm after assuring that they conform with standards of auditor independence.

## ARTICLE VII

### OFFICERS

Section 7.1 Officers. The officers of this corporation shall be a Chair of the Board, a Secretary, and a Treasurer. This corporation may also have, at the discretion of the Board, an Executive Director, a Vice Chair of the Board, and such other officers as may be elected or appointed in accordance with the provisions of Section 7.3 of these Bylaws. Other than the Chair of the Board, Vice Chair of the Board, and Treasurer, these persons may, but need not, be selected from among the Directors. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as either Chair of the Board or Executive Director.

Section 7.2 Election. The officers of this corporation, except those officers employed for compensation by this corporation and such officers as may be elected or appointed in accordance with the provisions of Section 7.3 or Section 7.5 of these Bylaws, shall be chosen by the Board to serve terms of approximately one (1) year, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors have been elected. All officers of this corporation shall serve at the pleasure of the Board.

Section 7.3 Other Officers. The Board may elect, and may empower the Chair of the Board and/or the Executive Director to appoint, such other officers as the business of this corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as provided in these Bylaws or as the Board may from time to time determine. Such other officers may include one or more Assistant Secretaries and Assistant Treasurers.

Section 7.4 Removal and Resignation.

(a) Without prejudice to the rights of any officer under an employment contract, any officer, other than the Chair of the Board, may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen

by the Board, by any officer upon whom such power of removal may be conferred by the Board.

(b) The Chair of the Board may only be removed by the approval of seventy-five percent (75%) of the Directors present at a meeting at which a quorum has been established.

(c) Any officer may resign at any time by giving written notice to the Board, Chair of the Board, Executive Director, or Secretary of this corporation, but without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party. Any such resignation shall take effect on the date such notice is received or at any later time specified therein. Unless specified otherwise in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled as it occurs in the manner prescribed in these Bylaws for election or appointment to such office; provided, however, that such selection may be made immediately and need not be made on an annual basis. Each officer so selected to fill a vacancy shall hold office until the expiration of the term of the officer whom he or she replaced and shall continue to serve until a successor has been elected and qualified.

Section 7.6 Chair of the Board. The Chair of the Board, if present, shall preside at all meetings of the Board and shall have such other powers and duties as may be prescribed by the Board. If there is no Executive Director, or in the absence or disability of the Executive Director, the Chair of the Board shall be the general manager and chief executive officer of this corporation and shall have the powers and duties of the Executive Director set forth in these Bylaws. The Chair of the Board shall confer and coordinate, as appropriate, with the Executive Director in giving direction to the implementation of this corporation's policies and programs; the development and management of appropriate organizational budgets; and the proper representation to the public of this corporation's activities, goals, and perspective to the public as a family foundation. The Chair of the Board must be selected from among the Directors then in office who are Family Members; provided, however, that a Director who is not a Family Member may be elected to serve as Chair of the Board if the Designation Committee gives its written consent prior to the election and/or reelection of such individual and, provided further that, should any Family Member who is a spouse of a descendant cease to be a spouse of a descendant at any time due to divorce or legal separation, such Director shall immediately cease to be eligible to serve as Chair of the Board.

Section 7.7 Vice Chair of the Board. In the absence or disability of the Chair of the Board, and subject to any limitations imposed by the Board, the Vice Chair of the Board (if there be such an officer) is appointed to and shall perform all the duties of the Chair of the Board. When so acting, the Vice Chair of the Board shall have all the powers of, and be subject to all the restrictions upon, the Chair of the Board. The Vice Chair of the Board shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board. The Vice Chair of the Board must be selected from among the



Directors then in office who are Family Members; provided, however, that a Director who is not a Family Member may be elected to serve as Vice Chair of the Board if the Designation Committee gives its written consent prior to the election and/or reelection of such individual and, provided further that, should any Family Member who is a spouse of a descendant cease to be a spouse of a descendant at any time due to divorce or legal separation, such Director shall immediately cease to be eligible to serve as Vice Chair of the Board.

Section 7.8 Executive Director. The Executive Director, who may also be referred to as the President, is the general manager and chief executive officer of this corporation and has, subject to the control of the Board, general supervision, direction, and control of the business, activities, and officers of this corporation. The Executive Director shall have responsibility for the day-to-day operations of this corporation, subject to the control of the Board, but shall confer and coordinate with the Chair of the Board in giving direction to the implementation of this corporation's policies and programs; the development and management of appropriate staff and organizational budgets; and the proper representation to the public of this corporation's activities, goals, and perspective as a family foundation. The Executive Director shall also be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board. The Executive Director shall be responsible to the Board, shall see that the Board is advised on all significant matters of this corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The Executive Director shall be empowered to act, speak for, or otherwise represent this corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles and these Bylaws. The Executive Director has the general powers and duties of management usually vested in the office of president and general manager of a corporation, and such other powers and duties as may be prescribed by the Board.

Section 7.9 Secretary. The Secretary shall keep, or cause to be kept, at the principal office of this corporation or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and any committees thereof. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was regular or special, and, if special, how it was authorized; the notice given, if any; the names of the persons present at the meeting; and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office of this corporation in the State of California, the original or a copy of this corporation's Articles and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given. The Secretary shall have such other powers and duties as may from time to time be prescribed to him or her by the Board, the Chair of the Board, or the Executive Director.

Section 7.10 Assistant Secretaries. The Board may appoint one or more Assistant Secretaries. Subject to any limitations imposed by the Board, each Assistant Secretary shall have all the powers and duties of the Secretary in the event of the Secretary's absence or disability, and each shall also have such other powers and duties as may from time to time be prescribed to him or her by the Board, the Chair of the Board, the Executive Director, or the Secretary.

Section 7.11 Treasurer. The Treasurer shall ensure that such financial statements and reports as are required to be sent to or desired by the Board are sent to the Directors of this corporation. Subject to any limitations imposed by the Board, in the absence or disability of the Chief Financial Officer, the Treasurer shall be the chief financial officer of this corporation and shall have all the powers and duties of the Chief Financial Officer. The Treasurer shall have such other powers and duties as may from time to time be prescribed to him or her by the Board or the Chair of the Board.

Section 7.12 Chief Financial Officer. The Chief Financial Officer of this corporation shall keep and maintain, or cause to be kept and maintained, full and accurate books and records of accounts of this corporation's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily including in financial statements. The Chief Financial Officer shall send, or cause to be sent, to the Directors of this corporation such financial statements and reports as are required to be sent by law, by these Bylaws, or by the Board. The Chief Financial Officer shall have such other powers and perform such other duties as may be prescribed to him or her by the Board, the Chair of the Board, or the Executive Director.

Section 7.13 Assistant Treasurers. The Board may appoint one or more Assistant Treasurers. Subject to any limitations imposed by the Board, each Assistant Treasurer shall have all the powers and duties of the Treasurer in the event of the Treasurer's absence or disability, and each shall also have such other powers and duties as may from time to time be prescribed to him or her by the Board, the Chair of the Board, the Executive Director, or the Treasurer.

Section 7.14 Duties May be Delegated. In case of the absence of any officer of this corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for a specified period of time, all or part of the powers or duties of such officer to any other officer or to any Director.

## ARTICLE VIII

### INDEMNIFICATION

Section 8.1 Definitions. For the purposes of this Article VIII, "agent" means any person who is or was a Director, officer, employee or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 8.4 or 8.5(b) of these Bylaws.

Section 8.2 Indemnification in Actions by Third Parties. This corporation shall, to the maximum extent of the law, indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of this corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by such person in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 8.3 Indemnification in Actions by or in the Right of this Corporation. This corporation shall, to the maximum extent of the law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of this corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, to procure a judgment in this corporation's favor by reason of the fact that such person is or was an agent of this corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this corporation in the performance of such person's duty to this corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 8.4 Indemnification Against Expenses. To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to



in Section 8.2 or Section 8.3 of these Bylaws or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 8.5 Required Determination. Except as provided in Section 8.4 of these Bylaws, any indemnification under this Article VIII shall be made by this corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 8.2 or Section 8.3 of these Bylaws, by:

(a) A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by this corporation.

Section 8.6 Advance of Expenses. Expenses incurred by a person seeking indemnification under this Article VIII in defending any proceeding covered by this Article VIII may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VIII.

Section 8.7 Other Indemnification. No provision made by this corporation to indemnify its Directors or officers or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, these Bylaws, a resolution of members or Directors, an agreement or otherwise, shall be valid unless consistent with this Article VIII. Nothing contained in this Article VIII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8.8 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article VIII, except as provided in Section 8.4 or 8.5(b) of these Bylaws, in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 8.9 Insurance. This corporation shall have the power, and shall use its best efforts, to purchase and maintain insurance on behalf of any agent of this corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this corporation would have the power to indemnify

the agent against such liability under the provisions of this Article VIII, provided, however, that this corporation shall have no power to purchase and maintain such insurance to indemnify any agent of this corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 8.10 Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article VIII does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of this corporation as defined in Section 8.1 of these Bylaws. This corporation shall have the power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 5140 of the California Nonprofit Public Benefit Corporation Law.

## ARTICLE IX

### OTHER PROVISIONS

Section 9.1 Amendments. These Bylaws may be amended or repealed by the approval of a majority of Directors then in office at a duly held meeting at which a quorum has been established or by unanimous written consent of the Directors then in office. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote. Notwithstanding anything herein to the contrary, any amendment or repeal of these Bylaws (i) affecting the rights, responsibilities, obligations, or composition of the Designation Committee as set forth herein; (ii) affecting the requirements, responsibilities, rights, or removal of the Chair of the Board and/or Vice Chair of the Board officer positions, including as set forth in Sections 7.4, 7.6, and 7.7 of these Bylaws; or (iii) as set forth in Section 5.6(a) or (b) may only be made with the prior written consent of the Designation Committee.

Section 9.2 Maintenance of Corporate Records. This corporation shall keep the following:

- (a) Adequate and correct books and records of account; and
- (b) Minutes of the proceedings of its Board and committees of the Board.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

Section 9.3 Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof may be signed by any person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or

employee of this corporation shall have any power or authority to bind this corporation by any note, mortgage, evidence of indebtedness, contract, conveyance, or engagement, or to pledge its credit or to render it liable for any purpose or amount.

Section 9.4 Representation of Shares of Other Corporations. The Executive Director, Chair of the Board, and any other officer or officers authorized by the Board are each authorized to vote, represent, and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 9.5 Contracts with Directors. No Director of this corporation nor director of any other corporation, firm, association, or other entity in which one or more of this corporation's Directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless, subject to any applicable restrictions under the Internal Revenue Code, (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith to the Board or are otherwise known to all Directors, prior to the Board's consideration of such contract or transaction, and such full disclosure or prior knowledge is noted in the minutes of the Board meeting; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote(s) of the interested Director(s); (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that this corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) this corporation enters into the transaction for its own benefit and the transaction is fair and reasonable to this corporation at the time it is entered into. Such a transaction may be approved by a Board Committee so authorized by the Board, rather than by the Board, only if (a) the Board Committee approves the transaction in accordance with the standards set forth preceding sentence; (b) it is not reasonably practicable to obtain approval of the Board prior to entering into such a transaction; and (c) the Board, after determining in good faith that both (a) and (b) are satisfied, ratifies the transaction at its next meeting by a vote of the majority of the Directors then in office without counting the vote of the interested Director(s). This Section does not apply to a transaction that is part of a public or charitable program of this corporation if it (a) is approved or authorized by this corporation in good faith and without unjustified favoritism, and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the public or charitable program of this corporation. Notwithstanding the foregoing, this corporation shall not engage in any act of self-dealing, as defined in Section 4941 of the Internal Revenue Code.

Section 9.6 Loans to Directors and Officers. This corporation shall not lend any money or property to or guarantee the obligation of any Director or officer of this corporation.

Section 9.7 Annual Report. The Board shall cause a written annual report to be sent to the Directors annually. The annual report shall be accompanied by a report on this

corporation of independent accountants or, if there is no such report, by the certificate of an authorized officer of this corporation that the financial statements included in the annual report were prepared without audit from this corporation's books and records. The annual report shall contain the following information, in appropriate detail, for the fiscal year:

(a) The assets and liabilities, including the trust funds, of this corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including the trust funds, of this corporation;

(c) The revenue or receipts of this corporation, both unrestricted and restricted to particular purposes;

(d) The expenses or disbursements of this corporation for both general and restricted purposes; and

(e) Any information required by Section 9.8 of these Bylaws.

If the Board approves, this corporation may send the annual report and any accompanying material sent pursuant to this Section by electronic transmission. If a report sent to the Attorney General in compliance with the requirements of Government Code Section 12580 through 12599.7 includes the information required in the annual report, then this corporation may furnish a copy of its report to the Attorney General in lieu of the annual report whenever it is required to furnish an annual report.

Section 9.8 Annual Statement of Certain Transactions and Indemnifications.

As part of the annual report to all Directors, or as a separate document if no annual report is issued, this corporation shall annually prepare and mail or furnish to each Director a statement of any transaction or indemnification of the following kind occurring during the previous fiscal year:

(a) Any transaction (i) in which this corporation, its parent or its subsidiary was a party; (ii) in which an "interested person" had a direct or indirect material financial interest; and (iii) which involved more than fifty thousand dollars (\$50,000.00), or was one of several transactions with the same interested person involving, in the aggregate, more than fifty thousand dollars (\$50,000.00). The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to this corporation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

For the purposes of this subsection, an "interested person" is either of the following: (i) any director or officer of this corporation, its parent or its subsidiary or (ii) any holder of more than ten percent (10%) of the voting power of this corporation, its parent or its subsidiary.



(b) Any indemnifications or advances aggregating more than ten thousand dollars (\$10,000.00) paid during the fiscal year to any Director or officer of this corporation under Article VIII of these Bylaws.

Section 9.9 Financial Audit. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of two million dollars (\$2,000,000.00) or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by this corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within nine (9) months after the close of the fiscal year to which the statements relate. For three (3) years, such statements shall (a) be available at this corporation's principal, regional, and district offices (if any) during regular business hours and (b) be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on this corporation's website.

Section 9.10 Fiscal Year. The fiscal year of this corporation shall end on December 31st.

Section 9.11 Private Foundation Restrictions. Notwithstanding anything herein to the contrary, in any period in which this corporation is a private foundation, as defined in Section 509 of the Internal Revenue Code, this corporation shall make distributions at such time and in such manner as not to subject this corporation to tax under Section 4942 of the Internal Revenue Code, and this corporation shall not (i) engage in any act of self-dealing, as defined in Section 4941 of the Internal Revenue Code; (ii) retain any excess business holdings, as defined in Section 4943 of the Internal Revenue Code; (iii) make any investments in such manner as to subject this corporation to tax under Section 4944 of the Internal Revenue Code; or (iv) make any taxable expenditures, as defined in Section 4945 of the Internal Revenue Code.

Section 9.12 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

Section 9.13 Electronic Transmission. Subject to any guidelines and procedures that the Board may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from this corporation, this corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to this corporation, this corporation has in effect reasonable measures to verify that the sender is the individual



purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

### CERTIFICATE OF SECRETARY

The undersigned hereby certifies that:

1. I am the duly elected and acting Secretary of The Zellerbach Family Foundation, a California nonprofit public benefit corporation; and
2. The foregoing Bylaws consisting of 21 pages constitute the Bylaws of such corporation as duly adopted by the Board of Directors on July 27, 2022 and have not been amended or modified since such date.

IN WITNESS WHEREOF, I have executed this Certificate as of this 7/27/2022 | 2:56 PM PDT, 2022.

*Nancy Zellerbach Boschwitz*  
\_\_\_\_\_  
Nancy Zellerbach Boschwitz, Secretary