

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.
 Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No. 1545-0047

2022

Open to Public Inspection

Form **990-PF**

Department of the Treasury
 Internal Revenue Service

For calendar year 2022 or tax year beginning _____, and ending _____

Name of foundation THE ZELLERBACH FAMILY FOUNDATION		A Employer identification number 94-6069482
Number and street (or P.O. box number if mail is not delivered to street address) 455 MARKET ST.	Room/suite 2200	B Telephone number 4154212629
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94105		C If exemption application is pending, check here ...
G Check all that apply: Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change <input type="checkbox"/>		D 1. Foreign organizations, check here
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation <input type="checkbox"/>		2. Foreign organizations meeting the 85% test, check here and attach computation
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 154,935,101.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual Other (specify) _____ (Part I, column (d), must be on cash basis.)	E If private foundation status was terminated under section 507(b)(1)(A), check here ...
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ...

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	250,000.		N/A	
	2 Check _____ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	568,222.	1,617,403.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,185,483.			STATEMENT 1
	b Gross sales price for all assets on line 6a	5,497,363.			
	7 Capital gain net income (from Part IV, line 2)		9,775,448.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	506,763.	-746,263.		STATEMENT 3	
12 Total. Add lines 1 through 11	3,510,468.	10,646,588.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	527,500.	26,375.		501,125.
	14 Other employee salaries and wages	648,426.	3,710.		637,366.
	15 Pension plans, employee benefits	331,358.	41,087.		290,271.
	16a Legal fees	13,923.	0.		13,923.
	b Accounting fees	59,974.	20,991.		38,983.
	c Other professional fees	436,947.	350,711.		180,573.
	17 Interest				
	18 Taxes	74,154.	117,338.		64,960.
	19 Depreciation and depletion	75,454.	0.		
	20 Occupancy	320,646.	39,759.		280,887.
	21 Travel, conferences, and meetings	16,694.	0.		16,694.
	22 Printing and publications				
	23 Other expenses	-181,308.	5,885.		136,907.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,323,768.	605,856.		2,161,689.
	25 Contributions, gifts, grants paid	5,705,300.			5,774,300.
26 Total expenses and disbursements. Add lines 24 and 25	8,029,068.	605,856.		7,935,989.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-4,518,600.				
b Net investment income (if negative, enter -0-)		10,040,732.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	6,763,204.	3,342,990.	3,342,990.
	3 Accounts receivable 10,117. Less: allowance for doubtful accounts	3,403.	10,117.	10,117.
	4 Pledges receivable			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	17,900.	23,635.	23,635.
	10a Investments - U.S. and state government obligations STMT 9	9,184,004.	8,033,021.	8,033,021.
	b Investments - corporate stock STMT 10	72,429,033.	63,196,559.	63,196,559.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	96,709,411.	77,993,535.	77,993,535.
	14 Land, buildings, and equipment: basis 578,819. Less: accumulated depreciation 445,758.	199,394.	133,061.	133,061.
15 Other assets (describe STATEMENT 12)	1,488,862.	2,709,746.	2,202,183.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	186,795,211.	155,442,664.	154,935,101.	
Liabilities	17 Accounts payable and accrued expenses	223,631.	378,238.	
	18 Grants payable	444,000.	375,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe STATEMENT 13)	1,855,604.	1,044,901.	
23 Total liabilities (add lines 17 through 22)	2,523,235.	1,798,139.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions	184,271,976.	153,644,525.	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 26 through 30.			
	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 Total net assets or fund balances	184,271,976.	153,644,525.		
30 Total liabilities and net assets/fund balances	186,795,211.	155,442,664.		

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	184,271,976.
2 Enter amount from Part I, line 27a	2	-4,518,600.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	179,753,376.
5 Decreases not included in line 2 (itemize) UNREALIZED LOSS ON INVESTMENTS	5	26,108,851.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	153,644,525.

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

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e			
5,497,363.		3,441,973.	9,775,448.

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			
			9,775,448.

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	9,775,448.
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). See instructions. If (loss), enter -0- in Part I, line 8	3	N/A

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)	1	139,566.
b All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2	0.
3 Add lines 1 and 2	3	139,566.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	139,566.
6 Credits/Payments:		
a 2022 estimated tax payments and 2021 overpayment credited to 2022	6a	166,406.
b Exempt foreign organizations - tax withheld at source	6b	0.
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.
d Backup withholding erroneously withheld	6d	0.
7 Total credits and payments. Add lines 6a through 6d	7	176,406.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.
9 Tax due. If the total of lines 5 and 8 is more than 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	36,840.
11 Enter the amount of line 10 to be: Credited to 2023 estimated tax 36,840. Refunded	11	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 Form 1120-POL for this year?		X
	d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ <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 Form 990-T 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 2022 or the tax year beginning in 2022? 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 Form 1041 - 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 2022, 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
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	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)?	1a(5)	X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	1a(6)	X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	X
c Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
d 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 2022?	1d	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2022, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2022?	2a	X
If "Yes," list the years _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	X
b If "Yes," did it have excess business holdings in 2022 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 2022.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2022?	4b	X

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

	Yes	No
5a During the year, did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		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 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	
c Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
d 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	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
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
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		X
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?		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		527,500.	93,280.	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	162,917.	66,912.	0.
NAVIN MOUL - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE 40.00	149,836.	37,384.	0.
MARGOT MELCON - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE 40.00	144,825.	36,627.	0.
PATRICK TAYLOR - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	GRANTS MANAGER 40.00	109,290.	40,184.	0.
MICHAEL SMITH - 455 MARKET STREET, SUITE 2200, SAN FRANCISCO, CA 94105	IT DIRECTOR 20.00	74,208.	44,207.	0.
Total number of other employees paid over \$50,000				1

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES 125 HIGH STREET, BOSTON, MA 02110	INVESTMENT ADVISOR	256,374.
SILCHESTER INTERNATIONAL INVESTORS - 780 THIRD AVENUE, 42ND FLOOR, NEW YORK, NY 10017	INVESTMENT MANAGER	94,337.
BPM LLP - ONE CALIFORNIA STREET, SUITE 2500, SAN FRANCISCO, CA 94111	TAX AND ACCOUNTING	59,974.
SNYDER SMALL CAP VALUE FUND - 101 MISSION STREET, SUITE 1400, SAN FRANCISCO, CA 94105	INVESTMENT MANAGER	56,440.
CHANGE CONSULTING LLC P.O. BOX 10453, OAKLAND, CA 94610	COMMUNICATIONS	55,889.
Total number of others receiving over \$50,000 for professional services		0

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 SEE STATEMENT 15	500,000.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	500,000.

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	85,016,044.
b	Average of monthly cash balances	1b	3,412,891.
c	Fair market value of all other assets (see instructions)	1c	79,615,384.
d	Total (add lines 1a, b, and c)	1d	168,044,319.
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	168,044,319.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	2,520,665.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	165,523,654.
6	Minimum investment return. Enter 5% (0.05) of line 5	6	8,276,183.

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	8,276,183.
2a	Tax on investment income for 2022 from Part V, line 5	2a	139,566.
b	Income tax for 2022. (This does not include the tax from Part V.)	2b	2,181.
c	Add lines 2a and 2b	2c	141,747.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,134,436.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,134,436.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1	7	8,134,436.

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	7,935,989.
b	Program-related investments - total from Part VIII-B	1b	500,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	9,121.
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part XII, line 4	4	8,445,110.

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2021	(c) 2021	(d) 2022
1 Distributable amount for 2022 from Part X, line 7				8,134,436.
2 Undistributed income, if any, as of the end of 2022:				
a Enter amount for 2021 only			2,650,175.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2022:				
a From 2017				
b From 2018				
c From 2019				
d From 2020				
e From 2021				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2022 from Part XI, line 4: \$ 8,445,110.				
a Applied to 2021, but not more than line 2a ...			2,650,175.	
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 2022 distributable amount				5,644,935.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2022 (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 2021. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
f Undistributed income for 2022. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2023				2,489,501.
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 2017 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2023. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2018 ...				
b Excess from 2019 ...				
c Excess from 2020 ...				
d Excess from 2021 ...				
e Excess from 2022 ...				

** SEE STATEMENT 16

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 2022, 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)

Table with 5 columns: (a) 2022, (b) 2021, (c) 2020, (d) 2019, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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 17

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)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
Name and address (home or business)				
a Paid during the year				
HIP HOP FOR CHANGE, INC. 515 55TH SUITE A OAKLAND, CA 94609		PC	GENERAL OPERATIONS	40,000.
MONUMENT IMPACT 1760 CLAYTON RD. CONCORD, CA 94520		PC	H.O.M.E.S. STORYTELLING PROGRAM	30,000.
BLACK ARTS MOVEMENT AND BUSINESS DISTRICT COMMUNITY DEVELOPMENT CORP 1791 11TH STREET OAKLAND, CA 94602		PC	BLACSPACE COOPERATIVE	40,000.
BAY AREA VIDEO COALITION, INC. 145 9TH STREET SUITE 101 SAN FRANCISCO, CA 94103		PC	VOICES OF THE COMMUNITY	20,000.
COUNTERPULSE 80 TURK ST. SAN FRANCISCO, CA 94102		PC	CAPITAL CAMPAIGN	75,000.
Total	SEE CONTINUATION SHEET(S)			3a 5,774,300.
b Approved for future payment				
CENTRO LABORAL DE GRATON P.O. BOX 42 GRATON, CA 95444		PC	GENERAL OPERATING SUPPORT	50,000.
PETALUMA CITY SCHOOLS 421 S. MCDOWELL BLVD. PETALUMA, CA 94954		PC	TO SUPPORT MCDOWELL SCHOOL FAMILY RESOURCE CENTER	60,000.
NEW VENTURE FUND 1201 CONNECTICUT AVE NW, SUITE 300 WASHINGTON, DC 20036		PC	TO SUPPORT COALITION FOR CALIFORNIA'S CHILDREN	100,000.
Total	SEE CONTINUATION SHEET(S)			3b 375,000.

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		6,221.	14	562,001.	
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		58,179.	14	448,584.	
8 Gain or (loss) from sales of assets other than inventory		59,569.	18	2,125,914.	
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)		123,969.		3,136,499.	0.
13 Total. Add line 12, columns (b), (d), and (e)					3,260,468.

(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.

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

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

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

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.
Signature of officer or trustee Date Title EXECUTIVE DIRECTOR

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

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check [] if self-employed PTIN TAMARA L. MCINERNEY TAMARA L. MCINERN 10/27/23 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

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

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Go to www.irs.gov/Form8868 for the latest information.**

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

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

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

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 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, 2023**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2022** or
▶ tax year beginning _____, and ending _____.

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

3a If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	176,406.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	166,406.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	10,000.

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 RS VICTORY GLOBAL NATURAL RESOURCES	P	01/01/22	12/31/22
b MATTHEWS PACIFIC TIGER	P	01/01/22	12/31/22
c MELLON DUSE	P	01/01/22	12/31/22
d PASS THROUGH INVESTMENT GAINS	P	01/01/22	12/31/22
e FORESTER OFFSHORE - REDEMPTION	P	01/01/22	12/31/22
f COMMON FUND INTERNATIONAL PARTNERS V	P	07/01/05	12/31/22
g			
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 2,997,188.		3,311,880.	-314,692.
b 92,972.			92,972.
c		122,966.	-122,966.
d			7,720,058.
e 2,407,203.			2,407,203.
f		7,127.	-7,127.
g			
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-314,692.
b			92,972.
c			-122,966.
d			7,720,058.
e			2,407,203.
f			-7,127.
g			
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	9,775,448.
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
SOMARTS 934 BRANNAN STREET SAN FRANCISCO, CA 94103		PC	ARTS EQUITY AND RECOVERY SERIES; EVENTS	10,000.
KEARNY STREET WORKSHOP, INC. 1246 FOLSOM STREET SUITE 100 SAN FRANCISCO, CA 94103		PC	PANELIST GRANT - KUNDIMAN NG KATAWAN	7,500.
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	ARTISTS' ADAPTABILITY CIRCLES	50,000.
SMALL PRESS TRAFFIC LITERARY ARTS CENTER 1111 8TH STREET SAN FRANCISCO, CA 94107		PC	THE BACK ROOM	30,000.
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	ARTISTS' ADAPTABILITY CIRCLES	15,000.
INDEPENDENT ARTS AND MEDIA 2830 20TH STREET, SUITE 201 SAN FRANCISCO, CA 94110		PC	THE FLIGHT DECK STABILIZATION	15,000.
UBUNTU THEATER PROJECT, INC., DBA OAKLAND THEATER PROJECT 1501 MARTIN LUTHER KING JR WAY OAKLAND, CA 94612		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
THE WRITERS GROTTO 1663 MISSION STREET SUITE 602 SAN FRANCISCO, CA 94103		PC	TO PROVIDE GENERAL OPERATING SUPPORT	5,000.
JESS CURTIS/GRAVITY 849 DIVISADERO STE 4 SAN FRANCISCO, CA 94117		PC	TO SUPPORT GRANTEE'S PROJECT FUGITIVITY LABS	15,000.
SHAWL-ANDERSON MODERN DANCE CENTER 2704 ALCATRAZ AVE BERKELEY, CA 94705		PC	TO SUPPORT GRANTEE'S PROJECT ROGELIO LOPEZ AND DANCERS	7,500.
Total from continuation sheets				5,569,300.

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	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
DEL SOL PERFORMING ARTS ORGANIZATION 751 - 47TH AVENUE SAN FRANCISCO, CA 94121		PC	TO PROVIDE GENERAL OPERATING SUPPORT	5,000.
TIDES FOUNDATION 1014 TORNEY AVENUE SAN FRANCISCO, CA 94129		PC	BAY AREA FUNDERS FOR CULTURAL EQUITY	25,000.
LEFT COAST CHAMBER ENSEMBLE INC. 55 TAYLOR STREET SAN FRANCISCO, CA 94102		PC	TO PROVIDE GENERAL OPERATING SUPPORT	5,000.
COUNTERPULSE 80 TURK ST. SAN FRANCISCO, CA 94102		PC	TO PROVIDE GENERAL OPERATING SUPPORT	15,000.
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	TO SUPPORT GRANTEE'S PROJECT CAMPO SANTO	15,000.
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	TO SUPPORT GRANTEE'S PROJECT BOOMSHAKE MUSIC	10,000.
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	TO SUPPORT GRANTEE'S PROJECT EYE ZEN PRESENTS	10,000.
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	TO SUPPORT GRANTEE'S PROJECT THE PERFORMANCE PRIMERS	5,000.
SAFEHOUSE FOR THE PERFORMING ARTS 145 EDDY STREET SAN FRANCISCO, CA 94102		PC	TO SUPPORT GRANTEE'S PROJECT PUT UR PLAY ON FOUNDATION	5,000.
Total from continuation sheets				

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
SAFEHOUSE FOR THE PERFORMING ARTS 145 EDDY STREET SAN FRANCISCO, CA 94102		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
RICHMOND ART CENTER 2540 BARRETT AVENUE RICHMOND, CA 94804		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
JAMESTOWN COMMUNITY CENTER, INC. 2929 19TH STREET SAN FRANCISCO, CA 94110		PC	TO SUPPORT GRANTEE'S PROJECT LOCO BLOCO	10,000.
BAY AREA CREATIVE BAC 4135 FOREST HILL COURT HAYWARD, CA 94542		PC	TO PROVIDE GENERAL OPERATING SUPPORT	5,000.
QCC: THE CENTER FOR LESBIAN GAY BISEXUAL TRANSGENDER ART & CULTURE 762 FULTON STREET SAN FRANCISCO, CA 94102		PC	TO SUPPORT GRANTEE'S PROJECT BUNDLE OF STICKS	5,000.
QCC: THE CENTER FOR LESBIAN GAY BISEXUAL TRANSGENDER ART & CULTURE 762 FULTON STREET SAN FRANCISCO, CA 94102		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
KULINTANG ARTS INC. (KULARTS) 1010 MISSION STREET SAN FRANCISCO, CA 94103		PC	TO SUPPORT GRANTEE'S PROJECT KULINTANG DIALECT	5,000.
AUDIUM INC. 1616 BUSH STREET SAN FRANCISCO, CA 94109		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
CHINESE FOR AFFIRMATIVE ACTION 17 WALTER U. LUM PLACE SAN FRANCISCO, CA 94108		PC	TO SUPPORT GRANTEE'S PROJECT ASIAN REFUGEES UNITED	5,000.
ASIAN AMERICAN WOMEN ARTISTS ASSOCIATION 1890 BRYANT ST. 302 SAN FRANCISCO, CA 94110		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
Total from continuation sheets				

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 DANCE BRIGADE 3316 24TH STREET SAN FRANCISCO, CA 94110		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
DANCERS GROUP 44 GOUGH ST. SUITE 201 SAN FRANCISCO, CA 94103		PC	TO SUPPORT GRANTEE'S PROJECT DETOUR DANCE	10,000.
DANCERS GROUP 44 GOUGH ST. SUITE 201 SAN FRANCISCO, CA 94103		PC	TO SUPPORT GRANTEE'S PROJECT DAVID HERRERA PERFORMANCE COMPANY	10,000.
SEW PRODUCTIONS, INC., DBA LORRAINE HANSBERRY THEATRE 762 FULTON STREET SUITE 304 SAN FRANCISCO, CA 94115		PC	TO PROVIDE GENERAL OPERATING SUPPORT	7,500.
WEST OAKLAND MURAL PROJECT 831 CENTER STREET OAKLAND, CA 94607		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
AU CO VIETNAMESE CULTURAL CENTER P.O. BOX 347042 SAN FRANCISCO, CA 94134		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
FOGLIFTER PRESS 1200 CLAY STREET #4 SAN FRANCISCO, CA 94108		PC	TO PROVIDE GENERAL OPERATING SUPPORT	5,000.
CROWDED FIRE THEATER COMPANY 1695 18TH STREET C101 ANNEX SAN FRANCISCO, CA 94107		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
LEGACY FILM FESTIVAL ON AGING 237 EUREKA ST SAN FRANCISCO, CA 94114		PC	TO PROVIDE GENERAL OPERATING SUPPORT	5,000.
CHINESE HISTORICAL SOCIETY OF AMERICA 965 CLAY STREET SAN FRANCISCO, CA 94108		PC	TO PROVIDE GENERAL OPERATING SUPPORT	5,000.
Total from continuation sheets				

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
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY EXTRAMURAL FUNDS ACCOUNTING 2195 HEARST AVE., ROOM 130 BERKELEY, CA 94720-1103		PC	TO SUPPORT GRANTEE'S PROJECT CAL PERFORMANCES	60,000.
PRO ARTS INC. 150 FRANK H OGAWA PLAZA OAKLAND, CA 94612		PC	TO PROVIDE GENERAL OPERATING SUPPORT	15,000.
AMERICAN INDIAN CHILD RESOURCE CENTER 522 GRAND AVENUE OAKLAND, CA 94610		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
WILLIAM JAMES ASSOCIATION PO BOX 1632 SANTA CRUZ, CA 95060		PC	TO SUPPORT GRANTEE'S PROJECT ARTISTIC ENSEMBLE @ SAN QUENTIN PRISON	10,000.
THREE GIRLS THEATRE COMPANY INC. 1034 KEARNY STREET SAN FRANCISCO, CA 94133		PC	TO PROVIDE GENERAL OPERATING SUPPORT	5,000.
LOS CENZONTLES MEXICAN ARTS CENTER 13108 SAN PABLO AVENUE SAN PABLO, CA 94805		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
DIAMANO COURA WEST AFRICAN DANCE CO 1428 ALICE STREET, #201 OAKLAND, CA 94612		PC	TO PROVIDE GENERAL OPERATING SUPPORT	5,000.
BRAVA! FOR WOMEN IN THE ARTS 2781 24TH STREET SAN FRANCISCO, CA 94110		PC	TO SUPPORT GRANTEE'S PROJECT DIANA GAMEROS	5,000.
INDEPENDENT ARTS AND MEDIA 2830 20TH STREET, SUITE 201 SAN FRANCISCO, CA 94110		PC	TO SUPPORT GRANTEE'S PROJECT CLARION ALLEY MURAL PROJECT	10,000.
THE LAB SF 2948 16TH STREET SAN FRANCISCO, CA 94103		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
Total from continuation sheets				

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
DIASPORA ARTS CONNECTION INC. 463 CAMELBACK ROAD PLEASANT HILL, CA 94523		PC	TO PROVIDE GENERAL OPERATING SUPPORT	5,000.
CULTURAL ODYSSEY 762 FULTON STREET #306 SAN FRANCISCO, CA 94102		PC	TO PROVIDE GENERAL OPERATING SUPPORT	5,000.
OAKLAND PARKS AND RECREATION FOUNDATION PO BOX 13267 OAKLAND, CA 94166		PC	TO SUPPORT GRANTEE'S PROJECT TODAY'S FUTURE SOUND	10,000.
KITKA, INC. 1201 MARTIN LUTHER KING JR. WAY SUITE 103 OAKLAND, CA 94612		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	TO SUPPORT GRANTEE'S PROJECT DEAR QUEER DANCER	5,000.
INTERMUSIC SF 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	TO SUPPORT THE MUSIC AND DANCE PIECE TOUCH BASS	7,500.
INTERMUSIC SF 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	TO PROVIDE GENERAL OPERATING SUPPORT	15,000.
WEST EDGE OPERA 1700 SHATTUCK AVE. #312 BERKELEY, CA 94709		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
GAPA FUND DBA GAPA THEATRE 2155 OCEAN AVENUE SAN FRANCISCO, CA 94127		PC	TO PROVIDE GENERAL OPERATING SUPPORT	5,000.
GENRYU ARTS 2345 BUSH STREET APT. 12 SAN FRANCISCO, CA 94115		PC	TO PROVIDE GENERAL OPERATING SUPPORT	5,000.
Total from continuation sheets				

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
HIGHER GLIFFS DBA COMMUNITY REJUVENATION PROJECT 2721 60TH AVENUE OAKLAND, CA 94605		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
FRESH MEAT PRODUCTIONS 375 27TH STREET #A SAN FRANCISCO, CA 94131		PC	TO SUPPORT GRANTEE'S PROJECT SAN FRANCISCO TRANSGENDER FILM FESTIVAL	10,000.
DANCERS GROUP 44 GOUGH ST. SUITE 201 SAN FRANCISCO, CA 94103		PC	TO SUPPORT GRANTEE'S PROJECT FUNSCH DANCE EXPERIENCE	5,000.
DANCERS GROUP 44 GOUGH ST. SUITE 201 SAN FRANCISCO, CA 94103		PC	TO SUPPORT GRANTEE'S PROJECT MEGAN LOWE DANCES	10,000.
DANCERS GROUP 44 GOUGH ST. SUITE 201 SAN FRANCISCO, CA 94103		PC	TO SUPPORT GRANTEE'S PROJECT FESTIVAL OF LATIN AMERICAN CONTEMPORARY CHOREOGRAPHERS FLACC!	10,000.
DANCERS GROUP 44 GOUGH ST. SUITE 201 SAN FRANCISCO, CA 94103		PC	TO SUPPORT GRANTEE'S PROJECT TINYPISTOL	7,500.
CENTER FOR THE ART OF TRANSLATION 582 MARKET ST., SUITE 700 SAN FRANCISCO, CA 94104		PC	TO PROVIDE GENERAL OPERATING SUPPORT	5,000.
CHINESE CULTURE FOUNDATION OF SAN FRANCISCO 750 KEARNY STREET 3RD FLOOR SAN FRANCISCO, CA 94108		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
BLACK JOY PARADE PO BOX 2757 OAKLAND, CA 94602		PC	TO PROVIDE GENERAL OPERATING SUPPORT	15,000.
KALA INSTITUTE 1060 HEINZ AVENUE BERKELEY, CA 94710		PC	TO PROVIDE GENERAL OPERATING SUPPORT	15,000.
Total from continuation sheets				

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
QUEER WOMEN OF COLOR MEDIA ARTS PROJECT-QWOCMAP 1014 TORNEY AVENUE, SUITE 111 SAN FRANCISCO, CA 94129		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
ROBERT MOSES KIN 870 MARKET STREET SUITE 567 SAN FRANCISCO, CA 94102		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
THE WRITERS GROTTTO 1663 MISSION STREET SUITE 602 SAN FRANCISCO, CA 94103		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
NAVA DANCE THEATRE 4115 STONE VALLEY OAKS DRIVE ALAMO, CA 94507		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
CULTURA Y ARTE NATIVA DE LAS AMERICAS 1333 FLORIDA STREET SAN FRANCISCO, CA 94110		PC	TO PROVIDE GENERAL OPERATING SUPPORT	15,000.
GIRLS GARAGE 1380 10TH STREET BERKELEY, CA 94710		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	TO SUPPORT GRANTEE'S PROJECT SCHOOL OF THE GETDOWN	5,000.
PLAYWRIGHTS FOUNDATION INC. 1616 16TH ST #350 SAN FRANCISCO, CA 94103		PC	TO PROVIDE GENERAL OPERATING SUPPORT	15,000.
SHOTGUN PLAYERS INC. 1901 ASHBY AVE. BERKELEY, CA 94703		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
BRAVA! FOR WOMEN IN THE ARTS 2781 24TH STREET SAN FRANCISCO, CA 94110		PC	TO SUPPORT GRANTEE'S PROJECT LA LENGUA TEATRO EN ESPAOL	10,000.
Total from continuation sheets				

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 DANCE BRIGADE 3316 24TH STREET SAN FRANCISCO, CA 94110		PC	TO SUPPORT GRANTEE'S PROJECT THE AFRICAN & AFRICAN AMERICAN PERFORMING ARTS COALITION	10,000.
THE LITQUAKE FOUNDATION 342 ROME STREET SAN FRANCISCO, CA 94112		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
JOYCE GORDON FOUNDATION FOR THE ARTS 406 14TH ST OAKLAND, CA 94612		PC	TO SUPPORT GRANTEE'S PROJECT GEOFFREY'S INNER CIRCLE	5,000.
DANCERS GROUP 44 GOUGH ST. SUITE 201 SAN FRANCISCO, CA 94103		PC	TO SUPPORT GRANTEE'S PROJECT AFRO URBAN SOCIETY	15,000.
DANCERS GROUP 44 GOUGH ST. SUITE 201 SAN FRANCISCO, CA 94103		PC	TO SUPPORT GRANTEE'S PROJECT DUNIYA DANCE AND DRUM COMPANY	15,000.
DANCERS GROUP 44 GOUGH ST. SUITE 201 SAN FRANCISCO, CA 94103		PC	TO SUPPORT GRANTEE'S PROJECT NAKA DANCE THEATER	10,000.
JOE GOODE PERFORMANCE GROUP 499 ALABAMA ST. #150 SAN FRANCISCO, CA 94110		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
WOMEN'S AUDIO MISSION 542-544 NATOMA STREET #C-1 SAN FRANCISCO, CA 94103		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
ASIAN PACIFIC ISLANDER CULTURAL CENTER 934 BRANNAN STREET SAN FRANCISCO, CA 94103		PC	TO SUPPORT GRANTEE'S PROJECT LENORA LEE DANCE	15,000.
AXIS DANCE COMPANY P.O. BOX 2627 BERKELEY, CA 94702		PC	TO PROVIDE GENERAL OPERATING SUPPORT	15,000.
Total from continuation sheets				

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
OAKLAND PARKS AND RECREATION FOUNDATION PO BOX 13267 OAKLAND, CA 94166		PC	TO SUPPORT GRANTEE'S PROJECT AFROCENTRIC OAKLAND	15,000.
EASTSIDE ARTS ALLIANCE P O BOX 17008 OAKLAND, CA 94601		PC	TO SUPPORT GRANTEE'S PROJECT SCHOOL OF THE GETDOWN	5,000.
LA POCHA NOSTRA INTER CULTURAL PERFORMANCE AND COMMUNITY ARTS PROJECTS 3435 CESAR CHAVEZ #330 SAN FRANCISCO, CA 94110		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
Z SPACE STUDIO 499 ALABAMA ST. SUITE 450 SAN FRANCISCO, CA 94110		PC	TO SUPPORT GRANTEE'S PROJECT QUEER CAT PRODUCTION	5,000.
DIMENSIONS DANCE THEATER INCORPORATED 1428 ALICE STREET #308 OAKLAND, CA 94612		PC	TO SUPPORT GRANTEE'S PROJECT FUA DIA CONGO	5,000.
PRESCOTT CIRCUS THEATRE 800 PINE ST. #10 OAKLAND, CA 94607		PC	TO PROVIDE GENERAL OPERATING SUPPORT	5,000.
OLD SKOOL CAFE 1429 MENDELL ST. SAN FRANCISCO, CA 94121		PC	TO PROVIDE GENERAL OPERATING SUPPORT	5,000.
SAFEHOUSE FOR THE PERFORMING ARTS 145 EDDY STREET SAN FRANCISCO, CA 94102		PC	TO PROVIDE GENERAL OPERATING SUPPORT	15,000.
SOUTHERN EXPOSURE 3030 20TH STREET SAN FRANCISCO, CA 94110		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
SAN FRANCISCO MIME TROUPE 855 TREAT AVENUE SAN FRANCISCO, CA 94110		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
Total from continuation sheets				

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
MAGIC THEATRE, INC. FORT MASON CENTER, BUILDING D 2 MARINA BOULEVARD SAN FRANCISCO, CA 94123		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
COLORADO COLLEGE OFFICE OF THE DEAN 14 EAST CACHE LA POUDRE STREET COLORADO SPRINGS, CO 80903		PC	TO SUPPORT THE DEVELOPMENT OF LISA MARIE ROLLINS' PLAY LOVE IS ANOTHER COUNTRY	7,500.
ALTERNATIVE THEATER ENSEMBLE PO BOX 150659 SAN RAFAEL, CA 94915		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
FLYAWAY PRODUCTIONS 1068 BOWDOIN STREET SAN FRANCISCO, CA 94134		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
KRONOS PERFORMING ARTS ASSOCIATION 1242 9TH AVENUE SAN FRANCISCO, CA 94122		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
KEARNY STREET WORKSHOP, INC. 1246 FOLSOM STREET SUITE 100 SAN FRANCISCO, CA 94103		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	TO SUPPORT GRANTEE'S PROJECT WRITE NOW! SF BAY	10,000.
INTERSECTION FOR THE ARTS 1446 MARKET STREET SAN FRANCISCO, CA 94102		PC	TO SUPPORT GRANTEE'S PROJECT URBAN JAZZ DANCE	10,000.
ZACCHO SF 1777 YOSEMITE AVE. #330 SAN FRANCISCO, CA 94124		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
BERKELEY SYMPHONY ORCHESTRA 1942 UNIVERSITY AVENUE #104 BERKELEY, CA 94704		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
Total from continuation sheets				

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 LOBSTER THEATER PROJECT AKA KILLING MY LOBSTER 2101 FOLSOM ST. SAN FRANCISCO, CA 94110		PC	TO PROVIDE GENERAL OPERATING SUPPORT	5,000.
INDEPENDENT ARTS AND MEDIA 2830 20TH STREET, SUITE 201 SAN FRANCISCO, CA 94110		PC	TO SUPPORT GRANTEE'S PROJECT BAHIIYA MOVEMENT	5,000.
ANNE BLUETHENTHAL AND DANCERS 3574 22ND STREET SAN FRANCISCO, CA 94114		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
API CULTURAL CENTER, INC. DBA OAKLAND ASIAN CULTURAL CENTER 388 NINTH STREET SUITE 290 OAKLAND, CA 94607		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
CUBACARIBE 60 29TH STREET SUITE 315 SAN FRANCISCO, CA 94110		PC	TO PROVIDE GENERAL OPERATING SUPPORT	5,000.
EL CAMPANIL THEATRE PRESERVATION FOUNDATION 604 W 2ND ST ANTIOCH, CA 94509		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
OAKLAND INTERFAITH GOSPEL CHOIR INC 655 13TH STREET SUITE 301 OAKLAND, CA 94612		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
CHINESE CULTURE FOUNDATION OF SAN FRANCISCO 750 KEARNY STREET 3RD FLOOR SAN FRANCISCO, CA 94108		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
DESTINY ARTS CENTER 970 GRACE AVENUE OAKLAND, CA 94608		PC	TO PROVIDE GENERAL OPERATING SUPPORT	15,000.
HOPE MOHR DANCE P.O. BOX 225237 SAN FRANCISCO, CA 94122		PC	TO PROVIDE GENERAL OPERATING SUPPORT	10,000.
Total from continuation sheets				

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
EAST BAY COMMUNITY FOUNDATION DE DOMENICO BUILDING 200 FRANK H. OGAWA PLAZA OAKLAND, CA 94612		PC	STRONG FUNDER COLLABORATIVE	50,000.
SAN FRANCISCO BOTANICAL GARDEN SOCIETY AT STRYBING ARBORETUM 1199 9TH AVENUE SAN FRANCISCO, CA 94122		PC	ZELLERBACH GARDEN	10,000.
NATIONAL CENTER FOR FAMILY PHILANTHROPY INC. 1667 K STREET, NW SUITE 550 WASHINGTON, DC 20006		PC	GENERAL OPERATING SUPPORT	20,000.
COMMUNITY LEGAL SERVICES IN EAST PALO ALTO INC. 1861 BAY ROAD EAST PALO ALTO, CA 94303		PC	IMMIGRATION LEGAL SERVICES	40,000.
CATHOLIC CHARITIES OF THE DIOCESE OF SANTA ROSA 987 AIRWAY COURT SANTA ROSA, CA 95402		PC	IMMIGRATION LEGAL SERVICES	70,000.
COASTSIDE HOPE 99 AVENUE ALHAMBRA P.O. BOX 1089 EL GRANADA, CA 94018		PC	GENERAL OPERATING SUPPORT	50,000.
LA LUZ CENTER 17560 GREGER STREET SONOMA, CA 95476		PC	GENERAL OPERATING SUPPORT	45,000.
PETALUMA CITY SCHOOLS MCDOWELL SCHOOL FAMILY RESOURCE CENTER 421 S. MCDOWELL BLVD. PETALUMA, CA 94954		PC	MCDOWELL FAMILY RESOURCE CENTER	60,000.
SECURE FAMILIES COLLABORATIVE 422 LARKFIELD CENTER #227 SANTA ROSA, CA 95403		PC	GENERAL OPERATING SUPPORT	50,000.
CANAL ALLIANCE 91 LARKSPUR STREET SAN RAFAEL, CA 94901-4820		PC	IMMIGRATION LEGAL SERVICES	50,000.
Total from continuation sheets				

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
DAY WORKER CENTER OF MOUNTAIN VIEW 113 ESCUELA STREET MOUNTAIN VIEW, CA 94040		PC	GENERAL OPERATING SUPPORT	60,000.
CENTRO LABORAL DE GRATON 2981 BOWEN STREET GRATON, CA 95444		PC	GENERAL OPERATING SUPPORT	50,000.
RENAISSANCE ENTREPRENEURSHIP CENTER 275 5TH STREET SAN FRANCISCO, CA 94103		PC	GENERAL OPERATING SUPPORT	60,000.
RYSE INC 205 41ST STREET RICHMOND, CA 94805-2321		PC	GENERAL OPERATING SUPPORT	75,000.
YOUNG WOMEN'S FREEDOM CENTER 832 FOLSOM STREET SUITE 700 SAN FRANCISCO, CA 94107		PC	YWFC GENERAL SUPPORT	75,000.
W. HAYWOOD BURNS INSTITUTE 475 14TH STREET SUITE 800 OAKLAND, CA 94612		PC	ORGANIZING FOR YOUTH JUSTICE	119,000.
SAN FRANCISCO OPERA ASSOCIATION 301 VAN NESS AVENUE SAN FRANCISCO, CA 94102		PC	GENERAL OPERATING SUPPORT	2,500.
SAN FRANCISCO BALLET ASSOCIATION 455 FRANKLIN STREET 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.
CORPORATION OF THE FINE ARTS MUSEUMS 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO, CA 94118		PC	GENERAL OPERATING SUPPORT	2,500.
Total from continuation sheets				

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
REGENTS OF THE UNIVERSITY OF CALIFORNIA, SAN FRANCISCO 220 MONTGOMERY ST. FL 5 SAN FRANCISCO, CA 94104		PC	HEALTH AND HUMAN RIGHTS INITIATIVE	75,300.
PARTNERSHIPS FOR TRAUMA RECOVERY 2526 MARTIN LUTHER KING JR WAY BERKELEY, CA 94704		PC	GENERAL OPERATING SUPPORT	50,000.
TIDES CENTER PRESIDIO BLDG. 1014 SAN FRANCISCO, CA 94129		PC	BUILDING BLOCKS FOR KIDS	50,000.
FAMILY BUILDERS BY ADOPTION 1900 EMBARCADERO SUITE 303 OAKLAND, CA 94606		PC	GENERAL SUPPORT FOR FAMILY BUILDERS	50,000.
LINCOLN 1266 14TH STREET OAKLAND, CA 94607		PC	EAST CONTRA COSTA COUNTY CAPACITY BUILDING INITIATIVE	75,000.
EAST BAY SANCTUARY COVENANT 2362 BANCROFT WAY BERKELEY, CA 94704		PC	GENERAL OPERATING SUPPORT	50,000.
INTERFAITH MOVEMENT FOR HUMAN INTEGRITY 310 8TH STREET, SUITE 310 OAKLAND, CA 94607		PC	GENERAL OPERATING SUPPORT	50,000.
EAST BAY FAMILY DEFENDERS 1212 BROADWAY SUITE 600 OAKLAND, CA 94612		PC	GENERAL SUPPORT	75,000.
OASIS LEGAL SERVICES 1900 ADDISON STREET SUITE 100 BERKELEY, CA 94704		PC	GENERAL OPERATING SUPPORT	50,000.
CALIFORNIA IMMIGRANT POLICY CENTER 634 S. SPRING ST, SUITE 600A LOS ANGELES, CA 90014		PC	GENERAL OPERATING SUPPORT	45,000.
Total from continuation sheets				

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
NATIONAL CENTER FOR YOUTH LAW 1212 BROADWAY, SUITE 600 OAKLAND, CA 94612		PC	ADDRESSING MENTAL HEALTH AND THE COMMERCIAL SEXUAL EXPLOITATION OF CHILDREN IN THE BAY	60,000.
IMMIGRANT LEGAL RESOURCE CENTER 1458 HOWARD STREET SAN FRANCISCO, CA 94103		PC	GENERAL OPERATING SUPPORT	50,000.
MUJERES UNIDAS Y ACTIVAS 3543 18TH ST., #23 SAN FRANCISCO, CA 94110		PC	GENERAL OPERATING SUPPORT	50,000.
ELLA BAKER CENTER FOR HUMAN RIGHTS 1419 34TH AVENUE, SUITE 202 OAKLAND, CA 94601		PC	GENERAL SUPPORT FOR ELLA BAKER CENTER	50,000.
MONUMENT IMPACT 1760 CLAYTON RD. CONCORD, CA 94520		PC	CONTRA COSTA IMMIGRANT RIGHTS ALLIANCE	45,000.
CALIFORNIA COLLABORATIVE FOR IMMIGRANT JUSTICE 1999 HARRISON STREET #1800 OAKLAND, CA 94612		PC	GENERAL OPERATING SUPPORT	65,000.
EAST BAY AGENCY FOR CHILDREN 2828 FORD STREET OAKLAND, CA 94601		PC	TRAUMA TRANSFORMED	50,000.
FREEDOM COMMUNITY CLINIC INC. 3215 TELEGRAPH AVE #101 OAKLAND, CA 94609		PC	WHOLE-PERSON HEALING FOR ALAMEDA COUNTY - OPERATIONAL SUPPORT FOR FREEDOM COMMUNITY CLINIC	50,000.
CENTRO LEGAL DE LA RAZA INC. 3400 EAST 12TH STREET OAKLAND, CA 94601		PC	IMMIGRATION LEGAL SERVICES	80,000.
BEATS RHYMES AND LIFE, INC. 450 SANTA CLARA AVE. OAKLAND, CA 94610		PC	GENERAL OPERATING SUPPORT	40,000.
Total from continuation sheets				

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
COMMUNITIES UNITED FOR RESTORATIVE YOUTH JUSTICE 490 LAKE PARK AVENUE #16086 OAKLAND, CA 94610		PC	GENERAL SUPPORT FOR CURYJ	75,000.
CENTER FOR EMPOWERED POLITICS EDUCATION FUND 1042 GRANT AVENUE, 5TH FLOOR SAN FRANCISCO, CA 94133		PC	CALIFORNIA HEALTHY NAIL SALON COLLABORATIVE	50,000.
COMMUNITY INITIATIVES 1000 BROADWAY, SUITE 480 OAKLAND, CA 94607		PC	IMMIGRANTS RISING	50,000.
CALIFORNIA YOUTH CONNECTION 1311 63RD STREET, SUITE A EMERYVILLE, CA 94608		PC	BAY AREA YOUTH ORGANIZING	50,000.
ALLIANCE FOR GIRLS PO BOX 27168 OAKLAND, CA 94602		PC	GENERAL SUPPORT FOR ALLIANCE FOR GIRLS	50,000.
COMMUNITY WORKS WEST 110 BROADWAY OAKLAND, CA 94607		PC	GENERAL OPERATING SUPPORT	50,000.
LEGAL SERVICES FOR CHILDREN INC. 1254 MARKET STREET 3RD FLOOR SAN FRANCISCO, CA 94102		PC	GENERAL OPERATING SUPPORT	50,000.
CHINESE FOR AFFIRMATIVE ACTION 17 WALTER U. LUM PLACE SAN FRANCISCO, CA 94108		PC	GENERAL OPERATING SUPPORT	40,000.
SAFE & SOUND 1757 WALLER STREET SAN FRANCISCO, CA 94117		PC	GENERAL SUPPORT FOR SAFE & SOUND	75,000.
YOUTH ALIVE! 3300 ELM STREET OAKLAND, CA 94609		PC	GENERAL SUPPORT FOR YOUTH ALIVE!	50,000.
Total from continuation sheets				

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
NATIONAL INSTITUTE FOR CRIMINAL JUSTICE REFORM 4900 SHATTUCK AVNUE #3817 OAKLAND, CA 94609		PC	NEIGHBORHOOD OPPORTUNITY & ACCOUNTABILITY BOARD	75,000.
PRIORITY AFRICA NETWORK 1440 KAINS AVENUE BERKELEY, CA 94702		PC	GENERAL OPERATING SUPPORT	30,000.
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR ST. SUITE 360 SAN FRANCISCO, CA 94105		PC	YOUTH POWER FUND	50,000.
RICHMOND COMMUNITY FOUNDATION 3260 BLUME DRIVE, SUITE 110 RICHMOND, CA 94806		PC	REIMAGINE RICHMOND	20,000.
IMMIGRATION INSTITUTE OF THE BAY AREA 58 2ND STREET, 3RD FLOOR SAN FRANCISCO, CA 94105		PC	GENERAL OPERATING SUPPORT	170,000.
MOVEMENT STRATEGY CENTER 6114 LA SALLE AVE #817 OAKLAND, CA 94611		PC	PLANNING FOR CAREER TECHNICAL EDUCATION HUB	60,000.
TAHIRIH JUSTICE CENTER 881 SNEATH LANE, SUITE # 115 SAN BRUNO, CA 94066		PC	GENERAL OPERATING SUPPORT	50,000.
GRANTMAKERS CONCERNED WITH IMMIGRANTS AND REFUGEES PO BOX 2178 PETALUMA, CA 94953-2178		PC	CALIFORNIA IMMIGRANT INTEGRATION INITIATIVE	20,000.
THE WEST OAKLAND HEALTH COUNCIL 700 ADELINE STREET OAKLAND, CA 94607		PC	OAKLAND AAPI/BLACK COMMUNITY DIALOGUE AND RACIAL HEALING PROJECT	15,000.
INTERNATIONALS NETWORK FOR PUBLIC SCHOOLS 50 BROADWAY SUITE 1601 NEW YORK, NY 10004		PC	OAKLAND INTERNATIONAL HIGH SCHOOL	50,000.
Total from continuation sheets				

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
NEW VENTURE FUND 1829 L. STREET NW SUITE 300 - A WASHINGTON, DC 20036		PC	CALIFORNIA CHILDREN'S TRUST	100,000.
ASIAN AMERICANS ADVANCING JUSTICE-ASIAN LAW CAUCUS 55 COLUMBUS AVE. SAN FRANCISCO, CA 94111		PC	GENERAL SUPPORT	60,000.
INDEPENDENT ARTS AND MEDIA 2830 20TH STREET, SUITE 201 SAN FRANCISCO, CA 94110		PC	5 ELEMENTS YOUTH PROGRAM	75,000.
CONTRA COSTA REGIONAL HEALTH FOUNDATION 50 DOUGLAS DRIVE #310A MARTINEZ, CA 94553		PC	CONTRA COSTA OFFICE OF RACIAL EQUITY AND SOCIAL JUSTICE	30,000.
LIFE LEARNING ACADEMY 651 8TH STREET, TREASURE ISLAND SAN FRANCISCO, CA 94130		PC	GENERAL SUPPORT FOR LIFE LEARNING ACADEMY	100,000.
EAST BAY CHILDREN'S LAW OFFICES INCORPORATED 80 SWAN WAY SUITE 300 OAKLAND, CA 94621		PC	GENERAL SUPPORT FOR EBCLO	40,000.
SOCIAL GOOD FUND INC. 12651 SAN PABLO AVE. #5473 RICHMOND, CA 94805		PC	IMMIGRANT DEFENSE ADVOCATES	30,000.
MONUMENT IMPACT 1760 CLAYTON RD. CONCORD, CA 94520		PC	GENERAL OPERATING SUPPORT	50,000.
SOCIAL AND ENVIRONMENTAL ENTREPRENEURS, INC. 23564 CALABASAS ROAD SUITE 201 CALABASAS, CA 91302		PC	AMPLIFY SCHOLARS IN CONTRA COSTA COUNTY	20,000.
COLEMAN CHILDREN AND YOUTH SERVICES 459 VIENNA STREET SAN FRANCISCO, CA 94112		PC	GENERAL SUPPORT FOR COLEMAN ADVOCATES	75,000.
Total from continuation sheets				

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
FAITH IN ACTION EAST BAY 8400 ENTERPRISE WAY OAKLAND, CA 94621		PC	GENERAL OPERATING 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	40,000.
AMERICAN FRIENDS SERVICE COMMITTEE 1501 CHERRY STREET PHILADELPHIA, PA 19102		PC	67 SUEOS	20,000.
TIDES FOUNDATION 1014 TORNEY AVENUE SAN FRANCISCO, CA 94129		PC	CALIFORNIA DIGNITY FOR FAMILIES FUND	50,000.
FLOURISH AGENDA INC. 1714 FRANKLIN ST STE #100-321 OAKLAND, CA 94612		PC	GENERAL SUPPORT FOR FLOURISH AGENDA	50,000.
YOUTH LAW CENTER 832 FOLSOM STREET #700 SAN FRANCISCO, CA 94107		PC	GENERAL OPERATING SUPPORT	100,000.
BLACK ORGANIZING PROJECT INC. 1035 W GRAND AVE. OAKLAND, CA 94619		PC	GENERAL OPERATING SUPPORT	50,000.
IMMIGRANT LEGAL DEFENSE 1322 WEBSTER STREET SUITE 300 OAKLAND, CA 94612		PC	GENERAL OPERATING SUPPORT	40,000.
EAST BAY COMMUNITY LAW CENTER 2921 ADELINE STREET BERKELEY, CA 94703		PC	GENERAL OPERATING SUPPORT	50,000.
FRESH LIFELINES FOR YOUTH, INC. 568 VALLEY WAY MILPITAS, CA 95035		PC	GENERAL OPERATING SUPPORT	50,000.
Total from continuation sheets				

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
MOVEMENT STRATEGY CENTER 6114 LA SALLE AVE #817 OAKLAND, CA 94611		PC	URBAN PEACE MOVEMENT	50,000.
VILLAGE COMMUNITY RESOURCE CENTER 633 VILLAGE DRIVE BRENTWOOD, CA 94513		PC	GENERAL OPERATING SUPPORT	40,000.
WESTCOAST CHILDREN'S CLINIC 3301 EAST 12TH STREET SUITE 259 OAKLAND, CA 94601		PC	BUILDING CAPACITY TO SERVE ALAMEDA COUNTY YOUTH WITH COMPLEX NEEDS	10,000.
ONEJUSTICE 433 CALIFORNIA STREET, SUITE 815 SAN FRANCISCO, CA 94104		PC	STRATEGIC PLAN	5,000.
SOCCER WITHOUT BORDERS 3700 EASTERN AVE BALTIMORE, MD 21224		PC	GENERAL OPERATING SUPPORT	5,000.
QUEER WOMEN OF COLOR MEDIA ARTS PROJECT-QWOCMAP 1014 TORNEY AVENUE, SUITE 111 SAN FRANCISCO, CA 94129		PC	GENERAL OPERATING SUPPORT	5,000.
SOZO IMPACT INC. 5422 HILLTOP CRESCENT OAKLAND, CA 94618		PC	GENERAL OPERATING SUPPORT	5,000.
FAITH IN ACTION EAST BAY 8400 ENTERPRISE WAY OAKLAND, CA 94621		PC	GENERAL OPERATING SUPPORT	5,000.
CHINESE FOR AFFIRMATIVE ACTION 17 WALTER U. LUM PLACE SAN FRANCISCO, CA 94108		PC	TO SUPPORT GRANTEE'S PROJECT ASIAN PRISONER SUPPORT COMMITTEE	50,000.
Total from continuation sheets				

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
LA LUZ CENTER 17560 GREGER STREET SONOMA, CA 95476		PC	GENERAL OPERATING SUPPORT	45,000.
CATHOLIC CHARITIES OF DIOCESE SANTA ROSA PO BOX 4900 SANTA ROSA, CA 95402		PC	IMMIGRATION LEGAL SERVICES	70,000.
MOVEMENT STRATEGY CENTER 436 14TH ST. 5TH FLOOR OAKLAND, CA 94612		PC	GENERAL SUPPORT FOR URBAN PEACE MOVEMENT	50,000.
Total from continuation sheets				165,000.

Part XIV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - NATIONAL CENTER FOR YOUTH LAW

ADDRESSING MENTAL HEALTH AND THE COMMERCIAL SEXUAL EXPLOITATION OF

CHILDREN IN THE BAY AREA

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 for the latest information.

OMB No. 1545-0047

2022

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).

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE WILLIAM AND FLORA HEWLETT FOUNDATION 2121 SAND HILL ROAD MENLO PARK, CA 94025	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	SAN FRANCISCO FOUNDATION ONE EMBARCADERO CENTER, SUITE 1400 SAN FRANCISCO, CA 94111	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

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

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

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

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

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

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
RS VICTORY GLOBAL NATURAL RESOURCES	2,997,188.	3,311,880.	0.	0.	-314,692.

(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	92,972.	0.	0.	0.	92,972.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MELLON DUZE	0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FORESTER OFFSHORE - REDEMPTION	2,407,203.	0.	0.	0.	2,407,203.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
COMMON FUND INTERNATIONAL PARTNERS V	PURCHASED	07/01/05	12/31/22	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	2,185,483.

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	197,180.	0.	197,180.	345,082.	
DIVIDEND AND INTEREST INCOME	371,042.	0.	371,042.	1,272,321.	
TO PART I, LINE 4	568,222.	0.	568,222.	1,617,403.	

FORM 990-PF	OTHER INCOME		STATEMENT 3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	506,763.	-749,266.	
OTHER INCOME	0.	3,003.	
TOTAL TO FORM 990-PF, PART I, LINE 11	506,763.	-746,263.	

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	13,923.	0.		13,923.
TO FM 990-PF, PG 1, LN 16A	13,923.	0.		13,923.

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	59,974.	20,991.		38,983.
TO FORM 990-PF, PG 1, LN 16B	59,974.	20,991.		38,983.

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	256,374.	350,711.		0.
COMMUNITY ARTS PANEL	11,500.	0.		11,500.
CONSULTING	169,073.	0.		169,073.
TO FORM 990-PF, PG 1, LN 16C	436,947.	350,711.		180,573.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARTNERSHIP FOREIGN TAXES	0.	108,143.		0.
PAYROLL TAXES	74,154.	9,195.		64,960.
TO FORM 990-PF, PG 1, LN 18	74,154.	117,338.		64,960.

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	13,478.	0.		13,478.
OFFICE EXPENSES	15,649.	1,565.		14,084.
SOFTWARE LICENSING FEES	37,426.	0.		37,426.
TELEPHONE	15,000.	1,860.		13,140.
BUSINESS INSURANCE	19,840.	2,460.		17,380.
MEMBERSHIPS	25,190.	0.		25,190.
ANNUAL MEETING	16,209.	0.		16,209.
EXCISE TAX	-324,100.	0.		0.
TO FORM 990-PF, PG 1, LN 23	-181,308.	5,885.		136,907.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
STATE STREET GOVERNMENT BONDS INDEX	X		8,033,021.	8,033,021.
TOTAL U.S. GOVERNMENT OBLIGATIONS			8,033,021.	8,033,021.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			8,033,021.	8,033,021.

FORM 990-PF

CORPORATE STOCK

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLINGTON-CAPITAL APPRECIATION	4,546,089.	4,546,089.
CEVIAN CAPITAL II FUND	2,992,473.	2,992,473.
ARROWSTREET	7,516,453.	7,516,453.
HILLHOUSE GAOLING	3,949,458.	3,949,458.
VAN ECK INT INVESTORS GOLD FUND	1,346,263.	1,346,263.
TWO SIGMA	6,618,565.	6,618,565.
CITY OF LONDON EMERGING MARKETS	3,412,311.	3,412,311.
SILCHESTER INTERNATIONAL INVESTORS	9,447,702.	9,447,702.
MATTHEWS PACIFIC TIGER	1,181,708.	1,181,708.
MELLON DYNAMIC US EQUITY	4,005,137.	4,005,137.
SNYDER CAPITAL	5,622,304.	5,622,304.
DODGE & COX INCOME FUND	5,275,250.	5,275,250.
THE CHILDREN'S INVESTMENT FUND	3,413,750.	3,413,750.
1607 CAPITAL BOND FUND LP	3,869,096.	3,869,096.
TOTAL TO FORM 990-PF, PART II, LINE 10B	63,196,559.	63,196,559.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMONFUND VENTURE PARTNERS X	FMV	4,116,688.	4,116,688.
COMMONFUND PRIVATE EQUITY PTRS VII	FMV	535,652.	535,652.
COMMONFUND PRIVATE EQUITY PTRS VI	FMV	5,637.	5,637.
COMMONFUND INTERNATIONAL VI	FMV	181,916.	181,916.
COMMONFUND NATURAL RESOURCES VIII	FMV	656,522.	656,522.
COMMONFUND NATURAL RESOURCES VII	FMV	259,198.	259,198.
COMMONFUND NATURAL RESOURCES IX	FMV	1,556,250.	1,556,250.
COMMONFUND VENTURE PARTNERS XI	FMV	2,164,341.	2,164,341.
COMMONFUND NATURAL RESOURCES X	FMV	1,674,870.	1,674,870.
COMMONFUND VENTURE PTRS VII	FMV	214,918.	214,918.

THE ZELLERBACH FAMILY FOUNDATION

94-6069482

COMMUNFUND VENTURE PARTNERS VI	FMV	17,983.	17,983.
DAVIDSON KEMPNER INTERNATIONAL	FMV	8,007,700.	8,007,700.
ENDOWMENT VENTURE PARTNERS V	FMV	35,468.	35,468.
FORESTER DIVERSIFIED	FMV	1,225,110.	1,225,110.
FORESTER OVERSEAS LTD	FMV	1,609,890.	1,609,890.
GREENSPRING GLOBAL VIII	FMV	2,874,965.	2,874,965.
LEGACY VENTURES IV	FMV	299,408.	299,408.
COMMONFUND VENTURE PTRS VIII	FMV	677,615.	677,615.
COMMONFUND CAPITAL VENTURE PTRS IX	FMV	1,407,154.	1,407,154.
TIFF REALTY & RESOURCES II	FMV	437,898.	437,898.
ACCOLADE PARTNERS VI	FMV	1,600,526.	1,600,526.
UNIVERSITY TECHNOLOGY VENTURES	FMV	13,046.	13,046.
VISION RIDGE SAF II	FMV	658,430.	658,430.
MANGROVE PARTNERS FUND	FMV	3,384,535.	3,384,535.
CLEAR VENTURES II	FMV	640,539.	640,539.
ACCOLADE PARTNERS VII	FMV	4,044,712.	4,044,712.
GREENSPRING GLOBAL IX	FMV	2,544,771.	2,544,771.
NORTHGATE VENTURE PARTNERS II	FMV	369,215.	369,215.
VIA SEED TECHNOLOGY PARTNERS II	FMV	1,675,853.	1,675,853.
LL CAPITAL II	FMV	975,961.	975,961.
VIA SEED TECH PARTNERS III P	FMV	767,789.	767,789.
TIFF MODERN VENTURE 1.0	FMV	2,193,182.	2,193,182.
LEGACY VENTURES VI	FMV	1,841,525.	1,841,525.
VIA SEED TECH PARTNERS III E	FMV	1,299,678.	1,299,678.
METROPOLITAN REAL ESTATE GLOBAL	FMV	40,243.	40,243.
LL CAPITAL I	FMV	477,559.	477,559.
LEGACY VENTURES V	FMV	957,838.	957,838.
57 STARS GLOBAL OPPORTUNITY 4	FMV	1,375,869.	1,375,869.
ACCOLADE PARTNERS IV	FMV	1,048,682.	1,048,682.
ACCOLADE PARTNERS V	FMV	1,766,227.	1,766,227.
BSP SPECIAL SITUATIONS	FMV	821,791.	821,791.
57 STARS GLOBAL OPPORTUNITY 3	FMV	1,700,605.	1,700,605.
LLCP I FOLLOW-ON	FMV	20,601.	20,601.
GREENSPRING GLOBAL X	FMV	618,542.	618,542.
1607 CAPITAL IEF	FMV	6,650,096.	6,650,096.
NITORUM	FMV	2,465,059.	2,465,059.
MAP HERITAGE	FMV	1,521,517.	1,521,517.
ACCOLADE PARTNERS VIII & IX	FMV	1,030,769.	1,030,769.
ACCOLADE GROWTH II	FMV	341,215.	341,215.
BERTRAM GROWTH CAPITAL IV	FMV	1,703,980.	1,703,980.
CB OFFSHORE EQUITY X	FMV	957,676.	957,676.
VISION RIDGE SAF III	FMV	693,522.	693,522.
PRIME FINANCE III	FMV	578,045.	578,045.
AC CARBON	FMV	2,897,216.	2,897,216.
SECTION 32 FUND 5	FMV	44,120.	44,120.
ACCEL-KKR GROWTH IV	FMV	313,418.	313,418.

TOTAL TO FORM 990-PF, PART II, LINE 13

77,993,535.

77,993,535.

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.
PROGRAM RELATED INVESTMENTS	0.	500,000.	500,000.
UNSETTLED TRANSACTIONS	682,107.	1,670,449.	1,670,449.
RIGHT OF USE ASSET	775,021.	507,563.	0.
TO FORM 990-PF, PART II, LINE 15	1,488,862.	2,709,746.	2,202,183.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 13
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED TAXES	880,604.	400,901.	
LEASE LIABILITY	975,000.	644,000.	
TOTAL TO FORM 990-PF, PART II, LINE 22	1,855,604.	1,044,901.	

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 (THRU JULY 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	VP & SECRETARY 1.00	0.	0.	0.
EMILY BOSCHWITZ (FROM DEC 2022) 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
JEANETTE M. DUNCKEL 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.
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	TREASURER 1.00	0.	0.	0.
HILARY REEK 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	VICE CHAIR & SECRETARY 1.00	0.	0.	0.
SUCHI SOMASEKAR 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
LISA STEINDLER (THRU DEC 2022) 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.
STEPHEN SHAPIRO 455 MARKET STREET, SUITE 2200 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0.	0.	0.

THE ZELLERBACH FAMILY FOUNDATION

94-6069482

THOMAS H. ZELLERBACH	CHAIRMAN			
455 MARKET STREET, SUITE 2200	8.00	0.	0.	0.
SAN FRANCISCO, CA 94105				

ALLISON MAGEE	PRESIDENT & EXEC DIRECTOR			
455 MARKET STREET, SUITE 2200	40.00	318,750.	49,288.	0.
SAN FRANCISCO, CA 94105				

SUSAN AU	CFO			
455 MARKET STREET, SUITE 2200	40.00	208,750.	43,992.	0.
SAN FRANCISCO, CA 94105				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VII		<u>527,500.</u>	<u>93,280.</u>	<u>0.</u>
---	--	-----------------	----------------	-----------

FORM 990-PF SUMMARY OF PROGRAM-RELATED INVESTMENTS STATEMENT 15

DESCRIPTION

THE ZELLERBACH FAMILY FOUNDATION PROVIDED A 5-YEAR INTEREST FREE \$500,000 PRI LOAN TO A PERFORMING ARTS ORGANIZATION TO ASSIST WITH THE ORGANIZATION'S CAPITAL CAMPAIGN EFFORT TO PURCHASE THEIR OWN PERMANENT PERFORMANCE SPACE IN SAN FRANCISCO. THIS PRI IS ALIGNED WITH THE FOUNDATION'S ARTS & CULTURE PROGRAMMATIC WORK.

AMOUNT

TO FORM 990-PF, PART VIII-B, LINE 1	<u>500,000.</u>
-------------------------------------	-----------------

FORM 990-PF

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

STATEMENT 16

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).

ALLISON MAGEE

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.