

Form **990**

OMB No. 1545-0047

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2010

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 7/01, 2010, and ending 6/30, 2011

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

D Employer identification number 94-3042571
E Telephone number (415) 321-1360
G Gross receipts \$ 15,381,717.

F Name and address of principal officer: KENNETH FOSTER
 SAME AS C ABOVE

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list. (see instructions)

I Tax-exempt status 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

J Website: WWW.YBCA.ORG

K Form of organization: Corporation Trust Association Other

L Year of formation: 1986 **M State of legal domicile:** CA

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: <u>YBCA REVOLUTIONIZES HOW THE WORLD ENGAGES WITH CONTEMPORARY ART AND IDEAS.</u>	
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3	Number of voting members of the governing body (Part VI, line 1a)	3 28
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4 28
	5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5 561
	6	Total number of volunteers (estimate if necessary)	6 519
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a 5,146.
	7b	Net unrelated business taxable income from Form 990-T, line 34	7b 0.
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 4,470,139. Current Year 4,855,056.
	9	Program service revenue (Part VIII, line 2g)	4,032,626. 4,900,019.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	94,542. 101,756.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,517,313. 1,159,859.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	10,114,620. 11,016,690.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	
	14	Benefits paid to or for members (Part IX, column (A), line 4)	
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	3,625,664. 3,931,381.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	
	b	Total fundraising expenses (Part IX, column (D), line 25)	719,023.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	6,279,011. 6,241,792.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	9,904,675. 10,173,173.
	19	Revenue less expenses. Subtract line 18 from line 12	209,945. 843,517.
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year 11,491,074. End of Year 12,649,158.
	21	Total liabilities (Part X, line 26)	3,442,109. 3,114,667.
	22	Net assets or fund balances. Subtract line 21 from line 20	8,048,965. 9,534,491.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer: [Signature] Date: 3-10-12
KENNETH FOSTER
 Type or print name and title. EXECUTIVE DIRECTOR

Paid Preparer Use Only

Print/Type preparer's name: Lisa Doran, CPA Preparer's signature: [Signature] Date: 2/7/12 Check if self-employed PTIN: P00791709
 Firm's name: DORAN & ASSOCIATES Firm's EIN: 26-2769279
 Firm's address: 55 MITCHELL BOULEVARD, STE. 3 Phone no.: (415) 491-1130
SAN RAFAEL, CA 94903

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box. X
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only.

All other corporations (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 File by the due date for filing your return. See instructions.	Name of exempt organization YERBA BUENA CENTER FOR THE ARTS	Employer identification number 94-3042571
	Number, street, and room or suite number. If a P.O. box, see instructions. 701 MISSION STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94103	

Enter the Return code for the return that this application is for (file a separate application for each return)

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

• The books are in the care of. ► SCOTT ROWITZ

Telephone No. ► (415) 321-1360 FAX No. ► (415) 978-9635

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 2/15, 20 12, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:
► calendar year 20____ or
► tax year beginning 7/01, 20 10, and ending 6/30, 20 11.

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 Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	0.
b If this application is for Form 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 \$	0.
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 \$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission: SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: [REDACTED]) (Expenses \$ 2,491,931. including grants of \$ [REDACTED]) (Revenue \$ 3,258,491.) COMMERCIAL RENTAL PROGRAM - YBCA'S LANDMARK STATE-OF-THE-ART FACILITIES ARE VALUABLE RESOURCES FOR BAY AREA COMMUNITIES. THROUGH ITS COMMERCIAL RENTALS PROGRAM, THE ARTS AND CREATIVITY CHARACTERIZING YBCA BECOME A COMPELLING BACKDROP FOR VARIOUS EVENTS HELD EACH YEAR IN YBCA'S GRAND LOBBY, THEATER, FORUM, AND OTHER AVAILABLE VENUES. THIS PROGRAM INCREASES YBCA'S VISIBILITY IN THE COMMUNITY, INTRODUCING EVENT ATTENDEES TO YBCA AND ITS MISSION, AND PROVIDES A CRITICAL SOURCE OF EARNED INCOME TO SUPPORT YBCA'S MULTIDISCIPLINARY ARTISTIC PROGRAMMING.

4b (Code: [REDACTED]) (Expenses \$ 1,921,800. including grants of \$ [REDACTED]) (Revenue \$ 146,128.) VISUAL ARTS - YBCA'S EXHIBITIONS FEATURE WORKS THAT TAP INTO TIMELY IDEAS AND TOPICS, ARE UNABASHEDLY INDIVIDUALISTIC, AND EMPOWER THE VIEWER TO FEEL AND EXPERIENCE THE WORLD MORE FULLY. THROUGH A SCHEDULE OF ROTATING TEMPORARY EXHIBITIONS, YBCA SHOWCASES CONTEMPORARY AND EMERGING ARTISTS FROM THE BAY AREA AND BEYOND, COMMUNITY-BASED WORK, AND THE INTERSECTION BETWEEN FINE ART AND POPULAR CULTURE.

4c (Code: [REDACTED]) (Expenses \$ 1,509,836. including grants of \$ [REDACTED]) (Revenue \$ 170,812.) PERFORMING ARTS - PERFORMING ARTS AT YBCA PRESENTS AN EXTRAORDINARY LINEUP OF LOCAL, NATIONAL, AND INTERNATIONAL ARTISTS YOU WON'T SEE ANYWHERE ELSE--ARTISTS WHO ARE TAKING RISKS, EXPERIMENTING WITH THE BOUNDARIES OF THEIR FORM, AND COMMITTED TO COLLABORATION. EACH YEAR THE CURATED 'YBCA PRESENTS' PERFORMANCE SERIES FEATURES NEW WORK BY BAY AREA ARTISTS ALONG WITH TEN TO FIFTEEN OF THE MOST COMPELLING, CONTEMPORARY NATIONAL AND INTERNATIONAL DANCE AND THEATER COMPANIES.

4d Other program services. (Describe in Schedule O.) SEE SCHEDULE O (Expenses \$ 2,479,131. including grants of \$ [REDACTED]) (Revenue \$ 1,070,771.)

4e Total program service expenses 8,402,698.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A.	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions).	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I.		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II.		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III.		
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I.		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II.		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III.		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV.		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If 'Yes,' complete Schedule D, Part V.	X	
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI.	X	
b Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII.		X
c Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII.		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX.		X
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X.	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X.	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII.	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E.		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If 'Yes,' complete Schedule F, Parts I and IV.		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Parts II and IV.		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Parts III and IV.		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions).		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II.		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III.	X	
20 a Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H.		X
b If 'Yes' to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions).		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II.</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If 'Yes,' complete Schedule I, Parts I and III.</i>		X
23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If 'Yes,' complete Schedule J.</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25.</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24b		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24c		
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
24d		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I.</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If 'Yes,' complete Schedule L, Part I.</i>		X
25b		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If 'Yes,' complete Schedule L, Part II.</i>		X
26		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If 'Yes,' complete Schedule L, Part III.</i>		X
27		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
28a		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
28b		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
28c		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M.</i>		X
29		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M.</i>		X
30		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I.</i>		X
31		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II.</i>		X
32		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I.</i>		X
33		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1.</i>		X
34		X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?		X
35		X
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i>		X
36		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If 'Yes,' complete Schedule R, Part VI.</i>		X
37		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	
38	X	

BAA

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V.

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. 1a 135		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 1b 27		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? 1c X	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 2a 561		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? 2b X	X	
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year? 3a X	X	
b	If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O. 3b X	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? 4a		X
b	If 'Yes,' enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? 5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? 5b		X
c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T? 5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible? 6a		X
b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? 6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? 7a		
b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided? 7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? 7c		
d	If 'Yes,' indicate the number of Forms 8282 filed during the year. 7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 7e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7f		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? 7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? 7h		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? 8		
9 Sponsoring organizations maintaining donor advised funds.			
a	Did the organization make any taxable distributions under section 4966? 9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person? 9b		
10 Section 501(c)(7) organizations. Enter:			
a	Initiation fees and capital contributions included on Part VIII, line 12. 10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. 10b		
11 Section 501(c)(12) organizations. Enter:			
a	Gross income from members or shareholders. 11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) 11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? 12a		
b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year. 12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a	Is the organization licensed to issue qualified health plans in more than one state? 13a		
Note. See the instructions for additional information the organization must report on Schedule O.			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans. 13b		
c	Enter the amount of reserves on hand. 13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year? 14a		X
b	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O. 14b		

Part VI Governance, Management and Disclosure For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1 a	Enter the number of voting members of the governing body at the end of the tax year.		
	1 a	28	
b	Enter the number of voting members included in line 1a, above, who are independent.		
	1 b	28	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Does the organization have members or stockholders?		X
7 a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O.		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10 a		X
b		
11 a	X	
b		
12 a	X	
b	X	
c	X	
13	X	
14	X	
15 a	X	
b	X	
16 a		X
b		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ▶ CA
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. SEE SCHEDULE O
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
 ▶ SCOTT ROWITZ 701 MISSION STREET SAN FRANCISCO CA 94103 (415) 321-1360

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII.

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) <u>PETRA SCHUMANN</u> PRESIDENT	3	X		X			0.	0.	0.	
(2) <u>CHRISTOPHER STAFFORD</u> VICE PRESIDENT	2	X		X			0.	0.	0.	
(3) <u>SABRINA RIDDLE</u> V.P., TREASURER	2	X		X			0.	0.	0.	
(4) <u>BRUCE MCDUGAL</u> VICE PRESIDENT	2	X		X			0.	0.	0.	
(5) <u>DIANA COHN</u> V.P., SECRETARY	2	X		X			0.	0.	0.	
(6) <u>JD BELTRAN</u> VICE PRESIDENT	2	X		X			0.	0.	0.	
(7) <u>JEFF FILIMON</u> MEMBER	1	X					0.	0.	0.	
(8) <u>PRIYA KAMANI</u> MEMBER	1	X					0.	0.	0.	
(9) <u>STEPHEN BEAL</u> MEMBER	1	X					0.	0.	0.	
(10) <u>ROB EPSTEIN</u> MEMBER	1	X					0.	0.	0.	
(11) <u>BRENDA ADAMS</u> MEMBER	1	X					0.	0.	0.	
(12) <u>GARY HALL</u> MEMBER	1	X					0.	0.	0.	
(13) <u>BERIT ASHLA</u> MEMBER	1	X					0.	0.	0.	
(14) <u>MARGARET JENKINS</u> MEMBER	1	X					0.	0.	0.	
(15) <u>KEVIN KING</u> MEMBER	1	X					0.	0.	0.	
(16) <u>RICHARD LAIDERMAN</u> MEMBER	1	X					0.	0.	0.	
(17) <u>THEODORA LEE</u> MEMBER	1	X					0.	0.	0.	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) JENNIFER MACCLOSKEY MEMBER	1	X					0.	0.	0.	
(19) JAUNE EVANS MEMBER	1	X					0.	0.	0.	
(20) RAMAN FREY MEMBER	1	X					0.	0.	0.	
(21) MARIA BLANCO MEMBER	1	X					0.	0.	0.	
(22) SEAN HEYWOOD MEMBER	1	X					0.	0.	0.	
(23) RON GARRITY MEMBER	1	X					0.	0.	0.	
(24) SUZANNE GREISCHEL MEMBER	1	X					0.	0.	0.	
(25) KEN WILSON MEMBER	1	X					0.	0.	0.	
(26) SARAH WOODWARD MEMBER	1	X					0.	0.	0.	
(27) JAN ZIVIC MEMBER	1	X					0.	0.	0.	
(28) JOHANN ZIMMERN MEMBER	1	X					0.	0.	0.	
(29) KENNETH FOSTER EXECUTIVE DIREC	40			X			202,745.	0.	17,438.	
1 b Sub-total							202,745.	0.	17,438.	
c Total from continuation sheets to Part VII, Section A							804,699.	0.	10,716.	
d Total (add lines 1b and 1c)							1,007,444.	0.	28,154.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ▶ 4

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual.		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes' complete Schedule J for such individual.	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If 'Yes,' complete Schedule J for such person.		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
SAN FRANCISCO CHRONICLE P.O. BOX 80070 PRESCOTT, AZ 86304	ADVERTISING	375,424.
CALIFORNIA CHOICE BENEFIT ADMINISTRATORS P.O. BOX 7088 ORANGE, CA 92	HEALTH BENEFITS	326,910.
MERCURY NEWS P.O. BOX 513120 LOS ANGELES, CA 90051	ADVERTISING	295,991.
LENAT AND PARTNERS 330 TOWNSEND STREET SAN FRANCISCO, CA 94107	ADVERTISING	272,110.
LEWIS AND TAYLOR 440 BRYANT STREET SAN FRANCISCO, CA 94107	JANITORIAL	171,703.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶ 8

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns	1 a					
	b Membership dues	1 b 81,662.					
	c Fundraising events	1 c					
	d Related organizations	1 d					
	e Government grants (contributions)	1 e 3,333,000.					
	f All other contributions, gifts, grants, and similar amounts not included above.	1 f 1,440,394.					
	g Noncash contributions included in lns 1a-1f: \$						
h Total. Add lines 1a-1f.		4,855,056.					
PROGRAM SERVICE REVENUE	Business Code						
	2 a COMMERCIAL RENTALS	711300	3,228,814.	3,228,814.			
	b SUBSIDIZED COMM. PROGRAMS	711300	1,007,541.	1,007,541.			
	c BOX OFFICE TICKET SALES	711300	278,689.	278,689.			
	d BOX OFFICE SERVICE CHARGE	711300	142,342.	142,342.			
	e TRAVELING EXHIBITION FEES	711300	94,000.	94,000.			
	f All other program service revenue.		148,633.	143,487.	5,146.		
g Total. Add lines 2a-2f.		4,900,019.					
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts).		99,134.			99,134.	
	4 Income from investment of tax-exempt bond proceeds.						
	5 Royalties						
	6 a Gross Rents	(i) Real	(ii) Personal				
		b Less: rental expenses					
		c Rental income or (loss).					
		d Net rental income or (loss).					
	7 a Gross amount from sales of assets other than inventory.	(i) Securities	(ii) Other				
		b Less: cost or other basis and sales expenses.					
		c Gain or (loss).					
		d Net gain or (loss).		2,622.	2,622.		
	8 a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	a					
		b Less: direct expenses	b				
		c Net income or (loss) from fundraising events.					
	9 a Gross income from gaming activities. See Part IV, line 19	a 4,650,650.					
b Less: direct expenses		b 3,604,537.					
c Net income or (loss) from gaming activities.			1,046,113.	1,046,113.			
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory.						
Miscellaneous Revenue		Business Code					
11 a OTHER INCOME	711300	113,746.	113,746.				
b							
c							
d All other revenue.							
e Total. Add lines 11a-11d.		113,746.					
12 Total revenue. See instructions.		11,016,690.	6,057,354.	5,146.	99,134.		