

FOR PUBLIC DISCLOSURE

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)

2011

Department of the Treasury Internal Revenue Service

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

A For the 2011 calendar year, or tax year beginning 7/01, 2011, and ending 6/30, 2012

Form sections B through M: B Check if applicable; C YERBA BUENA CENTER FOR THE ARTS; D Employer Identification Number 94-3042571; E Telephone number (415) 321-1360; F Name and address of principal officer: KENNETH FOSTER; G Gross receipts \$ 15,584,964; H(a) Is this a group return for affiliates?; H(b) Are all affiliates included?; I Tax-exempt status; J Website: WWW.YBCA.ORG; K Form of organization: Corporation; L Year of Formation: 1986; M State of legal domicile: CA

Summary

1 Briefly describe the organization's mission or most significant activities: YBCA REVOLUTIONIZES HOW THE WORLD ENGAGES WITH CONTEMPORARY ART AND IDEAS. 2 Check this box 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 23 4 Number of independent voting members of the governing body (Part VI, line 1b) 4 23 5 Total number of individuals employed in calendar year 2011 (Part V, line 2a) 5 565 6 Total number of volunteers (estimate if necessary) 6 287 7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0 7b Net unrelated business taxable income from Form 990-T, line 34 7b 0

Table with columns: Revenue, Expenses, Net Assets or Fund Balances. Rows 8-22 showing financial data for Prior Year and Current Year. Revenue: 8 Contributions and grants 4,855,056; 9 Program service revenue 4,900,019; 10 Investment income 101,756; 11 Other revenue 1,159,859; 12 Total revenue 11,016,690. Expenses: 13 Grants and similar amounts paid; 14 Benefits paid to or for members; 15 Salaries, other compensation, employee benefits 3,931,381; 16a Professional fundraising fees; 16b Total fundraising expenses 681,157; 17 Other expenses 6,241,792; 18 Total expenses 10,173,173; 19 Revenue less expenses 843,517. Net Assets or Fund Balances: 20 Total assets 12,649,158; 21 Total liabilities 3,114,667; 22 Net assets or fund balances 9,534,491.

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 KENNETH FOSTER, Date 2-13-13, Title EXECUTIVE DIRECTOR

Paid Preparer Use Only: Print/Type preparer's name Lisa Doran, CPA; Preparer's signature Lisa Doran, CPA; Date 2/11/13; Firm's name DORAN & ASSOCIATES; Firm's address 55 MITCHELL BOULEVARD, STE. 3 SAN RAFAEL, CA 94903; Firm's EIN 262769279; Phone no. (415) 491-1130

May the IRS discuss this return with the preparer shown above? (see instructions) [X] 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.
- 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](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**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.

Enter filer's identifying number, see instructions

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. <b>YERBA BUENA CENTER FOR THE ARTS</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>94-3042571</b>
	Number, street, and room or suite number. If a P.O. box, see instructions. <b>701 MISSION STREET</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>SAN FRANCISCO, CA 94103</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)  **01**

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	01	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 13, 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 11, and ending 6/30, 20 12.

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

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b> \$	0.
<b>b</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.	<b>3b</b> \$	0.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b> \$	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

If 'Yes,' describe these new services on Schedule O.

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

If 'Yes,' describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured 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: [ ]) (Expenses \$ 2,280,954. including grants of \$ [ ]) (Revenue \$ 2,758,881.)

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: [ ]) (Expenses \$ 1,944,039. including grants of \$ [ ]) (Revenue \$ 177,013.)

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: [ ]) (Expenses \$ 1,487,448. including grants of \$ [ ]) (Revenue \$ 1,153,786.)

SUBSIDIZED COMMUNITY PROGRAMS - AS AN ESSENTIAL PART OF YBCA'S COMMITMENT TO THE ENHANCEMENT OF THE LOCAL ARTS COMMUNITY, YBCA ENSURES LOCAL PERFORMING ARTS ORGANIZATIONS HAVE ACCESS TO A PROFESSIONAL PERFORMANCE VENUE IN WHICH TO SHOWCASE THEIR WORK. YBCA'S COMMUNITY PARTNERS BENEFIT FROM MARKETING, BOX OFFICE, AND ADMINISTRATIVE SERVICES, PLUS DRAMATICALLY DISCOUNTED RATES TO USE YBCA'S THEATER AND FORUM. THROUGH THIS PROGRAM, YBCA ALSO OFFERS SUBSIDIZED RATES TO OTHER NONPROFIT ORGANIZATIONS SO THEY MAY HAVE THEIR MEETINGS AND EVENTS SURROUNDED BY THE ART AT YBCA.

4d Other program services. (Describe in Schedule O.) SEE SCHEDULE O

(Expenses \$ 2,944,299. including grants of \$ [ ]) (Revenue \$ 185,212.)

4e Total program service expenses ▶ 8,656,740.

**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 <b>Section 501(c)(3) organizations.</b> 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.....		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which 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 temporarily restricted endowments, permanent endowments, 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, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? 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 hospital facilities? If 'Yes,' complete Schedule H.....		X
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?.....		

**Part V 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?		
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?		
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
25a <b>Section 501(c)(3) and 501(c)(4) organizations.</b> 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
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
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If 'Yes,' complete Schedule L, Part III.</i>		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
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
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	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M.</i>		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
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I.</i>		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
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
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
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b 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>		X
36 <b>Section 501(c)(3) organizations.</b> 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
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
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O.	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	167		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. ....	1b	42		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? .....	1c		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	565		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? .....	2b		X	
<b>Note.</b> 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
b	If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O. ....	3b			
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			
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>					
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		X	
b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided? .....	7b		X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? .....	7c			X
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			X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? .....	7f			X
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	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> 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	<b>Sponsoring organizations maintaining donor advised funds.</b>				
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	<b>Section 501(c)(7) organizations.</b> 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	<b>Section 501(c)(12) organizations.</b> 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	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> 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	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>				
a	Is the organization licensed to issue qualified health plans in more than one state? .....	13a			
<b>Note.</b> 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.  X

**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. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. <b>1 a</b> 23		
b Enter the number of voting members included in line 1a, above, who are independent. <b>1 b</b> 23		
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? <b>2</b>		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? <b>3</b>		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? <b>4</b> SEE SCH. O	X	
5 Did the organization become aware during the year of a significant diversion of the organization's assets? <b>5</b>		X
6 Did the organization have members or stockholders? <b>6</b>		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? <b>7a</b>		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body? <b>7b</b>		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body? <b>8a</b>	X	
b Each committee with authority to act on behalf of the governing body? <b>8b</b>	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. <b>9</b>		X

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates? <b>10a</b>		X
b If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? <b>10b</b>		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? <b>11a</b>	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990. SEE SCHEDULE O		
12a Did the organization have a written conflict of interest policy? If 'No,' go to line 13. <b>12a</b>	X	
b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? <b>12b</b>	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done. SEE SCHEDULE O. <b>12c</b>	X	
13 Did the organization have a written whistleblower policy? <b>13</b>	X	
14 Did the organization have a written document retention and destruction policy? <b>14</b>	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official. <b>15a</b>	X	
b Other officers of key employees of the organization. SEE SCHEDULE O. If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions.) <b>15b</b>	X	
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? <b>16a</b>		X
b If 'Yes,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? <b>16b</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 during the tax year. 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**

1 a 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 (do not check more than one box, unless person is both an officer and a director/trustee)						(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) NICOLE WARD MEMBER	1	X					0.	0.	0.	
(2) SABRINA RIDDLE MEMBER	1	X					0.	0.	0.	
(3) BRUCE MCDOUGAL V.P., TREASURER	2	X		X			0.	0.	0.	
(4) DIANA COHN PRESIDENT	3	X		X			0.	0.	0.	
(5) JD BELTRAN MEMBER	1	X					0.	0.	0.	
(6) JEFF FILIMON MEMBER	1	X					0.	0.	0.	
(7) SAMIRA RAHMATULLAH MEMBER	1	X					0.	0.	0.	
(8) ELNA HALL, PH.D. MEMBER	1	X					0.	0.	0.	
(9) ROB EPSTEIN MEMBER	1	X					0.	0.	0.	
(10) NEIL GRIMMER MEMBER	1	X					0.	0.	0.	
(11) ERIK MAYO MEMBER	1	X					0.	0.	0.	
(12) BERIT ASHLA V.P., SECRETARY	2	X		X			0.	0.	0.	
(13) MARGARET JENKINS MEMBER	1	X					0.	0.	0.	
(14) KEVIN KING 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 (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
(15) CHUCK BETLACH MEMBER	1	X						0.	0.	0.
(16) REKHA PATEL MEMBER	1	X						0.	0.	0.
(17) JESSIE CHAMBERLIN MEMBER	1	X						0.	0.	0.
(18) D.J. KURTZE MEMBER	1	X						0.	0.	0.
(19) RAMAN FREY EXEC. COMM.	2	X		X				0.	0.	0.
(20) BROOKE WATERHOUSE MEMBER	1	X						0.	0.	0.
(21) VICKI SHIPKOWITZ EXEC. COMM.	2	X		X				0.	0.	0.
(22) SUZANNE GREISCHEL MEMBER	1	X						0.	0.	0.
(23) JOHANN ZIMMERN VICE PRESIDENT	2	X		X				0.	0.	0.
(24) KENNETH FOSTER EXECUTIVE DIREC	38			X				230,260.	0.	20,994.
(25) SCOTT ROWITZ MANAGING DIREC.	38			X				136,061.	0.	11,598.
<b>1 b Sub-total</b>								366,321.	0.	32,592.
<b>c Total from continuation sheets to Part VII, Section A</b>								994,856.	0.	25,958.
<b>d Total (add lines 1b and 1c)</b>								1,361,177.	0.	58,550.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 5

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If 'Yes,' complete Schedule J for such individual.</i>		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? <i>If 'Yes' complete Schedule J for such individual.</i>	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? <i>If 'Yes,' complete Schedule J for such person.</i>		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. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
SAN FRANCISCO CHRONICLE P.O. BOX 80070 PRESCOTT, AZ 86304	ADVERTISING	253,525.
CALIFORNIA CHOICE BENEFIT ADMINISTRATORS P.O. BOX 7088 ORANGE, CA 92	HEALTH BENEFITS	370,159.
MERCURY NEWS P.O. BOX 513120 LOS ANGELES, CA 90051	ADVERTISING	419,161.
CYPRESS INSURANCE COMPANY 525 MARKET STREET, STE. 3110 SAN FRANCISCO	INSURANCE	198,361.
LEWIS AND TAYLOR 440 BRYANT STREET SAN FRANCISCO, CA 94107	JANITORIAL	196,902.

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 ▶ 9



**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	
<b>CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS</b>	1 a Federated campaigns .....	1 a					
	b Membership dues .....	1 b	72,403.				
	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	908,967.				
	g Noncash contributions included in lns 1a-1f: \$						
<b>h Total. Add lines 1a-1f.</b> .....			<b>4,314,370.</b>				
<b>PROGRAM SERVICE REVENUE</b>			<b>Business Code</b>				
	2 a <u>COMMERCIAL RENTALS</u> .....	711300	2,697,991.	2,697,991.			
	b <u>SUBSIDIZED COMM. PROGRAMS</u> .....	711300	1,153,786.	1,153,786.			
	c <u>BOX OFFICE TICKET SALES</u> .....	711300	235,218.	235,218.			
	d <u>TRAVELING EXHIBITION FEES</u> .....	711300	135,000.	135,000.			
	e <u>BOX OFFICE SERVICE CHARGE</u> .....	711300	124,256.	124,256.			
	f All other program service revenue .....		258,287.	258,287.			
<b>g Total. Add lines 2a-2f.</b> .....			<b>4,604,538.</b>				
<b>OTHER REVENUE</b>	3 Investment income (including dividends, interest and other similar amounts) .....		109,805.			109,805.	
	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) .....			-56,391.	-7,590.	-48,801.
	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	6,019,150.				
b Less: direct expenses .....	b	4,330,102.					
c Net income or (loss) from gaming activities .....			1,689,048.	1,689,048.			
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		<b>Business Code</b>					
11 a <u>OTHER INCOME</u> .....	711300	7,281.	7,281.				
b .....							
c .....							
d All other revenue .....							
<b>e Total. Add lines 11a-11d.</b> .....			<b>7,281.</b>				
<b>12 Total revenue. See instructions</b> .....			<b>10,668,651.</b>	<b>6,293,277.</b>	<b>0.</b>	<b>61,004.</b>	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.	367,247.	175,673.	149,549.	42,025.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0.	0.	0.	0.
7 Other salaries and wages.	5,066,241.	4,355,226.	303,012.	408,003.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions).	185,097.	167,812.	11,653.	5,632.
9 Other employee benefits.	909,392.	788,303.	81,271.	39,818.
10 Payroll taxes.	391,735.	333,069.	29,212.	29,454.
11 Fees for services (non-employees):				
a Management.				
b Legal.	23,317.	11,154.	9,495.	2,668.
c Accounting.	27,635.	13,219.	11,254.	3,162.
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.	41,014.	19,619.	16,702.	4,693.
g Other.	35,970.	17,206.	14,648.	4,116.
12 Advertising and promotion.	174,609.	160,677.	11,227.	2,705.
13 Office expenses.	475,961.	421,219.	26,762.	27,980.
14 Information technology.	146,899.	79,804.	39,126.	27,969.
15 Royalties.				
16 Occupancy.	438,205.	376,243.	61,153.	809.
17 Travel.	72,220.	60,756.	7,492.	3,972.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.	12,809.	10,641.	1,714.	454.
20 Interest.				
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.	234,389.	112,120.	95,447.	26,822.
23 Insurance.	90,902.	44,787.	35,999.	10,116.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <b>PROGRAM AND PRODUCTION EXPENSE</b>	912,468.	842,602.	44,089.	25,777.
b <b>ARTIST FEES AND EXPENSES</b>	487,762.	477,370.	889.	9,503.
c <b>EQUIPMENT MAINT. &amp; SUPPLIES</b>	236,004.	189,240.	41,285.	5,479.
d				
e All other expenses.				
25 Total functional expenses. Add lines 1 through 24e.	10,329,876.	8,656,740.	991,979.	681,157.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

**Part X Balance Sheet**

		(A)		(B)		
		Beginning of year		End of year		
ASSETS	1	Cash — non-interest-bearing	976,513.	1	344,303.	
	2	Savings and temporary cash investments	4,994,992.	2	3,663,335.	
	3	Pledges and grants receivable, net	2,021,181.	3	600,889.	
	4	Accounts receivable, net	62,152.	4	142,026.	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6		
	7	Notes and loans receivable, net		7		
	8	Inventories for sale or use		8		
	9	Prepaid expenses and deferred charges	200,470.	9	166,375.	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	2,127,646.		
	b Less: accumulated depreciation	10b	1,408,306.			
			642,776.	10c	719,340.	
11	Investments — publicly traded securities		3,709,171.	11	4,892,240.	
12	Investments — other securities. See Part IV, line 11			12		
13	Investments — program-related. See Part IV, line 11			13		
14	Intangible assets			14		
15	Other assets. See Part IV, line 11		41,903.	15	24,330.	
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34)		12,649,158.	16	10,552,838.	
LIABILITIES	17	Accounts payable and accrued expenses		17	1,770,310.	
	18	Grants payable	2,322,702.	18		
	19	Deferred revenue			19	8,506.
	20	Tax-exempt bond liabilities		40,000.	20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		751,965.	25	453,848.
	26	<b>Total liabilities.</b> Add lines 17 through 25		3,114,667.	26	2,232,664.
NET ASSETS OR FUND BALANCES	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.</b>					
	27	Unrestricted net assets				
	28	Temporarily restricted net assets		3,631,570.	27	4,741,334.
	29	Permanently restricted net assets		4,041,706.	28	1,717,625.
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>					
	30	Capital stock or trust principal, or current funds			29	1,861,215.
	31	Paid-in or capital surplus, or land, building, or equipment fund			30	
	32	Retained earnings, endowment, accumulated income, or other funds			31	
33	Total net assets or fund balances		9,534,491.	32		
34	<b>Total liabilities and net assets/fund balances.</b>		12,649,158.	33	8,320,174.	
				34	10,552,838.	

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