

FOR PUBLIC INSPECTION

EXTENDED TO NOVEMBER 16, 2015

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.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No. 1545-0052

2014

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation S.D. BECHTEL, JR. FOUNDATION		A Employer identification number 20-3759208
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 193809	Room/suite	B Telephone number (415) 284-8670
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94119-3809		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 379,984,623.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	55,313,377.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	5,459,933.	6,020,782.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	18,468,610.			STATEMENT 1
	b Gross sales price for all assets on line 6a 43,232,349.				
	7 Capital gain net income (from Part IV, line 2)		18,227,527.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	3,585,935.	2,270,988.		STATEMENT 3
	12 Total. Add lines 1 through 11	82,827,855.	26,519,297.		
	13 Compensation of officers, directors, trustees, etc.	373,068.	90,956.		282,112.
	14 Other employee salaries and wages	2,006,025.	71,919.		1,948,401.
	15 Pension plans, employee benefits	492,689.	18,762.		441,716.
	16a Legal fees STMT 4	26,912.	0.		27,778.
	b Accounting fees STMT 5	121,250.	0.		121,250.
	c Other professional fees STMT 6	1,551,134.	236,718.		1,258,746.
	17 Interest				
	18 Taxes STMT 7	318,279.	92,407.		350.
	19 Depreciation and depletion	42,107.	0.		
	20 Occupancy	144,962.	8,364.		150,999.
	21 Travel, conferences, and meetings	43,494.	360.		44,183.
	22 Printing and publications				
	23 Other expenses STMT 8	2,529,727.	1,919,442.		245,499.
	24 Total operating and administrative expenses. Add lines 13 through 23	7,649,647.	2,438,928.		4,521,034.
25 Contributions, gifts, grants paid	146,844,124.			113,408,702.	
26 Total expenses and disbursements. Add lines 24 and 25	154,493,771.	2,438,928.		117,929,736.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-71,665,916.				
b Net investment income (if negative, enter -0-)		24,080,369.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
Type or print Name of exempt organization or other filer, see instructions. S.D. BECHTEL, JR. FOUNDATION	Employer identification number (EIN) or 20-3759208
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. P.O. BOX 193809	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94119-3809	

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

04

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**CONTROLLER**

- The books are in the care of **199 FREMONT STREET, 23RD FLOOR - SAN FRANCISCO, CA 94105**
 Telephone No. **(415) 284-8689** Fax No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2015**.

5 For calendar year **2014**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return _____ Final return _____
 Change in accounting period _____

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED IN ORDER TO GATHER THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	365,043.
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 and any amount paid previously with Form 8868.	8b	\$	365,043.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **CPA**Date **7/20/15**

Form 8868 (Rev. 1-2014)

Application for Extension of Time To File an Exempt Organization Return

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

► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

OMB No. 1545-1709

- 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.

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	S.D. BECHTEL, JR. FOUNDATION	20-3759208
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
File by the due date for filing your return. See instructions.	P.O. BOX 193809	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	SAN FRANCISCO, CA 94119-3809	

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

CONTROLLER

- The books are in the care of ► **199 FREMONT STREET, 23TH FLOOR - SAN FRANCISCO, CA 94105**
Telephone No. ► **(415) 284-8689** Fax No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 17, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2014** or
- ☐ tax year beginning , and ending .

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	365,043.
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	\$	165,043.
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	\$	200,000.

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

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	72,830,861.	24,707,693.	24,707,693.
	3 Accounts receivable ▶ 2,820,253. Less: allowance for doubtful accounts ▶	3,347,676.	2,820,253.	2,820,253.
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	156,171.	208,962.	208,962.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	35,340,204.	29,855,294.	29,855,294.
	c Investments - corporate bonds STMT 11	0.	552,535.	552,535.
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	308,231,217.	320,326,460.	320,326,460.
	14 Land, buildings, and equipment: basis ▶ 294,729. Less: accumulated depreciation ▶ 62,763.	265,116.	231,966.	231,966.
	15 Other assets (describe ▶ STATEMENT 13)	1,455,092.	1,281,460.	1,281,460.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	421,626,337.	379,984,623.	379,984,623.
Liabilities	17 Accounts payable and accrued expenses	1,784,621.	1,785,090.	
	18 Grants payable	94,336,590.	127,788,739.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	96,121,211.	129,573,829.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	324,548,159.	249,623,282.	
	25 Temporarily restricted	956,967.	787,512.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	325,505,126.	250,410,794.	
	31 Total liabilities and net assets/fund balances	421,626,337.	379,984,623.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 325,505,126.
2 Enter amount from Part I, line 27a	2 -71,665,916.
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 253,839,210.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5 3,428,416.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 250,410,794.

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 SALE OF MUTUAL FUNDS			P		
b SALE OF SECURITIES			P		
c FROM PARTNERSHIPS					
d CAPITAL GAIN DISTRIBUTIONS					
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 40,000,000.		39,883,237.	116,763.
b 3,232,349.		2,371,204.	861,145.
c			9,745,199.
d			7,711,401.
e			-206,981.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			116,763.
b			861,145.
c			9,745,199.
d			7,711,401.
e			-206,981.

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	18,227,527.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6); If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	69,609,172.	354,127,495.	.196565
2012	61,734,495.	307,456,563.	.200791
2011	34,816,173.	277,367,302.	.125524
2010	34,396,663.	230,875,750.	.148983
2009	26,874,012.	205,510,769.	.130767

2 Total of line 1, column (d)	2	.802630
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.160526
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	404,997,104.
5 Multiply line 4 by line 3	5	65,012,565.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	240,804.
7 Add lines 5 and 6	7	65,253,369.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	117,929,736.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	240,804.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	240,804.
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	240,804.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	165,043.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	200,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	365,043.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 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	124,239.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 124,239. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA, DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

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)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► THE FOUNDATION Telephone no. ► (415) 284-8689 Located at ► 199 FREMONT STREET, 23RD FLOOR, SAN FRANCISCO, CA ZIP+4 ► 94105			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► , , ,		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) N/A	3b	
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 2014?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ N/AOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ N/A**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, 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		280,035.	15,045.	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	
BARBARA KIBBE - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	DIR ORG EFFECTIVENES	20.00	139,975.	21,217.	0.
SUSAN M. HARVEY - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM DIRECTOR	18.00	107,102.	9,978.	0.
BARBARA CARTIER - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	CONTROLLER	24.00	102,203.	12,171.	0.
S BURDEN - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	ASSOCIATE DIRECTOR ORG EFFECTIVENES	20.00	97,788.	7,521.	0.
G KNOBLOCK - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM OFFICER	20.00	88,079.	9,194.	0.
Total number of other employees paid over \$50,000					11

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
THE BRIDGESPAN GROUP, INC. 2 COPLEY PLACE, SUITE 3700B, BOSTON, MA 02116	CONSULTING SERVICES	548,833.
LA PIANA CONSULTING - 5858 HORTON STREET, SUITE 272, EMERYVILLE, CA 94608	CONSULTING SERVICES	264,978.
SUSAN BELL 570 OAK KNOLL LANE, MENLO PARK, CA 94025	CONSULTING SERVICES	169,400.
OSTERWEIS CAPITAL MANAGEMENT - ONE MARITIME PLAZA, SUITE 800, SAN FRANCISCO, CA 94111	INVESTMENT MANAGER	127,238.
MONTICELLO ASSOCIATES - 1800 LARIMER STREET, SUITE 2100, DENVER, CO 80202	INVESTMENT ADVISORS	100,000.

Total number of others receiving over \$50,000 for professional services

7

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

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Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	387,971,230.
b	Average of monthly cash balances	1b	22,703,343.
c	Fair market value of all other assets	1c	490,000.
d	Total (add lines 1a, b, and c)	1d	411,164,573.
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	411,164,573.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,167,469.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	404,997,104.
6	Minimum investment return. Enter 5% of line 5	6	20,249,855.

Part XI**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	20,249,855.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	240,804.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	8,470.
c	Add lines 2a and 2b	2c	249,274.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	20,000,581.
4	Recoveries of amounts treated as qualifying distributions	4	16,727.
5	Add lines 3 and 4	5	20,017,308.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	20,017,308.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	117,929,736.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	117,929,736.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	240,804.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	117,688,932.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				20,017,308.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	5,333,244.			
b From 2010	23,134,228.			
c From 2011	21,110,206.			
d From 2012	46,652,573.			
e From 2013	52,242,091.			
f Total of lines 3a through e	148,472,342.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$117,929,736.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	55,000,000.			
d Applied to 2014 distributable amount				20,017,308.
e Remaining amount distributed out of corpus	42,912,428.			
5 Excess distributions carryover applied to 2014 (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:	246,384,770.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
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)	55,000,000.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	191,384,770.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012	41,230,251.			
d Excess from 2013	52,242,091.			
e Excess from 2014	97,912,428.			

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** SEE STATEMENT 15

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Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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)

	Prior 3 years				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

SEE STATEMENT 16

- 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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

- b The form in which applications should be submitted and information and materials they should include:

- c Any submission deadlines:

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient 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
a Paid during the year				
826 VALENCIA 826 VALENCIA STREET SAN FRANCISCO, CA 94110	NONE	PC	EMPLOYEE MATCHING GIFT	4,000.
826 VALENCIA 826 VALENCIA STREET SAN FRANCISCO, CA 94110	NONE	PC	EMPLOYEE MATCHING GIFTS	2,200.
ACHIEVE INC 1400 16TH STREET SUITE 510 WASHINGTON, DC 20036	NONE	PC	NGSS NETWORK	356,500.
AG INNOVATIONS NETWORK 101 MORRIS STREET SUITE 212 SEBASTOPOL, CA 95472-3838	NONE	PC	ORGANIZATION BUILDING	313,000.
THE ALAMEDA COUNTY COMMUNITY FOOD BANK INC P.O. BOX 2599 OAKLAND, CA 94614-0599	NONE	PC	IMPLEMENTING STRATEGIC PLAN	100,000.
Total			SEE CONTINUATION SHEET(S)	113,408,702.
b Approved for future payment				
AG INNOVATIONS NETWORK 101 MORRIS STREET, SUITE 212 SEBASTOPOL, CA 95472-3838	NONE	PC	FUNDS FOR IMPLEMENTATION OF CAPACITY BUILDING ACTIVITIES TARGETING GOVERNANCE, FINANCIAL	600,000.
ALAMEDA COUNTY HEALTH CARE SERVICES AGENCY 1000 SAN LEANDRO BOULEVARD, SUITE 300 SAN LEANDRO, CA 94577	NONE	PC	FUNDS TO SUPPORT PEDIATRIC TRAUMA SERVICES.	5,000,000.
AMERICAN RIVERS INC. 1101 14TH STREET NW, SUITE 1400 WASHINGTON, DC 20005	NONE	PC	FUNDS FOR SCALING PROGRAMS IN CALIFORNIA TO SUPPORT ORGANIZATIONAL NEEDS AND FUNDRAISING	1,000,000.
Total			SEE CONTINUATION SHEET(S)	103,373,734.

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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 | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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 _____

• PRESIDENT

Title

May the IRS discuss this return with the preparer

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

JOAN S. MCMAHON

Preparer's signature

Joan Menake

Date _____

10/14/15

Check ☐ self-employed

PTIN

P00966494

Firm's name ► **DELOITTE TAX LLP**

Firm's EIN ▶ 86-1065772

Firm's address ▶ 555 MISSION STREET
SAN FRANCISCO, CA 94105

Phone no. (415) 783-4000

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Part XV 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 ALAMEDA COUNTY COMMUNITY FOOD BANK INC P.O. BOX 2599 OAKLAND, CA 94614-0599	NONE	PC	EMPLOYEE MATCHING GIFT	400.
ALAMEDA COUNTY OFFICE OF EDUCATION 313 W. WINTON AVENUE HAYWARD, CA 94544	NONE	PC	STEM POWER OF DISCOVERY RISP	50,000.
ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION 2290 NORTH FIRST STREET SUITE 101 SAN JOSE, CA 95131	NONE	PC	NEW INVESTIGATOR AWARD	170,000.
AMERICAN ACADEMY OF ARTS AND SCIENCES NORTON'S WOODS 136 IRVING STREET CAMBRIDGE, MA 02138-1996	NONE	PC	GENERAL OPERATING SUPPORT	50,000.
AMERICAN ACADEMY OF ARTS AND SCIENCES NORTON'S WOODS 136 IRVING STREET CAMBRIDGE, MA 02138-1996	NONE	PC	COMMUNICATIONS AND MEDIA TECHNOLOGY UPGRADE	143,000.
AMERICAN BATTLE MONUMENTS COMMISSION 2300 CLARENDON BOULEVARD SUITE 500 ARLINGTON, VA 22201	NONE	PC	LAFAYETTE ESCADRILLE MEMORIAL RESTORATION	100,000.
AMERICAN INSTITUTES FOR RESEARCH IN THE BEHAVIORAL SCIENCES 1000 THOMAS JEFFERSON STREET NW WASHINGTON, DC 20007-3835	NONE	PC	CA COLLABORATIVE ON DISTRICT REFORM	200,000.
AMERICAN RIVERS INC. 1101 14TH STREET NW SUITE 1400 WASHINGTON, DC 20005	NONE	PC	PROGRAM SCALING	432,293.
AMERICAN RIVERS INC. 1101 14TH STREET NW SUITE 1400 WASHINGTON, DC 20005	NONE	PC	BDCP	175,000.
AMERICAN SOCIETY OF CIVIL ENGINEERS FOUNDATION, INC. 1801 ALEXANDER BELL DRIVE SUITE 100 RESTON, VA 20191	NONE	SO II	DREAM BIG: ENGINEERING WONDERS OF THE WORLD	500,000.
Total from continuation sheets				112,633,002.

Part XV 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
AMERICAN SOCIETY OF CIVIL ENGINEERS FOUNDATION, INC. 1801 ALEXANDER BELL DRIVE SUITE 100 RESTON, VA 20191	NONE	SO II	MATCHING GRANT FOR DREAM BIG IMAX FILM	595,000.
NATIONAL AUDUBON SOCIETY INC 220 MONTGOMERY STREET SUITE 1000 SAN FRANCISCO, CA 94104	NONE	PC	MIGRATORY BIRD CONSERVATION PARTNERSHIP: YEARS 7-9	656,359.
NATIONAL AUDUBON SOCIETY INC 220 MONTGOMERY STREET SUITE 1000 SAN FRANCISCO, CA 94104	NONE	PC	AUDUBON YOUTH LEADERS	75,000.
NATIONAL AUDUBON SOCIETY INC 220 MONTGOMERY STREET SUITE 1000 SAN FRANCISCO, CA 94104	NONE	PC	EMPLOYEE MATCHING GIFT	400.
NATIONAL AUDUBON SOCIETY INC 220 MONTGOMERY STREET SUITE 1000 SAN FRANCISCO, CA 94104	NONE	PC	BUSINESS PLAN IMPLEMENTATION	739,640.
PRESIDENT AND TRUSTEES OF BATES COLLEGE 2 ANDREWS ROAD LEWISTON, ME 04240-6028	NONE	PC	EMPLOYEE MATCHING GIFT	100.
BAY AREA DISCOVERY MUSEUM FORT BAKER 557 MCREYNOLDS ROAD SAUSALITO, CA 94965	NONE	PC	EMPLOYEE MATCHING GIFT	500.
EARTH ISLAND INSTITUTE INC 1050 EAST 8TH STREET OAKLAND, CA 94606	NONE	PC	CORE OPERATING SUPPORT	80,000.
BAY AREA WOMEN'S AND CHILDREN'S CENTER 318 LEAVENWORTH STREET SAN FRANCISCO, CA 94102	NONE	PC	TIE-OFF GRANT	100,000.
BAY AREA WOMEN'S AND CHILDREN'S CENTER 318 LEAVENWORTH STREET SAN FRANCISCO, CA 94102	NONE	PC	ORGANIZATIONAL CAPACITY BUILDING	63,000.
Total from continuation sheets				

Part XV 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
BE A MENTOR INC. 714 B STREET HAYWARD, CA 94541	NONE	PC	VIRTUAL MENTORING PROGRAM	125,000.
BERKELEY COMMUNITY FUND 2111 MARTIN LUTHER KING JR. WAY BERKELEY, CA 94704	NONE	PC	EMPLOYEE MATCHING GIFT	10,000.
BERKELEY REPERTORY THEATRE 2025 ADDISON STREET BERKELEY, CA 94704	NONE	PC	EMPLOYEE MATCHING GIFT	150.
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON ROAD KANAB, UT 84741	NONE	PC	EMPLOYEE MATCHING GIFT	500.
BEYOND EMANCIPATION 675 HEGENBERGER ROAD SUITE 100 OAKLAND, CA 94621	NONE	PC	EMPLOYEE MATCHING GIFT	500.
BIG SUR LAND TRUST PO BOX 4071 MONTEREY, CA 93942	NONE	PC	LANDSCAPE SCALE COLLABORATION	100,000.
TRUSTEES OF BOSTON UNIVERSITY 1 SHERBORN STREET 7TH FLOOR BOSTON, MA 02215	NONE	PC	ENGINEERING PRODUCT INNOVATION CENTER (EPIC)	250,000.
BOY SCOUTS OF AMERICA 1325 WEST WALNUT HILL LANE P. O. BOX 152079 IRVING, TX 75038	NONE	PC	THE SUMMIT: BECHTEL FAMILY NATIONAL SCOUT RESERVE	10,000,000.
BOY SCOUTS OF AMERICA 10 HIGHLAND WAY PIEDMONT, CA 94611	NONE	PC	GENERAL OPERATING	25,000.
BOY SCOUTS OF AMERICA 1001 DAVIS STREET SAN LEANDRO, CA 94577	NONE	PC	SF BAY AREA - PROGRAM (2014) - DIRECT SUPPORT	109,000.
Total from continuation sheets				

Part XV 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
BOY SCOUTS OF AMERICA 1001 DAVIS STREET SAN LEANDRO, CA 94577	NONE	PC	SF BOY AREA - LEARNING FOR LIFE	91,000.
BOYS & GIRLS CLUBS OF SAN FRANCISCO 55 HAWTHORNE STREET SUITE 600 SAN FRANCISCO, CA 94105	NONE	PC	CHARACTER DEVELOPMENT	150,000.
BOYS & GIRLS CLUBS OF SAN FRANCISCO 55 HAWTHORNE STREET SUITE 600 SAN FRANCISCO, CA 94105	NONE	PC	CAPITAL SUPPORT FOR NEW CLUBHOUSE AND CAMP (PLEDGE)	400,000.
THE BREAKTHROUGH COLLABORATIVE INC 545 SANSOME STREET SUITE 700 SAN FRANCISCO, CA 94111	NONE	PC	SF BAY AREA PROGRAM	75,000.
BROOKINGS INSTITUTION 1775 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20036	NONE	PC	PROJECT ON PUBLIC SECTOR LEADERSHIP	200,000.
BUCK INSTITUTE FOR RESEARCH ON AGING 8001 REDWOOD BOULEVARD NOVATO, CA 94945	NONE	PC	ALZHEIMER'S RESEARCH	200,000.
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC 561 MERRIWOOD DRIVE LAFAYETTE, CA 94549	NONE	PC	EMPLOYEE MATCHING GIFT	140.
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC 561 MERRIWOOD DRIVE LAFAYETTE, CA 94549	NONE	PC	EMPLOYEE MATCHING GIFT	400.
CALIFORNIA BAR FOUNDATION 180 HOWARD STREET SUITE 330 SAN FRANCISCO, CA 94105	NONE	SO I	CIVIC LEARNING AWARENESS	200,000.
CALIFORNIA COURT APPOINTED SPECIAL ADVOCATE ASSOCIATION 660 13TH STREET #300 OAKLAND, CA 94612	NONE	PC	EMPLOYEE MATCHING GIFT	400.
Total from continuation sheets				

Part XV 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 CALIFORNIA EDUCATION PARTNERS ONE LOMBARD STREET SUITE 305 SAN FRANCISCO, CA 94110	NONE	PC	MATH IN COMMON COMMUNITY OF PRACTICE	400,000.
THE CALIFORNIA EDUCATION PARTNERS ONE LOMBARD STREET SUITE 305 SAN FRANCISCO, CA 94110	NONE	PC	MATH IN COMMON COMMUNITY OF PRACTICE	132,000.
THE CALIFORNIA EDUCATION PARTNERS ONE LOMBARD STREET SUITE 305 SAN FRANCISCO, CA 94110	NONE	PC	CA OFFICE OF EDUCATION REFORM (CORE) SCHOOL QUALITY IMPROVEMENT	500,000.
CALIFORNIA HISTORICAL SOCIETY 678 MISSION STREET SAN FRANCISCO, CA 94105-4014	NONE	PC	YOSEMITE: A STORIED LANDSCAPE PROJECT	50,000.
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 EAST CALIFORNIA BOULEVARD MAIL CODE 202-31 PASADENA, CA 91125	NONE	PC	UNDERGRADUATE DORM AND EDUCATIONAL OUTREACH IN STEM FIELDS.	5,000,000.
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 EAST CALIFORNIA BOULEVARD MAIL CODE 202-31 PASADENA, CA 91125	NONE	PC	ANNUAL SUPPORT	50,000.
CALIFORNIA LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 350 FRANK H. OGAWA PLAZA SUITE 1100 OAKLAND, CA 94612	NONE	PC	GREEN CALIFORNIA	35,000.
CALIFORNIA MISSIONS FOUNDATION P.O. BOX 23035 SANTA BARBARA, CA 93121	NONE	PC	MISSIONS RESTORATION	225,000.
CALIFORNIA MISSIONS FOUNDATION P.O. BOX 23035 SANTA BARBARA, CA 93121	NONE	PC	MISSIONS RESTORATION WORK	25,000.
CALIFORNIA PACIFIC MEDICAL CENTER FOUNDATION P.O. BOX 7999 SAN FRANCISCO, CA 94120-7999	NONE	PC	BRAIN HEALTH CENTER	250,000.
Total from continuation sheets				

Part XV 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
CALIFORNIA PACIFIC MEDICAL CENTER FOUNDATION P.O. BOX 7999 SAN FRANCISCO, CA 94120-7999	NONE	PC	PROGRAM IN MEDICINE AND HUMAN VALUES	150,000.
CALIFORNIA SCHOOL AGE CONSORTIUM 1440 BROADWAY SUITE 501 OAKLAND, CA 94612	NONE	PC	CHARACTER PROFESSIONAL DEVELOPMENT	245,000.
CALIFORNIA SCHOOL BASED HEALTH ALLIANCE 1203 PRESERVATION PARK WAY SUITE 302 OAKLAND, CA 94612	NONE	PC	CAPACITY BUILDING	147,000.
CALIFORNIA STATE UNIVERSITY LONG BEACH RESEARCH FOUNDATION 6300 STATE UNIVERSITY DRIVE SUITE 332 LONG BEACH, CA 90815	NONE	PC	CLINICAL PREPARATION IN STEM FOR ELEMENTARY TEACHERS	216,820.
CALIFORNIA WATERFOWL ASSOCIATION 1346 BLUE OAKS BOULEVARD ROSEVILLE, CA 95678	NONE	PC	MULTI-YEAR CAPACITY AND PROGRAM SUPPORT	300,000.
CALIFORNIANS DEDICATED TO EDUCATION FOUNDATION 425 BROADWAY REDWOOD CITY, CA 94063	NONE	PC	CDE AFTERSCHOOL DIVISION QUALITY IMPROVEMENT	150,000.
CALIFORNIANS DEDICATED TO EDUCATION FOUNDATION 425 BROADWAY REDWOOD CITY, CA 94063	NONE	PC	CALIFORNIA LABOR-MANAGEMENT INITIATIVE	200,000.
CALIFORNIANS DEDICATED TO EDUCATION FOUNDATION 425 BROADWAY REDWOOD CITY, CA 94063	NONE	PC	CDE AFTERSCHOOL DIVISION STRATEGIC PLAN IMPLEMENTATION	106,150.
CALIFORNIANS DEDICATED TO EDUCATION FOUNDATION 425 BROADWAY REDWOOD CITY, CA 94063	NONE	PC	CDE AFTERSCHOOL DIVISION STRATEGIC PLAN IMPLEMENTATION	106,150.
CARMEL MISSION FOUNDATION INC P.O. BOX 221351 CARMEL, CA 93922	NONE	PC	DIRECTOR GRANT - MRS. BECHTEL	100,000.
Total from continuation sheets				

Part XV 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
CARMEL MISSION FOUNDATION INC P.O. BOX 221351 CARMEL, CA 93922	NONE	PC	PHASE 2 OF THE RESTORATION OF THE MISSION	100,000.
CENTER FOR ECOLITERACY DAVID BROWER CENTER 2150 ALLSTON WAY SUITE 270 BERKELEY, CA 94704-1377	NONE	PC	TIE OFF	150,000.
CENTER FOR EFFECTIVE PHILANTHROPY, INC. 675 MASSACHUSETTS AVENUE 7TH FLOOR CAMBRIDGE, MA 02139	NONE	PC	LEADING EFFECTIVE FOUNDATIONS CONFERENCE	25,000.
CENTER FOR LAND-BASED LEARNING 5265 PUTAH CREEK ROAD WINTERS, CA 95694	NONE	PC	CAPACITY BUILDING	104,000.
CENTER FOR STRATEGIC AND INTERNATIONAL STUDIES INC. 1616 RHODE ISLAND AVENUE NW WASHINGTON, DC 20036	NONE	PC	MEMBERSHIP	5,000.
CENTER FOR THE COLLABORATIVE CLASSROOM 1250 53RD STREET SUITE 3 EMERYVILLE, CA 94608-2965	NONE	PC	CARING SCHOOL COMMUNITY BUILD-OUT	250,000.
CENTER FOR THE COLLABORATIVE CLASSROOM 1250 53RD STREET SUITE 3 EMERYVILLE, CA 94608-2965	NONE	PC	BASAL ALTERNATIVE CURRICULUM	300,000.
CERES INC. 99 CHAUNCY STREET 6TH FLOOR BOSTON, MA 02111	NONE	PC	EMPLOYEE MATCHING GIFT	100.
CHABOT SPACE & SCIENCE CENTER FOUNDATION 10000 SKYLINE BLVD. OAKLAND, CA 94619	NONE	PC	EDUCATION PROGRAM	125,000.
CHEWONKI FOUNDATION INC 485 CHEWONKI NECK ROAD WISCNAET, ME 04578	NONE	PC	EMPLOYEE MATCHING GIFT	100.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDREN NOW 1404 FRANKLIN STREET SUITE 700 OAKLAND, CA 94612	NONE	PC	SCALING STEM, CIVIC LEARNING, AND OTHER CONTENT THROUGH POLICY AND ADVOCACY	300,000.
CHRONICLE SEASON OF SHARING FUND P. O. BOX 44740 SAN FRANCISCO, CA 94144	NONE	PC	ANNUAL SUPPORT	10,000.
CITY OF RICHMOND 450 CIVIC CENTER PLAZA RICHMOND, CA 94804	NONE	PC	CITY-LED VOLUNTEER AND SERVICE PROGRAMS	75,000.
CITY OF SAN RAFAEL SAN RAFAEL POLICE DEPARMENT P.O. BOX 151560 SAN RAFAEL, CA 94915-1560	NONE	PC	PATROL BOAT	5,000.
CITY PARKS ALLIANCE INC 2121 WARD COURT NW, FIFTH FLOOR WASHINGTON, DC 20037	NONE	PC	CALIFORNIA INITIATIVE-CAPACITY BUILDING	50,000.
TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK GIFT SYSTEMS, COLUMBIA ALUMNI CENTER 622 WEST 113TH STREET MAIL CODE 4524 NEW YORK, NY 10025	NONE	PC	EMPLOYEE MATCHING GIFT	600.
COMMONWEALTH CLUB OF CALIFORNIA 595 MARKET STREET, 2ND FLOOR SAN FRANCISCO, CA 94105	NONE	PC	EMPLOYEE MATCHING GIFT	310.
COMMONWEALTH CLUB OF CALIFORNIA 595 MARKET STREET, 2ND FLOOR SAN FRANCISCO, CA 94105	NONE	PC	IN MEMORY GIFT	10,000.
COMMUNITY HOSPITAL FOUNDATION P. O. BOX HH MONTEREY, CA 93942	NONE	PC	PRIMARY CARE PHYSICIAN RECRUITMENT CAMPAIGN	1,500,000.
COMMUNITY WORKS WEST INC 4681 TELEGRAPH AVENUE OAKLAND, CA 94609	NONE	PC	EMPLOYEE MATCHING GIFT	400.
Total from continuation sheets				

Part XV 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
TIDES CENTER 762 FULTON STREET SAN FRANCISCO, CA 94102-4119	NONE	PC	ENVIRONMENTAL EDUCATION WORKFORCE PROGRAM	30,000.
COMPASS FAMILY SERVICES 49 POWELL STREET 3RD FLOOR SAN FRANCISCO, CA 94102	NONE	PC	EMPLOYEE MATCHING GIFT	800.
CONNECTED THE CALIFORNIA CENTER FOR COLLEGE AND CAREER 2150 SHATTUCK AVENUE SUITE 1200 BERKELEY, CA 94704	NONE	PC	SLOPE ALGEBRA SUPPORT IN WEST CONTRA COSTA COUNTY	46,747.
CONNECTED THE CALIFORNIA CENTER FOR COLLEGE AND CAREER 2150 SHATTUCK AVENUE SUITE 1200 BERKELEY, CA 94704	NONE	PC	CIVIC LEARNING INITIATIVE	528,644.
CONSERVATION LANDS FOUNDATION 835 E. 2ND AVENUE SUITE 314 DURANGO, CO 81301	NONE	PC	CALIFORNIA FIELD PROGRAM	150,000.
CONSTITUTIONAL RIGHTS FOUNDATION 601 SOUTH KINGSLEY DRIVE LOS ANGELES, CA 90005	NONE	PC	CIVIC LEARNING AND ENGAGEMENT PROFESSIONAL DEVELOPMENT PROGRAMS	75,100.
CORA COMMUNITY OVERCOMING RELATIONSHIP ABUSE 2211 PALM AVENUE SAN MATEO, CA 94403	NONE	PC	EMPLOYEE MATCHING GIFT	1,000.
CORNELL UNIVERSITY 130 E. SENECA STREET SUITE 400 ITHACA, NY 14850	NONE	PC	EMPLOYEE MATCHING GIFT	5,000.
UNITED STATES CONFERENCE OF CATHOLIC BISHOPS 322 ST. JAMES DRIVE PIEDMONT, CA 94611	NONE	PC	EMPLOYEE MATCHING GIFT	4,480.
COUNCIL ON FOUNDATIONS INC 2121 CRYSTAL DRIVE SUITE 700 ARLINGTON, VA 22202	NONE	PC	OPERATING SUPPORT	20,860.
Total from continuation sheets				

Part XV 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
CALIFORNIA STEM LEARNING NETWORK 1901 HARRISON STREET SUITE 1100 OAKLAND, CA 94612	NONE	PC	SHAPING THE NEW FOUNDATION OF STEM EDUCATION IN CA	500,000.
CAL STATE EAST BAY EDUCATIONAL FOUNDATION 25800 CARLOS BEE BOULEVARD HAYWARD, CA 94542	NONE	PC	EAST BAY STEM REGIONAL NETWORK	263,847.
CAL STATE EAST BAY EDUCATIONAL FOUNDATION 25800 CARLOS BEE BOULEVARD HAYWARD, CA 94542	NONE	PC	FOUNDATIONAL LEVEL SCIENCE EXPANSION	273,000.
CAL STATE EAST BAY EDUCATIONAL FOUNDATION 25800 CARLOS BEE BOULEVARD HAYWARD, CA 94542	NONE	PC	CIRCLE	1,250,000.
DINUBA UNIFIED SCHOOL DISTRICT 1327 E. EL MONTE WAY DINUBA, CA 93618	NONE	PC	MATH IN COMMON: K-8 CCSS-M IMPLEMENTATION GRANT	487,135.
NATIONAL ENGINEERS WEEK FOUNDATION 1420 KING STREET ALEXANDRIA, VA 22314	NONE	PC	PROGRAM SUPPORT AND CAPACITY BUILDING	375,000.
DISTRICT TEN WILD DUCK EGGS 9512 MATHEWS LANE MARYSVILLE, CA 95901	NONE	PC	GENERAL SUPPORT	10,000.
NATIONAL JUDICIAL COLLEGE C/O NATIONAL JUDICIAL COLLEGE JUDICIAL EDUCATION BUILDING MS 358 RENO, NV 89557	NONE	PC	JUDICIAL TRAINING	89,750.
EAST BAY ZOOLOGICAL SOCIETY P.O. BOX 5238 OAKLAND, CA 94605	NONE	PC	EMPLOYEE MATCHING GIFT	2,500.
EAST BAY ZOOLOGICAL SOCIETY P.O. BOX 5238 OAKLAND, CA 94605	NONE	PC	CALIFORNIA INTERPRETIVE CENTER (PLEDGE)	1,000,000.
Total from continuation sheets				

Part XV 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 ZOOLOGICAL SOCIETY P.O. BOX 5238 OAKLAND, CA 94605	NONE	PC	EMPLOYEE MATCHING GIFT	5,000.
EAST OAKLAND YOUTH DEVELOPMENT CENTER 8200 INTERNATIONAL BOULEVARD OAKLAND, CA 94621	NONE	PC	GENERAL OPERATING SUPPORT	100,000.
EDUCATION OUTSIDE 135 VAN NESS AVENUE SUITE 408 SAN FRANCISCO, CA 94102	NONE	PC	SAN FRANCISCO OUTDOOR CLASSROOM INITIATIVE	250,000.
EDUCATION OUTSIDE 135 VAN NESS AVENUE SUITE 408 SAN FRANCISCO, CA 94102	NONE	PC	EVALUATION CAPACITY BUILDING	90,000.
EDUCATION PIONEERS INC. 1625 CLAY STREET OAKLAND, CA 94612	NONE	PC	EMPLOYEE MATCHING GIFT	400.
ELK GROVE UNIFIED SCHOOL DISTRICT 9510 ELK GROVE-FLORIN ROAD ELK GROVE, CA 95624	NONE	PC	MATH IN COMMON: K-8 CCSS-M IMPLEMENTATION GRANT	1,349,487.
ELLA BAKER CENTER FOR HUMAN RIGHTS IN CALIFORNIA 1970 BROADWAY SUITE 450 OAKLAND, CA 94612	NONE	PC	EMPLOYEE MATCHING GIFT	150.
ENVIRONMENTAL DEFENSE FUND INCORPORATED 123 MISSION STREET SAN FRANCISCO, CA 94105	NONE	PC	CENTRAL VALLEY HABITAT EXCHANGE	485,000.
ENVIRONMENTAL DEFENSE FUND INCORPORATED 123 MISSION STREET SAN FRANCISCO, CA 94105	NONE	PC	CENTRAL VALLEY HABITAT EXCHANGE	485,000.
ENVIRONMENTAL DEFENSE FUND INCORPORATED 123 MISSION STREET SAN FRANCISCO, CA 94105	NONE	PC	STATEWIDE CONSERVATION AGENDA - PLANNING GRANT	97,325.
Total from continuation sheets				

Part XV 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
EUREKA COLLEGE 300 EAST COLLEGE AVENUE EUREKA, IL 61530	NONE	PC	GEORGE P. SHULTZ SCHOLARSHIP FUND	25,000.
THE EXPLORATORIUM PIER 15 SAN FRANCISCO, CA 94111	NONE	PC	CAPITAL (ADDITIONAL)	1,000,000.
FAITH NETWORK OF THE EAST BAY INC. 2633 TELEGRAPH AVENUE SUITE 409 OAKLAND, CA 94612	NONE	PC	SUCCEEDING BY READING, SCIENCE HORIZONS, HEALTH4KIDS AND CAREERBRIDGE	75,000.
FAMILY HOUSE INC 50 IRVING STREET SAN FRANCISCO, CA 94122	NONE	PC	TIE-OFF GRANT	150,000.
FARALLONES MARINE SANCTUARY ASSOCIATION THE PRESIDIO P.O. BOX 29386 SAN FRANCISCO, CA 94129	NONE	PC	CORE OPERATING SUPPORT	75,000.
FILOLI CENTER 86 CANADA ROAD WOODSIDE, CA 94062-2143	NONE	PC	OPERATING SUPPORT	5,000.
CORPORATION OF THE FINE ARTS MUSEUMS GOLDEN GATE PARK 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO, CA 94118	NONE	PC	OPERATING SUPPORT	5,000.
FIRST PLACE FOR YOUTH 426 17TH STREET OAKLAND, CA 94612	NONE	PC	EXECUTION OF STRATEGIC PLAN	150,000.
THE FIRST TEE OF OAKLAND 11425 GOLF LINKS ROAD OAKLAND, CA 94605	NONE	PC	EMPLOYEE MATCHING GIFT	5,000.
THE FIRST TEE OF OAKLAND 11425 GOLF LINKS ROAD OAKLAND, CA 94605	NONE	PC	LIFE SKILLS EXPERIENCE CURRICULUM	65,000.
Total from continuation sheets				

Part XV 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
FOUNDATION CENTER 79 FIFTH AVENUE NEW YORK, NY 10003-3076	NONE	PC	OPERATING SUPPORT	15,000.
FRESNO UNIFIED SCHOOL DISTRICT 2309 TULARE STREET FRESNO, CA 93721	NONE	PC	GRADES 4-8 STEM TEACHER RESIDENCY	403,000.
FRIENDS & FOUNDATION OF THE SAN FRANCISCO PUBLIC LIBRARY 710 VAN NESS AVENUE SAN FRANCISCO, CA 94102	NONE	PC	NEIGHBORHOOD LIBRARY CAMPAIGN	120,000.
THE FRIENDS OF THE OAKLAND PUBLIC LIBRARY 721 WASHINGTON STREET OAKLAND, CA 94607	NONE	PC	EMPLOYEE MATCHING GIFT	440.
FRIENDS OF THE URBAN FORESTS 1007 GENERAL KENNEDY AVENUE SAN FRANCISCO, CA 94129-0456	NONE	PC	EMPLOYEE MATCHING GIFT	200.
SAN FRANCISCO PARKS ALLIANCE 1663 MISSION STREET SUITE 320 SAN FRANCISCO, CA 94103	NONE	PC	GARDEN FOR THE ENVIRONMENT - CORE OPERATING SUPPORT	70,000.
GARDEN GROVE UNIFIED SCHOOL DISTRICT 10331 STANFORD AVENUE GARDEN GROVE, CA 92840	NONE	PC	MATH IN COMMON: K-8 CCSS-M IMPLEMENTATION GRANT	1,069,840.
GIRL SCOUTS OF NORTHERN CALIFORNIA 1650 HARBOR BAY PARKWAY ALAMEDA, CA 94502	NONE	PC	OST DIRECT SERVICE TIE-OFF YEAR ONE	325,000.
GIRL SCOUTS OF NORTHERN CALIFORNIA 1650 HARBOR BAY PARKWAY ALAMEDA, CA 94502	NONE	PC	ON-LINE TRAINING PROGRAM FOR VOLUNTEERS	250,000.
GIRLS INCORPORATED OF ALAMEDA COUNTY 510 16TH STREET OAKLAND, CA 94612	NONE	PC	CAPITAL CAMPAIGN (PLEDGE)	250,000.
Total from continuation sheets				

Part XV 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
GIRLS INCORPORATED OF WEST CONTRA COSTA COUNTY 260 BROADWAY RICHMOND, CA 94804	NONE	PC	CHARACTER DEVELOPMENT PROGRAMS (3)	50,000.
GIVE DIRECT, INC. P.O. BOX 3221 CHURCH STREET STATION NEW YORK, NY 10008	NONE	PC	EMPLOYEE MATCHING GIFT	1,000.
GLOBAL CITIZEN YEAR INCORPORATED 1625 CLAY STREET SUITE 400 OAKLAND, CA 94612	NONE	PC	ORGANIZATIONAL HEALTH AND PROGRAM EXPANSION	250,000.
GLOBALGIVING FOUNDATION INC 1110 VERMONT AVENUE NW SUITE 550 WASHINGTON, DC 20005	NONE	PC	EMPLOYEE MATCHING GIFT	500.
GOLDEN GATE NATIONAL PARKS CONSERVANCY BUILDING 201 FORT MASON SAN FRANCISCO, CA 94123	NONE	PC	PARK YOUTH COLLABORATIVE	700,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY BUILDING 201 FORT MASON SAN FRANCISCO, CA 94123	NONE	PC	TAMALPAIS LANDS COLLABORATIVE	125,600.
GOLDEN GATE NATIONAL PARKS CONSERVANCY BUILDING 201 FORT MASON SAN FRANCISCO, CA 94123	NONE	PC	21ST CENTURY PRESIDIO PARK VISION	3,000,000.
GRADUATE THEOLOGICAL UNION 2400 RIDGE ROAD BERKELEY, CA 94709	NONE	PC	DIRECTOR GRANT - JOHN WEISER	50,000.
GRANTMAKERS FOR EDUCATION 720 SW WASHINGTON STREET SUITE 605 PORTLAND, OR 97205	NONE	PC	GENERAL OPERATING SUPPORT	25,000.
GRANTMAKERS FOR EDUCATION 720 SW WASHINGTON STREET SUITE 605 PORTLAND, OR 97205	NONE	PC	MEMBERSHIP CONTRIBUTION	19,500.
Total from continuation sheets				

Part XV 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
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET NW SUITE 404 WASHINGTON, DC 20036	NONE	PC	CHANGE IN PHILANTHROPY INITIATIVE	50,000.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET NW SUITE 404 WASHINGTON, DC 20036	NONE	PC	OPERATING SUPPORT	5,600.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET NW SUITE 404 WASHINGTON, DC 20036	NONE	PC	SPECIAL GENERAL OPERATING SUPPORT	25,000.
GREAT OAKLAND PUBLIC SCHOOLS LEADERSHIP CENTER 54 WASHINGTON STREET OAKLAND, CA 94607	NONE	PC	GENERAL OPERATING SUPPORT	50,000.
GRIST MAGAZINE INC. 710 SECOND AVE. SUITE 860 SEATTLE, WA 98104	NONE	PC	EXPANDING THE GREEN CONVERSATION	240,000.
HAMPSHIRE COLLEGE TRUSTEES 893 WEST STREET AMHERST, MA 01002	NONE	PC	EMPLOYEE MATCHING GIFT	100.
TRUSTEES FOR HARVARD UNIVERSITY OFFICE FOR SPONSORED PROGRAMS 1350 MASSACHUSETTS AVENUE HOLYOKE 600D CAMBRIDGE, MA 02138-3846	NONE	PC	EMPLOYEE MATCHING GIFT	100.
HEYDAY P.O. BOX 9145 BERKELEY, CA 94709	NONE	PC	FUTURE FUND	50,000.
HEYDAY P.O. BOX 9145 BERKELEY, CA 94709	NONE	PC	FUTURE FUND	150,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY STANFORD UNIVERSITY 34 GALVEZ MALL STANFORD, CA 94305-6010	NONE	PC	HOOVER INSTITUTION'S INITIATIVE IN PUBLIC POLICY EDUCATION	1,000,000.
Total from continuation sheets				

Part XV 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 BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY STANFORD UNIVERSITY 34 GALVEZ MALL STANFORD, CA 94305-6010	NONE	PC	NEW HOOVER INSTITUTION BUILDING	1,000,000.
ICIVICS INC 2001 S STREEET NW SUITE 400 WASHINGTON, DC 20009	NONE	PC	DEVELOPMENT CAPACITY, FINANCIAL SUSTAINABILITY, AND RESEARCH AND DEVELOPMENT	250,000.
INTERNATIONAL WOMENS HEALTH COALITION 333 7TH AVENUE 6TH FLOOR NEW YORK, NY 10001	NONE	PC	EMPLOYEE MATCHING GIFT	2,000.
INTERVARSITY CHRISTIAN FELLOWSHIP - USA PO BOX 7895 MADISON, WI 53707	NONE	PC	EMPLOYEE MATCHING GIFT	2,000.
ISLAND PRESS - CENTER FOR RESOURCE ECONOMICS 2000 M STREET NW SUITE 650 WASHINGTON, DC 20036-3319	NONE	PC	SF SPEAKERS SERIES	50,000.
J. DAVID GLADSTONE INSTITUTES 1650 OWENS STREET SAN FRANCISCO, CA 94158-2261	NONE	PC	COMPREHENSIVE RESEARCH CENTER	1,200,000.
J. DAVID GLADSTONE INSTITUTES 1650 OWENS STREET SAN FRANCISCO, CA 94158-2261	NONE	PC	ALZHEIMER'S RESEARCH	200,000.
EARTH ISLAND INSTITUTE INC. 1771 ALCATRAZ AVENUE BERKELEY, CA 94703	NONE	PC	CAPACITY BUILDING	68,000.
KIPP BAY AREA SCHOOLS 1404 FRANKLIN STREET SUITE 500 OAKLAND, CA 94612	NONE	PC	EMPLOYEE MATCHING GIFT	500.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	PC	EMPLOYEE MATCHING GIFT	300.
Total from continuation sheets				

Part XV 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
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	PC	EMPLOYEE MATCHING GIFT	1,000.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	PC	KQED SCIENCE	200,000.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	PC	EMPLOYEE MATCHING GIFT	500.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	PC	EMPLOYEE MATCHING GIFT	120.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	PC	EMPLOYEE MATCHING GIFT	300.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	PC	PBS NEWSHOUR - SCIENCE COVERAGE	125,000.
RURAL CALIFORNIA BROADCASTING CORP 5850 LABATH AVENUE ROHNERT PARK, CA 94928	NONE	PC	NATURAL HEROES	75,000.
LA CLINICA DE LA RAZA, INC 1450 FRUITVALE AVENUE OAKLAND, CA 94601	NONE	PC	SCHOOL-BASED HEALTH CENTERS	75,000.
LAFAYETTE LIBRARY AND LEARNING CENTER FOUNDATION 3491 MT. DIABLO RD. SUITE 214 LAFAYETTE, CA 94549-3915	NONE	PC	EMPLOYEE MATCHING GIFT	100.
LAFAYETTE PARTNERS IN EDUCATION P. O. BOX 923 LAFAYETTE, CA 94549	NONE	PC	EMPLOYEE MATCHING GIFT	1,600.
Total from continuation sheets				

Part XV 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
LAND TRUST ALLIANCE INCORPORATED 1660 L STREET NW SUITE 1100 WASHINGTON, DC 20036-5635	NONE	PC	ADVANCING LAND CONSERVATION IN THE WEST	454,200.
LANDPATHS 618 4TH STREET SUITE 217 SANTA ROSA, CA 95404	NONE	PC	SUSTAINABILITY COHORT ORGANIZATIONAL CAPACITY BUILDING AND UNRESTRICTED SUPPORT	50,000.
LARKIN STREET YOUTH SERVICES 134 GOLDEN GATE AVENUE SAN FRANCISCO, CA 94102	NONE	PC	RESEARCH & EVALUATION DEPARTMENT	75,000.
TIDES CENTER 655 13TH STREET SUITE 100 OAKLAND, CA 94612	NONE	PC	EMPLOYEE MATCHING GIFT	100.
TIDES CENTER 655 13TH STREET SUITE 100 OAKLAND, CA 94612	NONE	PC	EMPLOYEE MATCHING GIFT	300.
LEWIS AND CLARK COLLEGE 0615 SW PALATINE HILL ROAD MSC 88 PORTLAND, OR 97219	NONE	PC	EMPLOYEE MATCHING GIFT	700.
TRANSPORTATION FOR A LIVABLE CITY 433 NATOMA STREET SUITE 240 SAN FRANCISCO, CA 94103	NONE	PC	EMPLOYEE MATCHING GIFT	900.
LIVING GOODS 220 HALLECK STREET SUITE 200 THE PRESIDIO SAN FRANCISCO, CA 94129	NONE	PC	EMPLOYEE MATCHING GIFT	1,800.
LONG BEACH UNIFIED SCHOOL DISTRICT 1515 HUGHES WAY LONG BEACH, CA 90810	NONE	PC	MATH IN COMMON: K-8 CCSS-M IMPLEMENTATION GRANT	2,305,829.
LOS ANGELES COUNTY EDUCATION FOUNDATION 448 S. HILL STREET SUITE 1001 LOS ANGELES, CA 90013-1137	NONE	PC	DEMOCRACY SCHOOLS INITIATIVE	465,303.
Total from continuation sheets				

Part XV 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
LOS GATOS-SARATOGA JOINT UNION HIGH SCHOOL DISTRICT 20 HIGH SCHOOL COURT LOS GATOS, CA 95030	NONE	PC	ADVANCED SCIENCE RESEARCH COURSE	60,000.
LUCILE PACKARD FOUNDATION FOR CHILDREN'S HEALTH 400 HAMILTON AVENUE SUITE 340 PALO ALTO, CA 94301	NONE	PC	EMPLOYEE MATCHING GIFT	400.
MASS DESIGN GROUP 334 BOYLSTON STREET SUITE 400 BOSTON, MA 02116	NONE	PC	CAPITAL GRANTS	24,900.
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139-4307	NONE	PC	ENERGY STUDIES MINOR	867,517.
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139-4307	NONE	PC	JOSEPH P. KEARNEY GRADUATE FELLOWSHIPS	421,000.
MAX MCGRAW WILDLIFE FOUNDATION P.O. BOX 9 DUNDEE, IL 60118	NONE	PC	FUNDING AMERICA'S HUNTING & FISHING FUTURE	25,000.
MEDAL OF HONOR MUSEUM FOUNDATION 40 PATRIOTS POINT ROAD MOUNT PLEASANT, SC 29464	NONE	PC	NATIONAL MEDAL OF HONOR MUSEUM	1,538,529.
MEROLA OPERA PROGRAM WAR MEMORIAL OPERA HOUSE 301 VAN NESS AVENUE SAN FRANCISCO, CA 94102	NONE	PC	EMPLOYEE MATCHING GIFT	308.
MILLS COLLEGE 5000 MACARTHUR BOULEVARD OAKLAND, CA 94613	NONE	PC	OUSD HIGH SCHOOL CIVIC LEARNING PROFESSIONAL DEVELOPMENT	340,987.
MILO FOUNDATION P.O. BOX 500 ALBANY, CA 94706	NONE	PC	EMPLOYEE MATCHING GIFT	600.
Total from continuation sheets				

Part XV 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
MISSION GRADUATES 3040 16TH STREET SAN FRANCISCO, CA 94103	NONE	PC	EMPLOYEE MATCHING GIFT	4,000.
MISSION GRADUATES 3040 16TH STREET SAN FRANCISCO, CA 94103	NONE	PC	EMPLOYEE MATCHING GIFT	1,000.
COMMUNITY INITIATIVES C/O MISSION HIGH SCHOOL 3750 18TH STREET SAN FRANCISCO, CA 94114	NONE	PC	SCIENCE PROGRAMS FOR YOUTH	100,000.
MONTEREY BAY AQUARIUM FOUNDATION 886 CANNERY ROW MONTEREY, CA 93940-1085	NONE	PC	CALIFORNIA SCHOOLS FREE VISIT PROGRAM	1,000,000.
MONTEREY BAY AQUARIUM FOUNDATION 886 CANNERY ROW MONTEREY, CA 93940-1085	NONE	PC	OCEAN EDUCATION AND LEADERSHIP CENTER	2,500,000.
MUIR HERITAGE LAND TRUST P.O. BOX 2452 MARTINEZ, CA 94553	NONE	PC	EMPLOYEE MATCHING GIFT	500.
NATIONAL ASSOCIATION FOR OLMSTEAD PARKS 1111 16TH STREET SUITE 310 WASHINGTON, DC 20036	NONE	PC	EMPLOYEE MATCHING GIFT	1,000.
NATIONAL AUDUBON SOCIETY INC 225 VARICK STREET 7TH FLOOR NEW YORK, NY 10014	NONE	PC	DONAL O'BRIEN FAMILY BIRD-A-THON	2,500.
NATIONAL CATHOLIC REPORTER PUBLISHING COMPANY 115 E. ARMOUR BOULEVARD KANSAS CITY, MO 64111-1203	NONE	PC	DIRECTOR GRANT - JOHN WEISER	50,000.
NATIONAL CENTER FOR CIVIC INNOVATION INC 121 AVENUE OF THE AMERICAS 6TH FLOOR NEW YORK, NY 10013	NONE	PC	100KIN10 OPERATING SUPPORT	500,000.
Total from continuation sheets				

Part XV 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 FAMILY PHILANTHROPY 1101 CONNECTICUT AVENUE NW SUITE 220 WASHINGTON, DC 20003	NONE	PC	GENERAL OPERATING SUPPORT	9,500.
NATIONAL COUNCIL FOR THE SOCIAL STUDIES 8555 16TH STREET SUITE 500 SILVER SPRING, MD 20910	NONE	PC	CIVIC LEARNING AWARENESS AND ORGANIZATIONAL SUSTAINABILITY	150,000.
NATIONAL DISASTER SEARCH DOG FOUNDATION INC 501 EAST OJAI AVENUE OJAI, CA 93023	NONE	PC	MATCHING GRANT FOR NATIONAL TRAINING CENTER CAMPAIGN	500,000.
NATIONAL DISASTER SEARCH DOG FOUNDATION INC 501 EAST OJAI AVENUE OJAI, CA 93023	NONE	PC	DIRECTOR GRANT - LBD	100,000.
NATIONAL DISASTER SEARCH DOG FOUNDATION INC 501 EAST OJAI AVENUE OJAI, CA 93023	NONE	PC	DIRECTOR GRANT - LBD (2ND GRANT FOR 2014)	100,000.
WESTERN STOCK SHOW ASSOCIATION 4655 HUMBOLDT STREET DENVER, CO 80216-2818	NONE	PC	2015 CITIZEN OF THE WEST AWARD DINNER	10,000.
LOS ANGELES COUNTY MUSEUM OF NATURAL HISTORY FOUNDATION 900 EXPOSITION BOULEVARD LOS ANGELES, CA 90007	NONE	PC	ENGAGING SOUTHERN CALIFORNIA YOUTH	75,000.
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE SUITE 100 ARLINGTON, VA 22203	NONE	PC	WATER PROGRAM EXPANSION	1,000,000.
NATURE CONSERVANCY 201 MISSION STREET 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	ADVANCING LAND USE PLANNING (GREENPRINT, RAMP)	561,500.
NATURE CONSERVANCY 201 MISSION STREET 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	REVERSE AUCTION FOR BIRD HABITAT PHASE II	450,000.
Total from continuation sheets				

Part XV 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
NATURE CONSERVANCY 201 MISSION STREET 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	MIGRATORY BIRD CONSERVATION PARTNERSHIP: YEARS 7-9	687,282.
NATURE CONSERVANCY 201 MISSION STREET 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	CALIFORNIA CONSERVATION ASSOCIATES	60,000.
NATURE CONSERVANCY 559 EAST SOUTH TEMPLE SALT LAKE CITY, UT 84102	NONE	PC	GREAT SALT LAKE SHORELANDS PRESERVE	150,000.
NATUREBRIDGE 28 GEARY STREET SUITE 650 SAN FRANCISCO, CA 94108	NONE	PC	CHANGESCALE BUSINESS PLANNING SUPPORT	246,400.
NATUREBRIDGE 28 GEARY STREET SUITE 650 SAN FRANCISCO, CA 94108	NONE	PC	EMPLOYEE MATCHING GIFT	200.
NATUREBRIDGE 28 GEARY STREET SUITE 650 SAN FRANCISCO, CA 94108	NONE	PC	YOSEMITE ENVIRONMENTAL EDUCATION CENTER (PLEDGE)	1,500,000.
NATUREBRIDGE 28 GEARY STREET SUITE 650 SAN FRANCISCO, CA 94108	NONE	PC	CHANGESCALE PHASE 2	125,000.
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NW SUITE 300 WASHINGTON, DC 20036	NONE	PC	COLORADO RIVER COLLABORATIVE	500,000.
NORTH AMERICAN ASSOCIATION FOR ENVIRONMENTAL EDUCATION 2000 P STREET NW SUITE 540 WASHINGTON, DC 20036	NONE	PC	CAPACITY BUILDING	175,000.
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR STREET SUITE 360 SAN FRANCISCO, CA 94105	NONE	PC	OPERATING SUPPORT	14,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR STREET SUITE 360 SAN FRANCISCO, CA 94105	NONE	PC	ANNUAL CONFERENCE	5,000.
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR STREET SUITE 360 SAN FRANCISCO, CA 94105	NONE	PC	EEFC MEMBERSHIP SUPPORT	20,000.
OAKLAND MUSEUM OF CALIFORNIA FOUNDATION 1000 OAK STREET OAKLAND, CA 94607-4892	NONE	PC	NATURAL SCIENCES PROGRAMS	171,404.
OAKLAND SCHOOLS FOUNDATION 746 GRAND AVENUE PORTABLE 5 OAKLAND, CA 94610	NONE	PC	AFRICAN AMERICAN MALE ACHIEVEMENT	50,000.
OAKLAND ROTARY ENDOWMENT 1736 FRANKLIN STREET SUITE 200 OAKLAND, CA 94612	NONE	PC	EMPLOYEE MATCHING GIFT	400.
OAKLAND UNIFIED SCHOOL DISTRICT 1000 BROADWAY SUITE 680 OAKLAND, CA 94607	NONE	PC	MATH IN COMMON: K-8 CCSS-M IMPLEMENTATION GRANT	1,123,568.
OAKLAND UNIFIED SCHOOL DISTRICT 1000 BROADWAY SUITE 680 OAKLAND, CA 94607	NONE	PC	K-8 SCIENCE SUPPORT	1,050,000.
OAKLAND UNIFIED SCHOOL DISTRICT 1000 BROADWAY SUITE 680 OAKLAND, CA 94607	NONE	PC	BECHTEL WELLNESS CHAMPIONS	100,000.
OAKLAND UNIFIED SCHOOL DISTRICT 1000 BROADWAY SUITE 680 OAKLAND, CA 94607	NONE	PC	CARING SCHOOL COMMUNITY	200,000.
OAKLAND UNIFIED SCHOOL DISTRICT 1000 BROADWAY SUITE 680 OAKLAND, CA 94607	NONE	PC	AFTER-SCHOOL MATH & CHARACTER DEVELOPMENT PLC	170,175.
Total from continuation sheets				

Part XV 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
OBERLIN DANCE COLLECTIVE 351 SHOTWELL STREET SAN FRANCISCO, CA 94110	NONE	PC	EMPLOYEE MATCHING GIFT	700.
OCEAN EXPLORATION TRUST INC. P.O. BOX 42 OLD LYME, CT 06371	NONE	PC	DATA PROCESSING AND VISUALIZATON CENTER	125,000.
OCEAN EXPLORATION TRUST INC. P.O. BOX 42 OLD LYME, CT 06371	NONE	PC	DATA PROCESSING AND VISUALIZATON CENTER	125,000.
OCEANSIDE UNIFIED SCHOOL DISTRICT 2111 MISSION AVENUE OCEANSIDE, CA 92058	NONE	PC	MATH IN COMMON: K-8 CCSS-M IMPLEMENTATION GRANT	834,149.
PACIFIC NEWS SERVICE 209 9TH STREET SUITE 200 SAN FRANCISCO, CA 94103	NONE	PC	EMPLOYEE MATCHING GIFT	300.
PACIFICA EDUCATION FOUNDATION 375 REINA DEL MAR AVENUE PACIFICA, CA 94044	NONE	PC	EMPLOYEE MATCHING GIFT	2,000.
PARTNERSHIP FOR CHILDREN AND YOUTH 1330 BROADWAY SUITE 601 OAKLAND, CA 94612	NONE	PC	OST AND SEL PROJECT	115,000.
PARTNERSHIP FOR CHILDREN AND YOUTH 1330 BROADWAY SUITE 601 OAKLAND, CA 94612	NONE	PC	LEARNING IN AFTERSCHOOL & SUMMER (LIAS)	125,925.
PHILLIPS EXETER ACADEMY 20 MAIN STREET EXETER, NH 03833	NONE	PC	EMPLOYEE MATCHING GIFT	500.
PIE RANCH P. O. BOX 363 PESCADERO, CA 94060	NONE	PC	YOUTH EDUCATION PROGRAM	75,000.
Total from continuation sheets				

Part XV 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
PIEDMONT COMMUNITY CHURCH 400 HIGHLAND AVE. PIEDMONT, CA 94611	NONE	PC	EMPLOYEE MATCHING GIFT	7,500.
PIEDMONT COMMUNITY CHURCH 400 HIGHLAND AVE. PIEDMONT, CA 94611	NONE	PC	ANNUAL SUPPORT	40,000.
PLAYWORKS EDUCATION ENERGIZED 155 FILBERT STREET SUITE 234 OAKLAND, CA 94607	NONE	PC	RICHMOND SCHOOLS PROGRAM	75,000.
PLAYWORKS EDUCATION ENERGIZED 650 5TH STREET SUITE 311 SAN FRANCISCO, CA 94107	NONE	PC	EMPLOYEE MATCHING GIFT	100.
PLAYWORKS EDUCATION ENERGIZED 650 5TH STREET SUITE 311 SAN FRANCISCO, CA 94107	NONE	PC	EMPLOYEE MATCHING GIFT	200.
PLAYWORKS EDUCATION ENERGIZED 650 5TH STREET SUITE 311 SAN FRANCISCO, CA 94107	NONE	PC	EMPLOYEE MATCHING GIFT	180.
PLAYWORKS EDUCATION ENERGIZED 650 5TH STREET SUITE 311 SAN FRANCISCO, CA 94107	NONE	PC	EMPLOYEE MATCHING GIFT	100.
POINT REYES BIRD OBSERVATORY 3820 CYPRESS DRIVE SUITE 11 PETALUMA, CA 94954	NONE	PC	MIGRATORY BIRD CONSERVATION PARTNERSHIP: YEARS 7-9	656,359.
POINT REYES BIRD OBSERVATORY 3820 CYPRESS DRIVE SUITE 11 PETALUMA, CA 94954	NONE	PC	WATERSHED HABITAT ENHANCEMENT PROGRAM	639,000.
POSITIVE COACHING ALLIANCE 1001 N. RENGSTROFF AVENUE SUITE 100 MOUNTAIN VIEW, CA 94043	NONE	PC	GROWTH CAPITAL: HIGH TECH, HIGH TOUCH	710,000.
Total from continuation sheets				

Part XV 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
POSITIVE COACHING ALLIANCE 1001 N. RENGSTROFF AVENUE SUITE 100 MOUNTAIN VIEW, CA 94043	NONE	PC	EMPLOYEE MATCHING GIFT	5,000.
TRUSTEES OF PRINCETON UNIVERSITY OFFICE OF DEVELOPMENT THE HELM BUILDING 330 ALEXANDER STREET PRINCETON, NJ 08540	NONE	PC	DIRECTOR GRANT - BOB PECK	100,000.
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET SUITE 600 SAN FRANCISCO, CA 94111	NONE	PC	WATER POLICY CENTER - IMPLEMENTATION	3,583,000.
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET SUITE 600 SAN FRANCISCO, CA 94111	NONE	PC	SPEAKER SERIES	10,000.
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET SUITE 600 SAN FRANCISCO, CA 94111	NONE	PC	CALIFORNIA'S FUTURE: REBUILDING THE CIVIC CONTRACT	250,000.
PURDUE FOUNDATION INC. DEPARTMENT OF ENGINEERING EDUCATION NEIL ARMSTRONG HALL OF ENGINEERING, RM WEST LAFAYETTE, IN 47906-2045	NONE	PC	INNOVATION DESIGN CENTER	2,000,000.
REALITY SAN FRANCISCO CHURCH 1504 BRYANT STREET SUITE 301 SAN FRANCISCO, CA 94103	NONE	PC	EMPLOYEE MATCHING GIFT	8,000.
REBUILDING TOGETHER SAN FRANCISCO PIER 28 THE EMBARCADERO SAN FRANCISCO, CA 94105	NONE	PC	EMPLOYEE MATCHING GIFT	1,000.
REGIONAL PARKS FOUNDATION P.O. BOX 21074 CRESTMONT STATION OAKLAND, CA 94620	NONE	PC	EMPLOYEE MATCHING GIFT	500.
RESOLVE, INC. 1255 23RD STREET NW SUITE 275 WASHINGTON DC, DC 20037	NONE	PC	WATER FUNDER INITIATIVE	400,000.
Total from continuation sheets				

Part XV 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
RESOURCES FOR THE FUTURE INC 1616 P STREET NW WASHINGTON, DC 20036-1400	NONE	PC	CEEP RESEARCH & COMMUNICATIONS	237,000.
RESOURCES LEGACY FUND 555 CAPITOL MALL SUITE 1095 SACRAMENTO, CA 95814	NONE	PC	CALIFORNIA WATER FOUNDATION - PHASE II	3,000,000.
RESOURCES LEGACY FUND 555 CAPITOL MALL SUITE 1095 SACRAMENTO, CA 95814	NONE	PC	SAN GABRIEL PARTNERSHIP FUND	50,000.
RISING SUN ENERGY CENTER 2998 SAN PABLO AVENUE BERKELEY, CA 94702	NONE	PC	CYES LEADERSHIP PROGRAMS	75,000.
RONALD REAGAN PRESIDENTIAL FOUNDATION AND INSTITUTE 40 PRESIDENTIAL DRIVE SUITE 200 SIMI VALLEY, CA 93065	NONE	PC	PEACE THROUGH STRENGTH EXHIBIT	300,000.
ROYAL OAK FOUNDATION, INC. 35 WEST 35TH STREET SUITE 1200 NEW YORK, NY 10001-2205	NONE	PC	OPERATING SUPPORT	2,500.
SACRAMENTO COUNTY OFFICE OF EDUCATION P.O. BOX 269003 SACRAMENTO, CA 95826-9003	NONE	PC	STEM POWER OF DISCOVERY RISP	50,000.
SACRAMENTO COUNTY OFFICE OF EDUCATION P.O. BOX 269003 SACRAMENTO, CA 95826-9003	NONE	PC	CAPITAL REGION CIVIC LEARNING INITIATIVE	415,039.
SACRAMENTO COUNTY OFFICE OF EDUCATION P.O. BOX 269003 SACRAMENTO, CA 95826-9003	NONE	PC	CCSS STATEWIDE PLANNING	150,000.
SAMASOURCE INC 2017 MISSION STREET SUITE 301 SAN FRANCISCO, CA 94110	NONE	PC	EMPLOYEE MATCHING GIFT	1,000.
Total from continuation sheets				

Part XV 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
SAN DIEGO COUNTY OFFICE OF EDUCATION 6401 LINDA VISTA ROAD SAN DIEGO, CA 92111	NONE	PC	STEM POWER OF DISCOVERY RISP	50,000.
SAN FRANCISCO AIDS FOUNDATION 1035 MARKET STREET SUITE 400 SAN FRANCISCO, CA 94103	NONE	PC	EMPLOYEE MATCHING GIFT	5,000.
SAN FRANCISCO AIDS FOUNDATION 1035 MARKET STREET SUITE 400 SAN FRANCISCO, CA 94103	NONE	PC	EMPLOYEE MATCHING GIFT	500.
SAN FRANCISCO BOTANICAL GARDEN SOCIETY AT STRYBING ARBORETUM 1260 9TH AVENUE SAN FRANCISCO, CA 94122	NONE	PC	CHILDREN'S LIBRARY AND YOUTH EDUCATION	150,000.
SAN FRANCISCO CITY IMPACT P.O. BOX 16217 SAN FRANCISCO, CA 94116	NONE	PC	EMPLOYEE MATCHING GIFT	912.
SAN FRANCISCO EDUCATION FUND 2730 BRYANT STREET SECOND FLOOR SAN FRANCISCO, CA 94110	NONE	PC	GENERAL OPERATING SUPPORT	30,000.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	EMPLOYEE MATCHING GIFT	150.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	TIE-OFF GRANT	100,000.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	EMPLOYEE MATCHING GIFT	200.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	EMPLOYEE MATCHING GIFT	200.
Total from continuation sheets				

Part XV 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
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	FREMONT GROUP'S "FOOD FROM THE BAR" CAMPAIGN	5,000.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	EMPLOYEE MATCHING GIFT	700.
SAN FRANCISCO GENERAL HOSPITAL FOUNDATION 2789 25TH STREET SUITE 2028 SAN FRANCISCO, CA 94110	NONE	PC	FF&E FOR NEW ACUTE CARE AND TRAUMA BUILDING	1,000,000.
SAN FRANCISCO PARKS ALLIANCE 1663 MISSION STREET SUITE 320 SAN FRANCISCO, CA 94119	NONE	PC	CAPACITY BUILDING	125,000.
SPUR-SAN FRANCISCO BAY AREA PLANNING AND URBAN RESEARCH ASSOCIATION 654 MISSION STREET SAN FRANCISCO, CA 94105	NONE	PC	SPUR OAKLAND SITE	100,000.
COMMUNITY INITIATIVES 750 25TH AVENUE SAN FRANCISCO, CA 94121	NONE	PC	CAPACITY BUILDING AND GENERAL OPERATING SUPPORT	192,000.
SAN FRANCISCO UNIFIED SCHOOL DISTRICT 750 25TH AVENUE SAN FRANCISCO, CA 94121	NONE	PC	MATH IN COMMON: K-8 CCSS-M IMPLEMENTATION GRANT	912,400.
SAN FRANCISCO ZOOLOGICAL SOCIETY 1 ZOO ROAD SAN FRANCISCO, CA 94132-1098	NONE	PC	YOUNG ENVIRONMENTALISTS	30,000.
SANGER UNIFIED SCHOOL DISTRICT 1905 SEVENTH STREET SANGER, CA 93657	NONE	PC	MATH IN COMMON: K-8 CCSS-M IMPLEMENTATION GRANT	540,563.
SANTA ANA UNIFIED SCHOOL DISTRICT 1601 EAST CHESTNUT AVENUE SANTA ANA, CA 92701	NONE	PC	MATH IN COMMON: K-8 CCSS-M IMPLEMENTATION GRANT	605,535.
Total from continuation sheets.....				

Part XV 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
SANTA ANA UNIFIED SCHOOL DISTRICT 1601 EAST CHESTNUT AVENUE SANTA ANA, CA 92701	NONE	PC	MATH IN COMMON: K-8 CCSS-M IMPLEMENTATION GRANT	605,535.
SANTA CATALINA SCHOOL 1500 MARK THOMAS DRIVE MONTEREY, CA 93940-5291	NONE	PC	DIRECTOR GRANT - N. RAMSAY	200,000.
SANTA CATALINA SCHOOL 1500 MARK THOMAS DRIVE MONTEREY, CA 93940-5291	NONE	PC	OPERATING SUPPORT	10,000.
SANTA CATALINA SCHOOL 1500 MARK THOMAS DRIVE MONTEREY, CA 93940-5291	NONE	PC	SCIENCE AND MATH BUILDING	1,600,000.
SANTA CATALINA SCHOOL 1500 MARK THOMAS DRIVE MONTEREY, CA 93940-5291	NONE	PC	SCIENCE AND MATH BUILDING	4,800,000.
SANTA CATALINA SCHOOL 1500 MARK THOMAS DRIVE MONTEREY, CA 93940-5291	NONE	PC	DIRECTOR GRANT - MRS. BECHTEL	100,000.
SANTA CLARA COUNTY OFFICE OF EDUCATION 1290 RIDDER PARK DRIVE SAN JOSE, CA 95131	NONE	PC	ASAPCONNECT CHARACTER DEVELOPMENT TECHNICAL ASSISTANCE	250,000.
PRESIDENT-BOARD OF TRUSTEES SANTA CLARA COLLEGE 500 EL CAMINO REAL SANTA CLARA, CA 95053-0015	NONE	PC	EMPLOYEE MATCHING GIFT	100.
SCHOOL-BASED HEALTH ALLIANCE 1010 VERMONT AVENUE NW SUITE 600 WASHINGTON, DC 20005	NONE	PC	DATA CENTER	100,000.
SCHOOLS OF THE SACRED HEART-SAN FRANCISCO 2222 BROADWAY SAN FRANCISCO, CA 94115	NONE	PC	ANNUAL FUND	5,000.
Total from continuation sheets				

Part XV 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
SCRIPPS COLLEGE 1030 COLUMBIA AVENUE CLAREMONT, CA 91711	NONE	PC	DIRECTOR GRANT - JUDE LASPA	200,000.
SCRIPPS COLLEGE 1030 COLUMBIA AVENUE CLAREMONT, CA 91711	NONE	PC	ACCELERATED INTEGRATED SCIENCE SEQUENCE	250,000.
SEMPERVIRENS FUND 419 SOUTH SAN ANTONIO ROAD SUITE 211 LOS ALTOS, CA 94022-3640	NONE	PC	EMPLOYEE MATCHING GIFT	100.
SEMPERVIRENS FUND 419 SOUTH SAN ANTONIO ROAD SUITE 211 LOS ALTOS, CA 94022-3640	NONE	PC	CROSS-JURISDICTIONAL DEMONSTRATION IN SANTA CRUZ MOUNTAINS	55,000.
SEVEN TEPEES YOUTH PROGRAM 3177 17TH STREET SAN FRANCISCO, CA 94110	NONE	PC	GET OUTSIDE! PROGRAM	90,000.
SHIPLEY SCHOOL 814 YARROW STREET BRYN MAWR, PA 19010	NONE	PC	EMPLOYEE MATCHING GIFT	100.
SOCIETY OF ENVIRONMENTAL JOURNALISTS P.O. BOX 2492 JENKINTOWN, PA 19046	NONE	PC	EMPLOYEE MATCHING GIFT	600.
SONOMA HUMANE SOCIETY P.O. BOX 1296 SANTA ROSA, CA 95402	NONE	PC	EMPLOYEE MATCHING GIFT	100.
SONOMA LAND TRUST 966 SONOMA AVENUE SANTA ROSA, CA 95404	NONE	PC	EMPLOYEE MATCHING GIFT	200.
SPIRIT ROCK MEDITATION CENTER P.O. BOX 169 WOODACRE, CA 94973	NONE	PC	EMPLOYEE MATCHING GIFT	2,070.
Total from continuation sheets				

Part XV 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
ST. DOROTHY'S REST 168 ST. DOROTHY'S AVE. CAMP MEEKER, CA 95419	NONE	PC	EMPLOYEE MATCHING GIFT	200.
STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERS STANFORD UNIVERSITY 418 SANTA TERESA STREET STANFORD, CA 94305	NONE	PC	EMPLOYEE MATCHING GIFT	2,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY STANFORD UNIVERSITY BARNUM CENTER 505 LASUEN MALL STANFORD, CA 94305	NONE	PC	INSTRUCTIONAL LEADERSHIP CORPS FOR CCSS/NGSS IMPLEMENTATION	855,000.
STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERS 520 GALVEZ MALL CERAS BLDG #325 PALO ALTO, CA 94305	NONE	PC	BLUEPRINT FOR NGSS PERFORMANCE ASSESSMENTS	707,384.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY STANFORD UNIVERSITY GRADUATE SCHOOL OF EDUCATION 365 LASUEN MALL STANFORD, CA 94305-3096	NONE	PC	RESEARCH INTO BAY AREA BROAD-ACCESS POSTSECONDARY INSTITUTIONS.	200,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 655 KNIGHT WAY STANFORD, CA 94305-7298	NONE	PC	EMPLOYEE MATCHING GIFT	2,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 655 KNIGHT WAY STANFORD, CA 94305-7298	NONE	PC	EMPLOYEE MATCHING GIFT	1,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 655 KNIGHT WAY STANFORD, CA 94305-7298	NONE	PC	EMPLOYEE MATCHING GIFT	200.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 655 KNIGHT WAY STANFORD, CA 94305-7298	NONE	PC	EMPLOYEE MATCHING GIFT	2,000.
STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERS STANFORD UNIVERSITY 921 CAMPUS DRIVE STANFORD, CA 94305	NONE	PC	WOMEN'S HEART HEALTH	50,000.
Total from continuation sheets				

Part XV 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
STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERS STANFORD UNIVERSITY 473 VIA ORTEGA JERRY YANG & AKIKO YAMAZAKI ENVIRONMENT & STANFORD, CA 94305	NONE	PC	WOODS INSTITUTE - LEOPOLD LEADERSHIP PROGRAM	50,000.
STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERS STANFORD UNIVERSITY 473 VIA ORTEGA JERRY YANG & AKIKO YAMAZAKI ENVIRONMENT & STANFORD, CA 94305	NONE	PC	WOODS INSTITUTE WATER IN THE WEST - GROUNDWATER AND METRICS	344,952.
STRATEGIC EDUCATION RESEARCH PARTNERSHIP INSTITUTE 1101 14TH STREET, N. W. SUITE 300 WASHINGTON, DC 20005	NONE	PC	FIELD SITE SUPPORT FOR OUSD AND SFUSD	550,000.
STUDENT CONSERVATION ASSOCIATION INC. 1230 PRESERVATION PARK WAY OAKLAND, CA 94612	NONE	PC	CALIFORNIA PROGRAM	125,000.
SUSTAINABLE CONSERVATION 98 BATTERY ST. SUITE 302 SAN FRANCISCO, CA 94111	NONE	PC	EMPLOYEE MATCHING GIFT	2,000.
SUSTAINABLE CONSERVATION 98 BATTERY ST. SUITE 302 SAN FRANCISCO, CA 94111	NONE	PC	CAPACITY BUILDING FOR FUNDRAISING INITIATIVE	137,000.
SUSTAINABLE CONSERVATION 98 BATTERY ST. SUITE 302 SAN FRANCISCO, CA 94111	NONE	PC	CAMPAIGN	650,000.
SUTTER BUTTES REGIONAL LAND TRUST P.O. BOX 3359 YUBA CITY, CA 95992	NONE	PC	SUSTAINABILITY COHORT CAPACITY BUILDING AND UNRESTRICTED SUPPORT	50,000.
TECHBRIDGE GIRLS 7700 EDGEWATER DRIVE SUITE 519 OAKLAND, CA 94621	NONE	PC	PROGRAM AND ORGANIZATIONAL SUPPORT	250,000.
TECHBRIDGE GIRLS 7700 EDGEWATER DRIVE SUITE 519 OAKLAND, CA 94621	NONE	PC	SCIENCE LEARNING COMMUNITIES	131,155.
Total from continuation sheets				

Part XV 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
THACHER SCHOOL INC. 5025 THACHER ROAD OJAI, CA 93023-9001	NONE	PC	HILLS BUILDING PROJECT	1,000,000.
EDUCATION TRUST INC. 1814 FRANKLIN STREET SUITE 220 OAKLAND, CA 94612	NONE	PC	COORDINATED STEM ADVOCACY CAMPAIGN	150,000.
THE OUTDOOR FOUNDATION 1502 SIXTH STREET NW WASHINGTON, DC 20001	NONE	SO II	OUTDOOR NATION	75,000.
THE TECH MUSEUM OF INNOVATION 201 SOUTH MARKET STREET SAN JOSE, CA 95113-2008	NONE	PC	CAPACITY BUILDING - EDUCATION LEADERSHIP INITIATIVE	210,000.
THERE WITH CARE OF THE GREATER BAY AREA 3475 EDISON WAY SUITE H MENLO PARK, CA 94205	NONE	PC	BAY AREA CHAPTER - GENERAL SUPPORT	10,000.
TREEPEOPLE INC 12601 MULHOLLAND DRIVE BEVERLY HILLS, CA 90210	NONE	PC	AUSTRALIA RESILIENCE TOUR	40,000.
TROUT UNLIMITED INC 4221 HOLLIS STREET EMERYVILLE, CA 94608	NONE	PC	WATER PROGRAM CAPACITY	178,383.
TROUT UNLIMITED INC 4221 HOLLIS STREET EMERYVILLE, CA 94608	NONE	PC	KLAMATH ENGAGEMENT	100,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY UNIVERSITY OF CALIFORNIA BERKELEY 2080 ADDISON STREET SUITE 4200 BERKELEY, CA 94720-4200	NONE	PC	EMPLOYEE MATCHING GIFT	2,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY UNIVERSITY OF CALIFORNIA BERKELEY 2080 ADDISON STREET SUITE 4200 BERKELEY, CA 94720-4200	NONE	PC	EMPLOYEE MATCHING GIFT	5,000.
Total from continuation sheets				

Part XV 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 UNIVERSITY OF CALIFORNIA BERKELEY ONE CENTENNIAL DRIVE MS 5200 BERKELEY, CA 94720-5200	NONE	PC	LAWRENCE HALL OF SCIENCE - EAST BAY ACADEMY FOR YOUNG SCIENTISTS	200,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY UNIVERSITY OF CALIFORNIA BERKELEY ONE CENTENNIAL DRIVE MS 5200 BERKELEY, CA 94720-5200	NONE	PC	LAWRENCE HALL OF SCIENCE - BEETLES (YEARS 2-4)	488,064.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, ON BEHALF OF ITS DAVIS CAMPUS UNIVERSITY OF CALIFORNIA DAVIS ONE SHIELDS AVENUE DAVIS, CA 95616	NONE	PC	CALIFORNIA AFTERSCHOOL NETWORK (CAN) - CA STEM IN OST INITIATIVE	125,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, ON BEHALF OF ITS DAVIS CAMPUS UNIVERSITY OF CALIFORNIA DAVIS ONE SHIELDS AVENUE DAVIS, CA 95616	NONE	PC	INNOVATIONS IN STEM TEACHING, ACHIEVEMENT AND RESEARCH (I-STAR)	213,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, ON BEHALF OF ITS DAVIS CAMPUS UNIVERSITY OF CALIFORNIA DAVIS ONE SHIELDS AVENUE DAVIS, CA 95616	NONE	PC	RESEARCH ON FOSTERING STEWARDSHIP THROUGH ENVIRONMENTAL ENGAGEMENT	244,000.
THE UC DAVIS FOUNDATION UNIVERSITY OF CALIFORNIA DAVIS WATERSHED SCIENCES BUILDING 1ST FLOOR ONE SHI DAVIS, CA 95616	NONE	PC	CENTER FOR WATERSHED SCIENCES - TUOLUMNE SCHOOL	30,000.
THE UC DAVIS FOUNDATION UNIVERSITY OF CALIFORNIA DAVIS WATERSHED SCIENCES BUILDING 1ST FLOOR ONE SHI DAVIS, CA 95616	NONE	PC	WATERSHED CENTER-TECHNICAL CAPACITY (NON-FACULTY)	1,250,001.
THE UC DAVIS FOUNDATION UNIVERSITY OF CALIFORNIA DAVIS WATERSHED SCIENCES BUILDING 1ST FLOOR ONE SHI DAVIS, CA 95616	NONE	PC	WATERSHED CENTER - TECHNICAL CAPACITY (FACULTY)	800,000.
THE UCLA FOUNDATION UNIVERSITY OF CALIFORNIA LOS ANGELES 10920 WILSHIRE BOULEVARD 11TH FLOOR LOS ANGELES, CA 90024	NONE	PC	EMPLOYEE MATCHING GIFT	500.
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA, ON BEHALF OF ITS SAN FRANCISCO UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA STREET	NONE	PC	TIDESWELL (FORMERLY PROGRAM FOR AGING CENTURY)	1,300,000.
Total from continuation sheets				

Part XV 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
UNITED RELIGIONS P.O. BOX 29242 SAN FRANCISCO, CA 94129	NONE	PC	DIRECTOR GRANT - JOHN WEISER	100,000.
UNITED STATES SPORTSMEN'S ALLIANCE FOUNDATION 801 KINGSMILL PARKWAY COLUMBUS, OH 43229-1137	NONE	PC	TRAILBLAZER ADVENTURE PROGRAM	50,000.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION UNIVERSITY OF CALIFORNIA SAN FRANCISCO 220 MONTGOMERY STREET 5TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	ATHENA BREAST HEALTH NETWORK	1,000.
CURATORS OF THE UNIVERSITY OF MISSOURI CENTER FOR CHARACTER & CITIZENSHIP ONE UNIVERSITY BOULEVARD 402 MARILLAC HAL ST. LOUIS, MO 63121-4400	NONE	PC	ONLINE CLEARINGHOUSE FOR CHARACTER EDUCATION	200,000.
URBAN TEACHER RESIDENCY UNITED INC 1332 N. HALSTED STREET SUITE 304 CHICAGO, IL 60642	NONE	PC	HIGH LEVERAGE PRACTICES IN CLINICAL PREPARATION WHITE PAPER	57,000.
URBAN TILTH 31 MAINE AVENUE RICHMOND, CA 94804	NONE	PC	EMPLOYEE MATCHING GIFT	250.
VALLECITOS MOUNTAIN REFUGE PO BOX 4433 SANTA FE, NM 87502	NONE	PC	EMPLOYEE MATCHING GIFT	300.
VASSAR COLLEGE 124 RAYMOND AVENUE BOX 725 POUGHKEEPSIE, NY 12604-0725	NONE	PC	EMPLOYEE MATCHING GIFT	2,000.
VIPASSANA HAWAII P. O. BOX 551681 KAPAHUU, HI 96755	NONE	PC	EMPLOYEE MATCHING GIFT	700.
WESLEYAN UNIVERSITY 229 HIGH STREET MIDDLETOWN, CT 06459	NONE	PC	DIRECTOR GRANT - A. DACHS	200,000.
Total from continuation sheets				

Part XV 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
WEST CONTRA COSTA PUBLIC EDUCATION FUND 217C WEST RICHMOND AVENUE RICHMOND, CA 94801	NONE	PC	ORGANIZATIONAL CAPACITY DEVELOPMENT	75,000.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107-1242	NONE	PC	NGSS CHARTER EVALUATION	50,000.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107-1242	NONE	PC	EVALUATION OF CSU SYSTEMWIDE EFFORT (WITH SRI)	233,175.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107-1242	NONE	PC	K-8 NGSS EARLY IMPLEMENTATION PILOT, PHASE 1	1,765,521.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107-1242	NONE	PC	MATH IN COMMON EVALUATION	1,375,659.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107-1242	NONE	PC	K-8 NGSS EARLY IMPLEMENTATION PILOT, PHASE 1 AUGMENTATION	59,102.
WILDERNESS ARTS AND LITERACY COLLABORATIVE 695 PARIS STREET SAN FRANCISCO, CA 94112	NONE	PC	CORE OPERATING SUPPORT	45,000.
WILDERNESS SOCIETY 1615 M STREET NW WASHINGTON, DC 20036	NONE	PC	EMPLOYEE MATCHING GIFT	200.
YALE UNIVERSITY OFFICE OF DEVELOPMENT P.O. BOX 2038 NEW HAVEN, CT 06521-2038	NONE	PC	EMPLOYEE MATCHING GIFT	300.
YOUNG MEN'S CHRISTIAN ASSOCIATION CAMP BELKNAP 11 CHASE POINT ROAD MIRROR LAKE, NH 03853	NONE	PC	EMPLOYEE MATCHING GIFT	200.
Total from continuation sheets				

Part XV 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
YOUNG MEN'S CHRISTIAN ASSOCIATION CAMP BELKNAP 11 CHASE POINT ROAD MIRROR LAKE, NH 03853	NONE	PC	EMPLOYEE MATCHING GIFT	200.
YOUNG MEN'S CHRISTIAN ASSOCIATION OF SAN FRANCISCO 50 CALIFORNIA STREET SUITE 650 SAN FRANCISCO, CA 94111	NONE	PC	YOUTH & GOVERNMENT	150,000.
YOSEMITE FOUNDATION 101 MONTGOMERY STREET SUITE 1700 SAN FRANCISCO, CA 94104-4129	NONE	PC	CAMPAIGN FOR THE MARIPOSA GROVE OF GIANT SEQUOIAS	2,500,000.
YOUTH EMPLOYMENT PARTNERSHIP, INC. 2300 INTERNATIONAL BOULEVARD OAKLAND, CA 94601	NONE	PC	SERVICE LEARNING AND LEADERSHIP PROGRAMS	75,000.
YOUTH ENRICHMENT STRATEGIES 3029 MACDONALD AVENUE RICHMOND, CA 94804	NONE	PC	EMPLOYEE MATCHING GIFT	200.
YOUTH ENRICHMENT STRATEGIES 3029 MACDONALD AVENUE RICHMOND, CA 94804	NONE	PC	CAMP-TO-COMMUNITY	75,000.
YOUTH ENRICHMENT STRATEGIES 3029 MACDONALD AVENUE RICHMOND, CA 94804	NONE	PC	EMPLOYEE MATCHING GIFT	1,500.
YOUTH ENRICHMENT STRATEGIES 3029 MACDONALD AVENUE RICHMOND, CA 94804	NONE	PC	EMPLOYEE MATCHING GIFT	2,000.
YOUTH ENRICHMENT STRATEGIES 3029 MACDONALD AVENUE RICHMOND, CA 94804	NONE	PC	EMPLOYEE MATCHING GIFT	2,100.
YOUTH SPEAKS INC 1663 MISSION STREET SUITE 604 SAN FRANCISCO, CA 94103	NONE	PC	EMPLOYEE MATCHING GIFT	1,500.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

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Part XV 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
AMERICAN SOCIETY OF CIVIL ENGINEERS FOUNDATION, INC. 1801 ALEXANDER BELL DRIVE, SUITE 100 RESTON, VA 20191	NONE	SO II	FUNDS TO DEVELOP AND PRODUCE "DREAM BIG!", AN IMAX FILM AND COMPLEMENTARY EDUCATIONAL MATERIALS	7,500,000.
BAY AREA WOMEN'S AND CHILDREN'S CENTER 318 LEAVENWORTH STREET SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR STRUCTURED ACTIVITY TIME - A FITNESS AND CHARACTER DEVELOPMENT PROGRAM AT THE TENDERLOIN	150,000.
BOY SCOUTS OF AMERICA, SAN FRANCISCO BAY AREA COUNCIL 1001 DAVIS STREET SAN LEANDRO, CA 94577	NONE	PC	FUNDS FOR LEARNING FOR LIFE PROGRAM IN 4 OAKLAND SCHOOLS.	132,000.
BOYS & GIRLS CLUBS OF SAN FRANCISCO 55 HAWTHORNE STREET, SUITE 600 SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR CHARACTER DEVELOPMENT PROGRAMS AT THE SUNNYDALE CLUB (THE "CHARACTER CLUB"), THE VISITACION	250,000.
CSU EAST BAY FOUNDATION 25800 CARLOS BEE BOULEVARD HAYWARD, CA 94542	NONE	PC	FUNDS TO SUPPORT THE DEVELOPMENT AND CONSTRUCTION OF THE CENTER FOR INTERDISCIPLINARY	2,500,000.
CALIFORNIA BAR FOUNDATION 180 HOWARD STREET, SUITE 330 SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR K-12 LEARNING ADVOCACY, AWARENESS, AND CHAMPION-BUILDING ACTIVITIES.	250,000.
CALIFORNIA LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 350 FRANK H. OGAWA PLAZA, SUITE 1100 OAKLAND, CA 94612	NONE	PC	FUNDS FOR GREEN CALIFORNIA, A NETWORK OF MORE THAN 90 ENVIRONMENTAL ORGANIZATIONS THAT	75,000.
CALIFORNIA STATE UNIVERSITY FOUNDATION CSU CENTER FOR TEACHER QUALITY, J ST, CSUS, MODOC HALL, STE 2003 SACRAMENTO, CA 95819-6018	NONE	PC	FUNDS FOR THE CSU CHANCELLOR'S OFFICE TO IMPROVE TEACHER PREPARATION ACROSS THE CSU SYSTEM BY ALIGNING	3,000,000.
CSLNET 1901 HARRISON STREET, SUITE 1100 OAKLAND, CA 94612	NONE	PC	FUNDS FOR NETWORK OPERATIONS.	730,000.
CALIFORNIA WATERFOWL ASSOCIATION 1346 BLUE OAKS BLVD ROSEVILLE, CA 95678	NONE	PC	FUNDS TO BUILD CAPACITY, REDUCE DEPENDENCE ON FOUNDATION FUNDS, AND ENABLE CWA'S	1,000,000.
Total from continuation sheets				96,773,734.

Part XV 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
CHABOT SPACE & SCIENCE CENTER 10000 SKYLINE BLVD. OAKLAND, CA 94619	NONE	PC	FUNDS FOR GENERAL SUPPORT OF SCIENCE EDUCATION PIPELINE COVERING SUCH THINGS AS STRATEGIC PLANNING	225,000.
CHILDREN NOW 1404 FRANKLIN STREET, SUITE 700 OAKLAND, CA 94612	NONE	PC	FUNDS TO EXECUTE A POLICY DEVELOPMENT AND ADVOCACY STRATEGY IN CALIFORNIA THAT SUPPORTS NEW ACADEMIC	550,000.
COMMUNITY HOSPITAL FOUNDATION P. O. BOX HH MONTEREY, CA 93942	NONE	PC	FUNDS TO SUPPORT RECRUITMENT OF PRIMARY CARE PHYSICIANS FOR COMMUNITY CLINICS ON THE MONTEREY	3,000,000.
MISSION SCIENCE WORKSHOP C/O MISSION HIGH SCHOOL, 3750 18TH STREET SAN FRANCISCO, CA 94114	NONE	PC	FUNDS TO SUPPORT HANDS-ON AND INQUIRY-BASED YOUTH PROGRAMMING AT TWO MISSION SCIENCE	225,000.
CONNECTED 2150 SHATTUCK AVENUE, SUITE 1200 BERKELEY, CA 94704	NONE	PC	FUNDS FOR IMPROVED PROFESSIONAL DEVELOPMENT AND INSTRUCTIONAL TOOLS IN CIVIC LEARNING FOR	750,000.
EAST OAKLAND YOUTH DEVELOPMENT CENTER 8200 INTERNATIONAL BOULEVARD OAKLAND, CA 94621	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	150,000.
EDUCATION OUTSIDE 135 VAN NESS AVENUE, SUITE 408 SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR A RIGOROUS EXTERNAL EVALUATION OF THE IMPLEMENTATION OF THE EDUCATION OUTSIDE CORPS PROGRAM.	170,000.
THE EDUCATION TRUST - WEST 1814 FRANKLIN STREET, SUITE 220 OAKLAND, CA 94612	NONE	PC	FUNDS FOR A COORDINATED STEM ADVOCACY CAMPAIGN IN CALIFORNIA IN COLLABORATION WITH	300,000.
FAITH NETWORK OF THE EAST BAY INC. 2633 TELEGRAPH AVENUE, SUITE 409 OAKLAND, CA 94612	NONE	PC	FUNDS FOR SUCCEEDING BY READING, SCIENCE HORIZONS, HEALTH4KIDS AND CAREERBRIDGE.	150,000.
GIRLS INCORPORATED OF WEST CONTRA COSTA COUNTY 260 BROADWAY RICHMOND, CA 94804	NONE	PC	FUNDS TO SUPPORT CHARACTER PROGRAMS AND TECHNICAL ASSISTANCE FOR THE ORGANIZATION.	75,000.
Total from continuation sheets				

Part XV 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
GOLDEN GATE NATIONAL PARKS CONSERVANCY BUILDING 201, FORT MASON SAN FRANCISCO, CA 94123	NONE	PC	FUNDS FOR THE INFRASTRUCTURE AND PLANNING FOR THE PARKS YOUTH COLLABORATIVE, A PARTNERSHIP FOR	1,000,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY BUILDING 201, FORT MASON SAN FRANCISCO, CA 94123	NONE	PC	FUNDS FOR GOLDEN GATE NATIONAL PARK CONSERVANCY, GOLDEN GATE NATIONAL PARKS, MARIN WATER DISTRICT,	184,900.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET NW, SUITE 404 WASHINGTON, DC 20036	NONE	PC	FUNDS TO ENGAGE FOUNDATIONS LEADERS AND FRONT-LINE STAFF TO ADOPT AND/OR ADVOCATE FOR SMARTER	150,000.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET NW, SUITE 404 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR UNRESTRICTED SUPPORT AS GEO MATURES FROM A RESEARCH-FOCUSED ORGANIZATION TO AN	75,000.
HEYDAY P.O. BOX 9145 BERKELEY, CA 94709	NONE	PC	FUNDS FOR 1:1 MATCHING GRANT (\$150,000) AND OPERATIONS (\$100,000).	250,000.
LA CLINICA DE LA RAZA, INC. 1450 FRUITVALE AVENUE OAKLAND, CA 94601	NONE	PC	FUNDS FOR THE DEVELOPMENT AND PILOTING OF A REPLICABLE AND SUSTAINABLE HEALTH	150,000.
LAND TRUST ALLIANCE, INC. 1660 L STREET NW, SUITE 1100 WASHINGTON, DC 20036-5635	NONE	PC	FUNDS TO BUILD THE CAPACITY OF THE LAND TRUST ALLIANCE'S WESTERN REGIONAL PROGRAM.	1,600,000.
LARKIN STREET YOUTH SERVICES 134 GOLDEN GATE AVENUE SAN FRANCISCO, CA 94102	NONE	PC	FUNDS TO SUPPORT THE WORK OF RESEARCH & EVALUATION DEPARTMENT, WHICH CONTRIBUTES TO THE OVERALL SUCCESS OF	150,000.
MASS DESIGN GROUP 334 BOYLSTON STREET, SUITE 400 BOSTON, MA 02116	NONE	PC	FUNDS FOR 5 DOMESTIC CAPITAL GRANT CASE STUDIES, INCLUDING FINANCIAL ANALYSIS, AND THE DEVELOPMENT OF	244,980.
MAX MCGRAW WILDLIFE FOUNDATION P.O. BOX 9 DUNDEE, IL 60118	NONE	POF	FUNDS TO SUPPORT THE IMPROVED EFFICIENCY AND PLACEMENT OF FEDERAL FUNDING FOR WILDLIFE CONSERVATION.	75,000.
Total from continuation sheets				

Part XV 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
MEDAL OF HONOR MUSEUM FOUNDATION 528 JOHNNIE DODDS BLVD MOUNT PLEASANT, SC 29464	NONE	PC	FUNDS TO SUPPORT THE CONSTRUCTION OF THE NEW MEDAL OF HONOR MUSEUM IN SOUTH CAROLINA,	10,000,000.
MONTEREY BAY AQUARIUM 886 CANNERY ROW MONTEREY, CA 93940-1085	NONE	PC	FUNDS TO SUPPORT THE EXPANSION OF THE AQUARIUM'S EDUCATION FACILITIES AND PROGRAMMING BY	10,000,000.
NARAL PRO-CHOICE CALIFORNIA FOUNDATION 335 SOUTH VAN NESS AVENUE SAN FRANCISCO, CA 94103	NONE	PC	FUNDS FOR NARAL CALIFORNIA COMMUNITY-FOCUSED EDUCATIONAL PROGRAMS WITH THE GOAL OF	35,000.
AUDUBON CALIFORNIA 220 MONTGOMERY STREET, SUITE 1000 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR THE MIGRATORY BIRD CONSERVATION PARTNERSHIP (AUDUBON CALIFORNIA, THE NATURE	1,935,648.
AUDUBON CALIFORNIA 220 MONTGOMERY STREET, SUITE 1000 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR THE IMPLEMENTATION OF AUDUBON CALIFORNIA'S NEW BUSINESS PLAN AND TO GROW FUNDRAISING	2,019,195.
AUDUBON CALIFORNIA 220 MONTGOMERY STREET, SUITE 1000 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS TO DEVELOP AND LAUNCH AUDUBON'S YOUTH LEADERS PROGRAM AND IMPROVE CULTURAL RELEVANCE OF	150,000.
NATIONAL DISASTER SEARCH DOG FOUNDATION, INC. 501 EAST OJAI AVENUE OJAI, CA 93023	NONE	PC	FUNDS TO SUPPORT AND COMPLETE THE CAMPAIGN TO BUILD THE NATIONAL TRAINING CENTER.	1,750,000.
DISCOVERE 1420 KING STREET ALEXANDRIA, VA 22314	NONE	PC	FUNDS FOR STRENGTHENING KEY CAPACITIES INCLUDING SUCCESSION PLANNING, STRATEGY DEVELOPMENT,	750,000.
NATURE CONSERVANCY, INC. 201 MISSION STREET, 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR THE MIGRATORY BIRD CONSERVATION PARTNERSHIP (AUDUBON CALIFORNIA, THE NATURE	2,128,705.
NATURE CONSERVANCY, INC. 201 MISSION STREET, 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR THE NEXT PHASE OF BIRD RETURNS, INCLUDING PROGRAM EXPANSION AND REFINEMENT.	900,000.
Total from continuation sheets				

Part XV 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
NATURE CONSERVANCY, INC. 201 MISSION STREET, 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS TO SUPPORT FOR EFFORTS TO ENABLE AND ENCOURAGE THE PROTECTION OF PRIORITY NATURAL RESOURCE	1,196,000.
OAKLAND UNIFIED SCHOOL DISTRICT 1000 BROADWAY, SUITE 680 OAKLAND, CA 94607	NONE	PC	FUNDS FOR IMPLEMENTATION OF COMMON CORE STATE STANDARDS - MATHEMATICS IN GRADES	3,150,000.
OAKLAND UNIFIED SCHOOL DISTRICT 1000 BROADWAY, SUITE 680 OAKLAND, CA 94607	NONE	PC	FUNDS TO MERGE THE TWO OUSD WELLNESS CHAMPION PROGRAMS TO ENSURE HIGHER IMPACT AND LONG TERM SUSTAINABILITY.	150,000.
PARTNERSHIP FOR CHILDREN AND YOUTH 1330 BROADWAY, SUITE 601 OAKLAND, CA 94612	NONE	PC	FUNDS FOR IMPROVING THE OST FIELD'S UNDERSTANDING OF SEL, PROMOTE COLLABORATION BETWEEN SCHOOLS AND	230,000.
POINT BLUE CONSERVATION SCIENCE 3820 CYPRESS DRIVE, SUITE 11 PETALUMA, CA 94954	NONE	PC	FUNDS FOR THE MIGRATORY BIRD CONSERVATION PARTNERSHIP (AUDUBON CALIFORNIA, THE NATURE	1,935,647.
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET, SUITE 600 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS TO SUPPORT THE LAUNCH OF A WATER POLICY CENTER AT PPIC.	7,660,000.
UC BERKELEY CENTER FOR WEIGHT AND HEALTH COLLEGE OF NATURAL RESOURCES, 2115 MILVIA ST, STE 3, MAIL CODE 7430 BERKELEY, CA 94704	NONE	PC	FUNDS TO IMPROVE THE CENTER FOR WEIGHT AND HEALTH'S INFRASTRUCTURE WITH A STRATEGIC PLAN,	150,000.
UC DAVIS - SCHOOL OF EDUCATION UNIVERSITY OF CALIFORNIA, DAVIS, ONE SHIELDS AVENUE DAVIS, CA 95616	NONE	PC	FUNDS FOR BUILDING THE CAPACITY OF REGIONAL PARTNERSHIPS AND OST SITES TO OFFER QUALITY STEM PROGRAMS IN THE	250,000.
RESOLVE, INC. 1255 23RD STREET, NW SUITE 275 WASHINGTON, DC 20037	NONE	PC	FUNDS TO SUPPORT THE WATER FUNDER INITIATIVE TO ENGAGE CURRENT AND POTENTIAL WATER FUNDERS AND	1,000,000.
SACRAMENTO COUNTY OFFICE OF EDUCATION P.O. BOX 269003 SACRAMENTO, CA 95826-9003	NONE	PC	FUNDS FOR THE IMPLEMENTATION OF A MODEL PROFESSIONAL DEVELOPMENT PROGRAM FOR 14 CORE SCHOOLS	776,878.
Total from continuation sheets				

Part XV 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
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	FUNDS TO END HUNGER IN SAN FRANCISCO AND MARIN AND PROMOTE HIGH NUTRITION STANDARDS.	200,000.
SCHOOL-BASED HEALTH ALLIANCE 1010 VERMONT AVENUE NW, SUITE 600 WASHINGTON, DC 20005	NONE	PC	FUNDS TO CREATE A DATA CENTER TO DEMONSTRATE THE FULL IMPACT OF SCHOOL-BASED HEALTH SERVICES.	200,000.
SEMPERVIRENS FUND 419 SOUTH SAN ANTONIO ROAD, SUITE 211 LOS ALTOS, CA 94022-3640	NONE	PC	FUNDS FOR SEMPERVIRENS TO CONVENE LANDOWNERS AND MANAGERS IN THE SANTA CRUZ MOUNTAINS TO PLAN FOR FUTURE	105,000.
SAN FRANCISCO PLANNING AND URBAN RESEARCH ASSOCIATION 654 MISSION STREET SAN FRANCISCO, CA 94105	NONE	PC	FUNDS TO BUILD ORGANIZATIONAL CAPACITY AND LAUNCH THE SPUR OAKLAND SITE.	200,000.
TECHBRIDGE 7700 EDGEWATER DRIVE, SUITE 519 OAKLAND, CA 94621	NONE	PC	FUNDS TO CONTINUE ITS ELEMENTARY SCHOOL SCIENCE LEARNING COMMUNITIES AND EXPAND THE MODEL TO INCLUDE	250,000.
THACHER SCHOOL 5025 THACHER ROAD OJAI, CA 93023-9001	NONE	PC	FUNDS FOR THE HILLS BUILDING PROJECT RENOVATIONS.	5,000,000.
ALAMEDA COUNTY COMMUNITY FOOD BANK INC. P.O. BOX 2599 OAKLAND, CA 94614-0599	NONE	PC	FUNDS FOR A RESEARCH AND PLANNING INITIATIVE.	200,000.
HOOVER INSTITUTION STANFORD UNIVERSITY, 34 GALVEZ MALL STANFORD, CA 94305-6010	NONE	PC	FUNDS FOR HOOVER INSTITUTION'S INITIATIVE IN PUBLIC POLICY EDUCATION.	5,000,000.
STANFORD UNIVERSITY - WOODS INSTITUTE FOR THE ENVIRONMENT 3160 PORTER DRIVE, SUITE 100 PALO ALTO, CA 94304	NONE	PC	FUNDS TO CONTINUE SUPPORT FOR WATER IN THE WEST'S WORK ON GROUNDWATER MANAGEMENT AND THE WATER-ENERGY	2,500,000.
CALIFORNIA EDUCATION PARTNERS ONE LOMBARD STREET, SUITE 305 SAN FRANCISCO, CA 94110	NONE	PC	GENERAL SUPPORT	1,320,000.
Total from continuation sheets				

Part XV 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
CALIFORNIA EDUCATION PARTNERS ONE LOMBARD STREET, SUITE 305 SAN FRANCISCO, CA 94110	NONE	PC	FUNDS FOR THE IMPLEMENTATION OF CORE'S NEW SCHOOL ACCOUNTABILITY SYSTEM THAT ACCOUNTS FOR	1,000,000.
UCSF, DIVISION OF GERIATRICS UNIVERSITY OF CALIFORNIA, SAN FRANCISCO, 3333 CALIFORNIA STREET, SUITE 380 SAN FRANCISCO, CA	NONE	PC	FUNDS FOR DR. SEI LEE'S BASIC RESEARCH ON ALZHEIMER'S DISEASE.	200,000.
UCSF SCIENCE EDUCATION PARTNERSHIP 100 MEDICAL CENTER WAY, WOODS BUILDING, UCSF BOX 0905 SAN FRANCISCO, CA 94143-0905	NONE	PC	FUNDS FOR SEP RESOURCES, INCLUDING A SCIENCE RESOURCE LENDING LIBRARY AND CLASSROOM-BASED	150,000.
WEST CONTRA COSTA PUBLIC EDUCATION FUND 217C WEST RICHMOND AVENUE RICHMOND, CA 94801	NONE	PC	FUNDS FOR OUT OF SCHOOL TIME PROGRAMS AND THE WEST CONTRA COSTA OST COLLABORATIVE.	150,000.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107-1242	NONE	PC	FUNDS FOR MIXED-METHODS EVALUATION OF THE MATH IN COMMON INITIATIVE.	2,468,126.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107-1242	NONE	PC	FUNDS TO SUPPORT WESTED'S K-12 ALLIANCE TO PILOT NGSS TOOLS AND PROCESSES IN APPROXIMATELY SEVEN	6,352,024.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107-1242	NONE	PC	FUNDS FOR WESTED'S K-12 ALLIANCE TO PILOT NGSS TOOLS AND PROCESSES IN EIGHT DISTRICTS TO SERVE AS	249,631.
Total from continuation sheets				

Part XV Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - AG INNOVATIONS NETWORK

FUNDS FOR IMPLEMENTATION OF CAPACITY BUILDING ACTIVITIES TARGETING
GOVERNANCE, FINANCIAL MANAGEMENT, HUMAN RESOURCES INFRASTRUCTURE,
STRATEGIC PLANNING, STAFF TRAINING PROCESSES, AND ORGANIZATIONAL
LEARNING.

NAME OF RECIPIENT - AMERICAN RIVERS INC.

FUNDS FOR SCALING PROGRAMS IN CALIFORNIA TO SUPPORT ORGANIZATIONAL
NEEDS AND FUNDRAISING ACTIVITIES.

NAME OF RECIPIENT - AMERICAN SOCIETY OF CIVIL ENGINEERS FOUNDATION, INC.

FUNDS TO DEVELOP AND PRODUCE "DREAM BIG!", AN IMAX FILM AND
COMPLEMENTARY EDUCATIONAL MATERIALS THAT WILL HIGHLIGHT ENGINEERING
WONDERS OF THE WORLD.

NAME OF RECIPIENT - BAY AREA WOMEN'S AND CHILDREN'S CENTER

FUNDS FOR STRUCTURED ACTIVITY TIME - A FITNESS AND CHARACTER
DEVELOPMENT PROGRAM AT THE TENDERLOIN COMMUNITY SCHOOL.

NAME OF RECIPIENT - BOYS & GIRLS CLUBS OF SAN FRANCISCO

FUNDS FOR CHARACTER DEVELOPMENT PROGRAMS AT THE SUNNYDALE CLUB (THE
"CHARACTER CLUB"), THE VISITACION VALLEY CLUB, CAMP MENDOCINO, AND
CAPACITY SUPPORT FOR THE ORGANIZATION.

NAME OF RECIPIENT - CSU EAST BAY FOUNDATION

FUNDS TO SUPPORT THE DEVELOPMENT AND CONSTRUCTION OF THE CENTER FOR
INTERDISCIPLINARY RESEARCH AND COLLABORATIVE LEARNING.

Part XV | **Supplementary Information****3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution**

NAME OF RECIPIENT - CALIFORNIA LEAGUE OF CONSERVATION VOTERS EDUCATION
FUND

FUNDS FOR GREEN CALIFORNIA, A NETWORK OF MORE THAN 90 ENVIRONMENTAL
ORGANIZATIONS THAT PLAN, STRATEGIZE, AND WORK COLLABORATIVELY TO SPEAK
TO DECISION-MAKERS WITH A UNIFIED VOICE ON ENVIRONMENTAL ISSUES.

NAME OF RECIPIENT - CALIFORNIA STATE UNIVERSITY FOUNDATION
FUNDS FOR THE CSU CHANCELLOR'S OFFICE TO IMPROVE TEACHER PREPARATION
ACROSS THE CSU SYSTEM BY ALIGNING COURSEWORK TO THE NEW STANDARDS AND
STRENGTHENING PARTNERSHIPS WITH K-12 DISTRICTS.

NAME OF RECIPIENT - CALIFORNIA WATERFOWL ASSOCIATION
FUNDS TO BUILD CAPACITY, REDUCE DEPENDENCE ON FOUNDATION FUNDS, AND
ENABLE CWA'S CONSERVATION PROGRAMS INCLUDING WATERFOWL, WETLAND,
HUNTING HERITAGE, AND EDUCATION.

NAME OF RECIPIENT - CHABOT SPACE & SCIENCE CENTER
FUNDS FOR GENERAL SUPPORT OF SCIENCE EDUCATION PIPELINE COVERING SUCH
THINGS AS STRATEGIC PLANNING PROCESS TO MAINTAIN AND STRENGTHEN
PROGRAMS SERVING PRE-K TO 12TH GRADE STUDENTS.

NAME OF RECIPIENT - CHILDREN NOW
FUNDS TO EXECUTE A POLICY DEVELOPMENT AND ADVOCACY STRATEGY IN
CALIFORNIA THAT SUPPORTS NEW ACADEMIC STANDARDS AND IMPROVES THE
QUALITY OF STUDENT LEARNING.

NAME OF RECIPIENT - COMMUNITY HOSPITAL FOUNDATION
FUNDS TO SUPPORT RECRUITMENT OF PRIMARY CARE PHYSICIANS FOR COMMUNITY

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Part XV Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

CLINICS ON THE MONTEREY PENINSULA.

NAME OF RECIPIENT - MISSION SCIENCE WORKSHOP

FUNDS TO SUPPORT HANDS-ON AND INQUIRY-BASED YOUTH PROGRAMMING AT TWO
MISSION SCIENCE WORKSHOP SITES IN SAN FRANCISCO.

NAME OF RECIPIENT - CONNECTED

FUNDS FOR IMPROVED PROFESSIONAL DEVELOPMENT AND INSTRUCTIONAL TOOLS IN
CIVIC LEARNING FOR LINKED LEARNING HIGH SCHOOL PATHWAYS STATEWIDE.

NAME OF RECIPIENT - THE EDUCATION TRUST - WEST

FUNDS FOR A COORDINATED STEM ADVOCACY CAMPAIGN IN CALIFORNIA IN
COLLABORATION WITH CHILDREN NOW AND CSLNET.

NAME OF RECIPIENT - GOLDEN GATE NATIONAL PARKS CONSERVANCY

FUNDS FOR THE INFRASTRUCTURE AND PLANNING FOR THE PARKS YOUTH
COLLABORATIVE, A PARTNERSHIP FOR COORDINATING AND IMPROVING
YOUTH-SERVING PROGRAMS OF GGNPC, THE NATIONAL PARK SERVICE, AND THE
PRESIDIO TRUST.

NAME OF RECIPIENT - GOLDEN GATE NATIONAL PARKS CONSERVANCY

FUNDS FOR GOLDEN GATE NATIONAL PARK CONSERVANCY, GOLDEN GATE NATIONAL
PARKS, MARIN WATER DISTRICT, STATE PARKS, AND MARIN COUNTY PARKS TO
COORDINATE LAND STEWARDSHIP ACTIVATES IN THE TAMALPAIS REGION OF MARIN
COUNTY.

NAME OF RECIPIENT - GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS

FUNDS TO ENGAGE FOUNDATIONS LEADERS AND FRONT-LINE STAFF TO ADOPT

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Part XV Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

AND/OR ADVOCATE FOR SMARTER AND MORE EFFECTIVE GRANTMAKING POLICIES AND PRACTICES.

NAME OF RECIPIENT - GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS
FUNDS FOR UNRESTRICTED SUPPORT AS GEO MATURES FROM A RESEARCH-FOCUSED ORGANIZATION TO AN ACTIVE PLAYER IN BUILDING OUT THE PHILANTHROPIC ECOSYSTEM.

NAME OF RECIPIENT - LA CLINICA DE LA RAZA, INC.
FUNDS FOR THE DEVELOPMENT AND PILOTING OF A REPLICABLE AND SUSTAINABLE HEALTH EDUCATION PROGRAM.

NAME OF RECIPIENT - LARKIN STREET YOUTH SERVICES
FUNDS TO SUPPORT THE WORK OF RESEARCH & EVALUATION DEPARTMENT, WHICH CONTRIBUTES TO THE OVERALL SUCCESS OF THE ORGANIZATION.

NAME OF RECIPIENT - MASS DESIGN GROUP
FUNDS FOR 5 DOMESTIC CAPITAL GRANT CASE STUDIES, INCLUDING FINANCIAL ANALYSIS, AND THE DEVELOPMENT OF A PROSPECTIVE ASSESSMENT TOOL TO HELP DONORS/INVESTORS ASSESS THE POTENTIAL IMPACT (AND RISKS) OF CAPITAL PROJECTS ON THE FRONT END.

NAME OF RECIPIENT - MEDAL OF HONOR MUSEUM FOUNDATION
FUNDS TO SUPPORT THE CONSTRUCTION OF THE NEW MEDAL OF HONOR MUSEUM IN SOUTH CAROLINA, COMMEMORATING MEDAL OF HONOR RECIPIENTS.

NAME OF RECIPIENT - MONTEREY BAY AQUARIUM
FUNDS TO SUPPORT THE EXPANSION OF THE AQUARIUM'S EDUCATION FACILITIES

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Part XV Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

AND PROGRAMMING BY PURCHASING AND RENOVATING A NEARBY BUILDING ON
CANNERY ROW TO BE NAMED THE BECHTEL FAMILY CENTER FOR OCEAN EDUCATION
AND LEADERSHIP.

NAME OF RECIPIENT - NARAL PRO-CHOICE CALIFORNIA FOUNDATION
FUNDS FOR NARAL CALIFORNIA'S COMMUNITY-FOCUSED EDUCATIONAL PROGRAMS
WITH THE GOAL OF INFORMING, TRAINING, AND ENGAGING PRO-CHOICE ACTIVISM.

NAME OF RECIPIENT - AUDUBON CALIFORNIA
FUNDS FOR THE MIGRATORY BIRD CONSERVATION PARTNERSHIP (AUDUBON
CALIFORNIA, THE NATURE CONSERVANCY, AND POINT BLUE) TO PROTECT, RESTORE
AND ENHANCE CALIFORNIA'S PRIORITY CONSERVATION AREAS FOR MIGRATORY
BIRDS.

NAME OF RECIPIENT - AUDUBON CALIFORNIA
FUNDS FOR THE IMPLEMENTATION OF AUDUBON CALIFORNIA'S NEW BUSINESS PLAN
AND TO GROW FUNDRAISING CAPACITY TO PUT THE ORGANIZATION ON A
SUSTAINABLE LONG-TERM TRAJECTORY.

NAME OF RECIPIENT - AUDUBON CALIFORNIA
FUNDS TO DEVELOP AND LAUNCH AUDUBON'S YOUTH LEADERS PROGRAM AND IMPROVE
CULTURAL RELEVANCE OF PROGRAMMING AT RICHARDSON BAY.

NAME OF RECIPIENT - DISCOVERE
FUNDS FOR STRENGTHENING KEY CAPACITIES INCLUDING SUCCESSION PLANNING,
STRATEGY DEVELOPMENT, FUNDRAISING, COMMUNICATIONS, AND WEBSITE
IMPROVEMENTS.

Part XV Supplementary Information**3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution**

NAME OF RECIPIENT - NATURE CONSERVANCY, INC.

FUNDS FOR THE MIGRATORY BIRD CONSERVATION PARTNERSHIP (AUDUBON CALIFORNIA, THE NATURE CONSERVANCY, AND POINT BLUE) TO PROTECT, RESTORE AND ENHANCE CALIFORNIA'S PRIORITY CONSERVATION AREAS FOR MIGRATORY BIRDS.

NAME OF RECIPIENT - NATURE CONSERVANCY, INC.

FUNDS TO SUPPORT FOR EFFORTS TO ENABLE AND ENCOURAGE THE PROTECTION OF PRIORITY NATURAL RESOURCE VALUES THROUGH LAND-USE PLANNING.

NAME OF RECIPIENT - OAKLAND UNIFIED SCHOOL DISTRICT

FUNDS FOR IMPLEMENTATION OF COMMON CORE STATE STANDARDS - MATHEMATICS IN GRADES K-8.

NAME OF RECIPIENT - PARTNERSHIP FOR CHILDREN AND YOUTH

FUNDS FOR IMPROVING THE OST FIELD'S UNDERSTANDING OF SEL, PROMOTE COLLABORATION BETWEEN SCHOOLS AND OST PROGRAMS TO BOOST SEL, AND IMPROVE OVERALL QUALITY OF OST PROGRAMS.

NAME OF RECIPIENT - POINT BLUE CONSERVATION SCIENCE

FUNDS FOR THE MIGRATORY BIRD CONSERVATION PARTNERSHIP (AUDUBON CALIFORNIA, THE NATURE CONSERVANCY, AND POINT BLUE) TO PROTECT, RESTORE AND ENHANCE CALIFORNIA'S PRIORITY CONSERVATION AREAS FOR MIGRATORY BIRDS.

NAME OF RECIPIENT - UC BERKELEY CENTER FOR WEIGHT AND HEALTH

FUNDS TO IMPROVE THE CENTER FOR WEIGHT AND HEALTH'S INFRASTRUCTURE WITH A STRATEGIC PLAN, MARKETING PLAN, AND CREATION OF A NEW ADVISORY BOARD.

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Part XV | **Supplementary Information**

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - UC DAVIS - SCHOOL OF EDUCATION

FUNDS FOR BUILDING THE CAPACITY OF REGIONAL PARTNERSHIPS AND OST SITES
TO OFFER QUALITY STEM PROGRAMS IN THE POWER OF DISCOVER: STEM2
INITIATIVE.

NAME OF RECIPIENT - RESOLVE, INC.

FUNDS TO SUPPORT THE WATER FUNDER INITIATIVE TO ENGAGE CURRENT AND
POTENTIAL WATER FUNDERS AND ARTICULATE A SOLUTION SET FOR WATER.

NAME OF RECIPIENT - SACRAMENTO COUNTY OFFICE OF EDUCATION

FUNDS FOR THE IMPLEMENTATION OF A MODEL PROFESSIONAL DEVELOPMENT
PROGRAM FOR 14 CORE SCHOOLS AND ADDITIONAL REGIONAL SCHOOLS ON A
FEE-FOR-SERVICE BASIS.

NAME OF RECIPIENT - SEMPERVIRENS FUND

FUNDS FOR SEMPERVIRENS TO CONVENE LANDOWNERS AND MANAGERS IN THE SANTA
CRUZ MOUNTAINS TO PLAN FOR FUTURE STEWARDSHIP OF A LARGER CONNECTED
SYSTEM OF NATURAL LANDS, WHILE FACING LIMITED FINANCIAL AND HUMAN
RESOURCES, AND CLIMATE CHANGE IMPACTS.

NAME OF RECIPIENT - TECHBRIDGE

FUNDS TO CONTINUE ITS ELEMENTARY SCHOOL SCIENCE LEARNING COMMUNITIES
AND EXPAND THE MODEL TO INCLUDE MIDDLE SCHOOL SCIENCE LEARNING
COMMUNITIES WITH AFTER-SCHOOL STAFF IN OAKLAND.

NAME OF RECIPIENT - STANFORD UNIVERSITY - WOODS INSTITUTE FOR THE
ENVIRONMENT

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Part XV Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

FUNDS TO CONTINUE SUPPORT FOR WATER IN THE WEST'S WORK ON GROUNDWATER
MANAGEMENT AND THE WATER-ENERGY NEXUS.

NAME OF RECIPIENT - CALIFORNIA EDUCATION PARTNERS

FUNDS FOR THE IMPLEMENTATION OF CORE'S NEW SCHOOL ACCOUNTABILITY SYSTEM
THAT ACCOUNTS FOR ACADEMIC PREPAREDNESS, SOCIAL-EMOTIONAL SKILLS, AND
SCHOOL CULTURE AND CLIMATE.

NAME OF RECIPIENT - UCSF SCIENCE EDUCATION PARTNERSHIP

FUNDS FOR SEP RESOURCES, INCLUDING A SCIENCE RESOURCE LENDING LIBRARY
AND CLASSROOM-BASED SCIENTIST-TEACHER PARTNERSHIPS AND PROFESSIONAL
DEVELOPMENT, TO IMPROVE THE QUALITY OF ELEMENTARY SCIENCE IN SAN
FRANCISCO UNIFIED SCHOOL DISTRICT SCHOOLS.

NAME OF RECIPIENT - WESTED

FUNDS TO SUPPORT WESTED'S K-12 ALLIANCE TO PILOT NGSS TOOLS AND
PROCESSES IN APPROXIMATELY SEVEN DISTRICTS TO SERVE AS EXEMPLARS FOR
EARLY NGSS IMPLEMENTATION.

NAME OF RECIPIENT - WESTED

FUNDS FOR WESTED'S K-12 ALLIANCE TO PILOT NGSS TOOLS AND PROCESSES IN
EIGHT DISTRICTS TO SERVE AS EXEMPLARS FOR EARLY NGSS IMPLEMENTATION.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2014

Name of the organization

S.D. BECHTEL, JR. FOUNDATION

Employer identification number

20-3759208

Organization type (check one):

Filers of:**Section:**

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, 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. Do not 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 is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization	Employer identification number
S.D. BECHTEL, JR. FOUNDATION	20-3759208

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	LAURA P. BECHTEL CHARITABLE UNITRUST II P.O. BOX 193809 SAN FRANCISCO, CA 94119	\$ 259,816.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	MR. AND MRS. STEPHEN D BECHTEL, JR. P.O. BOX 193809 SAN FRANCISCO, CA 94119	\$ 55,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	S.D. BECHTEL CHARITABLE UNITRUST II P.O. BOX 193809 SAN FRANCISCO, CA 94119	\$ 53,561.	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.)

Employer identification number

20-3759208

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

Name of organization

Employer identification number

S.D. BECHTEL, JR. FOUNDATION

20-3759208

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

Underpayment of Estimated Tax by CorporationsDepartment of the Treasury
Internal Revenue Service

▶ Attach to the corporation's tax return.

FORM 990-PF▶ Information about Form 2220 and its separate instructions is at www.irs.gov/form2220**2014**

Name

S.D. BECHTEL, JR. FOUNDATION

Employer identification number

20-3759208

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)	1	240,804.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
2c	Credit for federal tax paid on fuels (see instructions)	2c	
2d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	240,804.
4	Enter the tax shown on the corporation's 2013 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	162,580.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	162,580.

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

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

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)	
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	05/15/14	06/15/14	09/15/14	12/15/14
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	10	39,765.	39,765.	39,764.	39,765.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11	85,043.		35,000.	45,000.
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		45,278.	5,513.	749.
13 Add lines 11 and 12	13		45,278.	40,513.	45,749.
14 Add amounts on lines 16 and 17 of the preceding column	14				
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	85,043.	45,278.	40,513.	45,749.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	45,278.	5,513.	749.	

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

LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 2220 (2014)

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2014 and before 7/1/2014	21			
22 Underpayment on line 17 x Number of days on line 21 x 3% 365	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2014 and before 10/1/2014	23			
24 Underpayment on line 17 x Number of days on line 23 x 3% 365	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2014 and before 1/1/2015	25			
26 Underpayment on line 17 x Number of days on line 25 x 3% 365	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2014 and before 4/1/2015	27			
28 Underpayment on line 17 x Number of days on line 27 x 3% 365	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2015 and before 7/1/2015	29			
30 Underpayment on line 17 x Number of days on line 29 x % 365	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2015 and before 10/01/2015	31			
32 Underpayment on line 17 x Number of days on line 31 x % 365	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2015 and before 1/1/2016	33			
34 Underpayment on line 17 x Number of days on line 33 x % 365	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2015 and before 2/16/2016	35			
36 Underpayment on line 17 x Number of days on line 35 x % 366	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns	38			\$ 0.

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

Form 2220 (2014)

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method (see instructions)

Form 1120S filers: For lines 1, 2, 3, and 21, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I - Adjusted Seasonal Installment Method (Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%. See instructions.)

	(a)	(b)	(c)	(d)
	First 3 months	First 5 months	First 8 months	First 11 months
1 Enter taxable income for the following periods:				
a Tax year beginning in 2011	1a			
b Tax year beginning in 2012	1b			
c Tax year beginning in 2013	1c			
2 Enter taxable income for each period for the tax year beginning in 2014 (see instructions for the treatment of extraordinary items).	2			
3 Enter taxable income for the following periods:	First 4 months	First 6 months	First 9 months	Entire year
a Tax year beginning in 2011	3a			
b Tax year beginning in 2012	3b			
c Tax year beginning in 2013	3c			
4 Divide the amount in each column on line 1a by the amount in column (d) on line 3a	4			
5 Divide the amount in each column on line 1b by the amount in column (d) on line 3b	5			
6 Divide the amount in each column on line 1c by the amount in column (d) on line 3c	6			
7 Add lines 4 through 6	7			
8 Divide line 7 by 3.0	8			
9a Divide line 2 by line 8	9a			
b Extraordinary items (see instructions)	9b			
c Add lines 9a and 9b	9c			
10 Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, ln 2 (or comparable ln of corp's return)	10			
11a Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a	11a			
b Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b	11b			
c Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c	11c			
12 Add lines 11a through 11c	12			
13 Divide line 12 by 3.0	13			
14 Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d)	14			
15 Enter any alternative minimum tax for each payment period (see instructions)	15			
16 Enter any other taxes for each payment period (see instr)	16			
17 Add lines 14 through 16	17			
18 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)	18			
19 Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-	19			

**

Part II - Annualized Income Installment Method

	(a)	(b)	(c)	(d)
	First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months
20 Annualization periods (see instructions)	20			
21 Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items)	21 2,650,996.	3,976,494.	7,952,908.	11,929,482.
22 Annualization amounts (see instructions)	22 6.000000	4.000000	2.000000	1.333330
23a Annualized taxable income. Multiply line 21 by line 22	23a 15,905,976.	15,905,976.	15,905,816.	15,905,936.
b Extraordinary items (see instructions)	23b			
c Add lines 23a and 23b	23c 15,905,976.	15,905,976.	15,905,816.	15,905,936.
24 Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return)	24 159,060.	159,060.	159,058.	159,059.
25 Enter any alternative minimum tax for each payment period (see instructions)	25			
26 Enter any other taxes for each payment period (see instr)	26			
27 Total tax. Add lines 24 through 26	27 159,060.	159,060.	159,058.	159,059.
28 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)	28			
29 Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29 159,060.	159,060.	159,058.	159,059.
30 Applicable percentage	30 25%	50%	75%	100%
31 Multiply line 29 by line 30	31 39,765.	79,530.	119,294.	159,059.

Part III - Required Installments

	1st installment	2nd installment	3rd installment	4th installment
Note: Complete lines 32 through 38 of one column before completing the next column.				
32 If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32 39,765.	79,530.	119,294.	159,059.
33 Add the amounts in all preceding columns of line 38 (see instructions)	33	39,765.	79,530.	119,294.
34 Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0-	34 39,765.	39,765.	39,764.	39,765.
35 Enter 25% of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	35 40,645.	79,757.	60,201.	60,201.
36 Subtract line 38 of the preceding column from line 37 of the preceding column	36	880.	40,872.	61,309.
37 Add lines 35 and 36	37 40,645.	80,637.	101,073.	121,510.
38 Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions)	38 39,765.	39,765.	39,764.	39,765.

Form 2220 (2014)

** ANNUALIZED INCOME INSTALLMENT METHOD USING STANDARD OPTION

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF MUTUAL FUNDS			PURCHASED		
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
40,000,000.	39,883,237.	0.	0.		116,763.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
3,232,349.	2,337,102.	0.	0.		895,247.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM PARTNERSHIPS			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.		9,745,199.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN DISTRIBUTIONS		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	7,711,401.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				18,468,610.

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 INCOME	3,458,159.	0.	3,458,159.	4,064,249.	
INTEREST INCOME	2,001,774.	0.	2,001,774.	1,956,533.	
TO PART I, LINE 4	5,459,933.	0.	5,459,933.	6,020,782.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM PARTNERSHIPS	3,593,357.	2,278,410.	
OTHER INCOME	-7,422.	-7,422.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,585,935.	2,270,988.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSE	26,912.	0.		27,778.
TO FM 990-PF, PG 1, LN 16A	26,912.	0.		27,778.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	121,250.	0.		121,250.
TO FORM 990-PF, PG 1, LN 16B	121,250.	0.		121,250.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	1,880.	0.		1,880.
MONTICELLO	100,000.	100,001.		0.
OSTERWEIS	127,238.	127,238.		0.
CONSULTANTS	1,312,537.	0.		1,256,866.
NORTHERN TRUST	9,479.	9,479.		0.
TO FORM 990-PF, PG 1, LN 16C	1,551,134.	236,718.		1,258,746.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX PROVISION	222,576.	0.		0.	
FOREIGN TAX FROM PARTNERSHIPS	92,096.	89,150.		0.	
OTHER STATE TAXES	3,257.	3,257.		0.	
FILING FEES	350.	0.		350.	
TO FORM 990-PF, PG 1, LN 18	318,279.	92,407.		350.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FROM PARTNERSHIPS	2,348,288.	1,909,050.		0.	
SUBSCRIPTION	1,971.	0.		2,166.	
INSURANCE	5,351.	394.		5,340.	
OFFICE SUPPLIES	21,168.	0.		20,255.	
COMPUTER MAINTENANCE AND SUPPORT	40,393.	0.		97,378.	
PROFESSIONAL DEVELOPMENT	34,085.	950.		34,468.	
MEMBERSHIP FEES	37,924.	1,350.		47,482.	
MISCELLANEOUS EXPENSE	5,557.	2,322.		7,953.	
INVESTMENT EXPENSES	5,376.	5,376.		0.	
OTHER OFFICE EXPENSES	2,000.	0.		2,000.	
OTHER PROGRAM COSTS	27,614.	0.		28,457.	
TO FORM 990-PF, PG 1, LN 23	2,529,727.	1,919,442.		245,499.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	9
DESCRIPTION	AMOUNT				
UNREALIZED GAIN/(LOSS) ON INVESTMENTS	3,258,961.				
UNREALIZED GAIN/(LOSS) ON CHARITABLE TRUSTS	169,455.				
TOTAL TO FORM 990-PF, PART III, LINE 5	3,428,416.				

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ETON PARK OVERSEAS FUND	5,187,478.	5,187,478.
OZ OVERSEAS FUND, LTD	11,763,756.	11,763,756.
VARIOUS COMMON STOCKS	0.	0.
VARIOUS COMMON STOCKS - OSTERWEIS	12,904,060.	12,904,060.
TOTAL TO FORM 990-PF, PART II, LINE 10B	29,855,294.	29,855,294.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - OSTERWEIS	552,535.	552,535.
TOTAL TO FORM 990-PF, PART II, LINE 10C	552,535.	552,535.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AG SECURITIZED ASSET RECOV HLDGS LP	FMV	15,372,496.	15,372,496.
ABSOLUTE RETURN CAYMAN	FMV	9,113,599.	9,113,599.
CALERA CAPITAL PARTNERS III	FMV	3,594,019.	3,594,019.
CAPITAL GUARDIAN	FMV	7,092,004.	7,092,004.
CLAYTON, DUBILIER & RICE FUND VII	FMV	2,676,682.	2,676,682.
CLAYTON, DUBILIER & RICE FUND VII CO-INV.	FMV	980,817.	980,817.
CLAYTON, DUBILIER & RICE FUND VIII WILSONART	FMV	434,953.	434,953.
CLAYTON, DUBILIER & RICE FUND VIII	FMV	4,834,198.	4,834,198.
CONVEXITY CAPITAL OFFSHORE	FMV	39,607,672.	39,607,672.
FORTRESS VRF I LTD	FMV	72,804.	72,804.
FORTRESS VRF TE I LLC	FMV	40,149.	40,149.
DAVIDSON KEMPNER IP	FMV	10,848,971.	10,848,971.
DODGE & COX INTERNATIONAL STOCK FUND	FMV	11,987,823.	11,987,823.
DODGE & COX STOCK FUND	FMV	11,974,486.	11,974,486.
FARALLON CAPITAL PARTNERS	FMV	11,550,582.	11,550,582.
FORTRESS CREDIT OPPORTUNITIES FUND	FMV	2,579,869.	2,579,869.
GMO US EQUITY	FMV	33,614,379.	33,614,379.

HIGHCLERE INTERNATIONAL INVESTORS	FMV	6,599,405.	6,599,405.
SMALLER COMPANIES FUND			
HIGHFIELDS CAPITAL	FMV	7,176,169.	7,176,169.
HOLOWESKO GLOBAL FUND LTD	FMV	5,410,277.	5,410,277.
INDUS STRUCTURED FINANCE	FMV	778,955.	778,955.
IP III BLOCKER - I LP (MHR III)	FMV	876,103.	876,103.
LONGLEAF PARTNER SMALL CAP EQUITY FUND	FMV	6,802,459.	6,802,459.
MADISON DEARBORN CAPITAL PARTNERS VI-A	FMV	1,232,226.	1,232,226.
MADISON DEARBORN CAPITAL PARTNERS VI-A GLOBAL	FMV	529,586.	529,586.
MADISON DEARBORN CAPITAL PARTNERS VI-B	FMV	1,121,246.	1,121,246.
MADISON DEARBORN PARTNERS V-A	FMV	5,983,371.	5,983,371.
MADISON DEARBORN PARTNERS V-B	FMV	678,205.	678,205.
MAKENA CAPITAL ASSOCIATES	FMV	26,520,698.	26,520,698.
MAVERICK FUND LTD	FMV	5,019,193.	5,019,193.
MHR INSTITUTIONAL PARTNERS III	FMV	6,469,216.	6,469,216.
NEWPORT ASIA INSTITUTIONAL FUND	FMV	18,003,676.	18,003,676.
OZ STRUCTURED PRODUCTS OVERSEAS FEEDER FUND II, LLP		14,399,673.	14,399,673.
PIMCO SHORT TERM FUND	FMV	16,762,157.	16,762,157.
RAPTOR PRIVATE HOLDINGS	FMV	71,406.	71,406.
REGIMENT	FMV	5,394,226.	5,394,226.
SPINNAKER GLOBAL EMERGING MARKETS	FMV	10,288,505.	10,288,505.
TIFF PARTNERS IV	FMV	582,239.	582,239.
TRINITY VENTURES VII	FMV	44,010.	44,010.
WTF-CTF MICRO-CAP EQUITY PORTFOLIO	FMV	10,915,951.	10,915,951.
YORKTOWN ENERGY PARTNERS VI	FMV	739,388.	739,388.
YORKTOWN ENERGY PARTNERS VII	FMV	1,552,617.	1,552,617.
TOTAL TO FORM 990-PF, PART II, LINE 13		320,326,460.	320,326,460.

FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART	490,000.	490,000.	490,000.
BENEFICIAL INTEREST IN CHARITABLE TRUSTS	956,967.	787,512.	787,512.
DUE FROM OTHER PARTIES	8,125.	3,948.	3,948.
TO FORM 990-PF, PART II, LINE 15	1,455,092.	1,281,460.	1,281,460.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 14
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEPHEN D. BECHTEL, JR. P.O. BOX 193809 SAN FRANCISCO, CA 94119	CHAIRMAN/DIRECTOR 10.00	0.	0.	0.
LAUREN B. DACHS 199 FREMONT STREET SAN FRANCISCO, CA 94105	PRESIDENT/EXEC DIR /DIRECT 20.00	175,000.	997.	0.
ELIZABETH H. BECHTEL P.O. BOX 193809 SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
NONIE B. RAMSAY P.O. BOX 193809 SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
ALAN M. DACHS 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
DEBORAH L. DUNCAN 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
JUDE L. LASPA P.O. BOX 193809 SAN FRANCISCO, CA 94119	DIRECTOR 5.00	0.	0.	0.
BOB PECK 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
JOHN W. WEISER P.O. BOX 193809 SAN FRANCISCO, CA 94119	DIRECTOR 5.00	0.	0.	0.
PATRICIA W. LEICHER 199 FREMONT STREET SAN FRANCISCO, CA 94105	CFO/SECRETARY 23.40	105,035.	14,048.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		280,035.	15,045.	0.

FORM 990-PF

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

STATEMENT 15

STATEMENT REGARDING QUALIFYING STATUS AS A CONDUIT PRIVATE FOUNDATION

PURSUANT TO IRC SECTION 4942(H) AND TREASURY REGULATIONS SECTION 53.4942(A)-3(D)(2), THE TAXPAYER HEREBY ELECTS TO TREAT THE CURRENT YEAR QUALIFYING DISTRIBUTIONS OF \$55,000,000 AS BEING MADE OUT OF CORPUS.

AS SUCH, THE TAXPAYER MEETS THE REQUIREMENTS OF IRC SECTION 170(B)(1)(A)(VII), 170(B)(1)(F)(II), AND 4942(H) IN THAT (A) THE TAXPAYER HAD NO REMAINING UNDISTRIBUTABLE INCOME FROM ANY PRIOR TAX YEAR, (B) THE TAXPAYER DISTRIBUTED ALL OF ITS DISTRIBUTABLE AMOUNT FOR 2014 SO THAT THERE WAS NO UNDISTRIBUTABLE AMOUNT FOR 2014, AND (C) THE TAXPAYER MADE QUALIFYING DISTRIBUTIONS OUT OF CORPUS IN AMOUNT EQUAL TO 100% OF ALL CONTRIBUTIONS RECEIVED BY THE TAXPAYER DURING 2014. THEREFORE, THE TAXPAYER IS A CONDUIT PRIVATE FOUNDATION IN 2014 AND QUALIFIES AS A 50% CHARITY.

SIGNATURE OF OFFICER

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 16

NAME OF MANAGER

STEPHEN D. BECHTEL, JR.
ELIZABETH H. BECHTEL

GENERAL EXPLANATION

STATEMENT 17

FORM/LINE IDENTIFIER

TANGIBLE PROPERTY REGULATIONS ELECTION STATEMENTS

EXPLANATION:

TAXPAYER HEREBY MAKES THE DE MINIMIS SAFE HARBOR ELECTION UNDER TREASURY REGULATION 1.263(A)-1(F) FOR ALL ELIGIBLE AMOUNTS PAID OR INCURRED DURING THE TAXABLE YEAR.

TAXPAYER HEREBY ELECTS TO CAPITALIZE REPAIRS AND MAINTENANCE COSTS UNDER TREASURY REGULATION 1.263(A)-1(N). THE COSTS WERE INCURRED DURING THE TAXABLE YEAR IN THE ELECTING TAXPAYER'S TRADE OR BUSINESS AND THE ELECTING TAXPAYER TREATS SUCH COSTS AS CAPITAL EXPENDITURE ON ITS BOOKS AND RECORDS.

Application for Change in Accounting Method

OMB No. 1545-0687

Name of filer (name of parent corporation if a consolidated group) (see instructions)		Identification number (See instructions)	
S.D. BECHTEL, JR. FOUNDATION		20-3759208	
Number, street, and room or suite no. If a P.O. box, see the instructions.		Principal business activity code number (see instructions)	
P.O. BOX 193809		813211	
City or town, state, and ZIP code		Tax year of change begins (MM/DD/YYYY)	
SAN FRANCISCO, CA 94119-3809		01/01/2014	
Name of applicant(s) (if different than filer) and identification number(s) (see instructions)		Tax year of change ends (MM/DD/YYYY)	
		12/31/2014	
		Name of contact person (see instructions)	
		Contact person's telephone number	
		415-284-8670	

If the applicant is a member of a consolidated group, check this box ☐

If Form 2848, Power of Attorney and Declaration of Representative, is attached (see instructions for when Form 2848 is required), check this box ☐

Check the box to indicate the type of applicant. <input type="checkbox"/> Individual <input type="checkbox"/> Corporation <input type="checkbox"/> Controlled foreign corporation (Sec. 957) <input type="checkbox"/> 10/50 corporation (Sec. 904(d)(2)(E)) <input type="checkbox"/> Qualified personal service corporation (Sec. 448(d)(2)) <input checked="" type="checkbox"/> Exempt organization. Enter Code section 501(C)(3)		Check the appropriate box to indicate the type of accounting method change being requested. (see instructions) <input type="checkbox"/> Depreciation or Amortization <input type="checkbox"/> Financial Products and/or Financial Activities of Financial Institutions <input checked="" type="checkbox"/> Other (specify) REPAIR/MAINTAIN/IMPROVE TANGIBLE PROPERTY; INCIDENTAL SUPPLIES; NON-INCIDENTAL SUPPLIES	
<input type="checkbox"/> Cooperative (Sec. 1381) <input type="checkbox"/> Partnership <input type="checkbox"/> S corporation <input type="checkbox"/> Insurance co. (Sec. 816(a)) <input type="checkbox"/> Insurance co. (Sec. 831) <input type="checkbox"/> Other (specify)			

Caution. To be eligible for approval of the requested change in method of accounting, the taxpayer must provide all information that is relevant to the taxpayer or to the taxpayer's requested change in method of accounting. This includes all information requested on this Form 3115 (including its instructions), as well as any other information that is not specifically requested.

The taxpayer must attach all applicable supplemental statements requested throughout this form.

Part I Information For Automatic Change Request		Yes	No
1 Enter the applicable designated automatic accounting method change number for the requested automatic change. Enter only one designated automatic accounting method change number, except as provided for in guidance published by the IRS. If the requested change has no designated automatic accounting method change number, check "Other," and provide both a description of the change and citation of the IRS guidance providing the automatic change. See instructions. ▶ (a) Change No. 184, 186, 187 (b) Other <input type="checkbox"/> Description ▶			
2 Do any of the scope limitations described in section 4.02 of Rev. Proc. 2008-52 cause automatic consent to be unavailable for the applicant's requested change? If "Yes," attach an explanation. SEE ATTACHMENT			N/A
Note: Complete Part II below and then Part IV, and also Schedules A through E of this form (if applicable).			
Part II Information For All Requests		Yes	No
3 Did or will the applicant cease to engage in the trade or business to which the requested change relates, or terminate its existence, in the tax year of change (see instructions)? If "Yes," the applicant is not eligible to make the change under automatic change request procedures.			X
4a Does the applicant (or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) have any Federal income tax return(s) under examination (see instructions)? If "No," go to line 5.			X
b Is the method of accounting the applicant is requesting to change an issue (with respect to either the applicant or any present or former consolidated group in which the applicant was a member during the applicable tax years(s)) either (i) under consideration or (ii) placed in suspense (see instructions)?			N/A

Signature (see instructions)

Under penalties of perjury, I declare that I have examined this application, including accompanying schedules and statements, and to the best of my knowledge and belief, the application contains all the relevant facts relating to the application, and it is true, correct, and complete. Declaration of preparer (other than applicant) is based on all information of which preparer has any knowledge.

Filer

Preparer (other than filer/applicant)

Signature and date	Signature of individual preparing the application and date
	JOAN S. MCMAHON
Name and title (print or type)	Name of individual preparing the application (print or type)
	DELOITTE TAX LLP
	Name of firm preparing the application

Part II Information For All Requests (continued)**Yes No**

- 4c** Is the method of accounting the applicant is requesting to change an issue pending (with respect to either the applicant or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) for any tax year under examination (see instructions)? **N/A**
- d** Is the request to change the method of accounting being filed under the procedures requiring that the operating division director consent to the filing of the request (see instructions)? **N/A**
If "Yes," attach the consent statement from the director.
- e** Is the request to change the method of accounting being filed under the 90-day or 120-day window period? **N/A**
If "Yes," check the box for the applicable window period and attach the required statement (see instructions).
☐ 90 day ☐ 120 day: Date examination ended ► _____
- f** If you answered "Yes" to line 4a, enter the name and telephone number of the examining agent and the tax year(s) under examination.
Name ► **N/A** Telephone number ► **N/A** Tax year(s) ► **N/A**
- g** Has a copy of this Form 3115 been provided to the examining agent identified on line 4f? **N/A**
- 5a** Does the applicant (or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) have any Federal income tax return(s) before Appeals and/or a Federal court? **X**
If "Yes," enter the name of the (check the box) ☐ Appeals officer and/or ☐ counsel for the government, telephone number, and the tax year(s) before Appeals and/or a Federal court.
Name ► **N/A** Telephone number ► **N/A** Tax year(s) ► **N/A**
- b** Has a copy of this Form 3115 been provided to the Appeals officer and/or counsel for the government identified on line 5a? **N/A**
- c** Is the method of accounting the applicant is requesting to change an issue under consideration by Appeals and/or a Federal court (for either the applicant or any present or former consolidated group in which the applicant was a member for the tax year(s) the applicant was a member) (see instructions)? **N/A**
If "Yes," attach an explanation.
- 6** If the applicant answered "Yes" to line 4a and/or 5a with respect to any present or former consolidated group, attach a statement that provides each parent corporation's (a) name, (b) identification number, (c) address, and (d) tax year(s) during which the applicant was a member that is under examination, before an Appeals office, and/or before a Federal court. **N/A**
- 7** If, for federal income tax purposes, the applicant is either an entity (including a limited liability company) treated as a partnership or an S corporation, is it requesting a change from a method of accounting that is an issue under consideration in an examination, before Appeals, or before a Federal court, with respect to a Federal income tax return of a partner, member, or shareholder of that entity? **N/A**
If "Yes," the applicant is **not** eligible to make the change.
- 8a** Does the applicable revenue procedure (advance consent or automatic consent) state that the applicant does not receive audit protection for the requested change (see instructions)? **X**
- b** If "Yes," attach an explanation. **N/A**
- 9a** Has the applicant, its predecessor, or a related party requested or made (under either an automatic change procedure or a procedure requiring advance consent) a change in method of accounting within the past 5 years (including the year of the requested change)? **X**
- b** If "Yes," for each trade or business, attach a description of each requested change in method of accounting (including the tax year of change) and state whether the applicant received consent. **N/A**
- c** If any application was withdrawn, not perfected, or denied, or if a Consent Agreement granting a change was not signed and returned to the IRS, or the change was not made or not made in the requested year of change, attach an explanation. **N/A**
- 10a** Does the applicant, its predecessor, or a related party currently have pending any request (including any concurrently filed request) for a private letter ruling, change in method of accounting, or technical advice? **X**
- b** If "Yes," for each request attach a statement providing the name(s) of the taxpayer, identification number(s), the type of request (private letter ruling, change in method of accounting, or technical advice), and the specific issue(s) in the request(s). **N/A**
- 11** Is the applicant requesting to change its **overall** method of accounting? **X**
If "Yes," check the appropriate boxes below to indicate the applicant's present and proposed methods of accounting. Also, complete Schedule A on page 4 of this form.

Present method: ☐ Cash ☐ Accrual ☐ Hybrid (attach description)

Proposed method: ☐ Cash ☐ Accrual ☐ Hybrid (attach description)

Part II Information For All Requests (continued)				Yes	No
12	If the applicant is either (i) not changing its overall method of accounting, or (ii) is changing its overall method of accounting and also changing to a special method of accounting for one or more items, attach a detailed and complete description for each of the following: SEE ATTACHMENT				
a	The item(s) being changed.				
b	The applicant's present method for the item(s) being changed.				
c	The applicant's proposed method for the item(s) being changed.				
d	The applicant's present overall method of accounting (cash, accrual, or hybrid).				
13	Attach a detailed and complete description of the applicant's trade(s) or business(es), and the principal business activity code for each. If the applicant has more than one trade or business as defined in Regulations section 1.446-1(d), describe: whether each trade or business is accounted for separately; the goods and services provided by each trade or business and any other types of activities engaged in that generate gross income; the overall method of accounting for each trade or business; and which trade or business is requesting to change its accounting method as part of this application or a separate application. SEE ATTACHMENT				
14	Will the proposed method of accounting be used for the applicant's books and records and financial statements? For insurance companies, see the instructions. If "No," attach an explanation. SEE ATTACHMENT				X
15a	Has the applicant engaged, or will it engage, in a transaction to which section 381(a) applies (e.g., a reorganization, merger, or liquidation) during the proposed tax year of change determined without regard to any potential closing of the year under section 381(b)(1)?				X
b	If "Yes," for the items of income and expense that are the subject of this application, attach a statement identifying the methods of accounting used by the parties to the section 381(a) transaction immediately before the date of distribution or transfer and the method(s) that would be required by section 381(c)(4) or (c)(5) absent consent to the change(s) requested in this application. N/A				
16	Does the applicant request a conference with the IRS National Office if the IRS proposes an adverse response?			X	
17	If the applicant is changing to either the overall cash method, an overall accrual method, or is changing its method of accounting for any property subject to section 263A, any long-term contract subject to section 460, or inventories subject to section 474, enter the applicant's gross receipts for the 3 tax years preceding the tax year of change.				
	1st preceding year ended: mo. yr.	2nd preceding year ended: mo. yr.	3rd preceding year ended: mo. yr.		
	\$ N/A	\$ N/A	\$ N/A		
Part III Information For Advance Consent Request				Yes	No
18	Is the applicant's requested change described in any revenue procedure, revenue ruling, notice, regulation, or other published guidance as an automatic change request? If "Yes," attach an explanation describing why the applicant is submitting its request under advance consent request procedures.				N/A
19	Attach a full explanation of the legal basis supporting the proposed method for the item being changed. Include a detailed and complete description of the facts that explains how the law specifically applies to the applicant's situation and that demonstrates that the applicant is authorized to use the proposed method. Include all authority (statutes, regulations, published rulings, court cases, etc.) supporting the proposed method. Also, include either a discussion of the contrary authorities or a statement that no contrary authority exists.				
20	Attach a copy of all documents related to the proposed change (see instructions).				
21	Attach a statement of the applicant's reasons for the proposed change.				
22	If the applicant is a member of a consolidated group for the year of change, do all other members of the consolidated group use the proposed method of accounting for the item being changed? If "No," attach an explanation.				N/A
23a	Enter the amount of user fee attached to this application (see instructions). ► \$ N/A				
b	If the applicant qualifies for a reduced user fee, attach the required information or certification (see instructions).				
Part IV Section 481(a) Adjustment				Yes	No
24	Does the applicable revenue procedure, revenue ruling, notice, regulation, or other published guidance require the applicant to implement the requested change in method of accounting on a cut-off basis rather than a section 481(a) adjustment? If "Yes," do not complete lines 25, 26, and 27 below.				X
25	Enter the section 481(a) adjustment. Indicate whether the adjustment is an increase (+) or a decrease (-) in income. ► \$ 0 Attach a summary of the computation and an explanation of the methodology used to determine the section 481(a) adjustment. If it is based on more than one component, show the computation for each component. If more than one applicant is applying for the method change on the same application, attach a list of the name, identification number, principal business activity code (see instructions), and the amount of the section 481(a) adjustment attributable to each applicant. SEE ATTACHMENT				

Part IV Section 481(a) Adjustment (continued)		Yes	No
26	If the section 481(a) adjustment is an increase to income of less than \$25,000, does the applicant elect to take the entire amount of the adjustment into account in the year of change?		N/A
27	Is any part of the section 481(a) adjustment attributable to transactions between members of an affiliated group, a consolidated group, a controlled group, or other related parties? If "Yes," attach an explanation.		X
		N/A	

Schedule A—Change in Overall Method of Accounting (If Schedule A applies, Part I below must be completed.)

N/A

Part I Change in Overall Method (see instructions)

		Amount
1	Enter the following amounts as of the close of the tax year preceding the year of change. If none, state "None." Also, attach a statement providing a breakdown of the amounts entered on lines 1a through 1g.	
a	Income accrued but not received (such as accounts receivable)	\$
b	Income received or reported before it was earned (such as advanced payments). Attach a description of the income and the legal basis for the proposed method	
c	Expenses accrued but not paid (such as accounts payable)	
d	Prepaid expense previously deducted	
e	Supplies on hand previously deducted and/or not previously reported	
f	Inventory on hand previously deducted and/or not previously reported. Complete Schedule D, Part II	
g	Other amounts (specify). Attach a description of the item and the legal basis for its inclusion in the calculation of the section 481(a) adjustment.	
h	Net section 481(a) adjustment (Combine lines 1a-1g.) Indicate whether the adjustment is an increase (+) or decrease (-) in income. Also enter the net amount of this section 481(a) adjustment amount on Part IV, line 25.	\$ -
2	Is the applicant also requesting the recurring item exception under section 461(h)(3)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
3	Attach copies of the profit and loss statement (Schedule F (Form 1040) for farmers) and the balance sheet, if applicable, as of the close of the tax year preceding the year of change. Also attach a statement specifying the accounting method used when preparing the balance sheet. If books of account are not kept, attach a copy of the business schedules submitted with the Federal income tax return or other return (e.g., tax-exempt organization returns) for that period. If the amounts in Part I, lines 1a through 1g, do not agree with those shown on both the profit and loss statement and the balance sheet, attach a statement explaining the differences.	

Part II Change to the Cash Method For Advance Consent Request (see instructions)

Applicants requesting a change to the cash method must attach the following information:

- 1 A description of inventory items (items whose production, purchase, or sale is an income-producing factor) and materials and supplies used in carrying out the business.
- 2 An explanation as to whether the applicant is required to use the accrual method under any section of the Code or regulations.

Schedule B—Change to the Deferral Method for Advance Payments (see instructions)

N/A

- 1 If the applicant is requesting to change to the Deferral Method for advance payments described in section 5.02 of Rev. Proc. 2004-34, 2004-1 C.B. 991, attach the following information:
 - a A statement explaining how the advance payments meet the definition in section 4.01 of Rev. Proc. 2004-34.
 - b If the applicant is filing under the automatic change procedures of Rev. Proc. 2008-52, the information required by section 8.02(3)(a)-(c) of Rev. Proc. 2004-34.
 - c If the applicant is filing under the advance consent provisions of Rev. Proc. 97-27, the information required by section 8.03(2)(a)-(f) of Rev. Proc. 2004-34.
- 2 If the applicant is requesting to change to the deferral method for advance payments described in Regulations section 1.451-5(b)(1)(ii), attach the following.
 - a A statement explaining how the advance payments meet the definition in Regulations section 1.451-5(a)(1).
 - b A statement explaining what portions of the advance payments, if any, are attributable to services, whether such services are integral to the provisions of goods or items, and whether any portions of the advance payments that are attributable to non-integral services are less than five percent of the total contract prices. See Regulations sections 1.451-5(a)(2)(i) and (3).
 - c A statement explaining that the advance payments will be included in income no later than when included in gross receipts for purposes of the applicant's financial reports. See Regulations section 1.451-5(b)(1)(ii).
 - d A statement explaining whether the inventoriable goods exception of Regulations section 1.451-5(c) applies and if so, when substantial advance payments will be received under the contracts, and how the exception will limit the deferral of income.

Schedule C—Changes Within the LIFO Inventory Method (see instructions)

N/A

Part I General LIFO Information

Complete this section if the requested change involves changes within the LIFO inventory method. Also, attach a copy of all Forms 970, Application To Use LIFO Inventory Method, filed to adopt or expand the use of the LIFO method.

- 1 Attach a description of the applicant's present and proposed LIFO methods and submethods for each of the following items:
 - a Valuing inventory (e.g., unit method or dollar-value method).
 - b Pooling (e.g., by line or type or class of goods, natural business unit, multiple pools, raw material content, simplified dollar-value method, inventory price index computation (IPIC) pools, vehicle-pool method, etc.).
 - c Pricing dollar-value pools (e.g., double-extension, index, link-chain, link-chain index, IPIC method, etc.).
 - d Determining the current-year cost of goods in the ending inventory (i.e., most recent acquisitions, earliest acquisitions during the current year, average cost of current-year acquisitions, or other permitted method).
- 2 If any present method or submethod used by the applicant is not the same as indicated on Form(s) 970 filed to adopt or expand the use of the method, attach an explanation.
- 3 If the proposed change is not requested for all the LIFO inventory, attach a statement specifying the inventory to which the change is and is not applicable.
- 4 If the proposed change is not requested for all of the LIFO pools, attach a statement specifying the LIFO pool(s) to which the change is applicable.
- 5 Attach a statement addressing whether the applicant values any of its LIFO inventory on a method other than cost. For example, if the applicant values some of its LIFO inventory at retail and the remainder at cost, identify which inventory items are valued under each method.
- 6 If changing to the IPIC method, attach a completed Form 970.

Part II Change in Pooling Inventories

- 1 If the applicant is proposing to change its pooling method or the number of pools, attach a description of the contents of, and state the base year for, each dollar-value pool the applicant presently uses and proposes to use.
- 2 If the applicant is proposing to use natural business unit (NBU) pools or requesting to change the number of NBU pools, attach the following information (to the extent not already provided) in sufficient detail to show that each proposed NBU was determined under Regulations section 1.472-8(b)(1) and (2):
 - a A description of the types of products produced by the applicant. If possible, attach a brochure.
 - b A description of the types of processes and raw materials used to produce the products in each proposed pool.
 - c If all of the products to be included in the proposed NBU pool(s) are not produced at one facility, state the reasons for the separate facilities, the location of each facility, and a description of the products each facility produces.
 - d A description of the natural business divisions adopted by the taxpayer. State whether separate cost centers are maintained and if separate profit and loss statements are prepared.
 - e A statement addressing whether the applicant has inventories of items purchased and held for resale that are not further processed by the applicant, including whether such items, if any, will be included in any proposed NBU pool.
 - f A statement addressing whether all items including raw materials, goods-in-process, and finished goods entering into the entire inventory investment for each proposed NBU pool are presently valued under the LIFO method. Describe any items that are not presently valued under the LIFO method that are to be included in each proposed pool.
 - g A statement addressing whether, within the proposed NBU pool(s), there are items both sold to unrelated parties and transferred to a different unit of the applicant to be used as a component part of another product prior to final processing.
- 3 If the applicant is engaged in manufacturing and is proposing to use the multiple pooling method or raw material content pools, attach information to show that each proposed pool will consist of a group of items that are substantially similar. See Regulations section 1.472-8(b)(3).
- 4 If the applicant is engaged in the wholesaling or retailing of goods and is requesting to change the number of pools used, attach information to show that each of the proposed pools is based on customary business classifications of the applicant's trade or business. See Regulations section 1.472-8(c).

Schedule D—Change in the Treatment of Long-Term Contracts Under Section 460, Inventories, or Other Section 263A Assets (see instructions)

N/A

Part I	Change in Reporting Income From Long-Term Contracts (Also complete Part III on pages 7 and 8.)
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- 1** To the extent not already provided, attach a description of the applicant's present and proposed methods for reporting income and expenses from long-term contracts. Also, attach a representative actual contract (without any deletion) for the requested change. If the applicant is a construction contractor, attach a detailed description of its construction activities.
- 2a** Are the applicant's contracts long-term contracts as defined in section 460(f)(1) (see instructions)? ☐ Yes ☐ No
- b** If "Yes," do all the contracts qualify for the exception under section 460(e) (see instructions)? ☐ Yes ☐ No
If line 2b is "No," attach an explanation.
- c** If line 2b is "Yes," is the applicant requesting to use the percentage-of-completion method using cost-to-cost under Regulations section 1.460-4(b)? ☐ Yes ☐ No
- d** If line 2c is "No," is the applicant requesting to use the exempt-contract percentage-of-completion method under Regulations section 1.460-4(c)(2)? ☐ Yes ☐ No
If line 2d is "Yes," attach an explanation of what cost comparison the applicant will use to determine a contract's completion factor.
If line 2d is "No," attach an explanation of what method the applicant is using and the authority for its use.
- 3a** Does the applicant have long-term manufacturing contracts as defined in section 460(f)(2)? ☐ Yes ☐ No
- b** If "Yes," attach an explanation of the applicant's present and proposed method(s) of accounting for long-term manufacturing contracts.
- c** Attach a description of the applicant's manufacturing activities, including any required installation of manufactured goods.
- 4** To determine a contract's completion factor using the percentage-of-completion method:
- a** Will the applicant use the cost-to-cost method in Regulations section 1.460-4(b)? ☐ Yes ☐ No
- b** If line 4a is "No," is the applicant electing the simplified cost-to-cost method (see section 460(b)(3) and Regulations section 1.460-5(c))?. ☐ Yes ☐ No
- 5** Attach a statement indicating whether any of the applicant's contracts are either cost-plus long-term contracts or Federal long-term contracts.

Part II **Change in Valuing Inventories Including Cost Allocation Changes** (Also complete Part III on pages 7 and 8.)

- 1 Attach a description of the inventory goods being changed.
- 2 Attach a description of the inventory goods (if any) NOT being changed.
- 3a Is the applicant subject to section 263A? If "No," go to line 4a ☐ Yes ☐ No
- b Is the applicant's present inventory valuation method in compliance with section 263A (see instructions)?
If "No," attach a detailed explanation ☐ Yes ☐ No

4a

Check the appropriate boxes below.

Identification methods:

Specific identification

FIFO

LIFO

Other (attach explanation)

Valuation methods:

Cost

Cost or market, whichever is lower

Retail cost

Retail, lower of cost or market

Other (attach explanation)

b

Enter the value at the end of the tax year preceding the year of change

Inventory Being Changed		Inventory Not Being Changed
Present method	Proposed method	Present method

Part III Method of Cost Allocation (Complete this part if the requested change involves either property subject to section 263A or long-term contracts as described in section 460 (see instructions)).

Section A—Allocation and Capitalization Methods

Attach a description (including sample computations) of the present and proposed method(s) the applicant uses to capitalize direct and indirect costs properly allocable to real or tangible personal property produced and property acquired for resale, or to allocate and, where appropriate, capitalize direct and indirect costs properly allocable to long-term contracts. Include a description of the method(s) used for allocating indirect costs to intermediate cost objectives such as departments or activities prior to the allocation of such costs to long-term contracts, real or tangible personal property produced, and property acquired for resale. The description must include the following:

- 1 The method of allocating direct and indirect costs (i.e., specific identification, burden rate, standard cost, or other reasonable allocation method).
- 2 The method of allocating mixed service costs (i.e., direct reallocation, step-allocation, simplified service cost using the labor-based allocation ratio, simplified service cost using the production cost allocation ratio, or other reasonable allocation method).
- 3 The method of capitalizing additional section 263A costs (i.e., simplified production with or without the historic absorption ratio election, simplified resale with or without the historic absorption ratio election including permissible variations, the U.S. ratio, or other reasonable allocation method).

Section B—Direct and Indirect Costs Required to be Allocated

Check the appropriate boxes showing the costs that are or will be fully included, to the extent required, in the cost of real or tangible personal property produced or property acquired for resale under section 263A or allocated to long-term contracts under section 460. Mark "N/A" in a box if those costs are not incurred by the applicant. If a box is not checked, it is assumed that those costs are not fully included to the extent required. Attach an explanation for boxes that are not checked.

	Present method	Proposed method
1 Direct material		
2 Direct labor		
3 Indirect labor		
4 Officers' compensation (not including selling activities)		
5 Pension and other related costs		
6 Employee benefits		
7 Indirect materials and supplies		
8 Purchasing costs		
9 Handling, processing, assembly, and repackaging costs		
10 Offsite storage and warehousing costs		
11 Depreciation, amortization, and cost recovery allowance for equipment and facilities placed in service and not temporarily idle		
12 Depletion		
13 Rent		
14 Taxes other than state, local, and foreign income taxes		
15 Insurance		
16 Utilities		
17 Maintenance and repairs that relate to a production, resale, or long-term contract activity		
18 Engineering and design costs (not including section 174 research and experimental expenses)		
19 Rework labor, scrap, and spoilage		
20 Tools and equipment		
21 Quality control and inspection		
22 Bidding expenses incurred in the solicitation of contracts awarded to the applicant		
23 Licensing and franchise costs		
24 Capitalizable service costs (including mixed service costs)		
25 Administrative costs (not including any costs of selling or any return on capital)		
26 Research and experimental expenses attributable to long-term contracts		
27 Interest		
28 Other costs (Attach a list of these costs.)		

Part III Method of Cost Allocation (see instructions) (continued)**Section C—Other Costs Not Required To Be Allocated** (Complete Section C only if the applicant is requesting to change its method for these costs.)

	Present method	Proposed method
1 Marketing, selling, advertising, and distribution expenses		
2 Research and experimental expenses not included in Section B, line 26		
3 Bidding expenses not included in Section B, line 22		
4 General and administrative costs not included in Section B		
5 Income taxes		
6 Cost of strikes		
7 Warranty and product liability costs		
8 Section 179 costs		
9 On-site storage		
10 Depreciation, amortization, and cost recovery allowance not included in Section B, line 11		
11 Other costs (Attach a list of these costs.)		

Schedule E—Change in Depreciation or Amortization (see instructions)

N/A

Applicants requesting approval to change their method of accounting for depreciation or amortization complete this section.

Applicants **must** provide this information for each item or class of property for which a change is requested.

Note: See the **List of Automatic Accounting Method Changes** in the instructions for information regarding automatic changes under sections 56, 167, 168, 197, 1400I, 1400L, or former section 168. **Do not** file Form 3115 with respect to certain late elections and election revocations (see instructions).

- 1 Is depreciation for the property determined under Regulations section 1.167(a)-11 (CLADR)? ☐ Yes ☐ No
If "Yes," the only changes permitted are under Regulations section 1.167(a)-11(c)(1)(iii).
- 2 Is any of the depreciation or amortization required to be capitalized under any Code section (e.g., section 263A)? ☐ Yes ☐ No
If "Yes," enter the applicable section ▶
- 3 Has a depreciation, amortization, or expense election been made for the property (e.g., the election under sections 168(f)(1), 179, or 179C)? ☐ Yes ☐ No
If "Yes," state the election made ▶
- 4a To the extent not already provided, attach a statement describing the property being changed. Include in the description the type of property, the year the property was placed in service, and the property's use in the applicant's trade or business or income-producing activity.
- b If the property is residential rental property, did the applicant live in the property before renting it? ☐ Yes ☐ No
- c Is the property public utility property? ☐ Yes ☐ No
- 5 To the extent not already provided in the applicant's description of its present method, attach a statement explaining how the property is treated under the applicant's present method (e.g., depreciable property, inventory property, supplies under Regulations section 1.162-3, nondepreciable section 263(a) property, property deductible as a current expenses, etc.).
- 6 If the property is not currently treated as depreciable or amortizable property, attach a statement of the facts supporting the proposed change to depreciate or amortize the property.
- 7 If the property is currently treated and/or will be treated as depreciable or amortizable property, provide the following information for both the present (if applicable) and proposed methods:
 - a The Code section under which the property is or will be depreciated or amortized (e.g., section 168(g)).
 - b The applicable asset class from Rev. Proc. 87-56, 1987-2 C.B. 674, for each asset depreciated under section 168 (MACRS) or under section 1400L; the applicable asset class from Rev. Proc. 83-35, 1983-1 C.B. 745, for each asset depreciated under former section 168 (ACRS); an explanation why no asset class is identified for each asset for which an asset class has not been identified by the applicant.
 - c The facts to support the asset class for the proposed method.
 - d The depreciation or amortization method of the property, including the applicable Code section (e.g., 200% declining balance method under section 168(b)(1)).
 - e The useful life, recovery period, or amortization period of the property.
 - f The applicable convention of the property.
 - g A statement of whether or not the additional first-year special depreciation allowance (for example, as provided by section 168(k), 168(l), 168(m), 168(n), 1400L(b), or 1400N(d)) was or will be claimed for the property. If not, also provide an explanation as to why no special depreciation allowance was or will be claimed.

Page 1, Part I, Line 2

Pursuant to section 10.11(2) of Rev. Proc. 2015-14, the eligibility rules in section 5.01(1)(d) and (f) of Rev. Proc. 2015-13 do not apply to a taxpayer that makes one or more changes in method of accounting under section 10.11 of Rev. Proc. 2015-14 for any taxable year beginning before January 1, 2015.

Part II, Line 12 –Repair and Maintenance Expenditures (Change # 184); Information Required by Appendix § 10.11(4) (a) of Rev. Proc. 2015-14

- a. The Applicant is changing its method of accounting for amount paid for repairs, maintenance and improvements to comply with Treas. Reg. §§ 1.162-4 and 1.263(a)-3, including a change in identifying the unit of property under Treas. Reg. § 1.263(a)-3(e) for purposes of applying the improvement standards under Treas. Reg. § 1.263(a)-3. Additionally, to the extent applicable, the Applicant will apply the routine maintenance safe harbor as provided in Treas. Reg. § 1.263(a)-3(i). The Applicant incurs costs to repair, maintain and improve tangible property that it owns as of the beginning of the year of change. The costs referred to above include, but are not limited to: (i) replacing minor sections of the capitalized leasehold improvements such as damaged flooring, carpeting or painting, (ii) interior refresh of the existing leasehold improvements (limited to small portions of the overall square footage of the total building) to update the décor and cosmetically refresh the appearance of the property, and (iii) minor repairs to maintain the operating condition of the equipment.
- b. Under its present method of accounting, the Applicant deducts amounts paid for activities that keep its property in ordinary operating condition and capitalizes expenditures that improve or extend the useful life of its property consistent with the methods of accounting it uses for financial accounting purposes.
- c. Under its proposed method of accounting, the Applicant will determine its units of property for buildings, equipment, and other property under Treas. Reg. § 1.263(a)-3(e) and determine whether an expenditure with respect to such unit of property is a deductible repair or capitalizable improvement in accordance with Treas. Reg. §§ 1.162-4 and 1.263(a)-3. Additionally, the Applicant will apply the routine maintenance safe harbor under Treas. Reg. § 1.263(a)-3(i) to the extent applicable.
- d. The Applicant's overall method of accounting is an accrual method.

Part II, Line 12 –Non-Incidental Materials and Supplies (Change #186)

- a. The Applicant is changing its method of accounting for non-incidental materials and supplies, as defined in Treas. Reg. §§ 1.162-3(a) (1) and (c) (1), that are used or consumed in the Applicant's trade or business. Additionally, the items that are included within this change meet the definition of "non-incidental materials and supplies" described in Treas. Reg. § 1.162-3(a) (1) and Treas. Reg. § 1.162-3(a) (2). The Applicant keeps a record of consumption of these items or takes a physical inventory of these items at the beginning and end of the tax year. The Applicant does not deduct these materials and supplies under the de minimis safe harbor election.

- b. Under its present method of accounting, the Applicant deducts non-incidental materials and supplies when the materials and supplies are used or consumed.
- c. Under its proposed method, the Applicant will apply the definition of materials and supplies under Treas. Reg. § 1.162-3(a)(1) and will deduct non-incidental materials and supplies when they are first used or consumed in the Applicant's operations under Treas. Reg. § 1.162-3(c)(1), taking into account Treas. Reg. § 1.162-3(b).
- d. The Applicant's overall method of accounting is an accrual method.

Part II, Line 12 –Incidental Materials and Supplies (Change #187)

- a. The Applicant is changing its method of accounting for costs to acquire incidental materials and supplies, as defined in Treas. Reg. §§ 1.162-3(a)(2) and (c)(1), that are used or consumed in the Applicant's trade or business. Additionally, the items that are included within this change meet the definition of "incidental materials and supplies" described in Treas. Reg. § 1.162-3(a)(2) in that the Applicant does not keep a record of consumption of these items nor does it take a physical inventory of these items at the beginning and end of the tax year. Further, the Applicant believes that deducting such items in the year purchased clearly reflects income.
- b. Under its present method of accounting, the Applicant deducts costs to acquire incidental materials and supplies when paid or incurred.
- c. Under its proposed method of accounting, the Applicant will deduct incidental materials and supplies as defined under Treas. Reg. §§ 1.162-3(a)(2) and (c)(1) when paid or incurred in accordance with Treas. Reg. § 1.162-3(a)(2), taking into account Treas. Reg. § 1.162-3(b).
- d. The Applicant's overall method of accounting is an accrual method.

Part II, Line 13

The Applicant is a non-profit foundation dedicated to supporting a productive, vibrant and sustainable California that is a model of success and a source of innovation. This is accomplished through educational and environmental programs focusing on helping young people develop the knowledge, skills and character they need to become productive, engaged citizens. The principal business activity code is 813211.

Part II, Line 14

The Applicant will not use the proposed method of accounting in its books and records or its financial statements because the proposed method does not conform to generally accepted accounting principles (GAAP).

Part IV, Line 25 –Repair and Maintenance Expenditures (Change #184)

The I.R.C. § 481(a) adjustment is \$0 because the Applicant's current method of accounting results in no I.R.C. § 481(a) adjustment or would result in a negative (or favorable) I.R.C. § 481(a) adjustment.

Part IV, Line 25 –Non-Incidental Materials and Supplies (Change #186)

Pursuant to Appendix § 10.11(6)(b)(i) of Rev. Proc. 2015-14, the Applicant is opting to compute the I.R.C. § 481(a) adjustment taking into account amounts paid or incurred in taxable years beginning on or after January 1, 2014. Thus, the I.R.C. § 481(a) adjustment is \$0.

Part IV, Line 25 –Incidental Materials and Supplies (Change #187)

Pursuant to Appendix § 10.11(6)(b)(i) of Rev. Proc. 2015-14, the Applicant is opting to compute the I.R.C. § 481(a) adjustment taking into account amounts paid or incurred in taxable years beginning on or after January 1, 2014. Thus, the I.R.C. § 481(a) adjustment is \$0.

Request for Facsimile Transmission Pursuant to Section 9.04(3) of Rev. Proc. 2015-1

In accordance with the procedures set forth in section 9.04(3) of Rev. Proc. 2015-1, the Applicant requests that a copy of any document related to this request) be provided to the Applicant via fax at the numbers below:

Applicant

Fax Number

S.D. Bechtel, Jr. Foundation