

FOR PUBLIC DISCLOSURE

EXTENDED TO NOVEMBER 15, 2016

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

2015

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

For calendar year 2015 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) \$ 383,143,404.	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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	114,225,290.		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	4,562,640.	4,805,128.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	20,477,000.			
	b Gross sales price for all assets on line 6a	48,951,817.			
	7 Capital gain net income (from Part IV, line 2)		19,942,092.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	2,035,751.	737,619.		STATEMENT 2	
12 Total. Add lines 1 through 11	141,300,681.	25,484,839.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	524,314.	64,910.		459,404.
	14 Other employee salaries and wages	2,991,961.	101,097.		2,882,041.
	15 Pension plans, employee benefits	1,004,364.	31,117.		763,602.
	16a Legal fees STMT 3	83,004.	0.		47,356.
	b Accounting fees STMT 4	122,775.	0.		122,775.
	c Other professional fees STMT 5	2,256,918.	210,262.		2,112,205.
	17 Interest				
	18 Taxes STMT 6	82,111.	82,367.		350.
	19 Depreciation and depletion	50,135.	0.		
	20 Occupancy	468,906.	19,548.		479,929.
	21 Travel, conferences, and meetings	73,041.	0.		73,363.
	22 Printing and publications				
	23 Other expenses STMT 7	2,348,649.	1,600,186.		339,806.
	24 Total operating and administrative expenses. Add lines 13 through 23	10,006,178.	2,109,487.		7,280,831.
	25 Contributions, gifts, grants paid	61,973,542.			103,860,802.
26 Total expenses and disbursements. Add lines 24 and 25	71,979,720.	2,109,487.		111,141,633.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	69,320,961.				
b Net investment income (if negative, enter -0-)		23,375,352.			
c Adjusted net income (if negative, enter -0-)			N/A		

FOR PUBLIC DISCLOSURE

• 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.

THE ORGANIZATION

- 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, 2016**.

5 For calendar year **2015**, 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	\$	364,239.
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	\$	364,239.
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 **▶ *Jean M. Nabe*** Title **▶ CPA** Date **▶ 7/21/16**

FOR PUBLIC DISCLOSURE

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868 .**

- 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
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.	Social security number (SSN)
	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) 0 4

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

THE ORGANIZATION

- 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2016** , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2015** 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	\$	414,239.
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	\$	264,239.
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	\$	150,000.

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.

FOR PUBLIC DISCLOSURE

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	24,707,693.	21,857,613.	21,857,613.
	3 Accounts receivable ▶ 14,591,027.			
	Less: allowance for doubtful accounts ▶	2,820,253.	14,591,027.	14,591,027.
	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	208,962.	239,466.	239,466.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	29,855,294.	18,227,048.	18,227,048.
	c Investments - corporate bonds STMT 10	552,535.	720,763.	720,763.
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	320,326,460.	325,730,701.	325,730,701.	
14 Land, buildings, and equipment: basis ▶ 367,914.				
Less: accumulated depreciation ▶ 112,898.	231,966.	255,016.	255,016.	
15 Other assets (describe ▶ STATEMENT 12)	1,281,460.	1,521,770.	1,521,770.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	379,984,623.	383,143,404.	383,143,404.	
Liabilities	17 Accounts payable and accrued expenses	1,785,090.	1,439,626.	
	18 Grants payable	127,788,739.	85,901,478.	
	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)	129,573,829.	87,341,104.	
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	249,623,282.	294,773,642.	
	25 Temporarily restricted	787,512.	1,028,658.	
	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	250,410,794.	295,802,300.		
31 Total liabilities and net assets/fund balances	379,984,623.	383,143,404.		

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	250,410,794.
2 Enter amount from Part I, line 27a	2	69,320,961.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	241,145.
4 Add lines 1, 2, and 3	4	319,972,900.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN/(LOSS) ON INVESTMENTS	5	24,170,600.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	295,802,300.

FOR PUBLIC DISCLOSURE

Form 990-PF (2015)

S.D. BECHTEL, JR. FOUNDATION

20-3759208

Page 3

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	P		
d CAPITAL GAIN DISTRIBUTIONS	P		
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 39,983,000.		37,144,439.	2,838,561.
b 8,968,817.		6,913,228.	2,055,589.
c			12,433,774.
d			3,149,076.
e			-534,908.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			2,838,561.
b			2,055,589.
c			12,433,774.
d			3,149,076.
e			-534,908.

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	19,942,092.
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))
2014	117,688,932.	404,997,104.	.290592
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

2 Total of line 1, column (d)	2	.962455
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	.192491
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	368,656,625.
5 Multiply line 4 by line 3	5	70,963,082.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	233,754.
7 Add lines 5 and 6	7	71,196,836.
8 Enter qualifying distributions from Part XII, line 4	8	111,141,633.

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.

FOR PUBLIC DISCLOSURE

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

<p>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)</p> <p>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</p> <p>c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).</p>		
1		233,754.
2		0.
3		233,754.
4		0.
5		233,754.
6 Credits/Payments:		
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	264,239.
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	150,000.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	414,239.
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	180,485.
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax 180,485. Refunded	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?	1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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.</i>	1b		X
c Did the foundation file Form 1120-POL for this year?	1c		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? <i>If "Yes," attach a detailed description of the activities.</i>	2		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? <i>If "Yes," attach a conformed copy of the changes</i>	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		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?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) \blacktriangleright 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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> STMT 13	10	X	

FOR PUBLIC DISCLOSURE

Part VII-A Statements Regarding Activities *(continued)*

		Yes	No
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?	13	X	
Website address ► <u>N/A</u>			
14 The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>(415) 284-8689</u>			
Located at ► <u>199 FREMONT STREET, 23RD FLOOR, SAN FRANCISCO, CA</u> ZIP+4 ► <u>94105</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16 At any time during calendar year 2015, 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?	16		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►			

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)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here			<input type="checkbox"/>
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?		<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.)	2b	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2015 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.</i>)	3b	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		X

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)? Yes No
 Organizations 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? **SEE STATEMENT 15** 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 No

b 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 No

b 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		506,854.	17,461.	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 EFFECTIVENESS 30.00	214,500.	34,409.	0.
SUSAN M. HARVEY - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM DIRECTOR 27.00	185,394.	12,679.	0.
ALLISON HARVEY TURNER - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM DIRECTOR 28.80	156,725.	17,730.	0.
BARBARA CARTIER - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	CONTROLLER 33.00	150,658.	19,976.	0.
ARRON JIRON - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM OFFICER 30.00	136,500.	15,782.	0.
Total number of other employees paid over \$50,000				25

FOR PUBLIC DISCLOSURE

Form 990-PF (2015)

S.D. BECHTEL, JR. FOUNDATION

20-3759208

Page 7

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
LA PIANA CONSULTING - 5858 HORTON STREET, SUITE 272, EMERYVILLE, CA 94608	CONSULTING SERVICES	886,581.
DELOITTE CONSULTING LLP P.O. BOX 844717, DALLAS, TX 75284	CONSULTING SERVICES	132,514.
OSTERWEIS CAPITAL MANAGEMENT - ONE MARITIME PLAZA, SUITE 800, SAN FRANCISCO, CA 94111	INVESTMENT MANAGER	125,652.
PAUL TOUGH 160 GREENWICH STREET, MONTAUK, NY 11954	CONSULTING SERVICES	100,000.
MICRO-DOCUMENTARIES LLC - 548 MARKET STREET, SUITE 68415, SAN FRANCISCO, CA 94104	WEB CONSULTING SERVICES	81,468.
Total number of others receiving over \$50,000 for professional services		9

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	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2015)

FOR PUBLIC DISCLOSURE

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	331,813,847.
b	Average of monthly cash balances	1b	41,966,838.
c	Fair market value of all other assets	1c	490,000.
d	Total (add lines 1a, b, and c)	1d	374,270,685.
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	374,270,685.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,614,060.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	368,656,625.
6	Minimum investment return. Enter 5% of line 5	6	18,432,831.

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	18,432,831.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	233,754.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	16,467.
c	Add lines 2a and 2b	2c	250,221.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18,182,610.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	18,182,610.
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	18,182,610.

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	111,141,633.
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	111,141,633.
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	233,754.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	110,907,879.

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.

FOR PUBLIC DISCLOSURE

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

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				18,182,610.
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	23,134,228.			
b From 2011	21,110,206.			
c From 2012	46,652,573.			
d From 2013	52,242,091.			
e From 2014	42,599,051.			
f Total of lines 3a through e	185,738,149.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$111,141,633.				
a Applied to 2014, 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) **	92,959,023.			
d Applied to 2015 distributable amount				18,182,610.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	278,697,172.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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)	114,225,290.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	1,867,961.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	162,603,921.			
10 Analysis of line 9:				
a Excess from 2011 ...	21,110,206.			
b Excess from 2012 ...	46,652,573.			
c Excess from 2013 ...	52,242,091.			
d Excess from 2014 ...	42,599,051.			
e Excess from 2015 ...				

** SEE STATEMENT 16

FOR PUBLIC DISCLOSURE

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 2015, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2015	(b) 2014	Prior 3 years		
	(c) 2013			(d) 2012	
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 17

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:

FOR PUBLIC DISCLOSURE

Form 990-PF (2015)

S.D. BECHTEL, JR. FOUNDATION

20-3759208

Page 11

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient <small>Name and address (home or business)</small>	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	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
826 VALENCIA 826 VALENCIA STREET SAN FRANCISCO, CA 94110	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	7,220.
ACHIEVE INC 1400 16TH STREET SUITE 510 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR NEXT GENERATION SCIENCE STANDARDS (NGSS) IMPLEMENTATION AND INSTRUCTIONAL	225,000.
ACHIEVE INC 1400 16TH STREET SUITE 510 WASHINGTON, DC 20036	NONE	PC	FUNDS TO PROVIDE EXPERT ASSISTANCE TO THE K-12 ALLIANCE EARLY IMPLEMENTER DISTRICTS.	225,000.
AG INNOVATIONS 101 MORRIS STREET SUITE 212 SEBASTOPOL, CA 95472-3838	NONE	PC	FUNDS FOR IMPLEMENTATION OF CAPACITY BUILDING ACTIVITIES TARGETING GOVERNANCE, FINANCIAL	213,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				103,860,803.
b Approved for future payment				
BOY SCOUTS OF AMERICA 10 HIGHLAND WAY PIEDMONT, CA 94611	NONE	PC	FUNDS FOR CORE OPERATING SUPPORT.	500,000.
CALIFORNIA COUNCIL ON SCIENCE AND TECHNOLOGY 5005 LA MART DRIVE, SUITE 200 RIVERSIDE, CA 92507	NONE	PC	FUNDS TO SUPPORT A PROGRAM THAT INTEGRATES SCIENTISTS INTO THE LEGISLATIVE POLICYMAKING PROCESS	100,000.
CALIFORNIA STATE PARKS FOUNDATION 50 FRANCISCO STREET, SUITE 110 SAN FRANCISCO, CA 94133	NONE	PC	FUNDS TO SUPPORT PHASE 2 OF THE YOSEMITE SLOUGH RESTORATION AND DEVELOPMENT PROJECT INCLUDING AN	500,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				28,379,676.

523611
11-24-15

** SEE PURPOSE OF GRANT CONTINUATIONS

Form **990-PF** (2015)

FOR PUBLIC DISCLOSURE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	4,562,640.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,833,955.	
8 Gain or (loss) from sales of assets other than inventory			18	20,477,000.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a FEDERAL EXCISE TAX					
b REFUND			14	201,796.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		27,075,391.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	27,075,391.

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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

FOR PUBLIC DISCLOSURE

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

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

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

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Contains one row with 'N/A' in column (a).

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

Paid Preparer Use Only Print/Type preparer's name: JOAN S. MCMAHON Preparer's signature: [Signature] Date: 10/28/16 Check [] if 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

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

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
ALAMEDA COUNTY HEALTH CARE SERVICES AGENCY 1000 SAN LEANDRO BOULEVARD SUITE 300 SAN LEANDRO, CA 94577	NONE	PC	FUNDS TO SUPPORT PEDIATRIC TRAUMA SERVICES.	2,500,000.
ALAMEDA COUNTY HEALTH CARE SERVICES AGENCY 1000 SAN LEANDRO BOULEVARD SUITE 300 SAN LEANDRO, CA 94577	NONE	PC	FUNDS TO SUPPORT PEDIATRIC TRAUMA SERVICES.	2,500,000.
AMERICAN ACADEMY OF ARTS AND SCIENCES NORTON'S WOODS 136 IRVING STREET CAMBRIDGE, MA 02138-1996	NONE	PC	FUNDS TO SUPPORT A SECURITY SYSTEM UPGRADE AND TO REPLACE AN OLD BACKUP GENERATOR AT THE HOUSE OF THE ACADEMY.	120,000.
AMERICAN CANCER SOCIETY INC P.O. BOX 22718 OKLAHOMA CITY, OK 73123	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
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 THAT WILL HIGHLIGHT ENGINEERING WONDERS OF THE WORLD.	3,000,000.
AMYOTROPHIC LATERAL SCLEROSIS ASSN 1275 K STREET NW SUITE 250 WASHINGTON, DC 20005	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
AMYOTROPHIC LATERAL SCLEROSIS ASSN 1275 K STREET NW SUITE 250 WASHINGTON, DC 20005	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	100.
Total from continuation sheets				103,190,383.

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
AUTISM SPEAKS INC 1 EAST 33RD STREET 4TH FLOOR NEW YORK, NY 10016	NONE	PC	FUNDS GIVEN IN MEMORY.	5,000.
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 COMMUNITY SCHOOL.	50,000.
BAY AREA WOMEN'S AND CHILDREN'S CENTER 318 LEAVENWORTH STREET SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	3,000.
BERKELEY COMMUNITY FUND 2111 MARTIN LUTHER KING JR. WAY BERKELEY, CA 94704	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	10,000.
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON ROAD KANAB, UT 84741	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	500.
BEYOND EMANCIPATION 675 HEGENBERGER ROAD SUITE 100 OAKLAND, CA 94621	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	500.
BEYOND EMANCIPATION 675 HEGENBERGER ROAD SUITE 100 OAKLAND, CA 94621	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
BIG LIFE FOUNDATION USA 3327 BLUE ASH LANE INDIANAPOLIS, IN 46239	NONE	PC	FUNDS DESIGNATED FOR ELEPHANT PROTECTION.	2,000.
BOY SCOUTS OF AMERICA 10 HIGHLAND WAY PIEDMONT, CA 94611	NONE	PC	FUNDS FOR CORE OPERATING SUPPORT.	500,000.
BOY SCOUTS OF AMERICA 1001 DAVIS STREET SAN LEANDRO, CA 94577	NONE	PC	FUNDS FOR LEARNING FOR LIFE PROGRAM IN 4 OAKLAND SCHOOLS.	41,000.
BOY SCOUTS OF AMERICA 1325 WEST WALNUT HILL LANE P.O. BOX 152079 IRVING, TX 75038	NONE	PC	FUNDS FOR THE DEVELOPMENT OF THE NATIONAL BOY SCOUT CENTER IN WEST VIRGINIA.	5,000,000.
BOYS & GIRLS CLUBS OF AMERICA NATIONAL HEADQUARTERS 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	NONE	PC	FUNDS FOR ENHANCING BGCA'S EVALUATION SYSTEM AND STAFF TRAINING PROGRAMS.	739,413.
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 VISITACIO	100,000.
BROOKINGS INSTITUTION 1775 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20036	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTOR'S GRANT PROGRAM TO SUPPORT THE FOREIGN POLICY PROGRAM.	100,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
BROOKLYN ACADEMY OF MUSIC INC 30 LAFAYETTE AVENUE BROOKLYN, NY 11217	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	150.
CAL STATE EAST BAY EDUCATIONAL FOUNDATION 25800 CARLOS BEE BOULEVARD HAYWARD, CA 94542	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	231,989.
CALIFORNIA COUNCIL ON SCIENCE AND TECHNOLOGY 5005 LA MART DRIVE SUITE 200 RIVERSIDE, CA 92507	NONE	PC	FUNDS TO SUPPORT A PROGRAM THAT INTEGRATES SCIENTISTS INTO THE LEGISLATIVE POLICYMAKING PROCESS BY PLACING TEN PH.D. SCIENTISTS AS STAFF IN THE CALIFORNIA LEGISLATURE.	100,000.
CALIFORNIA COUNTY SUPERINTENDENTS EDUCATIONAL SERVICES ASSOCIATION 1121 L STREET SUITE 510 SACRAMENTO, CA 95814	NONE	PC	FUNDS TO DEVELOP A LONG-TERM PLAN TO BUILD THE CAPACITY OF THE MATH AND SCIENCE PROFESSIONAL DEVELOPMENT PROVIDERS AT EACH OF THE STATE'S 58 COUNTY OFFICES OF EDUCATION.	198,000.
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 EAST CALIFORNIA BOULEVARD MAIL CODE 202-31 PASADENA, CA 91125	NONE	PC	FUNDS TO ESTABLISH THE S. D. BECHTEL JR. FOUNDATION FUND I (\$23M) TO SUPPORT STUDENT LIFE; AND THE S. D. BECHTEL JR. FOUNDATION FUND II (\$2M) TO SUPPORT OUTREACH EFFORTS TO CALIFORNIA STUDENTS AND TEACHERS.	5,000,000.
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 PLAN, STRATEGIZE, AND WORK COLLABORATIVELY TO SPEAK TO DECISION-MAKERS WITH A UNIFIED VOICE ON ENVIRONMENTAL ISSUES.	20,000.
CALIFORNIA PACIFIC MEDICAL CENTER FOUNDATION P.O. BOX 7999 SAN FRANCISCO, CA 94120-7999	NONE	PC	FUNDS FOR THE SENIOR SCHOLAR POSITION AT DR. ANDERECK'S PROGRAM IN MEDICINE AND HUMAN VALUES.	150,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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	FUNDS FOR THE BRAIN HEALTH CENTER INTEGRATED CARE INITIATIVE THAT COMBINES MULTI-DISCIPLINARY TEAMWORK, INFORMATION MANAGEMENT SYSTEMS AND TARGETED EDUCATION.	125,000.
CALIFORNIA PACIFIC MEDICAL CENTER FOUNDATION P.O. BOX 7999 SAN FRANCISCO, CA 94120-7999	NONE	PC	FUNDS FOR THE BRAIN HEALTH CENTER INTEGRATED CARE INITIATIVE THAT COMBINES MULTI-DISCIPLINARY TEAMWORK, INFORMATION MANAGEMENT SYSTEMS AND TARGETED EDUCATION.	125,000.
CALIFORNIA SCHOOL BASED HEALTH ALLIANCE 1203 PRESERVATION PARK WAY SUITE 302 OAKLAND, CA 94612	NONE	PC	FUNDS TO BUILD THE CAPACITY AND SUSTAINABILITY OF THE ORGANIZATION CHARGED WITH EXPANDING HEALTH SERVICES TO CHILDREN ON SCHOOL CAMPUSES THROUGHOUT CALIFORNIA.	241,000.
CALIFORNIA STATE PARKS FOUNDATION 50 FRANCISCO STREET SUITE 110 SAN FRANCISCO, CA 94133	NONE	PC	FUNDS TO SUPPORT PHASE 2 OF THE YOSEMITE SLOUGH RESTORATION AND DEVELOPMENT PROJECT INCLUDING AN ENVIRONMENTAL EDUCATION PAVILION AND SITE AMENITIES TO IMPROVE THE VISITOR EXPERIENCE.	500,000.
CALIFORNIA STATE UNIVERSITY FOUNDATION CSU CENTER FOR TEACHER QUALITY CALIFORNIA STATE UNIVERSITY SACRAMENTO 6000 J SACRAMENTO, CA 95819-6018	NONE	PC	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.	2,000,000.
CALIFORNIA STATE UNIVERSITY FOUNDATION CSU CENTER FOR TEACHER QUALITY CALIFORNIA STATE UNIVERSITY SACRAMENTO 6000 J SACRAMENTO, CA 95819-6018	NONE	PC	FUNDS FOR PROFESSIONAL DEVELOPMENT OF CTQ DIRECTOR PAUL TUSS THROUGH THE HARVARD STRATEGIC DATA PROJECT AND FUNDS TO SUPPORT THE MEETINGS OF CTQ AND CSU EDUCATION DEANS TO DETERMINE COMMON MEASURES OF TEACHER CANDIDATE EFFECTIVENESS	81,840.
CALIFORNIA STATE UNIVERSITY LONG BEACH RESEARCH FOUNDATION 6300 STATE UNIVERSITY DRIVE SUITE 332 LONG BEACH, CA 90815	NONE	PC	FUNDS FOR THE EXPANSION OF THE INNOVATIVE TEACHER INDUCTION PROGRAM IN LONG BEACH.	42,529.

Total from continuation sheets

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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	FUNDS FOR NETWORK OPERATIONS.	230,000.
CALIFORNIA STEM LEARNING NETWORK 1901 HARRISON STREET SUITE 1100 OAKLAND, CA 94612	NONE	PC	FUNDS FOR IMMEDIATE BRIDGE FUNDING TO MEET PAYROLL.	15,000.
CALIFORNIA STEM LEARNING NETWORK 1901 HARRISON STREET SUITE 1100 OAKLAND, CA 94612	NONE	PC	FUNDS FOR ADDITIONAL EMERGENCY BRIDGE SUPPORT.	50,000.
CALIFORNIA STEM LEARNING NETWORK 1901 HARRISON STREET SUITE 1100 OAKLAND, CA 94612	NONE	PC	FUNDS TO RESOLVE A \$100,000 LINE OF CREDIT OWED BY CSLNET.	100,000.
CALIFORNIA WATERFOWL ASSOCIATION 1346 BLUE OAKS BOULEVARD ROSEVILLE, CA 95678	NONE	PC	FUNDS TO SUPPORT CWA'S 70TH ANNIVERSARY DINNER ON SEPTEMBER 29, 2015	5,000.
CALIFORNIA WATERFOWL ASSOCIATION 1346 BLUE OAKS BOULEVARD ROSEVILLE, CA 95678	NONE	PC	FUNDS TO BUILD CAPACITY, REDUCE DEPENDENCE ON FOUNDATION FUNDS, AND ENABLE CWA'S CONSERVATION PROGRAMS INCLUDING WATERFOWL, WETLAND, HUNTING HERITAGE, AND EDUCATION.	300,000.
CALIFORNIA WILDLIFE OFFICERS FOUNDATION C/O BLUM & TRIPP CPAS 480 LYTTON AVENUE SUITE 4 PALO ALTO, CA 94301	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT. THE MISSION OF THE FOUNDATION IS TO PROVIDE FINANCIAL BENEFITS AND CITIZEN SUPPORT TO THE CALIFORNIA GAME WARDENS AND THEIR FAMILIES.	50,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
CALIFORNIANS DEDICATED TO EDUCATION FOUNDATION 425 BROADWAY REDWOOD CITY, CA 94063	NONE	PC	FUNDS FOR CALIFORNIA'S FIRST SYSTEMATIC ATTEMPT TO BROADEN LABOR-MANAGEMENT ACTIVITIES IN EDUCATION.	250,000.
CAMP FIRE NATIONAL HEADQUARTERS 1100 WALNUT STREET SUITE 1900 KANSAS CITY, MO 64106-2197	NONE	PC	FUNDS FOR CAMP FIRE TO DEVELOP A FIVE-YEAR STRATEGY AND BUSINESS PLAN AS WELL AS BUILD OUT ITS ONLINE TRAINING SYSTEM FOR STAFF, VOLUNTEERS, AND BOARD MEMBERS.	597,153.
CENTER FOR LAND-BASED LEARNING 5265 PUTAH CREEK ROAD WINTERS, CA 95694	NONE	PC	FUNDS TO BUILD CLBT INFRASTRUCTURE AND CULTIVATE NEW SOURCES OF LONG-TERM FUNDING.	53,000.
CENTER FOR THE COLLABORATIVE CLASSROOM 1250 53RD STREET SUITE 3 EMERYVILLE, CA 94608-2965	NONE	PC	FUNDS TO EXPAND AND STRENGTHEN THE CARING SCHOOL COMMUNITY PROGRAM SO THAT IT CAN BE ADOPTED IN SCHOOL DISTRICTS ON A WIDER SCALE ACROSS THE COUNTRY.	250,000.
CENTRAL CITY HOSPITALITY HOUSE 290 TURK STREET SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
CERES INC. 99 CHAUNCY STREET 6TH FLOOR BOSTON, MA 02111-1703	NONE	PC	FUNDS TO SUPPORT CERES'S WATER PROGRAM TO BUILD CAPACITY TO ADVOCATE FOR WATER STEWARDSHIP AND IMPROVE WATER MANAGEMENT PRACTICES BY MOBILIZING INVESTOR AND WATER UTILITY LEADERSHIP.	200,000.
CERRITOS COLLEGE FOUNDATION 11110 ALONDRA BOULEVARD NORWALK, CA 90650	NONE	PC	FUNDS DESIGNATED FOR THE CALIFORNIA TEACHER PATHWAY.	200.

Total from continuation sheets

** SEE PURPOSE OF GRANT CONTINUATIONS

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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 FOUNDATION 10000 SKYLINE BLVD. OAKLAND, CA 94619	NONE	PC	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.	100,000.
CHEWONKI FOUNDATION INC 485 CHEWONKI NECK ROAD WISCONAET, ME 04578	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	100.
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 STANDARDS AND IMPROVES THE QUALITY OF STUDENT LEARNING.	250,000.
CHRONICLE SEASON OF SHARING FUND P. O. BOX 44740 SAN FRANCISCO, CA 94144	NONE	PC	FUNDS TO PROVIDE EMERGENCY ASSISTANCE TO BAY AREA FAMILIES FACING SERIOUS FINANCIAL HARDSHIPS.	10,000.
CITY OF HOPE 1500 E DUARTE ROAD DUARTE, CA 91010	NONE	PC	FUNDS FOR THE NCFIC FUND-A-NEED.	100.
CIVIC VENTURES P. O. BOX 29542 SAN FRANCISCO, CA 94129-0542	NONE	PC	FUNDS FOR THE SCALING AND SUSTAINABILITY OF THE ENCORE MOVEMENT THROUGH BUILDING THE CAPACITY OF REGIONAL LEADERSHIP.	350,000.
COMMONWEALTH CLUB OF CALIFORNIA 555 POST STREET SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR A SERIES OF WATER EVENTS AS PART OF CLIMATE ONE PROGRAM	110,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
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 PENINSULA.	1,500,000.
COMMUNITY INITIATIVES 750 25TH AVENUE SAN FRANCISCO, CA 94121	NONE	PC	FUNDS TO SUPPORT SFTR TO DEVELOP A NEW TEACHER RESIDENCY PROGRAM WITH SAN FRANCISCO STATE UNIVERSITY AND EXPAND AND IMPROVE THE CURRENT PROGRAM.	175,000.
COMMUNITY INITIATIVES 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 WORKSHOP SITES IN SAN FRANCISCO.	75,000.
COMMUNITY SCIENCE WORKSHOP NETWORK 120 SECOND STREET WATSONVILLE, CA 95076	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT ALLOWING THE CSW NETWORK TO BUILD INFRASTRUCTURE, EVALUATE LOCAL PROGRAMS, AND PROVIDE TECHNICAL ASSISTANCE AND PROFESSIONAL DEVELOPMENT TO ITS MEMBERS.	150,000.
COMPASS FAMILY SERVICES 49 POWELL STREET 3RD FLOOR SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
COMPASS FAMILY SERVICES 49 POWELL STREET 3RD FLOOR SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	800.
CONNECTED THE CALIFORNIA CENTER FOR COLLEGE AND CAREER 2150 SHATTUCK AVENUE SUITE 1200 OAKLAND, CA 94704	NONE	PC	FUNDS FOR IMPROVED PROFESSIONAL DEVELOPMENT AND INSTRUCTIONAL TOOLS IN CIVIC LEARNING FOR LINKED LEA	221,356.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
CONNECTED THE CALIFORNIA CENTER FOR COLLEGE AND CAREER 2150 SHATTUCK AVENUE SUITE 1200 OAKLAND, CA 94704	NONE	PC	FUNDS FOR ENHANCED EVALUATION OF THE CIVIC LEARNING INITIATIVE.	75,000.
CONTRA COSTA BALLET FOUNDATION 2040 NORTH BROADWAY WALNUT CREEK, CA 94596	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
CORA COMMUNITY OVERCOMING RELATIONSHIP ABUSE 2211 PALM AVENUE SAN MATEO, CA 94403	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	100.
CORA COMMUNITY OVERCOMING RELATIONSHIP ABUSE 2211 PALM AVENUE SAN MATEO, CA 94403	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	500.
CORA COMMUNITY OVERCOMING RELATIONSHIP ABUSE 2211 PALM AVENUE SAN MATEO, CA 94403	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	500.
CORA COMMUNITY OVERCOMING RELATIONSHIP ABUSE 2211 PALM AVENUE SAN MATEO, CA 94403	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	100.
CORA COMMUNITY OVERCOMING RELATIONSHIP ABUSE 2211 PALM AVENUE SAN MATEO, CA 94403	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	234.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
CORE DISTRICTS 1107 9TH STREET SUITE 500 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR THE DEVELOPMENT OF MEASURES AND PROGRAMS TO ADVANCE SOCIAL-EMOTIONAL LEARNING (SEL) IN CA OFFICE OF EDUCATION REFORM (CORE) WAIVER DISTRICTS.	500,000.
CORNELL UNIVERSITY 130 E SENECA STREET SUITE 400 ITHACA, NY 14850	NONE	PC	FUNDS DESIGNATED FOR THE ARTS AND SCIENCES COLLEGE.	5,000.
CORPORATION OF THE FINE ARTS MUSEUMS GOLDEN GATE PARK 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO, CA 94118	NONE	PC	FUNDS TO SUPPORT THE CHIEF CURATOR'S GOLD CIRCLE ANNUAL MEMBERSHIP RENEWAL. ALL BENEFITS WAIVED.	20,000.
CORPORATION OF THE FINE ARTS MUSEUMS GOLDEN GATE PARK 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO, CA 94118	NONE	PC	FUNDS TO SUPPORT THE ANNUAL BOUQUETS TO ART OPENING NIGHT GALA ON APRIL 13, 2015. ALL BENEFITS WAIVED.	5,000.
COUNCIL OF CHIEF STATE SCHOOL OFFICERS ONE MASSACHUSETTS AVENUE NW SUITE 700 WASHINGTON, DC 20001	NONE	PC	FUNDS TO SUPPORT CALIFORNIA'S PARTICIPATION IN CCSSO'S TEACHER PREPARATION POLICY NETWORK.	141,125.
COUNCIL ON FOUNDATIONS INC 2121 CRYSTAL DRIVE SUITE 700 ARLINGTON, VA 22202	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL.	20,860.
COUNCIL ON FOUNDATIONS INC 2121 CRYSTAL DRIVE SUITE 700 ARLINGTON, VA 22202	NONE	PC	FUNDS FOR THE NATURAL RESOURCES AND ENERGY PROGRAM SESSIONS AT THE 2015 COF ANNUAL CONFERENCE.	20,000.

Total from continuation sheets

** SEE PURPOSE OF GRANT CONTINUATIONS

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
DELTA WATERFOWL FOUNDATION 1312 BASIN AVENUE BISMARCK, ND 22202	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT TO DELTA WATERFOWL AS IT ADVANCES ACTIVE MANAGEMENT OF NESTING HABITAT AND INCREASES ITS PRESENCE IN CALIFORNIA.	200,140.
DINUBA UNIFIED SCHOOL DISTRICT 1327 E. EL MONTE WAY DINUBA, CA 93618	NONE	PC	FUNDS FOR THE IMPLEMENTATION OF THE CCSS-M IN GRADES K-8, PARTICIPATION IN A CROSS-DISTRICT COMMUNITY OF PRACTICE, AND ENGAGEMENT IN STATEWIDE LEADERSHIP AROUND CCSS-M.	487,135.
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVENUE, FLOOR 2 NEW YORK, NY 10001	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVENUE, FLOOR 2 NEW YORK, NY 10001	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
DUKE UNIVERSITY DUKE UNIVERSITY BOX 90335 DURHAM, NC 27705	NONE	PC	FUNDS TO SUPPORT THE NICHOLAS INSTITUTE WITHIN DUKE UNIVERSITY TO CREATE A BLUEPRINT FOR IMPROVEMENTS TO THE WATER RIGHT AND MANAGEMENT SYSTEMS USED IN THE AMERICAN WEST .	50,000.
E C S V 4000 MOORPARK AVENUE, SUITE #200 SAN JOSE, CA 95117	NONE	PC	FUNDS FOR ECSV TO COMPLETE ITS CAPITAL CAMPAIGN TO BUILD A NEW FACILITY TO HOUSE A MODEL EARLY CHILDHOOD EDUCATION AND FAMILY SUPPORT PROGRAM.	800,000.
EAST BAY SANCTUARY COVENANT PO BOX 4670 BERKELEY, CA 94704	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,000.

Total from continuation sheets

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	5,000.
EAST BAY ZOOLOGICAL SOCIETY P.O. BOX 5238 OAKLAND, CA 94605	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	2,000.
EAST OAKLAND YOUTH DEVELOPMENT CENTER 8200 INTERNATIONAL BOULEVARD OAKLAND, CA 94621	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	50,000.
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.	80,000.
EDUCATION OUTSIDE 135 VAN NESS AVENUE SUITE 408 SAN FRANCISCO, CA 94102	NONE	PC	FUNDS TO STRENGTHEN EDUCATION OUTSIDE'S CAPACITY TO PROMOTE ENVIRONMENTAL LITERACY, STEM LEARNING, AND HEALTH FOR SAN FRANCISCO SCHOOL COMMUNITIES.	200,000.
EDUCATION TRUST INC 1814 FRANKLIN STREET SUITE 220 OAKLAND, CA 94612	NONE	PC	FUNDS FOR A COORDINATED STEM ADVOCACY CAMPAIGN IN CALIFORNIA IN COLLABORATION WITH CHILDREN NOW AND CSLNET.	150,000.
EDUCATION TRUST INC 1814 FRANKLIN STREET SUITE 220 OAKLAND, CA 94612	NONE	PC	FUNDS TO SUPPORT ADVOCACY EFFORTS ON PROMOTING STEM MEASURES IN THE NEW ACCOUNTABILITY SYSTEM AND THE PUBLICATION OF A REPORT ON THE INTEGRATION OF SCIENCE AND ENGLISH LANGUAGE DEVELOPMENT.	250,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

Recipient <small>Name and address (home or business)</small>	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
ELK GROVE UNIFIED SCHOOL DISTRICT 9510 ELK GROVE-FLORIN ROAD ELK GROVE, CA 95624	NONE	PC	FUNDS FOR THE IMPLEMENTATION OF THE CCSS-M IN GRADES K-8, PARTICIPATION IN A CROSS-DISTRICT COMMUNITY OF PRACTICE, AND ENGAGEMENT IN STATEWIDE LEADERSHIP AROUND CCSS-M.	1,315,233.
ENVIRONMENTAL DEFENSE FUND INCORPORATED 123 MISSION STREET SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR ONGOING DEVELOPMENT OF THE CENTRAL VALLEY HABITAT EXCHANGE, WHICH WILL USE EXISTING MITIGATION FUNDS TO INCENTIVES RANCHERS AND FARMERS TO RESTORE, PROTECT, AND STEWARD WILDLIFE HABITAT.	1,298,000.
ENVIRONMENTAL GRANTMAKERS ASSOCIATION 475 RIVERSIDE DRIVE, SUITE 960 NEW YORK, NY 10115	NONE	PC	FUNDS FOR THE BLUE SKY FUNDERS FORUM, A PARTNERSHIP OF FUNDERS STRIVING TO STRENGTHEN THE FIELD OF ENVIRONMENTAL EDUCATION.	25,000.
FAITH NETWORK OF THE EAST BAY INC. 2633 TELEGRAPH AVENUE SUITE 412 OAKLAND, CA 94612	NONE	PC	FUNDS FOR SUCCEEDING BY READING, SCIENCE HORIZONS, HEALTH4KIDS AND CAREERBRIDGE.	75,000.
FILOLI CENTER 86 CANADA ROAD WOODSIDE, CA 94062-2143	NONE	PC	FUNDS FOR SUCCEEDING BY READING, SCIENCE HORIZONS, HEALTH4KIDS AND CAREERBRIDGE.	4,500.
FOOD BANK CONTRA COSTA AND SOLANO P.O. BOX 6324 CONCORD, CA 94524	NONE	PC	FUNDS FOR SUCCEEDING BY READING, SCIENCE HORIZONS, HEALTH4KIDS AND CAREERBRIDGE.	200.
FOUNDATION CENTER 79 FIFTH AVENUE NEW YORK, NY 10003-3076	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL. ALL BENEFITS WAIVED.	15,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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 FOR OSTEOPOROSIS RESEARCH & EDUCATION 1814 FRANKLIN STREET SUITE 620 OAKLAND, CA 94612	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	50,000.
FRESNO UNIFIED SCHOOL DISTRICT GRANTS OFFICE 1833 E STREET FRESNO, CA 93706	NONE	PC	FUNDS TO BUILD FOUNDATION CENTER'S ORGANIZATIONAL CAPACITY AND EXPAND THE PUBLIC'S UNDERSTANDING OF PHILANTHROPY.	75,000.
FUTURES WITHOUT VIOLENCE THE PRESIDIO, 100 MONTGOMERY STREET SAN FRANCISCO, CA 94129	NONE	PC	FUNDS FOR CORE OPERATING SUPPORT.	400.
GARDEN GROVE UNIFIED SCHOOL DISTRICT 10331 STANFORD AVENUE GARDEN GROVE, CA 92840	NONE	PC	MATCHING FUNDS FOR THE FIRST YEAR OF EVALUATION OF THE FEDERAL FRESNO TEACHER QUALITY PARTNERSHIP GRANT.	1,069,840.
GIRL SCOUTS OF NORTHERN CALIFORNIA 1650 HARBOR BAY PARKWAY ALAMEDA, CA 94502	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	250,000.
GIRLS INCORPORATED OF WEST CONTRA COSTA COUNTY 260 BROADWAY RICHMOND, CA 94804	NONE	PC	FUNDS FOR SUPPORT OF STEM AND ENVIRONMENTAL EDUCATION DIRECT SERVICE PROGRAMMING IN UNDER-SERVED COMMUNITIES.	25,000.
GIRLS INCORPORATED 120 WALL STREET, 18TH FLOOR NEW YORK, NY 10005	NONE	PC	FUNDS FOR THE IMPLEMENTATION OF THE CCSS-M IN GRADES K-8, PARTICIPATION IN A CROSS-DISTRICT COMMUNITY OF PRACTICE, AND ENGAGEMENT IN STATEWIDE LEADERSHIP AROUND CCSS-M.	518,574.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
GLOBALGIVING FOUNDATION INC 1110 VERMONT AVENUE NW SUITE 550 WASHINGTON, DC 20005	NONE	PC	FUNDS FOR GIRLS INC. TO SUPPORT ITS AFFILIATES IN COLLECTING DATA, MEASURING IMPACT, AND USING DATA TO INFORM PROGRAMMING.	210.
GOLDEN GATE NATIONAL PARKS CONSERVANCY BUILDING 201 FORT MASON SAN FRANCISCO, CA 94123	NONE	PC	FUNDS TO SUPPORT CHARACTER PROGRAMS AND TECHNICAL ASSISTANCE FOR THE ORGANIZATION.	59,300.
GOLDEN GATE NATIONAL PARKS CONSERVANCY BUILDING 201 FORT MASON SAN FRANCISCO, CA 94123	NONE	PC	FUNDS FOR EMPLOYEE MATCHING GIFTS.	2,500,000.
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, STATE PARKS, AND MARIN COUNTY PARKS TO COORDINATE LAND STEWARDSHIP ACTIVATES IN THE TAMALPAIS REGION OF MARIN COUNTY.	167,400.
GOLDEN GATE NATIONAL PARKS CONSERVANCY BUILDING 201, FORT MASON SAN FRANCISCO, CA 94123	NONE	PC	FUNDS FOR THE LAST AND MOST DRAMATIC PARK BUILDING PROJECTS IN THE PRESIDIO: A STUNNING NEW LANDSCAPE ON THE PRESIDIO PARKWAY TUNNEL TOP AND AN EXPANDED YOUTH PROGRAMS CAMPUS AT CRISSY FIELD.	300,000.
GRADUATE THEOLOGICAL UNION 2400 RIDGE ROAD BERKELEY, CA 94709	NONE	PC	FUNDS FOR THE TAM LANDS COLLABORATIVE, A CROSS-SECTOR EFFORT TO COORDINATE LAND STEWARDSHIP ACTIVITIES IN THE TAMALPAIS REGION OF MARIN COUNTY.	50,000.
GRANTMAKERS FOR EDUCATION 720 SW WASHINGTON STREET SUITE 605 PORTLAND, OR 97205	NONE	PC	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.	50,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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 EDUCATION 720 SW WASHINGTON STREET SUITE 605 PORTLAND, OR 97205	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTORS GRANT PROGRAM DESIGNATED FOR THE CENTER FOR ISLAMIC STUDIES.	19,500.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET NW SUITE 404 WASHINGTON, DC 20036	NONE	PC	FUNDS TO SUPPORT GRANTMAKERS FOR EDUCATION'S 19TH ANNUAL CONFERENCE.	5,600.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET NW SUITE 404 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL.	50,000.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET NW SUITE 404 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL.	50,000.
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 AND MORE EFFECTIVE GRANTMAKING POLICIES AND PRACTICES.	25,000.
GRANTS MANAGERS NETWORK INC. 1666 K STREET, NW, SUITE 440 WASHINGTON, DC 20006	NONE	PC	FUNDS TO ENGAGE FOUNDATIONS LEADERS AND FRONT-LINE STAFF TO ADOPT AND/OR ADVOCATE FOR SMARTER AND MORE EFFECTIVE GRANTMAKING POLICIES AND PRACTICES.	5,340.
GREATER WASHINGTON EDUCATIONAL TELECOMMUNICATIONS ASSOCIATION 3939 CAMPBELL AVENUE ARLINGTON, VA 22206	NONE	PC	FUNDS FOR UNRESTRICTED SUPPORT AS GEO MATURES FROM A RESEARCH-FOCUSED ORGANIZATION TO AN ACTIVE PLAYER IN BUILDING OUT THE PHILANTHROPIC ECOSYSTEM.	350,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
GUIDESTAR USA, INC. 4801 COURTHOUSE STREET, SUITE 220 WILLIAMSBURG, VA 23188-2678	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL.	10,000.
HANNA BOYS CENTER P.O. BOX 100 SONOMA, CA 95476-0100	NONE	PC	FUNDS TO SUPPORT THE NEWSHOUR'S STEM JOURNALISM.	800.
HANNA BOYS CENTER P.O. BOX 100 SONOMA, CA 95476-0100	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL AS A CATALYST MEMBER.	500.
HEAD-ROYCE SCHOOL 4315 LINCOLN AVENUE OAKLAND, CA 94602	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	15,000.
HEARTLAND ALLIANCE INTERNATIONAL LLC 208 S. LASALLE ST. SUITE 1300 CHICAGO, IL 60604	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	2,000.
HEYDAY P.O. BOX 9145 BERKELEY, CA 94709	NONE	PC	FUNDS FOR ANNUAL FUND.	50,000.
ICIVICS INC 1035 CAMBRIDGE STREET, SUITE 21B CAMBRIDGE, MA 02141	NONE	PC	FUNDS FOR GENERAL SUPPORT OF THE MARJORIE KOVLER CENTER.	200,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
INDEPENDENT SECTOR 1602 L STREET NW, SUITE 900 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR 1:1 MATCHING GRANT (\$150,000) AND OPERATIONS (\$100,000).	17,150.
INNOCENCE PROJECT INC. 40 WORTH STREET, SUITE 701 NEW YORK, NY 10013	NONE	PC	FUNDS FOR INCREASED DEVELOPMENT CAPACITY, FINANCIAL SUSTAINABILITY, AND CONTINUED RESEARCH AND DEVELOPMENT.	300.
J DAVID GLADSTONE INSTITUTES 1650 OWENS STREET SAN FRANCISCO, CA 94158-2261	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL.	1,200,000.
KIPP BAY AREA SCHOOLS 1404 FRANKLIN STREET SUITE 500 OAKLAND, CA 94612	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	240.
KIPP FOUNDATION 135 MAIN STREET, SUITE 1700 SAN FRANCISCO, CA 94105	NONE	PC	FUNDS TO DEVELOP THE CENTER FOR COMPREHENSIVE ALZHEIMER'S DISEASE RESEARCH TO ACCELERATE PROGRESS TOWARD PROMISING ALZHEIMER'S DISEASE TREATMENTS.	500.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	300.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.

Total from continuation sheets

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,000.
LA CLINICA DE LA RAZA INC. 1450 FRUITVALE AVENUE OAKLAND, CA 94601	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	75,000.
LAFAYETTE PARTNERS IN EDUCATION P. O. BOX 923 LAFAYETTE, CA 94549	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,600.
LAKE SCHOOL CORPORATION 304 LESTER AVENUE OAKLAND, CA 94606	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,000.
LAND TRUST ALLIANCE INCORPORATED 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.	446,600.
LARKIN STREET YOUTH SERVICES 134 GOLDEN GATE AVENUE SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
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 THE ORGANIZATION.	75,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
LONG BEACH UNIFIED SCHOOL DISTRICT 1515 HUGHES WAY LONG BEACH, CA 90810	NONE	PC	FUNDS FOR THE IMPLEMENTATION OF THE CCSS-M IN GRADES K-8, PARTICIPATION IN A CROSS-DISTRICT COMMUNITY OF PRACTICE, AND ENGAGEMENT IN STATEWIDE LEADERSHIP AROUND CCSS-M.	1,597,698.
LOS ANGELES COUNTY EDUCATION FOUNDATION PO BOX 59087 LOS ANGELES, CA 90059-0087	NONE	PC	FUNDS FOR THE DESIGN, IMPLEMENTATION, ASSESSMENT AND INSTITUTIONALIZATION OF HIGH SCHOOL SOCIAL STUDIES TEACHER PROFESSIONAL DEVELOPMENT PROGRAMS BASED ON PROVEN PRACTICES AND COMMUNITY MODELS.	364,250.
LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE, UNIVERSITY HALL, SUITE 2800 LOS ANGELES, CA 90045	NONE	PC	FUNDS TO EXPAND AND EVALUATE COMPREHENSIVE STEM - LITERACY TRAINING FOR ELEMENTARY TEACHER CANDIDATES AT SPECIFICALLY SELECTED PROFESSIONAL DEVELOPMENT SCHOOL SITES.	63,000.
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 A PROSPECTIVE ASSESSMENT TOOL TO HELP DONORS/INVESTORS ASSESS THE POTENTIAL IMPACT (AND RISKS) OF CAPITAL PROJECTS ON THE FRONT END.	72,805.
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 A PROSPECTIVE ASSESSMENT TOOL TO HELP DONORS/INVESTORS ASSESS THE POTENTIAL IMPACT (AND RISKS) OF CAPITAL PROJECTS ON THE FRONT END.	147,275.
MAX MCGRAW WILDLIFE FOUNDATION P.O. BOX 9 DUNDEE, IL 60118	NONE	PC	FUNDS TO SUPPORT THE IMPROVED EFFICIENCY AND PLACEMENT OF FEDERAL FUNDING FOR WILDLIFE CONSERVATION.	25,000.
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, COMMEMORATING MEDAL OF HONOR RECIPIENTS.	662,756.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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, COMMEMORATING MEDAL OF HONOR RECIPIENTS.	1,744,482.
MEROLA OPERA PROGRAM WAR MEMORIAL OPERA HOUSE 301 VAN NESS AVENUE SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	850.
MONTEREY BAY AQUARIUM FOUNDATION 886 CANNERY ROW MONTEREY, CA 93940-1085	NONE	PC	FUNDS TO ENABLE CALIFORNIA SCHOOLCHILDREN TO VISIT THE AQUARIUM AT NO CHARGE; THESE VISITS ARE DESIGNED TO SPARK CHILDREN'S INTEREST IN SCIENCE AND THE NATURAL WORLD.	1,000,000.
MONTEREY BAY AQUARIUM FOUNDATION 886 CANNERY ROW MONTEREY, CA 93940-1085	NONE	PC	FUNDS TO SUPPORT THE EXPANSION OF THE AQUARIUM'S EDUCATION FACILITIES AND PROGRAMMING BY PURCHASING AND RENOVATING A NEARBY BUILDING ON CANNERY ROW TO BE NAMED THE BECHTEL FAMILY CENTER FOR OCEAN EDUCATION AND LEADERSHIP.	2,500,000.
MONTGOMERY COLLEGE FOUNDATION INC 40 WEST GUDE DRIVE, SUITE 200 ROCKVILLE, MD 20850	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	400.
MORE CHOICES INC 11425 GOLF LINKS ROAD OAKLAND, CA 94605	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	5,000.
MUSEUM OF SCIENCE 1 SCIENCE PARK BOSTON, MA 02114-1099	NONE	PC	FUNDS FOR A CONVENING AT THE MUSEUM OF SCIENCE IN BOSTON TO GATHER THE K-12 ENGINEERING DESIGN COMMUNITY TO BEGIN NETWORKING EFFORTS TO SUPPORT THE NGSS ENGINEERING PRACTICES.	5,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
NARAL PRO-CHOICE CALIFORNIA FOUNDATION 335 SOUTH VAN NESS AVENUE SAN FRANCISCO, CA 94103	NONE	PC	FUNDS FOR NARAL CALIFORNIA'S COMMUNITY-FOCUSED EDUCATIONAL PROGRAMS WITH THE GOAL OF INFORMING, TRAINING, AND ENGAGING PRO-CHOICE ACTIVISM.	35,000.
NATIONAL ACADEMY OF SCIENCES 500 5TH STREET NW, ROOM NAS 218 WASHINGTON, DC 20001	NONE	PC	FUNDS GIVEN IN MEMORY.	10,000.
NATIONAL AUDUBON SOCIETY INC 220 MONTGOMERY STREET SUITE 1000 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	500.
NATIONAL AUDUBON SOCIETY INC 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 PROGRAMMING AT RICHARDSON BAY.	75,000.
NATIONAL AUDUBON SOCIETY INC 220 MONTGOMERY STREET SUITE 1000 SAN FRANCISCO, CA 94104	NONE	PC	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.	640,079.
NATIONAL AUDUBON SOCIETY INC 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 CAPACITY TO PUT THE ORGANIZATION ON A SUSTAINABLE LONG-TERM TRAJECTORY.	647,455.
NATIONAL AUDUBON SOCIETY INC 220 MONTGOMERY STREET SUITE 1000 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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 AUDUBON SOCIETY INC 225 VARICK STREET 7TH FLOOR NEW YORK, NY 10014	NONE	PC	FUNDS TO SUPPORT AUDUBON'S COLORADO RIVER EFFORTS WITHIN THE NEW WESTERN WATER INITIATIVE.	150,000.
NATIONAL AUDUBON SOCIETY INC 225 VARICK STREET 7TH FLOOR NEW YORK, NY 10014	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	6,000.
NATIONAL CATHOLIC REPORTER PUBLISHING COMPANY 115 E. ARMOUR BOULEVARD KANSAS CITY, MO 64111-1203	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTORS GRANT PROGRAM TO BE USED FOR GENERAL OPERATING SUPPORT.	50,000.
NATIONAL CENTER FOR CIVIC INNOVATION INC 121 AVENUE OF THE AMERICAS 6TH FLOOR NEW YORK, NY 10013	NONE	PC	FUNDS TO BUILD THE CAPACITY OF 100KIN10 OPERATIONS TO BRING ON NEW PARTNERS, SUPPORT EXISTING PARTNERS, DEVELOP STRONG FUNDER RELATIONSHIPS, BUILD THE LEARNING ARCHITECTURE, AND EVALUATE THE SUCCESS OF THE NETWORK.	500,000.
NATIONAL CENTER FOR FAMILY PHILANTHROPY 1101 CONNECTICUT AVENUE NW SUITE 220 WASHINGTON, DC 20003	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP AT THE LEADERSHIP CIRCLE.	9,500.
NATIONAL CENTER ON TIME & LEARNING INC. 24 SCHOOL STREET, 3RD FLOOR BOSTON, MA 02108	NONE	PC	FUNDS FOR THE CREATION OF "PLAYBOOK" OR "HOW-TO MANUAL" BASED ON CORE'S EXPERIENCE INCLUDING SEL COMPETENCIES IN THEIR ACCOUNTABILITY SYSTEM.	71,300.
NATIONAL CHILDRENS CANCER SOCIETY INC 500 NORTH BROADWAY, SUITE 1850 ST. LOUIS, MO 63102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.

Total from continuation sheets

** SEE PURPOSE OF GRANT CONTINUATIONS

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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 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.	673,435.
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.	576,565.
NATIONAL ENGINEERS WEEK FOUNDATION 1420 KING STREET ALEXANDRIA, VA 22314	NONE	PC	FUNDS FOR STRENGTHENING KEY CAPACITIES INCLUDING SUCCESSION PLANNING, STRATEGY DEVELOPMENT, FUNDRAISING, COMMUNICATIONS, AND WEBSITE IMPROVEMENTS.	375,000.
NATIONAL JUDICIAL COLLEGE C/O NATIONAL JUDICIAL COLLEGE JUDICIAL EDUCATION BUILDING MS 358 RENO, NV 89557	NONE	PC	FUNDS FOR THE JUDICIAL EDUCATION PROGRAM FOR JUDGES OVERSEEING COMPLEX WATER LITIGATION AND TO SUPPORT DTW'S EFFORTS TO DIVERSIFY REVENUE SOURCES.	55,000.
NATIONAL PARK FOUNDATION 1110 VERMONT AVENUE NW, SUITE 200 WASHINGTON, DC 20005	NONE	PC	FUNDS TO ENABLE THE NATIONAL PARK FOUNDATION TO COLLABORATE WITH NATIONAL PARK EDUCATION, SERVICE, PHILANTHROPY, AND CONSERVATION PARTNERS TO DESIGN A NEW LEADERSHIP AND SUPPORT FRAMEWORK FOR PARK PARTNERS AND PARTNERSHIPS.	250,000.
NATIONAL PUBLIC EDUCATION SUPPORT FUND 1825 K STREET NW, SUITE 400 WASHINGTON, DC 20006	NONE	PC	FUNDS TO SUPPORT THE EDUCATION FUNDER STRATEGY GROUP MEMBERSHIP.	50,000.
NATURE CONSERVANCY 201 MISSION STREET 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR COORDINATING THE BIRDRETURNS PROGRAM WITH EXPANSION OF WATERBIRD HABITAT ENHANCEMENT PROGRAMS ON CENTRAL VALLEY AGRICULTURAL LANDS.	450,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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	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.	719,843.
NATURE CONSERVANCY 201 MISSION STREET 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR THE NEXT PHASE OF BIRDRETURNS, INCLUDING PROGRAM EXPANSION AND REFINEMENT.	450,000.
NATURE CONSERVANCY 201 MISSION STREET 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR THE CALIFORNIA CONSERVATION ASSOCIATES PROGRAM, WHICH PLACES UNDERGRADUATE AND POSTGRADUATE STUDENTS IN FELLOWSHIPS AT TNC TO FEED THE PIPELINE OF TALENTED AND INFORMED WATER AND CONSERVATION PROFESSIONALS.	60,000.
NATURE CONSERVANCY 201 MISSION STREET 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS TO POSITION WATER PROGRAM TO SUSTAIN ITS EXPANDED SCOPE.	2,250,000.
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NW SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR THE FUNDER COLLABORATIVE TO DETERMINE AND ORGANIZE NEXT STEPS FOR THE FIELD OF CHARACTER/SEL MEASUREMENT.	75,000.
NEWFIELDS COMPANIES LLC 1624 FRANKLIN STREET SUITE 901 OAKLAND, CA 94612	NONE	NC	FUNDS FOR FIRST PHASE OF A LONGER EFFORT ON BETTER DATA INTEGRATION AND ANALYTICS FOR WATER RESOURCE	24,987.
NORTH OAKLAND COMMUNITY CHARTER SCHOOL 1000 42ND STREET OAKLAND, CA 94608	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL.	19,500.
OAKLAND UNIFIED SCHOOL DISTRICT 1000 BROADWAY SUITE 680 OAKLAND, CA 94607	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,054,831.
OCEANSIDE UNIFIED SCHOOL DISTRICT 2111 MISSION AVENUE OCEANSIDE, CA 92058	NONE	PC	FUNDS FOR THE IMPLEMENTATION OF THE CCSS-M IN GRADES K-8, PARTICIPATION IN A CROSS-DISTRICT COMMUNITY OF PRACTICE, AND ENGAGEMENT IN STATEWIDE LEADERSHIP AROUND CCSS-M.	570,561.
OUTWARD BOUND INC 4 AIRLINE DRIVE, SUITE 202 ALBANY, NY 12205	NONE	PC	FUNDS TO SUPPORT THE DEVELOPMENT OF A RESEARCH AGENDA FOR THE OUTWARD BOUND NETWORK OF SCHOOLS, AND A BUSINESS PLAN FOR A NATIONAL EDUCATOR INSTITUTE.	487,312.
PACIFIC REPERTORY THEATRE PO BOX 222035 CARMEL, CA 93922	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,000.
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 OST PROGRAMS TO BOOST SEL, AND IMPROVE OVERALL QUALITY OF OST PROGRAMS.	115,000.
PARTNERSHIP FOR CHILDREN AND YOUTH 1330 BROADWAY SUITE 601 OAKLAND, CA 94612	NONE	PC	FUNDS FOR WORK TO IMPROVE THE OUT-OF-SCHOOL TIME FIELD'S UNDERSTANDING OF CHARACTER BUILDING SOCIAL-EMOTIONAL LEARNING, PROMOTE COLLABORATION BETWEEN SCHOOLS AND OUT-OF-SCHOOL TIME PROGRAMS, AND IMPROVE OVERALL QUALITY OF OUT-OF-SCHOOL TIME	250,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
PHILANTHROPY ROUNDTABLE 1730 M STREET NW, SUITE 601 WASHINGTON, DC 20036	NONE	PC	FUNDS TO HELP MARKET THE ALMANAC OF AMERICAN PHILANTHROPY, A NEW RESOURCE THAT HIGHLIGHTS THE IMPORTANCE OF GIVING.	75,000.
PIEDMONT COMMUNITY CHURCH 400 HIGHLAND AVE. PIEDMONT, CA 94611	NONE	PC	FUNDS DESIGNATED FOR THE CHRISTMAS MUSIC PRESENTATION.	1,000.
PIEDMONT COMMUNITY CHURCH 400 HIGHLAND AVE. PIEDMONT, CA 94611	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	7,500.
PLANNED PARENTHOOD FEDERATION OF 434 WEST 33RD STREET NEW YORK, NY 10001	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	2,500.
PLANNED PARENTHOOD FEDERATION OF 434 WEST 33RD STREET NEW YORK, NY 10001	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	300.
PLAYWORKS EDUCATION ENERGIZED 650 5TH STREET SUITE 311 SAN FRANCISCO, CA 94107	NONE	PC	FUNDS DESIGNATED FOR PLAYWORKS SAN FRANCISCO.	280.
PLAYWORKS EDUCATION ENERGIZED 650 5TH STREET SUITE 311 SAN FRANCISCO, CA 94107	NONE	PC	FUNDS DESIGNATED FOR SAN FRANCISCO PLAYWORKS.	5,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
PLAYWORKS EDUCATION ENERGIZED 650 5TH STREET SUITE 311 SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	120.
POINT REYES BIRD OBSERVATORY 3820 CYPRESS DRIVE SUITE 11 PETALUMA, CA 94954	NONE	PC	FUNDS FOR THE RANGELAND WATERSHED INITIATIVE AND ORGANIZATIONAL CAPACITY BUILDING.	1,327,000.
POINT REYES BIRD OBSERVATORY 3820 CYPRESS DRIVE SUITE 11 PETALUMA, CA 94954	NONE	PC	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.	640,078.
POSITIVE COACHING ALLIANCE 1001 N. RENGSTROFF AVENUE SUITE 100 MOUNTAIN VIEW, CA 94043	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	2,500.
POSITIVE COACHING ALLIANCE 1001 N. RENGSTROFF AVENUE SUITE 100 MOUNTAIN VIEW, CA 94043	NONE	PC	FUNDS TO SUPPORT: (1) EVALUATION OF COACH CERTIFICATION PROGRAM OUTCOMES AND (2) IMPROVEMENT OF PCA'S SYSTEM OF MEASUREMENT FOR CONTINUOUS IMPROVEMENT.	687,810.
PRESIDENT AND FELLOWS OF HARVARD COLLEGE 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	PC	FUNDS FOR COLLEGE FINANCIAL AID IN FACULTY OF ARTS & SCIENCES.	100.
PRION ALLIANCE INC PO BOX 391953 CAMBRIDGE, MA 02139	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.

Total from continuation sheets

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
PRION ALLIANCE INC PO BOX 391953 CAMBRIDGE, MA 02139	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	200.
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC 561 MERRIWOOD DRIVE LAFAYETTE, CA 94549	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	400.
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET SUITE 600 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS TO SUPPORT PPIC'S ANNUAL "SPEAKER SERIES ON CALIFORNIA'S FUTURE."	10,000.
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET SUITE 600 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS TO CONDUCT THE PPIC STATEWIDE SURVEY ON CALIFORNIANS AND EDUCATION TO TRACK OPINIONS AMONG CALIFORNIANS ABOUT K-12 EDUCATION IN CALIFORNIA ON ISSUES SUCH AS LOCAL CONTROL FUNDING FORMULA AND THE ROLLOUT OF THE COMMON CORE STATE STANDARDS.	32,000.
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET SUITE 600 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS TO UPGRADE TECHNOLOGY IN THE GEORGE P. SHULTZ FORUM AND TO ESTABLISH A FUND TO CONTINUE TO MAKE THE BCC AVAILABLE AND AFFORDABLE FOR OTHER CIVIC-MINDED ORGANIZATIONS.	300,000.
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET SUITE 600 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS TO SUPPORT PPIC'S ANNUAL "SPEAKER SERIES ON CALIFORNIA'S FUTURE."	10,000.
PURDUE INTERNATIONAL INC 701 W. STADIUM AVENUE, ROOM 1317 WEST LAFAYETTE, IN 47906-2045	NONE	PC	FUNDS FOR THE CREATION OF THE INNOVATION DESIGN CENTER THAT WILL PROVIDE A HANDS-ON ENVIRONMENT FOR PURDUE ENGINEERING AND TECHNOLOGY STUDENTS THAT EXPANDS THEIR COLLABORATIVE LEARNING.	1,000,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
REALITY SAN FRANCISCO CHURCH 1504 BRYANT STREET SUITE 301 SAN FRANCISCO, CA 94103	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	15,000.
REALITY SAN FRANCISCO CHURCH 1504 BRYANT STREET SUITE 301 SAN FRANCISCO, CA 94103	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA UNIVERSITY OF CALIFORNIA DAVIS ONE SHIELDS AVENUE DAVIS, CA 95616	NONE	PC	FUNDS FOR THE DEVELOPMENT AND IMPLEMENTATION OF A PARTNERSHIP BETWEEN UC DAVIS AND TWO LOCAL SCHOOL DISTRICTS TO STRENGTHEN INTEGRATED STEM EDUCATION.	828,201.
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 ARTICULATE A SOLUTION SET FOR WATER.	600,000.
RESOURCES FOR THE FUTURE INC 1616 P STREET NW WASHINGTON, DC 20036-1400	NONE	PC	FUNDS FOR ENERGY POLICY RESEARCH AND COMMUNICATIONS CAPACITY.	150,000.
RESOURCES LEGACY FUND 555 CAPITOL MALL SUITE 1095 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR THE IMPLEMENTATION OF THE PARKS FORWARD RECOMMENDATIONS.	500,000.
RESOURCES LEGACY FUND 555 CAPITOL MALL SUITE 1095 SACRAMENTO, CA 95814	NONE	PC	FUNDS TO SUPPORT THE CALIFORNIA WATER FOUNDATION, A PHILANTHROPIC INITIATIVE DESIGNED TO ADVANCE SUSTAINABLE WATER MANAGEMENT IN CALIFORNIA.	3,000,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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 LEGACY FUND 555 CAPITOL MALL SUITE 1095 SACRAMENTO, CA 95814	NONE	PC	FUNDS TO AUGMENT CURRENT SUPPORT TO THE CALIFORNIA WATER FOUNDATION IN RESPONSE TO ITS DROUGHT ACTION INITIATIVE.	750,000.
RESOURCES LEGACY FUND 555 CAPITOL MALL SUITE 1095 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR THE IMPLEMENTATION OF THE PARKS FORWARD RECOMMENDATIONS.	500,000.
RONALD REAGAN PRESIDENTIAL FOUNDATION AND INSTITUTE 40 PRESIDENTIAL DRIVE SUITE 200 SIMI VALLEY, CA 93065	NONE	PC	FUNDS FOR THE UNDERWRITING OF THE PEACE THROUGH STRENGTH EXHIBIT IN THE RONALD REAGAN PRESIDENTIAL LIBRARY AND MUSEUM IN HONOR OF FORMER SECRETARY OF STATE GEORGE SHULTZ.	600,000.
ROTARY SERVICE INC 2565 THIRD STREET, SUITE 237 SAN FRANCISCO, CA 94107	NONE	PC	FUNDS DESIGNATED FOR THE SF ROTARY BACKPACK DASH ON AUGUST 16, 2015.	100.
SACRAMENTO CITY UNIFIED SCHOOL DISTRICT 5735 47TH AVENUE SACRAMENTO, CA 95824	NONE	PC	FUNDS TO BUILD TEACHER AND LEADERSHIP CAPACITY TO TRANSFORM TEACHING AND LEARNING BY STRATEGICALLY PROVIDING MEANINGFUL LEARNING EXPERIENCES THAT SUPPORT STUDENTS' ACQUISITION OF DEEP CONCEPTUAL MATHEMATICAL UNDERSTANDING.	496,000.
SACRAMENTO CITY UNIFIED SCHOOL DISTRICT 5735 47TH AVENUE SACRAMENTO, CA 95824	NONE	PC	FUNDS TO BUILD TEACHER AND LEADERSHIP CAPACITY TO TRANSFORM TEACHING AND LEARNING BY STRATEGICALLY PROVIDING MEANINGFUL LEARNING EXPERIENCES THAT SUPPORT STUDENTS' ACQUISITION OF DEEP CONCEPTUAL MATHEMATICAL UNDERSTANDING.	567,772.
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 AND ADDITIONAL REGIONAL SCHOOLS ON A FEE-FOR-SERVICE BASIS.	361,839.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
SACRED HEART COMMUNITY SERVICE 1381 SOUTH FIRST STREET SAN JOSE, CA 95110	NONE	PC	FUNDS FOR EMPLOYEE MATCHING GIFTS.	300.
SACRED HEART COMMUNITY SERVICE 1381 SOUTH FIRST STREET SAN JOSE, CA 95110	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	100.
SAN FRANCISCO AIDS FOUNDATION 1035 MARKET STREET SUITE 400 SAN FRANCISCO, CA 94103	NONE	PC	FUNDS DESIGNATED FOR AIDS LIFECYCLE.	100.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	FUNDS TO SUPPORT FREMONT GROUP'S ANNUAL FOOD FROM THE BAR FUNDRAISING DRIVE BENEFITING THE SAN FRANCISCO FOOD BANK.	5,000.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	900.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	2,000.

Total from continuation sheets

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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.	100,000.
SAN FRANCISCO OPERA ASSOCIATION 301 VAN NESS AVENUE SAN FRANCISCO, CA 94102-1729	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	322.
SAN FRANCISCO SYMPHONY DAVIES SYMPHONY HALL, 201 VAN NESS AVENUE SAN FRANCISCO, CA 94102-4585	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	370.
SAN FRANCISCO UNIFIED SCHOOL DISTRICT 750 25TH AVENUE SAN FRANCISCO, CA 94121	NONE	PC	FUNDS FOR IMPLEMENTATION OF THE COMMON CORE STATE STANDARDS IN MATHEMATICS (CCSS-M) IN GRADES K-8, PARTICIPATION IN A CROSS-DISTRICT COMMUNITY OF PRACTICE, AND ENGAGEMENT IN STATEWIDE LEADERSHIP AROUND CCSS-M.	1,467,200.
SANGER UNIFIED SCHOOL DISTRICT 1905 SEVENTH STREET SANGER, CA 93657	NONE	PC	FUNDS FOR THE IMPLEMENTATION OF THE CCSS-M IN GRADES K-8, PARTICIPATION IN A CROSS-DISTRICT COMMUNITY OF PRACTICE, AND ENGAGEMENT IN STATEWIDE LEADERSHIP AROUND CCSS-M.	415,445.
SANTA ANA UNIFIED SCHOOL DISTRICT 1601 EAST CHESTNUT AVENUE SANTA ANA, CA 92701	NONE	PC	FUNDS FOR THE IMPLEMENTATION OF THE CCSS-M IN GRADES K-8, PARTICIPATION IN A CROSS-DISTRICT COMMUNITY OF PRACTICE, AND ENGAGEMENT IN STATEWIDE LEADERSHIP AROUND CCSS-M.	1,200,650.
SANTA CATALINA SCHOOL 1500 MARK THOMAS DRIVE MONTEREY, CA 93940-5291	NONE	PC	FUNDS FOR THE ANNUAL FUND.	10,000.

Total from continuation sheets

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
SAVE THE REDWOODS LEAGUE 111 SUTTER ST., 11TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR CREATING A CONSERVATION PLANNING TOOL TO INFORM HOW THE LEAGUE AND ITS PARTNERS, INCLUDING STATE PARKS, CAN BEST PROTECT, RESTORE, AND CONNECT PEOPLE TO THE COAST REDWOOD AND GIANT SEQUOIA FORESTS IN THE DECADES AHEAD.	143,000.
SCHOLARMATCH INC 849 VALENCIA STREET SAN FRANCISCO, CA 94110	NONE	PC	FUNDS FOR STUDENT SCHOLARSHIP.	200.
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.	100,000.
SEATTLE PREPARATORY SCHOOL 2400 ELEVENTH AVENUE E SEATTLE, WA 98102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
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 STEWARDSHIP OF A LARGER CONNECTED SYSTEM OF NATURAL LANDS, WHILE FACING LIMITED FINANCIAL AND HUMAN RESOURCES, AND CLIMATE CHANGE IMPACTS.	50,000.
SING FOR AMERICA FOUNDATION 463 BUENA VISTA EAST - #3 SAN FRANCISCO, CA 94117	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	800.
SOUTHERN CENTER FOR HUMAN RIGHTS 83 POPLAR STREET NW ATLANTA, GA 30303	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	300.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
SPUR-SAN FRANCISCO BAY AREA PLANNING AND URBAN RESEARCH ASSOCIATION 654 MISSION STREET SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	5,000.
SPUR-SAN FRANCISCO BAY AREA 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.	100,000.
STERN GROVE FESTIVAL ASSOCIATION 832 FOLSOM STREET, SUITE 1000 SAN FRANCISCO, CA 94132	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	334.
SUNNYVALE 2 FOURSQUARE CHURCH 1094 CLEMATIS DRIVE SUNNYVALE, CA 94086	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	300.
SUNNYVALE 2 FOURSQUARE CHURCH 1094 CLEMATIS DRIVE SUNNYVALE, CA 94086	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	500.
SUSAN B. ANTHONY PROJECT INC 179 WATER STREET TORRINGTON, CO 06759	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
SUSTAINABLE CONSERVATION 98 BATTERY ST. SUITE 302 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS TO SUPPORT SUSTAINABLE CONSERVATION'S "MAKING BIG IDEAS WORK" CAMPAIGN.	600,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
SUSTAINABLE CONSERVATION 98 BATTERY ST. SUITE 302 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS TO SUPPORT A CAPACITY BUILDING INITIATIVE FOR CALIFORNIA'S RESOURCE CONSERVATION DISTRICTS.	253,000.
SUSTAINABLE CONSERVATION 98 BATTERY ST. SUITE 302 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	2,000.
TECHBRIDGE GIRLS 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 MIDDLE SCHOOL SCIENCE LEARNING COMMUNITIES WITH AFTER-SCHOOL STAFF IN OAKLAND.	118,845.
TECHBRIDGE GIRLS 7700 EDGEWATER DRIVE SUITE 519 OAKLAND, CA 94621	NONE	PC	FUNDS TO SUPPORT TECHBRIDGE'S LEADERSHIP TRANSITION AND CORE OPERATIONS.	250,000.
THACHER SCHOOL INC. 5025 THACHER ROAD OJAI, CA 93023-9001	NONE	PC	FUNDS FOR THE HILLS BUILDING PROJECT RENOVATIONS.	1,000,000.
THE ALAMEDA COUNTY COMMUNITY FOOD BANK INC P.O. BOX 2599 OAKLAND, CA 94614-0599	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	400.
THE ALAMEDA COUNTY COMMUNITY FOOD BANK INC P.O. BOX 2599 OAKLAND, CA 94614-0599	NONE	PC	FUNDS FOR A RESEARCH AND PLANNING INITIATIVE.	100,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 3160 PORTER DRIVE, SUITE 100 PALO ALTO, CA 94304	NONE	PC	FUNDS FOR ENVIRONMENTAL EDUCATION RESEARCH THAT SUPPORTS BAY AREA PRACTICE AND STRENGTHENS THE FIELD IN CALIFORNIA AND BEYOND.	382,149.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 3160 PORTER DRIVE, SUITE 100 PALO ALTO, CA 94304	NONE	PC	FUNDS FOR WATER IN THE WEST TO ADDRESS INSTITUTIONAL AND TECHNICAL CHALLENGES SURROUNDING GROUNDWATER AND TO DEFINE METRICS TO GAUGE PROGRESS TOWARDS GOALS FOR A SUSTAINABLE CALIFORNIA WATER SYSTEM.	112,752.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 3160 PORTER DRIVE PALO ALTO, CA 94304-8445	NONE	PC	FUNDS TO DEVELOP A BLUEPRINT OF PERFORMANCE ASSESSMENTS FOR THE NEW SCIENCE STANDARDS.	643,711.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 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 NEXUS.	273,545.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 655 KNIGHT WAY STANFORD, CA 94305-7298	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY STANFORD UNIVERSITY, 505 LASUEN MALL STANFORD, CA 94305	NONE	PC	FUNDS FOR BUILDING A CORPS OF TEACHER LEADERS AND SITE ADMINISTRATORS IN CALIFORNIA TO PROVIDE INSTRUCTIONAL LEADERSHIP FOR EFFECTIVE CCSS/NGSS IMPLEMENTATION.	1,593,500.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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, 520 GALVEZ MALL MC: 3084 STANFORD, CA 94305-3084	NONE	PC	FUNDS TO SUPPORT AN EVALUATION OF CORE'S ACCOUNTABILITY SYSTEM, WITH A PARTICULAR FOCUS ON THE IMPACT OF INCLUSION OF SEL MEASURES.	442,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY STANFORD UNIVERSITY, 365 LASUEN MALL STANFORD, CA 94305-3096	NONE	PC	FUNDS FOR RESEARCH INTO BAY AREA BROAD-ACCESS POSTSECONDARY INSTITUTIONS AND THEIR IMPACT ON THE ECONOMY OF SILICON VALLEY.	200,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY STANFORD UNIVERSITY, 34 GALVEZ MALL STANFORD, CA 94305-6010	NONE	PC	FUNDS FOR THE NEW BUILDING AT THE HOOVER INSTITUTION.	1,000,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY STANFORD UNIVERSITY, 505 LASUEN MALL STANFORD, CA 94305	NONE	PC	FUNDS FOR BUILDING A CORPS OF TEACHER LEADERS AND SITE ADMINISTRATORS IN CALIFORNIA TO PROVIDE INSTRUCTIONAL LEADERSHIP FOR EFFECTIVE CCSS/NGSS IMPLEMENTATION.	104,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY STANFORD UNIVERSITY, 34 GALVEZ MALL STANFORD, CA 94305-6010	NONE	PC	FUNDS FOR HOOVER INSTITUTION'S INITIATIVE IN PUBLIC POLICY EDUCATION.	1,000,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY STANFORD UNIVERSITY, 520 GALVEZ MALL STANFORD, CA 94305	NONE	PC	FUNDS DESIGNATED FOR THE STANFORD FUND.	2,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY STANFORD UNIVERSITY, 655 KNIGHT WAY STANFORD, CA 94305-7298	NONE	PC	FUNDS FOR MBA CLASS OF 2012 FUND.	500.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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	FUNDS FOR THE IMPLEMENTATION OF CORE'S NEW SCHOOL ACCOUNTABILITY SYSTEM THAT ACCOUNTS FOR ACADEMIC PREPAREDNESS, SOCIAL-EMOTIONAL SKILLS, AND SCHOOL CULTURE AND CLIMATE.	500,000.
THE CALIFORNIA EDUCATION PARTNERS ONE LOMBARD STREET SUITE 305 SAN FRANCISCO, CA 94110	NONE	PC	FUNDS FOR FACILITATION OF THE MATH IN COMMON INTER-DISTRICT LEARNING COMMUNITY.	788,000.
THE CALIFORNIA EDUCATION PARTNERS ONE LOMBARD STREET SUITE 305 SAN FRANCISCO, CA 94110	NONE	PC	FUNDS FOR FACILITATION OF THE MATH IN COMMON INTER-DISTRICT LEARNING COMMUNITY.	110,000.
THE EXPLORATORIUM PIER 15 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS FOR THE CONSTRUCTION OF A NEW EXPLORATORIUM AT PIERS 15 AND 17 ON THE EMBARCADERO IN SAN FRANCISCO.	1,000,000.
THE FRIENDS OF THE OAKLAND PUBLIC LIBRARY 721 WASHINGTON STREET OAKLAND, CA 94607	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	222.
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA, SAN FRANCISCO UNIVERSITY OF CALIFORNIA SAN FRANCISCO 675 NELSON RISING LANE SAN FRANCISCO, CA 94143-0518	NONE	PC	FUNDS TO SUPPORT THE PURCHASE OF A SOPHISTICATED CRYTO-ELECTRON MICROSCOPE WHICH WILL AUGMENT AND ACCELERATE IND'S AMBITIOUS DRUG DISCOVERY PROGRAM.	2,500,000.
THE TECH MUSEUM OF INNOVATION 201 SOUTH MARKET STREET SAN JOSE, CA 95113-2008	NONE	PC	FUNDS FOR ORGANIZATIONAL CAPACITY BUILDING TO BROADEN AND DEEPEN THE TECH MUSEUM'S IMPACT ON STEM EDUCATION IN THE BAY AREA.	210,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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 U C DAVIS FOUNDATION UNIVERSITY OF CALIFORNIA DAVIS WATERSHED SCIENCES BUILDING 1ST FLOOR ONE SHI DAVIS, CA 95616	NONE	PC	FUNDS TO SUPPORT BUILDING AND SUSTAINING THE CENTER FOR WATERSHED SCIENCES' TECHNICAL CAPACITY TO INFORM CALIFORNIA WATER MANAGEMENT AND POLICY.	1,049,202.
THE U C DAVIS FOUNDATION UNIVERSITY OF CALIFORNIA DAVIS WATERSHED SCIENCES BUILDING 1ST FLOOR ONE SHI DAVIS, CA 95616	NONE	PC	FUNDS TO SUPPORT THE HIRING OF PARTIAL AND FULL WATER FACULTY IN ORDER TO BUILD AND SUSTAIN THE CENTER FOR WATERSHED SCIENCES' TECHNICAL CAPACITY TO INFORM CALIFORNIA WATER MANAGEMENT AND POLICY.	600,000.
THE UCLA FOUNDATION UNIVERSITY OF CALIFORNIA LOS ANGELES 10920 WILSHIRE BOULEVARD 11TH FLOOR LOS ANGELES, CA 90024	NONE	PC	FUNDS DESIGNATED FOR THE CHEMICAL AND BIOMOLECULAR ENGINEERING PROGRAM.	500.
THERE WITH CARE OF THE BAY AREA 3475 EDISON WAY SUITE H MENLO PARK, CA 94205	NONE	PC	FUNDS TO SUPPORT FOR SERVICES TO CHILDREN AND FAMILIES FACING CRITICAL ILLNESSES. GRANT IS MADE IN HONOR OF KATE DACHS' VOLUNTEER SERVICE TO THE ORGANIZATION.	10,000.
TIDES CENTER 721 NW 9TH AVE SUITE 235 PORTLAND, OR 97209	NONE	PC	FUNDS FOR SCIENTISTS TO ENGAGE IN PRODUCTIVE PUBLIC DISCOURSE AROUND CALIFORNIA'S SUSTAINABLE WATER FUTURE.	100,000.
TROUT UNLIMITED INC 4221 HOLLIS STREET EMERYVILLE, CA 94608	NONE	PC	FUNDS TO BUILD TROUT UNLIMITED'S ORGANIZATIONAL CAPACITY TO SUSTAINABLY EXPAND AND FUND ITS CALIFORNIA PROGRAMS.	155,413.
TRUST FOR CONSERVATION INNOVATION 405 14TH STREET, SUITE 164 OAKLAND, CA 94612	NONE	PC	FUNDS FOR THE RESILIENT WATER ALLIANCE, A NETWORK OF POLITICAL LEADERS OF URBAN WATER AGENCIES DEDICATED TO WIDESPREAD ADOPTION OF SUSTAINABLE WATER SOLUTIONS.	50,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET, SUITE 900 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR WORK WITH SCHOOLS, LOCAL NEIGHBORHOOD ASSOCIATIONS, CITY ADMINISTRATORS AND MAINTENANCE CREWS TO DESIGN, FUND RAISE FOR, AND SUPERVISE CONSTRUCTION ON URBAN PARKS IN THE SAN FRANCISCO BAY AREA.	1,000,000.
TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET, SUITE 900 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS IN HONOR OF LAUREN B. DACHS.	100,000.
TRUSTEES OF PRINCETON UNIVERSITY OFFICE OF DEVELOPMENT THE HELM BUILDING 330 ALEXANDER STREET PRINCETON, NJ 08540	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTORS GRANT PROGRAM DESIGNATED FOR FRESHMAN SCHOLARS INSTITUTE.	200,000.
UC DAVIS FOUNDATION 1605 TILIA STREET, SUITE 100 DAVIS, CA 95616	NONE	PC	FUNDS FOR A DATA PRIVACY WORKSHOP THROUGH THE UC DAVIS CENTER FOR WATER-ENERGY EFFICIENCY.	50,000.
UNITED RELIGIONS P.O. BOX 29242 SAN FRANCISCO, CA 94129	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTORS GRANT PROGRAM TO BE USED FOR GENERAL OPERATING SUPPORT.	100,000.
UNITED STATES CONFERENCE OF CATHOLIC BISHOPS 322 ST. JAMES DRIVE PIEDMONT, CA 94611	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	6,578.
UNITED STATES CONFERENCE OF CATHOLIC BISHOPS 322 ST. JAMES DRIVE PIEDMONT, CA 94611	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	2,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION 2080 ADDISON STREET, SUITE 4200 BERKELEY, CA 94720-4200	NONE	PC	FUNDS FOR GENERAL SUPPORT OF HAAS SCHOOL OF BUSINESS.	5,000.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 220 MONTGOMERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTOR'S GRANT PROGRAM DESIGNATED FOR SUPPORT OF THE LEVY LABORATORY.	100,000.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 220 MONTGOMERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	FUNDS TO SUPPORT FREMONT GROUP'S FUND RAISING EFFORTS FOR BREAST CANCER ON BEHALF OF UCSF'S ATHENA BREAST HEALTH NETWORK.	1,000.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 220 MONTGOMERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR CLINICA MARTIN BARO.	100.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 3333 CALIFORNIA STREET, SUITE 380 SAN FRANCISCO, CA 94143-1265	NONE	PC	FUNDS FOR DR. SEI LEE'S BASIC RESEARCH ON ALZHEIMER'S DISEASE.	200,000.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 3333 CALIFORNIA STREET, SUITE 380 SAN FRANCISCO, CA 94143-1265	NONE	PC	FUNDS TO TRANSFORM THE HEALTH CARE OF OLDER ADULTS.	1,300,000.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 3333 CALIFORNIA STREET, SUITE 315 SAN FRANCISCO, CA 94143	NONE	PC	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.	150,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
UNIVERSITY OF COLORADO FOUNDATION 1800 GRANT STREET, SUITE 725 DENVER, CO 80203	NONE	PC	FUNDS TO IMPLEMENT AN UNDERGRADUATE TEACHING PATHWAY THAT WILL ALLOW STUDENTS TO PURSUE BOTH AN ENGINEERING DEGREE AND A STEM TEACHING CREDENTIAL.	524,871.
VASSAR COLLEGE 124 RAYMOND AVENUE BOX 725 POUGHKEEPSIE, NY 12604-0725	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	2,000.
VIPASSANA HAWAII P. O. BOX 551681 KAPAHUU, HI 96755	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	800.
VOCES Y MANOS POR EL DERECHO A LA SALUD PO BOX 10864 OAKLAND, CA 94610	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	150.
WALK SAN FRANCISCO FOUNDATION 433 NATOMA STREET SAN FRANCISCO, CA 94103	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,400.
WALK SAN FRANCISCO FOUNDATION 433 NATOMA STREET SAN FRANCISCO, CA 94103	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	700.
WATER EDUCATION FOUNDATION 1401 21ST STREET, SUITE 200 SACRAMENTO, CA 95811-5221	NONE	PC	FUNDS FOR AQUAFORNIA.COM, A DAILY CALIFORNIA WATER NEWS WEBSITE.	15,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
WATER EDUCATION FOUNDATION 1401 21ST STREET, SUITE 200 SACRAMENTO, CA 95811-5221	NONE	PC	FUNDS TO STRENGTHEN WEF'S DIGITAL PRESENCE, INCREASE ORGANIZATIONAL CAPACITY, AND IMPROVE FINANCIAL SUSTAINABILITY.	25,000.
WATER EDUCATION FOUNDATION 1401 21ST STREET, SUITE 200 SACRAMENTO, CA 95811-5221	NONE	PC	FUNDS TO STRENGTHEN WEF'S DIGITAL PRESENCE, INCREASE ORGANIZATIONAL CAPACITY, AND IMPROVE FINANCIAL SUSTAINABILITY.	20,000.
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.	75,000.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107-1242	NONE	PC	FUNDS TO STRENGTHEN THE EDUCATOR ASSESSMENT LITERACY AND USE OF PERFORMANCE ASSESSMENT TO SUPPORT STUDENT MASTERY OF COMMON CORE STATE STANDARDS AND IMPLEMENTATION OF THE SMARTER BALANCED ASSESSMENT SYSTEM.	250,000.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107-1242	NONE	PC	FUNDS FOR A STARTUP PHASE TO EVALUATE THE NEW GENERATION OF EDUCATORS INITIATIVE.	188,810.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107-1242	NONE	PC	FUNDS FOR MIXED-METHODS EVALUATION OF THE MATH IN COMMON INITIATIVE.	794,994.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107-1242	NONE	PC	FUNDS FOR PROVIDING PROFESSIONAL DEVELOPMENT ON SCIENCE AND LITERACY IN THE SAN JOAQUIN COUNTY; THIS GRANT SERVES AS A MATCH TO WESTED'S INVESTING IN INNOVATION (I3) GRANT FOR THIS PURPOSE.	240,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
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 EXEMPLARS FOR EARLY NGSS IMPLEMENTATION.	190,529.
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 DISTRICTS TO SERVE AS EXEMPLARS FOR EARLY NGSS IMPLEMENTATION.	4,354,652.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107-1242	NONE	PC	FUNDS FOR A STARTUP PHASE TO EVALUATE THE NEW GENERATION OF EDUCATORS INITIATIVE.	188,810.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107-1242	NONE	PC	FUNDS FOR ONGOING FORMATIVE AND SUMMATIVE EVALUATION AND TECHNICAL ASSISTANCE TO GRANTEE CAMPUSES AND THE CALIFORNIA STATE UNIVERSITY CENTER FOR TEACHER QUALITY.	325,000.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107-1242	NONE	PC	FUNDS FOR MIXED-METHODS EVALUATION OF THE MATH IN COMMON INITIATIVE.	297,473.
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 DISTRICTS TO SERVE AS EXEMPLARS FOR EARLY NGSS IMPLEMENTATION.	231,851.
WIKIMEDIA FOUNDATION INC PO BOX 98204 WASHINGTON, DC 20090	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	110.

Total from continuation sheets

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
WILLOW GLEN MIDDLE AND HIGH SCHOOL FOUNDATION PO BOX 8096 SAN JOSE, CA 95155	NONE	PC	FUNDS DESIGNATED FOR THE CLASS OF 1972 SCHOLARSHIP FUND.	200.
WOMEN'S LUNCH PLACE INC 67 NEWBURY STREET BOSTON, MA 02116	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	250.
YEAR UP 45 MILK STREET, 9TH FLOOR BOSTON, MA 02109	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
YOSEMITE FOUNDATION 101 MONTGOMERY STREET SUITE 1700 SAN FRANCISCO, CA 94104-4129	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	500.
YOUNG MENS CHRISTIAN ASSOCIATION CAMP BELKNAP 11 CHASE POINT ROAD MIRROR LAKE, NH 03853	NONE	PC	FUNDS FOR CAMPER SCHOLARSHIP FUND.	100.
YOUTH EMPLOYMENT PARTNERSHIP INC 2300 INTERNATIONAL BOULEVARD OAKLAND, CA 94601	NONE	PC	FUNDS FOR IMPROVING AND SUSTAINING A YOUTH LEADERSHIP PROGRAM, STAFF TRAINING, AND FUND DEVELOPMENT AND DIVERSIFICATION TO FOSTER LONG-TERM ORGANIZATIONAL STABILITY.	75,000.
YOUTH ENRICHMENT STRATEGIES 3029 MACDONALD AVENUE RICHMOND, CA 94804	NONE	PC	FUNDS DESIGNATED FOR FUTURE CAMPFIRE EVENT/CAMPAIGN.	1,450.

Total from continuation sheets

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
YOUTH ENRICHMENT STRATEGIES 3029 MACDONALD AVENUE RICHMOND, CA 94804	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	800.
YOUTH SPEAKS INC 1663 MISSION STREET SUITE 604 SAN FRANCISCO, CA 94103	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	400.
YOUTH SPEAKS INC 1663 MISSION STREET SUITE 604 SAN FRANCISCO, CA 94103	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	300.
YOUTH SPEAKS INC 1663 MISSION STREET SUITE 604 SAN FRANCISCO, CA 94103	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	1,000.

Total from continuation sheets

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3b Grants and Contributions 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
CALIFORNIA STATE UNIVERSITY FOUNDATION 6000 J STREET, CSUS MODOC HALL, STE. 2003 SACRAMENTO, CA 95819-6018	NONE	PC	FUNDS FOR PROFESSIONAL DEVELOPMENT OF CTQ DIRECTOR PAUL TUSS THROUGH THE HARVARD STRATEGIC DATA PROJECT AND FUNDS TO SUPPORT THE MEETINGS OF CTQ AND CSU EDUCATION DEANS TO DETERMINE COMMON MEASURES OF TEACHER CANDIDATE EFFECTIVENESS	26,420.
CERES INC. 99 CHAUNCY STREET, 6TH FLOOR BOSTON, MA 02111-1703	NONE	PC	FUNDS TO SUPPORT CERES'S WATER PROGRAM TO BUILD CAPACITY TO ADVOCATE FOR WATER STEWARDSHIP AND IMPROVE WATER MANAGEMENT PRACTICES BY MOBILIZING INVESTOR AND WATER UTILITY LEADERSHIP.	400,000.
COMMUNITY SCIENCE WORKSHOP NETWORK 120 SECOND STREET WATSONVILLE, CA 95076	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT ALLOWING THE CSW NETWORK TO BUILD INFRASTRUCTURE, EVALUATE LOCAL PROGRAMS, AND PROVIDE TECHNICAL ASSISTANCE AND PROFESSIONAL DEVELOPMENT TO ITS MEMBERS.	100,000.
CORE DISTRICTS 1107 9TH STREET SUITE 500 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR THE DEVELOPMENT OF MEASURES AND PROGRAMS TO ADVANCE SOCIAL-EMOTIONAL LEARNING (SEL) IN CA OFFICE OF EDUCATION REFORM (CORE) WAIVER DISTRICTS.	500,000.
DELTA WATERFOWL FOUNDATION 1312 BASIN AVENUE BISMARCK, ND 58504	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT TO DELTA WATERFOWL AS IT ADVANCES ACTIVE MANAGEMENT OF NESTING HABITAT AND INCREASES ITS PRESENCE IN CALIFORNIA.	299,860.
ENVIRONMENTAL DEFENSE FUND INCORPORATED 123 MISSION STREET SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR ONGOING DEVELOPMENT OF THE CENTRAL VALLEY HABITAT EXCHANGE, WHICH WILL USE EXISTING MITIGATION FUNDS TO INCENTIVES RANCHERS AND FARMERS TO RESTORE, PROTECT, AND STEWARD WILDLIFE HABITAT.	1,352,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY BUILDING 201, FORT MASON SAN FRANCISCO, CA 94123	NONE	PC	FUNDS FOR THE TAM LANDS COLLABORATIVE, A CROSS-SECTOR EFFORT TO COORDINATE LAND STEWARDSHIP ACTIVITIES IN THE TAMALPAIS REGION OF MARIN COUNTY.	272,600.
Total from continuation sheets				27,279,676.

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3b Grants and Contributions 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
GREATER WASHINGTON EDUCATIONAL TELECOMMUNICATIONS ASSOCIATION 3939 CAMPBELL AVENUE ARLINGTON, VA 22206	NONE	PC	FUNDS TO SUPPORT THE NEWSHOUR'S STEM JOURNALISM.	650,000.
MAYORS FUND FOR LOS ANGELES 200 NORTH SPRING STREET, ROOM 305 LOS ANGELES, CA 90012	NONE	PC	FUNDS FOR A WATER DATA FELLOW WITHIN THE CITY OF LOS ANGELES, WHO WILL CREATE A PLATFORM TO GATHER DATA TO ASSESS THE CITY'S WATER USAGE, CREATE DASHBOARDS TO SHOW PROGRESS ON METRICS THAT WILL LEAD TO POLICY REFORM, AND PROVIDE DATA ANALYSIS TO MEASURE IMPACT	100,000.
NATURE CONSERVANCY 201 MISSION STREET, 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS TO POSITION WATER PROGRAM TO SUSTAIN ITS EXPANDED SCOPE.	3,750,000.
PARTNERSHIP FOR CHILDREN AND YOUTH 1330 BROADWAY, SUITE 601 OAKLAND, CA 94612	NONE	PC	FUNDS FOR WORK TO IMPROVE THE OUT-OF-SCHOOL TIME FIELD'S UNDERSTANDING OF CHARACTER BUILDING SOCIAL-EMOTIONAL LEARNING, PROMOTE COLLABORATION BETWEEN SCHOOLS AND OUT-OF-SCHOOL TIME PROGRAMS, AND IMPROVE OVERALL QUALITY OF OUT-OF-SCHOOL TIME	250,000.
POINT REYES BIRD OBSERVATORY 3820 CYPRESS DRIVE, SUITE 11 PETALUMA, CA 94954	NONE	PC	FUNDS FOR THE RANGELAND WATERSHED INITIATIVE AND ORGANIZATIONAL CAPACITY BUILDING.	2,023,000.
RESOURCES LEGACY FUND 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR THE IMPLEMENTATION OF THE PARKS FORWARD RECOMMENDATIONS.	1,000,000.
RESOURCES LEGACY FUND 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR THE WATER FOUNDATION, A POOLED, PHILANTHROPIC FUND TO ADVANCE SUSTAINABLE WATER MANAGEMENT.	9,305,000.
Total from continuation sheets				

FOR PUBLIC DISCLOSURE

Part XV **Supplementary Information** (continued)

3b Grants and Contributions 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
SACRAMENTO CITY UNIFIED SCHOOL DISTRICT 5735 47TH AVENUE SACRAMENTO, CA 95824	NONE	PC	FUNDS TO BUILD TEACHER AND LEADERSHIP CAPACITY TO TRANSFORM TEACHING AND LEARNING BY STRATEGICALLY PROVIDING MEANINGFUL LEARNING EXPERIENCES THAT SUPPORT STUDENTS' ACQUISITION OF DEEP CONCEPTUAL MATHEMATICAL UNDERSTANDING.	938,796.
SAN MATEO COUNTY RESOURCE CONSERVATION DISTRICT 625 MIRAMONTES STREET, STE 103 HALF MOON BAY, CA 94019	NONE	PC	FUNDS FOR THE SANTA CRUZ MOUNTAINS STEWARDSHIP NETWORK TO CONVENE LANDOWNERS AND MANAGERS IN THE SANTA CRUZ MOUNTAINS FOR STEWARDSHIP OF A LARGER CONNECTED SYSTEM OF NATURAL LANDS.	525,000.
SAVE THE REDWOODS LEAGUE 111 SUTTER ST., 11TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR CREATING A CONSERVATION PLANNING TOOL TO INFORM HOW THE LEAGUE AND ITS PARTNERS, INCLUDING STATE PARKS, CAN BEST PROTECT, RESTORE, AND CONNECT PEOPLE TO THE COAST REDWOOD AND GIANT SEQUOIA FORESTS IN THE DECADES AHEAD.	87,000.
SUSTAINABLE CONSERVATION 98 BATTERY ST. SUITE 302 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS TO SUPPORT A CAPACITY BUILDING INITIATIVE FOR CALIFORNIA'S RESOURCE CONSERVATION DISTRICTS.	350,000.
THE CALIFORNIA EDUCATION PARTNERS ONE LOMBARD SUITE 305 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS FOR THE MATH IN COMMON COMMUNITY OF PRACTICE.	2,500,000.
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA, SAN FRANCISCO 675 NELSON RISING LANE SAN FRANCISCO, CA 94143-0518	NONE	PC	FUNDS TO SUPPORT THE PURCHASE OF A SOPHISTICATED CRYTO-ELECTRON MICROSCOPE WHICH WILL AUGMENT AND ACCELERATE IND'S AMBITIOUS DRUG DISCOVERY PROGRAM.	2,500,000.
TIDES CENTER 721 NW 9TH AVE SUITE 235 PORTLAND, OR 97209	NONE	PC	FUNDS FOR SCIENTISTS TO ENGAGE IN PRODUCTIVE PUBLIC DISCOURSE AROUND CALIFORNIA'S SUSTAINABLE WATER FUTURE.	25,000.

Total from continuation sheets

Part XV Supplementary Information

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

NAME OF RECIPIENT - ACHIEVE INC

FUNDS FOR NEXT GENERATION SCIENCE STANDARDS (NGSS) IMPLEMENTATION AND INSTRUCTIONAL MATERIALS IN CALIFORNIA.

NAME OF RECIPIENT - AG INNOVATIONS

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 - PARTNERSHIP FOR CHILDREN AND YOUTH

FUNDS FOR WORK TO IMPROVE THE OUT-OF-SCHOOL TIME FIELD'S UNDERSTANDING OF CHARACTER BUILDING SOCIAL-EMOTIONAL LEARNING, PROMOTE COLLABORATION BETWEEN SCHOOLS AND OUT-OF-SCHOOL TIME PROGRAMS, AND IMPROVE OVERALL QUALITY OF OUT-OF-SCHOOL TIME PROGRAMS.

Part XV Supplementary Information

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

NAME OF RECIPIENT - CALIFORNIA COUNCIL ON SCIENCE AND TECHNOLOGY
FUNDS TO SUPPORT A PROGRAM THAT INTEGRATES SCIENTISTS INTO THE
LEGISLATIVE POLICYMAKING PROCESS BY PLACING TEN PH.D. SCIENTISTS AS
STAFF IN THE CALIFORNIA LEGISLATURE.

NAME OF RECIPIENT - CALIFORNIA STATE PARKS FOUNDATION
FUNDS TO SUPPORT PHASE 2 OF THE YOSEMITE SLOUGH RESTORATION AND
DEVELOPMENT PROJECT INCLUDING AN ENVIRONMENTAL EDUCATION PAVILION AND
SITE AMENITIES TO IMPROVE THE VISITOR EXPERIENCE.

NAME OF RECIPIENT - MAYORS FUND FOR LOS ANGELES
FUNDS FOR A WATER DATA FELLOW WITHIN THE CITY OF LOS ANGELES, WHO WILL
CREATE A PLATFORM TO GATHER DATA TO ASSESS THE CITY'S WATER USAGE,
CREATE DASHBOARDS TO SHOW PROGRESS ON METRICS THAT WILL LEAD TO POLICY
REFORM, AND PROVIDE DATA ANALYSIS TO MEASURE IMPACT OF INCENTIVES AND
OTHER PROMOTIONS.

NAME OF RECIPIENT - PARTNERSHIP FOR CHILDREN AND YOUTH
FUNDS FOR WORK TO IMPROVE THE OUT-OF-SCHOOL TIME FIELD'S UNDERSTANDING
OF CHARACTER BUILDING SOCIAL-EMOTIONAL LEARNING, PROMOTE COLLABORATION
BETWEEN SCHOOLS AND OUT-OF-SCHOOL TIME PROGRAMS, AND IMPROVE OVERALL
QUALITY OF OUT-OF-SCHOOL TIME PROGRAMS.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

FOR PUBLIC DISCLOSURE

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

2015

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) (2015)

FOR PUBLIC DISCLOSURE

Name of organization S.D. BECHTEL, JR. FOUNDATION	Employer identification number 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	\$ 225,290.	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	\$ 64,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	FREMONT INVESTORS INC 199 FREMONT STREET SUITE 2500 SAN FRANCISCO, CA 94105	\$ 50,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

FOR PUBLIC DISCLOSURE

Name of organization S.D. BECHTEL, JR. FOUNDATION	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
	_____	\$ _____	_____
	_____	\$ _____	_____
	_____	\$ _____	_____
	_____	\$ _____	_____
	_____	\$ _____	_____
	_____	\$ _____	_____
	_____	\$ _____	_____
	_____	\$ _____	_____

FOR PUBLIC DISCLOSURE

Name of organization S.D. BECHTEL, JR. FOUNDATION	Employer identification number 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	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

FOR PUBLIC DISCLOSURE

Underpayment of Estimated Tax by Corporations

Form **2220**

Department of the Treasury
Internal Revenue Service

▶ Attach to the corporation's tax return.

FORM 990-PF

OMB No. 1545-0123

▶ Information about Form 2220 and its separate instructions is at www.irs.gov/form2220.

2015

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	233,754.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c Credit for federal tax paid on fuels (see instructions)	2c		
d 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	233,754.
4 Enter the tax shown on the corporation's 2014 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	240,804.
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	233,754.

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 <input type="checkbox"/> The corporation is using the adjusted seasonal installment method.	
7 <input checked="" type="checkbox"/> The corporation is using the annualized income installment method.	
8 <input checked="" type="checkbox"/> 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	05/15/15	06/15/15	09/15/15	12/15/15
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				
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	124,239.		90,000.	50,000.
<i>Complete lines 12 through 18 of one column before going to the next column.</i>					
12 Enter amount, if any, from line 18 of the preceding column	12		124,239.	124,239.	214,239.
13 Add lines 11 and 12	13		124,239.	214,239.	264,239.
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	124,239.	124,239.	214,239.	264,239.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16				
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	124,239.	124,239.	214,239.	

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 (2015)

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 4/15/2015 and before 7/1/2015	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 3\%}{365}$	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2015 and before 10/1/2015	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 3\%}{365}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2015 and before 1/1/2016	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 3\%}{365}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2015 and before 4/1/2016	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{366}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2016 and before 7/1/2016	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{366}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2016 and before 10/01/2016	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{366}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2016 and before 1/1/2017	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{366}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2016 and before 2/16/2017	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	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.

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 2012	1a				
b	Tax year beginning in 2013	1b				
c	Tax year beginning in 2014	1c				
2	Enter taxable income for each period for the tax year beginning in 2015 (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 2012	3a				
b	Tax year beginning in 2013	3b				
c	Tax year beginning in 2014	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				
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				
b Extraordinary items (see instructions)	23b				
c Add lines 23a and 23b	23c				
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				
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				
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				
30 Applicable percentage	30	25%	50%	75%	100%
31 Multiply line 29 by line 30	31				

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	0.	0.	0.	0.
33 Add the amounts in all preceding columns of line 38 (see instructions)	33				
34 Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0- ...	34				
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	58,439.	58,438.	58,439.	58,438.
36 Subtract line 38 of the preceding column from line 37 of the preceding column	36		58,439.	116,877.	175,316.
37 Add lines 35 and 36	37	58,439.	116,877.	175,316.	233,754.
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	0.	0.	0.	0.

Form 2220 (2015)

**** ANNUALIZED INCOME INSTALLMENT METHOD USING STANDARD OPTION**

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	2,837,209.	0.	2,837,209.	3,100,889.	
INTEREST INCOME	1,725,431.	0.	1,725,431.	1,704,239.	
TO PART I, LINE 4	4,562,640.	0.	4,562,640.	4,805,128.	

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM PARTNERSHIPS	1,819,870.	723,534.	
OTHER INCOME	14,085.	14,085.	
FEDERAL EXCISE TAX REFUND	201,796.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,035,751.	737,619.	

FORM 990-PF

LEGAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSE	83,004.	0.		47,356.
TO FM 990-PF, PG 1, LN 16A	83,004.	0.		47,356.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	122,775.	0.		122,775.
TO FORM 990-PF, PG 1, LN 16B	122,775.	0.		122,775.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	54.	0.		54.
MONTICELLO	75,000.	75,000.		0.
OSTERWEIS	125,652.	125,652.		0.
CONSULTANTS	2,046,602.	0.		2,112,151.
NORTHERN TRUST	9,610.	9,610.		0.
TO FORM 990-PF, PG 1, LN 16C	2,256,918.	210,262.		2,112,205.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX FROM PARTNERSHIPS	76,129.	76,735.		0.
OTHER STATE TAXES	5,632.	5,632.		0.
FILING FEES	350.	0.		350.
TO FORM 990-PF, PG 1, LN 18	82,111.	82,367.		350.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FROM PARTNERSHIPS	1,906,019.	1,505,637.		0.
SUBSCRIPTION	1,995.	0.		1,767.
INSURANCE	8,865.	0.		20,149.
OFFICE SUPPLIES	22,588.	0.		23,572.
COMPUTER MAINTENANCE AND SUPPORT	180,971.	0.		165,588.
PROFESSIONAL DEVELOPMENT	24,859.	0.		24,479.
MEMBERSHIP FEES	41,823.	0.		47,095.
MISCELLANEOUS EXPENSE	11,397.	0.		6,038.
INVESTMENT EXPENSES	94,549.	94,549.		0.
OTHER OFFICE EXPENSES	896.	0.		896.
OTHER PROGRAM COSTS	54,687.	0.		50,222.
TO FORM 990-PF, PG 1, LN 23	2,348,649.	1,600,186.		339,806.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8
-------------	--	-------------

DESCRIPTION	AMOUNT
UNREALIZED GAIN/(LOSS) ON CHARITABLE TRUSTS	241,145.
TOTAL TO FORM 990-PF, PART III, LINE 3	241,145.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9
-------------	-----------------	-------------

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ETON PARK OVERSEAS FUND	763,220.	763,220.
OZ OVERSEAS FUND, LTD	11,793,348.	11,793,348.
OSTERWEIS CAP	5,662,970.	5,662,970.
VARIOUS COMMON STOCK	7,510.	7,510.
TOTAL TO FORM 990-PF, PART II, LINE 10B	18,227,048.	18,227,048.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
-------------	-----------------	--------------

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OSTERWEIS STRATEGIC FUND	720,763.	720,763.
TOTAL TO FORM 990-PF, PART II, LINE 10C	720,763.	720,763.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AG SECURITIZED ASSET RECOV HLDGS LP	FMV	13,839,295.	13,839,295.
ABSOLUTE RETURN CAYMAN	FMV	0.	0.
CALERA CAPITAL PARTNERS III	FMV	1,075,897.	1,075,897.
CAPITAL GUARDIAN	FMV	0.	0.
CLAYTON, DUBILIER & RICE FUND VII	FMV	1,848,757.	1,848,757.
CLAYTON, DUBILIER & RICE FUND VII CO-INV.	FMV	585,578.	585,578.
CLAYTON, DUBILIER & RICE FUND VIII WILSONART	FMV	502,647.	502,647.
CLAYTON, DUBILIER & RICE FUND VIII	FMV	3,736,177.	3,736,177.
CONVEXITY CAPITAL OFFSHORE	FMV	34,990,725.	34,990,725.
FORTRESS VRF LTD	FMV	39,251.	39,251.
FORTRESS VRF TE I	FMV	21,507.	21,507.
DAVIDSON KEMPNER IP	FMV	11,011,508.	11,011,508.
DODGE & COX INTERNATIONAL STOCK FUND	FMV	4,415,347.	4,415,347.
DODGE & COX STOCK FUND	FMV	6,008,075.	6,008,075.
FARALLON CAPITAL PARTNERS	FMV	11,664,025.	11,664,025.
FORTRESS CREDIT OPPORTUNITIES FUND	FMV	2,008,775.	2,008,775.
GMO QUALITY FUND-III	FMV	9,250,672.	9,250,672.
HIGHCLERE INTERNATIONAL INVESTORS SMALLER COMPANIES FUND	FMV	5,848,930.	5,848,930.
HIGHFIELDS CAPITAL	FMV	72,237.	72,237.
HOLOWESKO GLOBAL FUND LTD	FMV	2,457,115.	2,457,115.
INDUS STRUCTURED FINANCE	FMV	547,132.	547,132.
IP III BLOCKER - I LP (MHR III)	FMV	806,219.	806,219.
LONGLEAF PARTNER SMALL CAP EQUITY FUND	FMV	3,422,118.	3,422,118.
MADISON DEARBORN CAPITAL PARTNERS VI-A	FMV	949,971.	949,971.
MADISON DEARBORN CAPITAL PARTNERS VI-A GLOBAL	FMV	712,626.	712,626.
MADISON DEARBORN CAPITAL PARTNERS VI-B	FMV	1,966,211.	1,966,211.
MADISON DEARBORN PARTNERS V-A	FMV	4,614,527.	4,614,527.
MADISON DEARBORN PARTNERS V-B	FMV	644,401.	644,401.
MAKENA CAPITAL ASSOCIATES	FMV	25,420,298.	25,420,298.
MAVERICK FUND LTD	FMV	2,885,918.	2,885,918.
MHR INSTITUTIONAL PARTNERS III	FMV	3,443,396.	3,443,396.
NEWPORT ASIA INSTITUTIONAL FUND	FMV	5,779,059.	5,779,059.
OZ STRUCTURED PRODUCTS OVERSEAS FEEDER FUND II, LLP	FMV	10,371,924.	10,371,924.
PIMCO SHORT TERM FUND	FMV	137,317,036.	137,317,036.
RAPTOR PRIVATE HOLDINGS REGIMENT	FMV	76,883.	76,883.
SPINNAKER GLOBAL EMERGING MARKETS	FMV	4,239,268.	4,239,268.
TIFF PARTNERS IV	FMV	10,918,659.	10,918,659.
TRINITY VENTURES VII	FMV	308,223.	308,223.
WTF-CTF MICRO-CAP EQUITY PORTFOLIO	FMV	42,141.	42,141.
YORKTOWN ENERGY PARTNERS VI	FMV	0.	0.
YORKTOWN ENERGY PARTNERS VII	FMV	589,767.	589,767.
	FMV	1,298,406.	1,298,406.

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

325,730,701.

325,730,701.

FORM 990-PF

OTHER ASSETS

STATEMENT 12

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	787,512.	1,028,658.	1,028,658.
DUE FROM OTHER PARTIES	3,948.	3,112.	3,112.
TO FORM 990-PF, PART II, LINE 15	1,281,460.	1,521,770.	1,521,770.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 13

NAME OF CONTRIBUTOR

ADDRESS

FREMONT INVESTORS INC

199 FREMONT STREET SUITE 2500
SAN FRANCISCO, CA 94105

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
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 30.00	262,500.	2,173.	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 28.80	244,354.	15,288.	0.

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

506,854.	17,461.	0.
----------	---------	----

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 15

GRANTEE'S NAME

NEWFIELDS COMPANIES LLC

GRANTEE'S ADDRESS1624 FRANKLIN STREET SUITE 901
OAKLAND, CA 94612

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
24,987.	05/01/15	24,987.

PURPOSE OF GRANT

FUNDS FOR FIRST PHASE OF A LONGER EFFORT ON BETTER DATA INTEGRATION AND ANALYTICS FOR WATER RESOURCES MANAGEMENT. TASKS INCLUDE IDENTIFICATION OF LEADERS, INTERVIEWS, DOCUMENTATION AND SYNTHESIS OF OUTCOMES, AND DIFFUSION OF RESULTS TO STAKEHOLDERS.

DATES OF REPORTS BY GRANTEE

10/30/15

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE S.D. BECHTEL, JR. FOUNDATION, AND BASED ON THE REPORTS BY THE GRANTEE, NO PART OF THE GRANT WAS USED FOR OTHER THAN THE INTENDED PURPOSE, AND NO VERIFICATION EFORS HAVE BEEN CONSIDERED NECESSARY.

FORM 990-PF

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

STATEMENT 16

SEE GENERAL EXPLANATION STATEMENT 19

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 17

NAME OF MANAGER

STEPHEN D. BECHTEL, JR.
ELIZABETH H. BECHTEL

GENERAL EXPLANATION

STATEMENT 18

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.

GENERAL EXPLANATION

STATEMENT 19

FORM/LINE IDENTIFIER

FORM 990PF PT XIII LN 4C - ELECTION UNDER REG SEC 53.4942(A)-3(D)(2)

EXPLANATION:

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

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 \$92,959,023 AS BEING MADE OUT OF CORPUS.

PURSUANT TO IRC SECTION 4942(H) AND TREASURY REGULATIONS SECTION 53.4942(A)-3(C)(2)(IV), THE TAXPAYER HEREBY ELECTS TO TREAT AS CURRENT DISTRIBUTION OUT OF CORPUS \$21,266,267 WHICH WAS PREVIOUSLY DISTRIBUTED IN 2010 AND CARRIED OVER. THE TAXPAYER ALSO HEREBY ELECTS TO TREAT SUCH AMOUNT AS A DISTRIBUTION OUT OF CORPUS UNDER TREASURY REGULATIONS SECTION 53.9492(A)-3(D)(1)(III). THE TAXPAYER IS ALLOWED TO MAKE SUCH ELECTIONS BECAUSE (1) SUCH AMOUNT HAS NOT BEEN AVAILED OF FOR ANY OTHER PURPOSE BY THE TAXPAYER, (2) SUCH CORPUS DISTRIBUTION OCCURRED WITHIN THE PRECEDING FIVE YEARS, AND (3) SUCH AMOUNT WILL NOT LATER BY AVAILED OF FOR ANY OTHER PURPOSE.

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 2015 SO THAT THERE WAS NO UNDISTRIBUTABLE AMOUNT FOR 2015, AND (C) THE TAXPAYER MADE QUALIFYING DISTRIBUTIONS OUT OF CORPUS IN AMOUNT EQUAL TO 100% OF ALL CONTRIBUTIONS RECEIVED BY THE TAXPAYER DURING 2015. THEREFORE, THE TAXPAYER IS A CONDUIT PRIVATE FOUNDATION IN 2015 AND QUALIFIES AS A 50% CHARITY.

SIGNATURE OF OFFICER