

**Return of Private Foundation**

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

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**2017**

Open to Public Inspection

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

For calendar year 2017 or tax year beginning , and ending

Name of foundation <b>S. D. BECHTEL, JR. FOUNDATION</b>		<b>A Employer identification number</b> 20-3759208
Number and street (or P.O. box number if mail is not delivered to street address) <b>P. O. BOX 193809</b>	Room/suite	<b>B Telephone number</b> (415) 284-8670
City or town, state or province, country, and ZIP or foreign postal code <b>SAN FRANCISCO, CA 94119-3809</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>249,433,726.</b>	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received .....	46,251,617.		N/A	
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments .....				
	<b>4</b> Dividends and interest from securities .....	3,308,797.	3,961,563.		STATEMENT 1
	<b>5a</b> Gross rents .....				
	<b>b</b> Net rental income or (loss) .....				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10 .....	11,438,225.			
	<b>b</b> Gross sales price for all assets on line 6a .....	107,891,152.			
	<b>7</b> Capital gain net income (from Part IV, line 2) .....		12,220,774.		
	<b>8</b> Net short-term capital gain .....				
	<b>9</b> Income modifications .....				
	<b>10a</b> Gross sales less returns and allowances .....				
<b>b</b> Less: Cost of goods sold .....					
<b>c</b> Gross profit or (loss) .....					
<b>11</b> Other income .....	2,193,032.	-87,420.		STATEMENT 2	
<b>12 Total.</b> Add lines 1 through 11 .....	63,191,671.	16,094,917.			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc. ....	948,795.	121,808.		808,175.
	<b>14</b> Other employee salaries and wages .....	4,265,212.	87,265.		4,092,938.
	<b>15</b> Pension plans, employee benefits .....	1,057,787.	12,696.		1,186,831.
	<b>16a</b> Legal fees ..... STMT 3	135,930.	0.		156,838.
	<b>b</b> Accounting fees ..... STMT 4	175,383.	0.		174,340.
	<b>c</b> Other professional fees ..... STMT 5	2,140,793.	290,169.		1,938,501.
	<b>17</b> Interest .....				
	<b>18</b> Taxes ..... STMT 6	90,003.	23,116.		0.
	<b>19</b> Depreciation and depletion .....	61,880.	0.		
	<b>20</b> Occupancy .....	734,805.	36,740.		688,546.
	<b>21</b> Travel, conferences, and meetings .....	161,773.	0.		160,578.
	<b>22</b> Printing and publications .....				
	<b>23</b> Other expenses ..... STMT 7	1,142,971.	712,421.		319,739.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 .....	10,915,332.	1,284,215.		9,526,486.
	<b>25</b> Contributions, gifts, grants paid .....	94,051,143.			108,935,175.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25 .....	104,966,475.	1,284,215.		118,461,661.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements .....	-41,774,804.				
<b>b Net investment income</b> (if negative, enter -0-) .....		14,810,702.			
<b>c Adjusted net income</b> (if negative, enter -0-) .....			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		47,320,707.	38,155,339.	38,155,339.
	3	Accounts receivable	14,426,773.			
		Less: allowance for doubtful accounts		22,142,319.	14,426,773.	14,426,773.
	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		126,472.	330,009.	330,009.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 9	5,827,675.	888,008.	888,008.
	c	Investments - corporate bonds	STMT 10	0.	120,298,450.	120,298,450.
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 11	236,777,116.	73,732,621.	73,732,621.	
14	Land, buildings, and equipment: basis	404,530.				
	Less: accumulated depreciation	233,496.	205,452.	171,034.	171,034.	
15	Other assets (describe)		1,432,281.	1,431,492.	1,431,492.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)		313,832,022.	249,433,726.	249,433,726.	
Liabilities	17	Accounts payable and accrued expenses		1,495,219.	733,381.	
	18	Grants payable		126,044,001.	111,159,969.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)				
	23	<b>Total liabilities</b> (add lines 17 through 22)		127,539,220.	111,893,350.	
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		185,338,017.	136,608,329.	
	25	Temporarily restricted		954,785.	932,047.	
	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	<b>Total net assets or fund balances</b>		186,292,802.	137,540,376.		
31	<b>Total liabilities and net assets/fund balances</b>		313,832,022.	249,433,726.		

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	186,292,802.
2	Enter amount from Part I, line 27a	2	-41,774,804.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	144,517,998.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 8	5	6,977,622.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	137,540,376.

**Part IV Capital Gains and Losses for Tax on Investment Income**

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

(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))
<b>a 100,759,964.</b>		<b>93,381,068.</b>	<b>7,378,896.</b>
<b>b 4,883,562.</b>			<b>4,883,562.</b>
<b>c 2,247,626.</b>		<b>2,289,310.</b>	<b>-41,684.</b>
<b>d</b>			
<b>e</b>			

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
			<b>7,378,896.</b>
			<b>4,883,562.</b>
			<b>-41,684.</b>
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			
<b>2 Capital gain net income or (net capital loss)</b>	<b>2</b>	<b>12,220,774.</b>	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>	<b>3</b>	<b>N/A</b>	

**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 doesn't 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))
2016	124,818,300.	340,719,220.	.366338
2015	110,907,879.	368,656,625.	.300843
2014	117,688,932.	404,997,104.	.290592
2013	69,609,172.	354,127,495.	.196565
2012	61,734,495.	307,456,563.	.200791

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>1.355129</b>
<b>3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years</b>	<b>3</b>	<b>.271026</b>
<b>4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5</b>	<b>4</b>	<b>294,328,627.</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>79,770,710.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>148,107.</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>79,918,817.</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b>	<b>8</b>	<b>118,489,122.</b>

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	148,107.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	148,107.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	148,107.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	328,350.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	328,350.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9		
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	180,243.	
11 Enter the amount of line 10 to be: <b>Credited to 2018 estimated tax</b> 180,243.   <b>Refunded</b>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ <u>CA, DE</u>		
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> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 containing questions about controlled entities, distributions, public inspection requirements, and interest in foreign countries.

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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b containing questions about disqualifying acts, taxes on failure to distribute income, and excess business holdings.

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

<b>5a</b> During the year, did the foundation pay or incur any amount to:			<b>Yes</b>	<b>No</b>
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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		<b>5b</b>	<b>X</b>
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
<b>c</b>	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? <b>SEE STATEMENT 15</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		<b>6b</b>	<b>X</b>
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<b>N/A</b>	<b>7b</b>	

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

**SEE STATEMENT 14**

**1** List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
<b>SEE STATEMENT 13</b>		851,429.	97,367.	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 40.00	323,770.	65,963.	0.
ALLISON HARVEY TURNER - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM DIRECTOR 40.00	273,728.	49,192.	0.
GARY KNOBLOCK - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	SR PROGRAM OFFICER 40.00	198,000.	37,829.	0.
ARRON JIRON - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	ASSOC PROGRAM DIRECTOR 40.00	198,063.	26,345.	0.
MACY PARKER - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	SR PROGRAM OFFICER 40.00	191,674.	32,041.	0.
<b>Total</b> number of other employees paid over \$50,000				<b>29</b>

**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
WILLIAMS GROUP - 70 IONIA AVE SW, SUITE 200, GRAND RAPIDS, MI 49503 CONSULTED	CONSULTING SERVICES	462,605.
308 SHEFFIELD AVENUE, MILL VALLEY, CA 94941 RANDEL CONSULTING ASSOCIATES LLC	CONSULTING SERVICES	251,356.
9607 HILLRIDGE DRIVE, KENSINGTON, MD 20895 PRICewaterHOUSECOOPERS ADVISORY SERVICES LLC	CONSULTING SERVICES	208,635.
P.O. BOX 514038, LOS ANGELES, CA 90051 TEMESCAL ASSOCIATES	CONSULTING SERVICES	170,000.
467 RICH STREET, OAKLAND, CA 94609	CONSULTING SERVICES	142,904.
<b>Total</b> number of others receiving over \$50,000 for professional services		<b>6</b>

**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	
<b>Total.</b> Add lines 1 through 3	<b>0.</b>

**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	267,950,554.
b	Average of monthly cash balances .....	1b	30,370,235.
c	Fair market value of all other assets .....	1c	490,000.
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	298,810,789.
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	298,810,789.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) .....	4	4,482,162.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	294,328,627.
6	<b>Minimum investment return.</b> Enter 5% of line 5 .....	6	14,716,431.

**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	14,716,431.
2a	Tax on investment income for 2017 from Part VI, line 5 .....	2a	148,107.
b	Income tax for 2017. (This does not include the tax from Part VI.) .....	2b	46,244.
c	Add lines 2a and 2b .....	2c	194,351.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	14,522,080.
4	Recoveries of amounts treated as qualifying distributions .....	4	1,929.
5	Add lines 3 and 4 .....	5	14,524,009.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	14,524,009.

**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	118,461,661.
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	27,461.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4 .....	4	118,489,122.
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	148,107.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	118,341,015.

**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.

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

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				14,524,009.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	46,652,573.			
b From 2013	52,242,091.			
c From 2014	42,599,051.			
d From 2015				
e From 2016	108678316.			
f Total of lines 3a through e	250,172,031.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$118,489,122.				
a Applied to 2016, 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) **	46,252,117.			
d Applied to 2017 distributable amount				14,524,009.
e Remaining amount distributed out of corpus	57,712,996.			
5 Excess distributions carryover applied to 2017 (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	354,137,144.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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)	46,252,117.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	46,652,573.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	261,232,454.			
10 Analysis of line 9:				
a Excess from 2013	52,242,091.			
b Excess from 2014	42,599,051.			
c Excess from 2015				
d Excess from 2016	108678316.			
e Excess from 2017	57,712,996.			

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 2017, enter the date of the ruling

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

Table with 5 columns: (a) 2017, (b) 2016, (c) 2015, (d) 2014, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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 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 [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds.

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

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

c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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
<b>a Paid during the year</b>				
826 VALENCIA 826 VALENCIA STREET SAN FRANCISCO, CA 94110	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	9,680.
ACHIEVE INC 1919 M STREET NW, SUITE 450 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR NGSS INSTRUCTION AND ASSESSMENT SUPPORT FOR CALIFORNIA DISTRICTS.	168,000.
ADVANCEMENT PROJECT 1910 W. SUNSET BOULEVARD, SUITE 500 LOS ANGELES, CA 90026	NONE	PC	FUNDS TO SUPPORT THE FORMATION OF HIGH-LEVEL K-12 POLICYMAKER AND STAKEHOLDER ROUNDTABLE	300,000.
AFTERSCHOOL ALLIANCE 1616 H STREET NW, SUITE 820 WASHINGTON, DC 20006	NONE	PC	FUNDS TO FORM A CHARACTER COALITION COMMITTED TO SETTING A NATIONAL CHARACTER POLICY AGENDA.	250,000.
AMERICAN ACADEMY OF ARTS AND SCIENCES NORTON'S WOODS, 136 IRVING STREET CAMBRIDGE, MA 02138-1996	NONE	PC	FUNDS TO SUPPORT THE ACADEMY'S ANNUAL FUND.	50,000.
<b>Total SEE CONTINUATION SHEET(S)</b>				<b>108,935,175.</b>
<b>b Approved for future payment</b>				
AMERICAN ACADEMY OF ARTS AND SCIENCES NORTON'S WOODS, 136 IRVING STREET CAMBRIDGE, MA 02138-1996	NONE	PC	FUNDS FOR A NEW PROJECT TO INFORM AN ONGOING NATIONAL CONVERSATION ABOUT WHAT CONSTITUTES	1,500,000.
AMERICAN INSTITUTES FOR RESEARCH IN THE BEHAVIORAL SCIENCES 2800 CAMPUS DRIVE, SUITE 200 SAN MATEO, CA 94403	NONE	PC	FUNDS TO JOIN RESEARCHERS, PRACTITIONERS (PARTICULARLY SCHOOL DISTRICT LEADERS),	175,000.
BIG BROTHERS BIG SISTERS OF AMERICA 2502 NORTH ROCKY POINT DRIVE, SUITE 550 TAMPA, FL 33607	NONE	PC	FUNDS TO SUPPORT COMPONENTS OF BBBSAS NEW STRATEGIC PLAN, AIMED AT ENHANCING THE CAPACITIES OF THE	2,725,000.
<b>Total SEE CONTINUATION SHEET(S)</b>				<b>73,952,296.</b>





**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
AMERICAN ACADEMY OF ARTS AND SCIENCES NORTON'S WOODS, 136 IRVING STREET CAMBRIDGE, MA 02138-1996	NONE	PC	FUNDS FOR A NEW PROJECT TO INFORM AN ONGOING NATIONAL CONVERSATION ABOUT WHAT CONSTITUTES "CIVIC ENGAGEMENT," AND HOW PEOPLE GAIN THE KNOWLEDGE, SKILLS, AND VALUES NECESSARY TO PARTICIPATE AS CITIZENS IN A DEMOCRACY. THE PROJECT WILL RESULT IN A	500,000.
AMERICAN CENTER OF PHILIPPINE ARTS 1511 JEFFERSON STREET #207 OAKLAND, CA 94612	NONE	PF	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
AMERICAN CIVIL LIBERTIES 125 BROAD STREET NEW YORK, NY 10004	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	600.
AMERICAN CIVIL LIBERTIES 125 BROAD STREET NEW YORK, NY 10004	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	400.
AMERICAN HEART ASSOCIATION INC. NATIONAL CENTER, 7272 GREENVILLE AVENUE DALLAS, TX 75231	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
AMERICAN NATIONAL RED CROSS P.O. BOX 37295 WASHINGTON, DC 20013	NONE	PC	FUNDS FOR HURRICANE HARVEY RELIEF	2,000.
AMERICAN NATIONAL RED CROSS P.O. BOX 37295 WASHINGTON, DC 20013	NONE	PC	FUNDS FOR HURRICANE HARVEY RELIEF	200.
<b>Total from continuation sheets</b>				108,157,495.

**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
AMERICAN RIVERS INC 1101 14TH STREET NW, SUITE 1400 WASHINGTON, DC 20005	NONE	PC	FUNDS FOR SCALING PROGRAMS IN CALIFORNIA TO SUPPORT ORGANIZATIONAL NEEDS AND FUNDRAISING ACTIVITIES.	205,075.
AMERICAN TRAILS P.O. BOX 491797 READING, CA 96049	NONE	PC	FUNDS FOR NEXT GEN WTN EXPEDITION	1,000.
AMERICANS FOR RESPONSIBLE SOLUTIONS FOUNDATION 268 BUSH STREET #555 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
AT THE CROSSROADS 38 MASON STREET SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
AUSTIN PETS ALIVE 1156 W. CESAR CHAVEZ AUSTIN, TX 78703	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	206.
BAKERRIPLEY P.O. BOX 271389 HOUSTON, TX 77277-1389	NONE	PC	FUNDS FOR LONG-TERM DISASTER RELIEF	200.
BEYOND EMANCIPATION 675 HEGENBERGER ROAD, SUITE 100 OAKLAND, CA 94621	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	600.
<b>Total from continuation sheets</b>				

**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
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 TO SUPPORT CORE PROGRAMMING AND OPERATIONS.	110,000.
BOY SCOUTS OF AMERICA 1325 WEST WALNUT HILL LANE IRVING, TX 75015-2079	NONE	PC	FUNDS FOR THE DEVELOPMENT OF THE NATIONAL BOY SCOUT CENTER IN WEST VIRGINIA.	5,000,000.
BOY SCOUTS OF AMERICA 1325 WEST WALNUT HILL LANE IRVING, TX 75015-2079	NONE	PC	FUNDS TO SUPPORT THE CONSTRUCTION OF A PERMANENT DINING HALL AND BUNKHOUSE AT THE SUMMIT BECHTEL FAMILY RESERVE.	2,000,000.
BOY SCOUTS OF AMERICA 1325 WEST WALNUT HILL LANE IRVING, TX 75015-2079	NONE	PC	FUNDS TO IMPLEMENT A NATIONWIDE STUDY TO DEFINE AND VALIDATE ADULT PRACTICES THAT FOSTER YOUTH CHARACTER DEVELOPMENT IN SCOUTING.	2,271,946.
BOYS & GIRLS CLUBS OF AMERICA NATIONAL HEADQUARTERS, 1275 PEACHTREE STREET NE, SUITE 100 ALANTA, GA 30309-3506	NONE	PC	FUNDS TO SUPPORT BGCA'S STRATEGY FOR IMPROVING THE CLUB EXPERIENCE: A \$67 MILLION FIVE-YEAR INITIATIVE TO IMPROVE QUALITY IN CLUBS ACROSS THE NATION. THE UP TO \$20 MILLION REQUESTED FROM THE FOUNDATION WILL FUND COMPONENTS OF THIS INITIATIVE THAT LEVERAGE	5,106,601.
BOYS & GIRLS CLUBS OF AMERICA NATIONAL HEADQUARTERS, 1275 PEACHTREE STREET NE, SUITE 100 ALANTA, GA 30309-3506	NONE	PC	FUNDS TO SUPPORT BGCA'S STRATEGY FOR IMPROVING THE CLUB EXPERIENCE: A \$67 MILLION FIVE-YEAR INITIATIVE TO IMPROVE QUALITY IN CLUBS ACROSS THE NATION. THE UP TO \$20 MILLION REQUESTED FROM THE FOUNDATION WILL FUND COMPONENTS OF THIS INITIATIVE THAT LEVERAGE	2,149,056.
<b>Total from continuation sheets</b>				

**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
BROOKINGS INSTITUTION 1775 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20036	NONE	PC	FUNDS GIVEN AT THE REQUEST OF ALAN M. DACHS AS PART OF THE DIRECTOR'S GRANT PROGRAM TO SUPPORT THE FOREIGN POLICY PROGRAM.	50,000.
CAL POLY CORPORATION ONE GRAND AVENUE SAN LUIS OBISPO, CA 93407-0830	NONE	PC	FUNDS TO SUPPORT CAL POLY, SAN LUIS OBISPO AND LUCIA MAR UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	200,000.
CALIFORNIA ACADEMY OF SCIENCE 55 MUSIC CONCOURSE DRIVE, GOLDEN GATE PARK SAN FRANCISCO, CA 94118	NONE	PC	FUNDS TO SUPPORT THE ENVIRONMENTAL LITERACY INITIATIVE, A COMBINATION OF IN-PERSON AND DIGITAL SCIENCE EDUCATION ACTIVITIES DESIGNED FOR K-12 STUDENTS, TEACHERS, AND THE GENERAL PUBLIC THROUGHOUT CALIFORNIA AND THE U.S.	750,000.
CALIFORNIA COUNTY SUPERINTENDENTS EDUCATIONAL SERVICES ASSOCIATION 1121 L STREET, SUITE 510 SACRAMENTO, CA 95814	NONE	PC	FUNDS TO SUPPORT CCSESA'S COMMUNITIES OF PRACTICE AND COLLABORATION COMMITTEES ON MATH AND SCIENCE STANDARDS IMPLEMENTATION.	2,000,000.
CALIFORNIA COUNTY SUPERINTENDENTS EDUCATIONAL SERVICES ASSOCIATION 1121 L STREET, SUITE 510 SACRAMENTO, CA 95814	NONE	PC	FUNDS TO SUPPORT CCSESA'S TWO COMMUNITIES OF PRACTICE, IN MATH AND SCIENCE, SO THAT CALIFORNIA'S 58 COUNTY OFFICES OF EDUCATION CAN BETTER SUPPORT MATH AND SCIENCE STANDARDS IMPLEMENTATION ACROSS ALL DISTRICTS IN THE STATE.	350,000.
CALIFORNIA HISTORICAL SOCIETY 678 MISSION STREET SAN FRANCISCO, CA 94105-4014	NONE	PC	FUNDS FOR REFRAMING AMERICAN COLONIAL HISTORY INITIATIVE AND THE GALA IN HONOR OF GEORGE SHULTZ.	50,000.
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 EAST CALIFORNIA BOULEVARD, MAIL CODE 202-31 PASADENA, CA 91125	NONE	PC	FUNDS TO SUPPORT THE TRUSTEE ANNUAL FUND.	50,000.
<b>Total from continuation sheets</b>				

**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 SCHOOL AGE CONSORTIUM 1918 UNIVERSITY AVENUE, SUITE 4B OAKLAND, CA 94704	NONE	PC	FUNDS TO SUPPORT THE CALIFORNIA SCHOOL-AGE CONSORTIUM'S ONGOING EFFORTS TO GROW THE CAPACITY OF EXPANDED LEARNING PRACTITIONERS TO LEAD AND MODEL GOOD CHARACTER FOR YOUTH.	275,000.
CALIFORNIA SCHOOL BOARDS FOUNDATION 3251 BEACON BLVD WEST SACRAMENTO, CA 95691	NONE	PC	FUNDS TO SUPPORT SCHOOL BOARD MEMBERS TO CHAMPION STEM ISSUES IN THEIR DISTRICTS.	229,522.
CALIFORNIA STATE UNIVERSITY CHANNEL ISLANDS FOUNDATION ONE UNIVERSITY DRIVE CAMARILLO, CA 93012	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, CHANNEL ISLANDS, UNIVERSITY PREPARATION CHARTER SCHOOL, AND OCEAN VIEW SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	200,000.
CALIFORNIA STATE UNIVERSITY DOMINGUEZ HILLS FOUNDATION 1000 EAST VICTORIA STREET CARSON, CA 90747	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, DOMINGUEZ HILLS AND LOS ANGELES UNIFIED HIGH SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	396,633.
CALIFORNIA STATE UNIVERSITY FOUNDATION 401 GOLDEN SHORE, 6TH FLOOR LONG BEACH, CA 90802	NONE	PC	FUNDS TO SUPPORT DATA SYSTEMS AT THE CSU CENTER FOR TEACHER QUALITY, LEADING TO CONTINUOUS IMPROVEMENT OF TEACHER PREPARATION PROGRAMS.	229,992.
CALIFORNIA STATE UNIVERSITY FOUNDATION 401 GOLDEN SHORE, 6TH FLOOR LONG BEACH, CA 90802	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.
CALIFORNIA STATE UNIVERSITY FOUNDATION 401 GOLDEN SHORE, 6TH FLOOR LONG BEACH, CA 90802	NONE	PC	FUNDS FOR HARVARD STRATEGIC DATA FELLOW TO BUILD CAPACITY FOR THE CSU CENTER FOR TEACHER QUALITY TO IMPROVE SYSTEM-WIDE DATA SYSTEMS.	75,000.
<b>Total from continuation sheets</b> .....				

**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 STATE UNIVERSITY FRESNO FOUNDATION OFFICE OF RESEARCH AND SPONSORED PROGRAMS FRESNO, CA 93726-1852	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, FRESNO, FRESNO UNIFIED SCHOOL DISTRICT, SANGER UNIFIED SCHOOL DISTRICT, AND CENTRAL UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS	400,000.
CALIFORNIA STATE UNIVERSITY LONG BEACH RESEARCH FOUNDATION 6300 STATE UNIVERSITY DRIVE, SUITE #332 LONG BEACH, CA 90815-4670	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, LONG BEACH AND LONG BEACH UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	400,000.
CALIFORNIA STATE UNIVERSITY, STANISLAUS ONE UNIVERSITY CIRCLE TURLOCK, CA 95382	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, STANISLAUS, TURLOCK UNIFIED SCHOOL DISTRICT, AND CERES UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	300,000.
CALIFORNIA TROUT 360 PINE STREET, 4TH FLOOR SAN FRANCISCO, CA 94104-3219	NONE	PC	FUNDS FOR OPERATIONAL INFRASTRUCTURE INVESTMENT AND STRATEGIC PLANNING.	85,000.
CALIFORNIANS DEDICATED TO EDUCATION FOUNDATION 260 MAIN STREET, SUITE 200 REDWOOD CITY, CA 94063	NONE	PC	FUNDS TO CONTINUE SUPPORTING THE LABOR MANAGEMENT INITIATIVE, CALIFORNIA'S FIRST SYSTEMATIC ATTEMPT TO BUILD COLLABORATIVE RELATIONSHIPS BETWEEN TEACHERS AND ADMINISTRATORS ACROSS THE STATE.	250,000.
CALIFORNIANS DEDICATED TO EDUCATION FOUNDATION 260 MAIN STREET, SUITE 200 REDWOOD CITY, CA 94063	NONE	PC	FUNDS TO ADVANCE CALIFORNIA'S STATE-LEVEL LEADERSHIP ON SOCIAL-EMOTIONAL LEARNING.	125,000.
CALMATTERS 1017 L STREET #261 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR CALMATTERS TO CONTINUE PRODUCING INNOVATIVE JOURNALISM AND EXPAND THE REACH OF ITS STORIES TO CEMENT ITS POSITION AS AN INTEGRAL PART OF CALIFORNIA'S CIVIC LIFE.	50,000.
<b>Total from continuation sheets</b>				

**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
CAMP FIRE 1801 MAIN STREET, SUITE 200 KANSAS CITY, MO 64108	NONE	PC	FUNDS FOR INTERIM CAPACITY BUILDING.	143,010.
CAMP FIRE 1801 MAIN STREET, SUITE 200 KANSAS CITY, MO 64108	NONE	PC	FUNDS TO STRENGTHEN CAMP FIRE NATIONAL HEADQUARTERS CAPACITY TO SUPPORT COUNCILS IN THEIR ABILITY TO PROVIDE SUSTAINABLE, HIGH QUALITY CHARACTER BUILDING PROGRAMS TO THEIR LOCAL COMMUNITIES.	640,069.
CANAL ALLIANCE 91 LARKSPUR STREET SAN RAFAEL, CA 94901	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
CATHOLIC FOUNDATION FOR THE DIOCESE OF OAKLAND 2121 HARRISON STREET, SUITE 100 OAKLAND, CA 94612	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	2,500.
CENTER FOR EFFECTIVE PHILANTHROPY INC 675 MASSACHUSETTS AVENUE, 7TH FLOOR CAMBRIDGE, MA 02139	NONE	PC	FUNDS FOR CEP TO CONTINUE AND BUILD UPON ONGOING RESEARCH WORK, AS WELL AS STEP UP EFFORTS TO DISSEMINATE RESEARCH FINDINGS TO INDIVIDUALS OR ORGANIZATIONS OPERATING OUTSIDE OF THE REALM OF TRADITIONAL PHILANTHROPY STRUCTURES.	125,000.
CENTER FOR EFFECTIVE PHILANTHROPY INC 675 MASSACHUSETTS AVENUE, 7TH FLOOR CAMBRIDGE, MA 02139	NONE	PC	FUNDS TO DEVELOP COMPARATIVE DATA ON FOUNDATION OPERATIONS FOR BOTH PERPETUAL AND LIMITED-LIFE FOUNDATIONS, AND TO EXPLORE THE LINKS BETWEEN OPERATIONS AND FOUNDATION EFFECTIVENESS.	35,000.
CENTER FOR EFFECTIVE PHILANTHROPY INC 675 MASSACHUSETTS AVENUE, 7TH FLOOR CAMBRIDGE, MA 02139	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
<b>Total from continuation sheets</b>				

**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
CENTER FOR STRATEGIC AND INTERNATIONAL STUDIES INC 1616 RHODE ISLAND AVENUE NW WASHINGTON, DC 20036	NONE	PC	FUNDS FOR MEMBERSHIP IN THE CSIS SAN FRANCISCO ROUNDTABLE. ALL BENEFITS WAIVED.	5,000.
CENTER FOR THE NEW ECONOMY INC P.O. BOX 9024240 OLD SAN JUAN, PR 00902-4240	NONE	PC	FUNDS FOR PUERTO RICO RECOVERY FUND	1,000.
CENTER FOR THE NEW ECONOMY INC P.O. BOX 9024240 OLD SAN JUAN, PR 00902-4240	NONE	PC	FUNDS FOR PUERTO RICO RECOVERY FUND	1,000.
CENTRAL VALLEY COMMUNITY FOUNDATION 5260 N PALM AVE, SUITE 122 FRESNO, CA 93704	NONE	PC	FUNDS TO BUILD REGIONAL CAPACITY TO ADVANCE SUSTAINABLE WATER MANAGEMENT AND TO WORK WITH A COHORT OF COMMUNITY FOUNDATIONS TO PROMOTE LONG-TERM WATER MANAGEMENT SOLUTIONS STATEWIDE.	70,000.
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.
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.	600,000.
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.
<b>Total from continuation sheets</b>				

**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
CLIMATE CONSERVATION PO BOX 1587 BOZEMAN, MT 59771	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT FOR THE PRACTITIONERS NETWORK FOR LARGE LANDSCAPE CONSERVATION.	25,000.
CLIMATE RIDE INC 111 N. HIGGINS AVENUE SUITE 415 MISSOULA, MT 59802	NONE	PC	FUNDS FOR JOSEPH STEINBERGER'S RIDE FOR WALK SAN FRANCISCO FOUNDATION	100.
CNATURENET 808 14TH AVENUE SE MINNEAPOLIS, MN 55414	NONE	PC	FUNDS TO ELEVATE CHARACTER THROUGH THE CHILDREN AND NATURE NETWORK.	30,000.
COACHING CORPS 310 8TH STREET, SUITE 300 OAKLAND, CA 94607	NONE	PC	FUNDS TO SUPPORT THE DEVELOPMENT OF A MULTI-TIERED COACH TRAINING SYSTEM THAT IMPROVES ADULT PRACTICE IN AFTER-SCHOOL SPORTS PROGRAMS IN ORDER TO FOSTER SPECIFIC CHARACTER TRAITS IN YOUTH.	605,000.
COACHING CORPS 310 8TH STREET, SUITE 300 OAKLAND, CA 94607	NONE	PC	FUNDS TO SUPPORT THE DEVELOPMENT OF A TRAINING EXTENSION TO THE COACHING FOR CHARACTER TRAINING AND SUPPORT PROGRAM.	250,000.
COASTAL MARINE RESOURCE C 61 9TH STREET, SUITE C3 BROOKLYN, NY 11215	NONE	PC	FUNDS FOR RESILIENT POWER PUERTO RICO	1,000.
COLLABORATIVE FOR ACADEMIC SOCIAL AND EMOTIONAL LEARNING - CASEL 815 WEST VAN BUREN STREET, SUITE 210 CHICAGO, IL 60607	NONE	PC	FUNDS TO SUPPORT THE CROSS-FIELD SEL ASSESSMENT WORKGROUP.	350,000.
<b>Total from continuation sheets</b>				

**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
COLLABORATIVE FOR ACADEMIC SOCIAL AND EMOTIONAL LEARNING - CASEL 815 WEST VAN BUREN STREET, SUITE 210 CHICAGO, IL 60607	NONE	PC	FUNDS TO SUPPORT SPONSORSHIP OF THE 2017 CASEL CROSS DISTRICT LEARNING EVENT, WHICH WILL FOCUS ON SYSTEMIC DISTRICT SEL PRACTICES.	60,000.
COMMONWEAL PO BOX 316 BOLINAS, CA 94924	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	100.
COMMONWEALTH CLUB OF CALIFORNIA 555 POST STREET SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR THE GRAND OPENING CELEBRATIONS OF THE COMMONWEALTH CLUB'S NEW HOME AT 110 THE EMBARCADERO.	25,000.
COMMUNITY FOUNDATION OF THE NAPA VALLEY 3299 CLAREMONT WAY, SUITE 2 NAPA, CA 94558	NONE	PC	FUNDS FOR NAPA VALLEY FIRE RELIEF FOR UNDERPRIVILEGED IN NEED	1,000.
COMMUNITY FOUNDATION SONOMA COUNTY 120 STONY POINT ROAD, SUITE 220 SANTA ROSA, CA 95401	NONE	PC	FUNDS FOR SONOMA COUNTY RESILIENCE FUND	1,000.
COMMUNITY PARTNERS INTERNATIONAL 2560 NINTH STREET #315B BERKELEY, CA 94710	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
COMMUNITY SCIENCE WORKSHOP NETWORK PO BOX 1307 SANGER, CA 93657	NONE	PC	FUNDS TO SUPPORT CAPACITY BUILDING IN BACKBONE ORGANIZATION THAT SUPPORTS COMMUNITY STEM CENTERS IN UNDERSERVED CALIFORNIA COMMUNITIES.	49,994.
<b>Total from continuation sheets</b>				

**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
COMPASS FAMILY SERVICES 49 POWELL STREET, 3RD FLOOR SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	800.
CONSULTATIVE GROUP ON BIOLOGICAL DIVERSITY PO BOX 29361 SAN FRANCISCO, CA 94129	NONE	PC	FUNDS FOR 2017 MEMBERSHIP DUES.	32,500.
CONTRA COSTA BALLET FOUNDATION 2040 NORTH BROADWAY WALNUT CREEK, CA 94596	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	350.
COOKING PROJECT 36 WAVERLY PLACE, SUITE 2 SAN FRANCISCO, CA 94108	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	5,700.
COOPERATIVE FOR ASSISTANCE AND RELIEF EVERYWHERE, INC. - CARE 151 ELLIS STREET, NE ATLANTA, GA 30303	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
CORA COMMUNITY OVERCOMING RELATIONSHIP ABUSE 2211 PALM AVENUE SAN MATEO, CA 94403	NONE	PC	FUNDS IN HONOR OF HANA MA	100.
CORA COMMUNITY OVERCOMING RELATIONSHIP ABUSE 2211 PALM AVENUE SAN MATEO, CA 94403	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
<b>Total from continuation sheets</b>				

**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
CORA COMMUNITY OVERCOMING RELATIONSHIP ABUSE 2211 PALM AVENUE SAN MATEO, CA 94403	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,040.
CORE DISTRICTS 1107 9TH STREET, SUITE 500 SACRAMENTO, CA 95814	NONE	PC	FUNDS TO ADVANCE THE SOCIAL-EMOTIONAL LEARNING (SEL) PROGRAM WITH A FOCUS ON CONTINUOUS IMPROVEMENT, USE OF DATA, AND STRATEGIC COMMUNICATIONS WITHIN THE CALIFORNIA OFFICE OF EDUCATION REFORM (CORE) DISTRICTS.	500,000.
CORE DISTRICTS 1107 9TH STREET, SUITE 500 SACRAMENTO, CA 95814	NONE	PC	FUNDS TO SUPPORT CORE 3.0, WITH A FOCUS ON ADVANCING STUDENTS' SOCIAL-EMOTIONAL LEARNING.	350,000.
CORO NORTHERN CALIFORNIA INC. 233 SANSOME STREET, SUITE 400 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR DEVELOPMENT OF THE WATER SOLUTIONS NETWORK AND IMPLEMENTATION OF THE FIRST COHORT.	280,000.
CORO NORTHERN CALIFORNIA INC. 233 SANSOME STREET, SUITE 400 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS TO WORK WITH WATER EDUCATION FOR LATINO LEADERS AND DIG IN TO PLAN IMPLEMENTATION OF THE CALIFORNIA WATER FELLOWS PROGRAM.	50,000.
CORO NORTHERN CALIFORNIA INC. 233 SANSOME STREET, SUITE 400 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR DEVELOPMENT OF THE WATER SOLUTIONS NETWORK AND IMPLEMENTATION OF THE FIRST COHORT.	280,000.
CORPUS CHRISTI CATHOLIC CHURCH 322 ST. JAMES DRIVE PIEDMONT, CA 94611	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	7,768.
<b>Total from continuation sheets</b>				

**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
COUNCIL ON FOUNDATIONS INC 2121 CRYSTAL DRIVE, SUITE 700 ARLINGTON, VA 22202	NONE	PC	FUNDS FOR 2017 ANNUAL MEMBERSHIP RENEWAL.	21,600.
CRYSTAL SPRINGS UPLANDS SCHOOL 400 UPLANDS DRIVE HILLSBOROUGH, CA 94010	NONE	PC	FUNDS GIVEN AT THE REQUEST OF BOB PECK AS PART OF THE DIRECTORS GRANT PROGRAM DESIGNATED FOR FINANCIAL AID.	100,000.
CSU BAKERSFIELD AUXILIARY FOR SPONSORED PROGRAMS ADMINISTRATION 9001 STOCKDALE HIGHWAY, MAIL STOP: 24 DDH BAKERSFIELD, CA 93311-1022	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, BAKERSFIELD AND BAKERSFIELD CITY SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	300,000.
CSU FULLERTON AUXILIARY SERVICES CORPORATION 1121 N. STATE COLLEGE BOULEVARD FULLERTON, CA 92831-3014	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, FULLERTON, FULLERTON SCHOOL DISTRICT, AND ANAHEIM UNION HIGH SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	400,000.
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.	99,860.
DINUBA UNIFIED SCHOOL DISTRICT 1327 E. EL MONTE WAY DINUBA, CA 93618	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.	487,135.
DIRECT RELIEF 27 S. LA PATERA LANE SANTA BARBARA, CA 93117	NONE	PC	FUNDS FOR PUERTO RICO	400.

Total from continuation sheets

**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
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	500.
EAST BAY ZOOLOGICAL SOCIETY 9777 GOLF LINKS ROAD OAKLAND, CA 94605	NONE	PC	FUNDS FOR CALIFORNIA TRAILS	5,000.
EDUCATION OUTSIDE 135 VAN NESS AVENUE, SUITE 408 SAN FRANCISCO, CA 94109	NONE	PC	FUNDS TO SUPPORT EDUCATION OUTSIDE, A NONPROFIT COMMITTED TO ADVANCING SCIENCE IN PUBLIC SCHOOLS THROUGH SCHOOL GARDENS.	200,000.
EDUCATION TRUST INC 1814 FRANKLIN STREET, SUITE 600 OAKLAND, CA 94612	NONE	PC	FUNDS TO ENSURE EXTENSIVE DISSEMINATION OF REPORT AND ITS FINDINGS WITHIN BOTH THE SCIENCE EDUCATION AND BILINGUAL EDUCATION COMMUNITIES.	9,840.
EDUCATION TRUST INC 1814 FRANKLIN STREET, SUITE 600 OAKLAND, CA 94612	NONE	PC	FUNDS TO ADVANCE EQUITY IN EDUCATION FOR CALIFORNIA STUDENTS THROUGH ADVOCACY, POLICY, AND RESEARCH	325,000.
EL PUENTE DE WILLIAMSBURG 211 S. 4TH STREET BROOKLYN, NY 11211	NONE	PC	FUNDS FOR HURRICANE RELIEF FOR PUERTO RICO AND/OR EMERGENCY SOLAR ENERGY FUND AS NEEDED	1,000.
<b>Total from continuation sheets</b> .....				

**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
ELK GROVE UNIFIED SCHOOL DISTRICT 9510 ELK GROVE-FLORIN ROAD ELK GROVE, CA 95624	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.	907,982.
ELLA BAKER CENTER FOR HUMAN RIGHTS IN CALIFORNIA 1970 BROADWAY, SUITE 1125 OAKLAND, CA 94612	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
ELLA BAKER CENTER FOR HUMAN RIGHTS IN CALIFORNIA 1970 BROADWAY, SUITE 1125 OAKLAND, CA 94612	NONE	PC	FUNDS FOR RESTORE OAKLAND	2,100.
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE	PC	FUNDS TO DEVELOP THE CENTRAL VALLEY HABITAT EXCHANGE, WHICH WILL USE EXISTING MITIGATION FUNDS TO INCENTIVIZE RANCHERS AND FARMERS TO RESTORE, PROTECT AND STEWARD CRITICAL WILDLIFE HABITAT.	1,340,000.
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.
<b>Total from continuation sheets</b>				

**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
ENVIRONMENTAL GRANTMAKERS ASSOCIATION 475 RIVERSIDE DRIVE, SUITE 960 NEW YORK, NY 10115	NONE	PC	FUNDS FOR 2017 MEMBERSHIP DUES.	33,835.
ENVISION EXCELLENCE IN STEM EDUCATION 2108 LAMBERTON ROAD CLEVELAND HEIGHTS, OH 44118	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP FOR PARTICIPATION IN THE STEM FUNDERS NETWORK.	25,000.
EPISCOPAL CHARITIES INC 1055 TAYLOR STREET SAN FRANCISCO, CA 94108	NONE	PC	FUNDS FOR RESTRICTED GENERAL SUPPORT	500.
EQUAL JUSTICE INITIATIVE 122 COMMERCE STREET MONTGOMERY, AL 36104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
EQUAL JUSTICE INITIATIVE 122 COMMERCE STREET MONTGOMERY, AL 36104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	800.
EXODUS3 15182 CHAMPAGNE CIRCLE IRVINE, CA 92604	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
FILOLI CENTER 86 CANADA ROAD WOODSIDE, CA 94062-2143	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	5,000.

Total from continuation sheets .....

**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 CENTER 312 SUTTER STREET, #606 SAN FRANCISCO, CA 94108	NONE	PC	FUNDS TO BUILD FOUNDATION CENTER'S ORGANIZATIONAL CAPACITY AND EXPAND THE PUBLIC'S UNDERSTANDING OF PHILANTHROPY.	17,500.
FRIENDS OF PERALTA HACIENDA HISTORICAL PARK 2465 34TH AVENUE OAKLAND, CA 94601	NONE	PC	FUNDS FOR THE 2017 KHMER NEW YEAR FESTIVAL	5,400.
FRIENDS OF THE WORLD FOOD PROGRAM INC 1725 EYE STREET NW, SUITE 510 WASHINGTON, DC 20006	NONE	PC	FUNDS FOR RESTRICTED GENERAL SUPPORT	1,000.
FUNDERS NETWORK FOR SMART GROWTH AND LIVABLE COMMUNITIES INC. 1500 SAN REMO AVENUE, SUITE 249 CORAL GABLES, FL 33146	NONE	PC	FUNDS FOR MEMBERS OF THE COMMUNITY FOUNDATION WATER INITIATIVE TO SPEND ON COLLABORATIVE PROJECTS AND ACTIVITIES.	250,000.
FUNDERS NETWORK FOR SMART GROWTH AND LIVABLE COMMUNITIES INC. 1500 SAN REMO AVENUE, SUITE 249 CORAL GABLES, FL 33146	NONE	PC	FUNDS FOR FISCAL SPONSORSHIP & COORDINATION OF THE COMMUNITY FOUNDATION WATER INITIATIVE.	52,200.
FUNDERS NETWORK FOR SMART GROWTH AND LIVABLE COMMUNITIES INC. 1500 SAN REMO AVENUE, SUITE 249 CORAL GABLES, FL 33146	NONE	PC	FUNDS TO SUPPORT SMART GROWTH CALIFORNIA, A NETWORK OF PHILANTHROPIC ORGANIZATIONS ADVANCING SUSTAINABLE COMMUNITIES IN CALIFORNIA.	57,500.
FUTURES WITHOUT VIOLENCE 100 MONTGOMERY STREET, THE PRESIDIO SAN FRANCISCO, CA 94129	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
<b>Total from continuation sheets</b>				

**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
GARDEN GROVE UNIFIED SCHOOL DISTRICT 10331 STANFORD AVENUE GARDEN GROVE, CA 92840	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.	1,069,840.
GEORGE BUSH PRESIDENTIAL LIBRARY FOUNDATION P.O. BOX 14141 COLLEGE STATION, TX 77841-4141	NONE	PC	RECOVERY FROM HURRICANE MARIA (PUERTO RICO/USVI)	1,000.
GIRLS INCORPORATED OF ALAMEDA COUNTY 510 16TH STREET OAKLAND, CA 94612	NONE	PC	FUNDS FOR RESTRICTED GENERAL SUPPORT	1,000.
GIRLS INCORPORATED 120 WALL STREET, FLOOR 18 NEW YORK, NY 10005	NONE	PC	FUNDS TO SUPPORT TWO MAJOR ELEMENTS OF GIRLS INC.'S 2016 - 2020 STRATEGIC PLAN: FIRST, TO DEVELOP AND IMPLEMENT A LEARNING MANAGEMENT SYSTEM TO FACILITATE THE TRAINING AND SUPPORT OF THE ADULT PROFESSIONALS AND VOLUNTEERS OF AFFILIATES WHO DIRECTLY SERVE GIRLS	3,709,518.
GLOBALGIVING FOUNDATION INC 1110 VERMONT AVENUE NW, SUITE 550 WASHINGTON, DC 20005	NONE	PC	FUNDS FOR PUERTO RICO & CARIBBEAN HURRICANE RELIEF FUND	1,000.
GLOBALGIVING FOUNDATION INC 1110 VERMONT AVENUE NW, SUITE 550 WASHINGTON, DC 20005	NONE	PC	FUNDS FOR PUERTO RICO AND CARIBBEAN HURRICANE RELIEF FUND	1,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY 201 FORT MASON, 3RD FLOOR SAN FRANCISCO, CA 94123	NONE	PC	FUNDS FOR A COMMUNITY OF PRACTITIONERS TO CONVENE AROUND THE TOPIC OF COLLABORATION FOR LARGE LANDSCAPE CONSERVATION.	100,000.
<b>Total from continuation sheets</b>				

**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
GOLDEN GATE NATIONAL PARKS CONSERVANCY 201 FORT MASON, 3RD FLOOR SAN FRANCISCO, CA 94123	NONE	PC	FUNDS FOR THE TAMALPAIS LANDS COLLABORATIVE, A CROSS-SECTOR EFFORT TO COORDINATE LAND STEWARDSHIP ACTIVITIES IN THE TAMALPAIS REGION OF MARIN COUNTY.	134,400.
GRADUATE THEOLOGICAL UNION 2400 RIDGE ROAD BERKELEY, CA 94709	NONE	PC	FUNDS GIVEN AT THE REQUEST OF JOHN WEISER AS PART OF THE DIRECTORS GRANT PROGRAM DESIGNATED FOR THE CENTER FOR ISLAMIC STUDIES.	50,000.
GRANTMAKERS CONCERNED WITH IMMIGRANTS AND REFUGEES P.O. BOX 1100 SEBASTOPOL, CA 95473-1100	NONE	PC	FUNDS FOR UNDOCUFUND FOR FIRE RELIEF IN SONOMA COUNTY	1,000.
GRANTMAKERS CONCERNED WITH IMMIGRANTS AND REFUGEES P.O. BOX 1100 SEBASTOPOL, CA 95473-1100	NONE	PC	FUNDS FOR UNDOCUFUND	1,000.
GRANTMAKERS CONCERNED WITH IMMIGRANTS AND REFUGEES P.O. BOX 1100 SEBASTOPOL, CA 95473-1100	NONE	PC	FUNDS FOR UNDOCUFUND FIRE RELIEF	1,000.
GRANTMAKERS FOR EDUCATION 851 SW 6TH AVENUE, SUITE 350 PORTLAND, OR 97204	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL.	19,500.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET NW, SUITE 404 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL.	15,000.
<b>Total from continuation sheets</b>				

**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 EFFECTIVE ORGANIZATIONS 1725 DESALES STREET NW, SUITE 404 WASHINGTON, DC 20036	NONE	PC	FUNDS TO SUPPORT GEO'S CAPACITY BUILDING/RESILIENCY.	75,000.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1726 DESALES STREET NW, SUITE 404 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR GEO'S 2018 NATIONAL CONFERENCE TAKING PLACE APRIL 30 AND MAY 2, 2018.	50,000.
GREATER WASHINGTON EDUCATIONAL TELECOMMUNICATIONS ASSOCIATION INC 3939 CAMPBELL AVENUE ARLINGTON, VA 22206	NONE	PC	FUNDS TO SUPPORT THE NEWSHOURS STEM JOURNALISM.	300,000.
GUIDE DOGS FOR THE BLIND INC 350 LOS RANCHITOS ROAD SAN RAFAEL, CA 94903	NONE	PC	FUNDS GIVEN IN FOND MEMORY OF ELAINE RUTLEY HAMMILL.	5,000.
GUIDESTAR USA INC 4801 COURTHOUSE STREET, SUITE 220 WILLIAMSBURG, VA 23188-2678	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	10,000.
HEAD-ROYCE SCHOOL 4315 LINCOLN AVENUE OAKLAND, CA 94602	NONE	PC	FUNDS FOR THE SOUTH CAMPUS DEVELOPMENT PROJECT, WHICH INCLUDES NEW CONSTRUCTION, RENOVATIONS, LANDSCAPING, AND INFRASTRUCTURE IMPROVEMENTS.	1,000,000.
HEAD-ROYCE SCHOOL 4315 LINCOLN AVENUE OAKLAND, CA 94602	NONE	PC	FUNDS TO PROVIDE IMMEDIATE SUPPORT FOR CURRENT SCHOOL YEAR PROGRAMS.	15,000.
<b>Total from continuation sheets</b> .....				

**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
HORIZONS FOUNDATION 550 MONTGOMERY STREET, SUITE 700 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS DESIGNATED FOR NOHATESF FUND.	400.
INDEPENDENT SECTOR CL#500058, PO BOX 5007 MERRIFIELD, VA 22116-5007	NONE	PC	FUNDS FOR 2017 ANNUAL MEMBERSHIP RENEWAL.	17,150.
INNOVATION NETWORK INC. 1625 K STREET NW, SUITE 1050 WASHINGTON, DC 20006	NONE	PC	FUNDS FOR THE CENTER FOR EVALUATION INNOVATION TO ENGAGE CONSULTANTS TO REFINE THE CENTER'S OVERALL STRATEGY AND DEVELOP A STRATEGIC COMMUNICATIONS PLAN.	10,000.
INSTITUTE OF ART THERAPY INC. 200 N. GREENSBORO STREET, D-6 CARRBORO, NC 27510	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
INTERNATIONAL COMMUNITY OF KHMER BUDDHIST MONKS CENTER 633 DOUGLAS AVENUE OAKLAND, CA 94603	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
INTERNATIONAL RESCUE COMM 122 EAST 42ND STREET NEW YORK, NY 10168-0002	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
INTERNATIONAL RESCUE COMM 122 EAST 42ND STREET NEW YORK, NY 10168-0002	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
<b>Total from continuation sheets</b>				

**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
JEWISH STUDIO PROJECT 940 DWIGHT WAY, #13B BERKELEY, CA 94710	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	720.
JUSTICE NOW 37 TURK ST #370 SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR TGI JUSTICE PROJECT	100.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	500.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	100.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	100.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	150.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	PC	FUNDS FOR KQED SCIENCE, A MULTIMEDIA SERIES DESIGNED TO IMPROVE SCIENCE AND ENVIRONMENTAL LITERACY AMONG AUDIENCES, OUT-OF-SCHOOL TIME (OST) STAFF, EDUCATORS, AND STUDENTS, AND WHICH COMBINES KQEDS TELEVISION, RADIO, WEB, AND EDUCATION DIVISIONS.	100,000.
<b>Total from continuation sheets</b> .....				

**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	266.
LAFAYETTE PARTNERS IN EDUCATION P. O. BOX 923 LAFAYETTE, CA 94549	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	2,000.
LAND TRUST ALLIANCE INCORPORATED 1250 H STREET NW, SUITE 600 WASHINGTON, DC 20005	NONE	PC	FUNDS TO RE-ENVISION, REVISE, AND REINVIGORATE EDUCATION AND ACCREDITATION PROGRAMS AND HARNESS NEW STATE-OF-THE-ART TECHNOLOGY TO PREPARE LAND TRUSTS FOR THE NEXT DECADE AND FOSTER THEIR CONTINUOUS LEARNING AND IMPROVEMENT.	523,700.
LAND TRUST ALLIANCE INCORPORATED 1250 H STREET NW, SUITE 600 WASHINGTON, DC 20005	NONE	PC	FUNDS TO BUILD THE CAPACITY OF THE LAND TRUST ALLIANCE'S WESTERN REGIONAL PROGRAM.	315,400.
LATINO COMMUNITY FOUNDATION RUSS BUILDING, 235 MONTGOMERY STREET #1160 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
LATINO COMMUNITY FOUNDATION RUSS BUILDING, 235 MONTGOMERY STREET #1160 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR NORCAL FIRE RELIEF FUND	1,000.
LATINO COMMUNITY FOUNDATION RUSS BUILDING, 235 MONTGOMERY STREET #1160 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR FIRE VICTIMS IN SANTA ROSA, SONOMA, AND CALISTOGA	1,000.
<b>Total from continuation sheets</b>				

**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
LATINO COMMUNITY FOUNDATION RUSS BUILDING, 235 MONTGOMERY STREET #1160 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR PUERTO RICO HURRICANE RELIEF AND/OR NORCAL WILDFIRE RELIEF FUND TO BE ALLOCATED BY LATINO COMMUNITY FOUNDATION BASED ON CURRENT NEED.	1,000.
LEARNING POLICY INSTITUTE 1530 PAGE MILL ROAD, SUITE 200 PALO ALTO, CA 94304	NONE	PC	FUNDS FOR POLICY RESEARCH AND PRACTICE ACTIVITIES THAT ADVANCE STEM EDUCATION AND CHARACTER DEVELOPMENT IN CALIFORNIA.	839,118.
LEUKEMIA & LYMPHOMA SOCIETY 3 INTERNATIONAL DRIVE, SUITE 200 RYE BROOK, NY 10573	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	100.
LINDSAY WILDLIFE MUSEUM 1931 FIRST AVENUE WALNUT CREEK, CA 94597	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
LONG BEACH UNIFIED SCHOOL DISTRICT 1515 HUGHES WAY LONG BEACH, CA 90810	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.	732,535.
MASS DESIGN GROUP 334 BOYLSTON STREET, SUITE 400 BOSTON, MA 02116	NONE	PC	FUNDS FOR A COLLABORATIVE PROJECT WITH THE ATLANTIC PHILANTHROPIES TO ASSESS THE IMPACT OF SELECT CAPITAL GRANTS, AND TO DEVELOP A TOOLKIT TO HELP NONPROFITS AND FUNDERS PLAN, IMPLEMENT, AND EVALUATE CAPITAL PROJECTS MORE EFFECTIVELY.	30,000.
MASS DESIGN GROUP 334 BOYLSTON STREET, SUITE 400 BOSTON, MA 02116	NONE	PC	FUNDS FOR A COLLABORATIVE PROJECT WITH THE ATLANTIC PHILANTHROPIES TO ASSESS THE IMPACT OF SELECT CAPITAL GRANTS, AND TO DEVELOP A TOOLKIT TO HELP NONPROFITS AND FUNDERS PLAN, IMPLEMENT, AND EVALUATE CAPITAL PROJECTS MORE EFFECTIVELY.	15,000.
<b>Total from continuation sheets</b>				

**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
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139-4307	NONE	PC	FUNDS GIVEN AT THE REQUEST OF ALAN M. DACHS AS PART OF THE DIRECTOR'S GRANT PROGRAM DESIGNATED FOR THE ENDOWMENT.	100,000.
MATTHEW SHEPARD FOUNDATION 800 18TH STREET, SUITE 101 DENVER, CO 80202	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
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 CONSTRUCTING A NEW BUILDING ON CANNERY ROW TO BE NAMED THE BECHTEL FAMILY CENTER FOR OCEAN EDUCATION AND LEADERSHIP.	2,500,000.
MOTIVATING INSPIRING SUPPORTING AND SERVING SEXUALLY EXPLOITED YOUTH 436 14TH STREET, SUITE. 150 OAKLAND, CA 94612	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	100.
NARAL PRO-CHOICE AMERICA FOUNDATION 1156 15TH STREET NW, SUITE 700 WASHINGTON, DC 20005	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	100.
NATIONAL 4-H COUNCIL 7100 CONNECTICUT AVENUE CHEVY CHASE, OH 20815	NONE	PC	FUNDS TO SUPPORT THE FIRST WAVE OF A MULTI-WAVE ROLL-OUT OF COMMON MEASURES AND LESSON STUDY IMPLEMENTATION AND INTEGRATION.	1,430,000.
NATIONAL AUDUBON SOCIETY INC 220 MONTGOMERY STREET, SUITE 1000 SAN FRANCISCO, CA 94114	NONE	PC	FUNDS TO SUPPORT THE MIGRATORY BIRD CONSERVATION PARTNERSHIP FOR CAPACITY BUILDING AND PROGRAMMATIC ACTIVITIES.	927,175.
<b>Total from continuation sheets</b>				

**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 220 MONTGOMERY STREET, SUITE 1000 SAN FRANCISCO, CA 94114	NONE	PC	FUNDS FOR AUDUBON CALIFORNIA'S FY 16-17 DEFICIT AND EXECUTIVE DIRECTOR TRANSITION.	250,000.
NATIONAL AUDUBON SOCIETY INC 220 MONTGOMERY STREET, SUITE 1000 SAN FRANCISCO, CA 94114	NONE	PC	FUNDS FOR AUDUBON CALIFORNIA.	7,000.
NATIONAL AUDUBON SOCIETY INC 220 MONTGOMERY STREET, SUITE 1000 SAN FRANCISCO, CA 94114	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. / FOR E-REPORTING: FUNDS FOR THE IMPLEMENTATION OF A NEW BUSINESS PLAN AND TO GROW	184,260.
NATIONAL AUDUBON SOCIETY INC 225 VARICK STREET, 7TH FLOOR NEW YORK, NY 10014	NONE	PC	FUNDS GIVEN IN HONOR OF KATIE O'BRIEN TO SUPPORT THE 35TH ANNUAL DONAL O'BRIEN FAMILY BIRD-A-THON.	2,500.
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 WESTERN WATER INITIATIVE.	150,000.
NATIONAL CATHOLIC REPORTER PUBLISHING COMPANY 115 E. ARMOUR BOULEVARD KANSAS CITY, MO 64111-1203	NONE	PC	FUNDS GIVEN AT THE REQUEST OF JOHN WEISER AS PART OF THE DIRECTORS GRANT PROGRAM.	50,000.
NATIONAL CENTER FOR TEACHER RESIDENCIES INC 1332 N. HALSTED STREET #304 CHICAGO, IL 60642	NONE	PC	FUNDS TO SUPPORT THE NATIONAL CENTER FOR TEACHER RESIDENCIES TO PROVIDE A SERIES OF CONVENINGS AND COACHING SERVICES TO FOUR CALIFORNIA STATE UNIVERSITY CAMPUSES AND THEIR IDENTIFIED SCHOOL DISTRICT PARTNERS IN SUPPORT OF THE GOALS OF THE NEW	377,517.
<b>Total from continuation sheets</b>				

**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 CENTER FOR TEACHER RESIDENCIES INC 1332 N. HALSTED STREET #304 CHICAGO, IL 60642	NONE	PC	FUNDS FOR TECHNICAL ASSISTANCE FOR CALIFORNIA STATE UNIVERSITY NEW GENERATION OF EDUCATORS INITIATIVE.	225,683.
NATIONAL CENTER FOR TEACHER RESIDENCIES INC 1332 N. HALSTED STREET #304 CHICAGO, IL 60642	NONE	PC	FUNDS FOR TECHNICAL ASSISTANCE FOR CALIFORNIA STATE UNIVERSITY NEW GENERATION OF EDUCATORS INITIATIVE.	300,000.
NATIONAL COUNCIL OF YOUNG MENS CHRISTIAN ASSNS OF THE USA 101 N. WACKER DRIVE CHICAGO, IL 60610-1784	NONE	PC	FUNDS TO DEVELOP A NATIONAL CHARACTER DEVELOPMENT LEARNING INSTITUTE THAT WILL CONNECT EMERGING RESEARCH WITH YMCA CHARACTER DEVELOPMENT PRACTICE TO ELEVATE THE EFFICACY OF CHARACTER DEVELOPMENT.	5,147,181.
NATIONAL DISASTER SEARCH DOG FOUNDATION INC 6800 WHEELER CANYON ROAD SANTA PAULA, CA 93060	NONE	PC	FUNDS GIVEN AT THE REQUEST OF LAUREN B. DACHS AS PART OF THE DIRECTOR'S GRANT PROGRAM	200,000.
NATIONAL FISH AND WILDLIFE FOUNDATION 1133 15TH STREET NW WASHINGTON, DC 20008	NONE	PC	FUNDS TO SUPPORT EFFORTS TO BETTER MONITOR STREAM CONDITIONS AS PART OF THE FOUNDATION'S WATER DATA INITIATIVE.	400,000.
NATIONAL IMMIGRATION LAW CENTER 3435 WILSHIRE BOULEVARD, SUITE 1600 LOS ANGELES, CA 90010	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	600.
NATIONAL PARK FOUNDATION 1110 VERMONT AVENUE NW, SUITE 200 WASHINGTON, DC 20005	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	500.
<b>Total from continuation sheets</b>				

**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 PARK FOUNDATION 1110 VERMONT AVENUE NW, SUITE 200 WASHINGTON, DC 20005	NONE	PC	FUNDS TO ENHANCE THE STRENGTH OF PARTNERSHIPS WITHIN NATIONAL PARKS.	342,000.
NATIONAL PUBLIC EDUCATION SUPPORT FUND 1900 L STREET NW, SUITE 520 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR MEMBERSHIP TO PARTICIPATE IN THE EDUCATION FUNDER STRATEGY GROUP AND PARTNERSHIP FOR THE FUTURE OF LEARNING	50,000.
NATURE CONSERVANCY 201 MISSION STREET, FOURTH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS TO SUPPORT THE NATURE CONSERVANCY'S WATER PROGRAM, WITH A PARTICULAR FOCUS ON GROUNDWATER MANAGEMENT AND ENVIRONMENTAL FLOWS.	1,300,000.
NATURE CONSERVANCY 201 MISSION STREET, FOURTH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR EFFORTS TO ENABLE AND ENCOURAGE THE PROTECTION OF PRIORITY NATURAL RESOURCE VALUES THROUGH LAND-USE PLANNING.	719,304.
NATURE CONSERVANCY 201 MISSION STREET, FOURTH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS TO THE MIGRATORY BIRD CONSERVATION PARTNERSHIP FOR CAPACITY BUILDING AND PROGRAMMATIC ACTIVITIES.	768,912.
NATURE CONSERVANCY 201 MISSION STREET, FOURTH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS TO SUPPORT THE NATURE CONSERVANCY'S WATER PROGRAM, WITH A PARTICULAR FOCUS ON GROUNDWATER MANAGEMENT AND ENVIRONMENTAL FLOWS.	700,000.
NATURE CONSERVANCY 201 MISSION STREET, FOURTH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS TO SUPPORT THE NATURE CONSERVANCY'S WATER PROGRAM, WITH A PARTICULAR FOCUS ON GROUNDWATER MANAGEMENT AND ENVIRONMENTAL FLOWS.	1,750,000.
<b>Total from continuation sheets</b>				

**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, FOURTH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS TO REFINE THE BIRDRETURNS PROGRAM AND PROMOTE THE ADOPTION OF THE DYNAMIC CONSERVATION APPROACH TO BROADER CONSERVATION GOALS.	400,000.
NATUREBRIDGE 28 GEARY STREET, SUITE 650 SAN FRANCISCO, CA 94108	NONE	PC	FUNDS TO CONTINUE NATUREBRIDGES ORGANIZATION-WIDE INITIATIVE FOCUSED ON INCREASING ITS INTERNAL CAPACITY TO DEVELOP CHARACTER IN YOUTH AND TO DISSEMINATE ITS LEARNING TO THE LARGER ENVIRONMENTAL EDUCATION FIELD.	1,251,619.
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR THE LOWER COLORADO RIVER BASIN FUNDING ACTION PLAN, WHICH SEEKS TO REDUCE OVER-ALLOCATION OF WATER IN THE LOWER COLORADO RIVER BASIN IN A WAY THAT FOSTERS PROTECTION AND RESTORATION OF CRITICAL FRESHWATER DEPENDENT HABITATS.	500,000.
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS TO SUPPORT YEARS 2 AND 3 OF THE FOUNDATION'S PARTICIPATION IN THE FUNDERS COLLABORATIVE FOR INNOVATIVE MEASUREMENT.	40,000.
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR STREET, SUITE 360 SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR MEMBERSHIP IN THE ENVIRONMENTAL EDUCATION FUNDERS COLLABORATIVE (EEFC), A MEMBER-DRIVEN ORGANIZATION TO PROMOTE SMARTER EE GRANTMAKING IN THE GREATER SF BAY AREA.	10,000.
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR STREET, SUITE 360 SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL.	16,750.
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR STREET, SUITE 360 SAN FRANCISCO, CA 94105	NONE	PC	FUNDS TO SUPPORT NCG'S ANNUAL CONFERENCE "BIGGER, BOLDER, STRONGER" AT THE GOLD LEVEL.	15,000.
<b>Total from continuation sheets</b>				

**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
OAKLAND MILITARY INSTITUTE COLLEGE PREPARATORY ACADEMY 3877 LUSK STREET OAKLAND, CA 94608	NONE	PC	FUNDS FOR THE ANNUAL GOVERNOR'S BENEFIT LUNCHEON ON FEBRUARY 9, 2017. ALL BENEFITS WAIVED.	5,000.
OCEANSIDE UNIFIED SCHOOL DISTRICT 2111 MISSION AVENUE OCEANSIDE, CA 92058	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.	573,610.
OUTDOORS EMPOWERED NETWORK P.O. BOX 347171 SAN FRANCISCO, CA 94134	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	9,000.
OUTWARD BOUND INC. 4 AIRLINE DRIVE, SUITE 202 ALBANY, NY 12205	NONE	PC	FUNDS TO SUPPORT THE CREATION OF THE OUTWARD BOUND PROFESSIONAL LEARNING LAB, A SYSTEM-WIDE INITIATIVE TO IDENTIFY RESEARCH-BASED BEST PRACTICES FOR CHARACTER DEVELOPMENT AND TO TRANSLATE THEM INTO TRAININGS FOR ALL OUTWARD BOUND INSTRUCTORS.	1,674,985.
PACIFIC CREST TRAIL ASSOCIATION 1331 GARDEN HIGHWAY SACRAMENTO, CA 95833	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
PACIFICA EDUCATION FOUNDATION 375 REINA DEL MAR AVENUE PACIFICA, CA 94044	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
PACIFICA LAND TRUST P. O. BOX 988 PACIFICA, CA 94044	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
<b>Total from continuation sheets</b>				

**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
PACIFICA RESOURCE CENTER 1809 PALMETTO AVENUE PACIFICA, CA 94044	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
PACIFICA RESOURCE CENTER 1809 PALMETTO AVENUE PACIFICA, CA 94044	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
PANGEA LEGAL SERVICES 350 SANSOME STREET, SUITE 650 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
PARTNERSHIP FOR LOS ANGELES SCHOOLS 1055 WILSHIRE BOULEVARD, SUITE 1850 LOS ANGELES, CA 90017	NONE	PC	FUNDS TO SUPPORT THE IMPLEMENTATION OF CALIFORNIA'S MATH AND SCIENCE STANDARDS.	500,000.
PARTNERSHIP FOR PUBLIC SERVICE INC 1100 NEW YORK AVENUE NW, SUITE 200 EAST WASHINGTON, DC 20005	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
PARTNERSHIP FOR PUBLIC SERVICE INC 1100 NEW YORK AVENUE NW, SUITE 200 EAST WASHINGTON, DC 20005	NONE	PC	FUNDS TO SUPPORT THE PARTNERSHIP IN ITS EFFORTS TO STRENGTHEN THE CAPACITY, RESILIENCY, AND PERFORMANCE OF THE UNITED STATES FEDERAL GOVERNMENT DURING A CRITICAL TIME FOR OUR NATION.	125,000.
PARTNERSHIP FOR PUBLIC SERVICE INC 1100 NEW YORK AVENUE NW, SUITE 200 EAST WASHINGTON, DC 20005	NONE	PC	FUNDS TO SUPPORT THE PARTNERSHIP IN ITS EFFORTS TO STRENGTHEN THE CAPACITY, RESILIENCY, AND PERFORMANCE OF THE UNITED STATES FEDERAL GOVERNMENT DURING A CRITICAL TIME FOR OUR NATION.	125,000.

Total from continuation sheets

**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
PEAK GRANTMAKING INC. 1666 K STREET NW SUITE 440 WASHINGTON, DC 20006	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL.	5,340.
PEDIATRIC THERAPY NETWORK 1815 W. 213TH STREET TORRANCE, CA 90501	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
PENINSULA OPEN SPACE TRUST 222 HIGH STREET PALO ALTO, CA 94301	NONE	PC	FUNDS FOR FACILITATING THE PENINSULA WORKING GROUP, A COLLABORATION OF PUBLIC AGENCIES AND LAND TRUSTS, TO IMPLEMENT CROSS-JURISDICTIONAL MANAGEMENT TO ACHIEVE ECONOMIC AND STRATEGIC LAND STEWARDSHIP EFFICIENCIES.	75,000.
PHILANTHROPY ROUNDTABLE 1120 20TH STREET NW, SUITE 550 SOUTH WASHINGTON, DC 20036	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	25,000.
PIEDMONT COMMUNITY CHURCH 400 HIGHLAND AVENUE PIEDMONT, CA 94611	NONE	PC	FUNDS FOR CORE OPERATING SUPPORT AND CAPITAL IMPROVEMENT PROJECTS.	750,000.
PIEDMONT COMMUNITY CHURCH 400 HIGHLAND AVENUE PIEDMONT, CA 94611	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT (\$7,500) AND THE CHRISTMAS CONCERT FUND (\$500).	8,000.
PLANNED PARENTHOOD FEDERATION OF 123 WILLIAM STREET, 10TH FLOOR NEW YORK, NY 10038	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	2,500.
<b>Total from continuation sheets</b> .....				

**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
PLANNED PARENTHOOD FEDERATION OF 123 WILLIAM STREET, 10TH FLOOR NEW YORK, NY 10038	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
PLANNED PARENTHOOD FEDERATION OF 123 WILLIAM STREET, 10TH FLOOR NEW YORK, NY 10038	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	800.
PLANNED PARENTHOOD FEDERATION OF 123 WILLIAM STREET, 10TH FLOOR NEW YORK, NY 10038	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
PLANNED PARENTHOOD FEDERATION OF 123 WILLIAM STREET, 10TH FLOOR NEW YORK, NY 10038	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	100.
PLANNED PARENTHOOD FEDERATION OF 123 WILLIAM STREET, 10TH FLOOR NEW YORK, NY 10038	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
PLAYWORKS EDUCATION ENERGIZED 380 WASHINGTON STREET OAKLAND, CA 94607	NONE	PC	FUNDS TO SUPPORT PLAYWORKS GROWTH CAPITAL CAMPAIGN AND THROUGH "POWERED BY PLAYWORKS", SCALE CHARACTER DEVELOPMENT TO 3.5 MILLION CHILDREN IN 7,000 ELEMENTARY SCHOOLS BY DECEMBER 2020.	2,870,000.
PLAYWORKS EDUCATION ENERGIZED 650 5TH STREET, SUITE 311 SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.

Total from continuation sheets

**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	100.
PLAYWORKS EDUCATION ENERGIZED 650 5TH STREET, SUITE 311 SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	2,980.
POINT REYES BIRD OBSERVATORY 3820 CYPRESS DRIVE #11 PETALUMA, CA 94954	NONE	PC	FUNDS TO THE MIGRATORY BIRD CONSERVATION PARTNERSHIP FOR CAPACITY BUILDING AND PROGRAMMATIC ACTIVITIES.	633,913.
POINT REYES BIRD OBSERVATORY 3820 CYPRESS DRIVE #11 PETALUMA, CA 94954	NONE	PC	FUNDS FOR THE RANGELAND WATERSHED INITIATIVE AND ORGANIZATIONAL CAPACITY BUILDING.	950,000.
POSITIVE COACHING ALLIANCE 1001 N. RENGSTORFF AVENUE, SUITE 100 MOUNTAIN VIEW, CA 94043	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	2,500.
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC 2327 L STREET SACRAMENTO, CA 95816	NONE	PC	FUNDS FOR AN EDUCATION CAMPAIGN TO ENERGIZE PTAS AND THEIR MEMBER PARENTS TO SUPPORT STEM, ENVIRONMENTAL EDUCATION, CIVIC LEARNING, AND CHARACTER IN AND OUT OF SCHOOL.	150,000.
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC 3455 SCHOOL STREET LAFAYETTE, CA 94549	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	400.
<b>Total from continuation sheets</b>				

**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
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET, SUITE 600 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS FOR SURVEY OF NGSS IMPLEMENTATION IN CALIFORNIA DISTRICTS.	50,000.
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET, SUITE 600 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS TO SUPPORT THE LAUNCH OF A WATER POLICY CENTER AT PPIC.	3,077,000.
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET, SUITE 600 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS TO CONDUCT A SURVEY THAT COVERS TIMELY TOPICS AND THEMES IN K-12 EDUCATION, INCLUDING OPINIONS ON EDUCATIONAL QUALITY AND SCHOOL FUNDING VIEWS ON IMMIGRATION ENFORCEMENT AND PUBLIC SCHOOLS, VOUCHERS AND CHARTERS, EARLY CHILDHOOD EDUCATION, AND THE	38,400.
PURDUE UNIVERSITY 403 WEST WOOD STREET, WEST LAFAYETTE, IN 47907	NONE	PC	FUNDS TO EXPAND EDUCATIONAL OPPORTUNITIES FOR STUDENTS AT PURDUE UNIVERSITY'S LYLES SCHOOL OF CIVIL ENGINEERING.	1,000,000.
REALITY SAN FRANCISCO CHURCH 1504 BRYANT STREET, SUITE 301 SAN FRANCISCO, CA 94103	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
RECTOR & VISITORS OF THE UNIVERSITY OF VIRGINIA SCHOOL OF ENGINEERING AND APPLIED SCIENCE, P.O. BOX 400256 CHARLOTTESVILLE, VA 22904-4256	NONE	PC	FUNDS FOR A STUDY OF THE INTEREST AND ENGAGEMENT IN STEM OF STUDENTS IN GRADES 3-12.	-1,929.
REDWOOD CREDIT UNION COMMUNITY FUND INC 2017 NORTH BAY FIRE RELIEF, P.O. BOX 6104 SANTA ROSA, CA 95406	NONE	PC	FUNDS GIVEN AT THE REQUEST OF S.D. BECHTEL, JR. FOR NORTH BAY FIRE RELIEF.	100,000.
<b>Total from continuation sheets</b>				

**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
REDWOOD EMPIRE FOOD BANK 3990 BRICKWAY BOULEVARD SANTA ROSA, CA 95403	NONE	PC	FUNDS FOR PEOPLE IN THE FIRE ZONE WHO WERE ALREADY HOMELESS AND NEED MORE SUSTAINED ASSISTANCE TO GET BACK ON THEIR FEET.	1,000.
REGENTS OF THE UNIVERSITY OF COLORADO 322J WOLF LAW BUILDING, 401 UCB BOULDER, CO 80309-0401	NONE	PC	FUNDS TO SUPPORT THE 2017 MARTZ SUMMER CONFERENCE ("FIGHTING BACK ON THE COLORADO RIVER: CARVING OUT PROGRESS ON MULTIPLE FRONTS") TAKING PLACE JUNE 8 & 9.	5,000.
REGENTS OF THE UNIVERSITY OF MICHIGAN 3003 S. STATE STREET ANN ARBOR, MI 48109-1340	NONE	PC	SUPPORT FOR THE CREATION OF THE CSU ELEMENTARY MATHEMATICS METHODS FACULTY FELLOWSHIP, TO BE FACILITATED BY TEACHINGWORKS.	249,930.
REGENTS UNIVERSITY OF CALIFORNIA LOS ANGELES UCLA CENTER X, 1320 MOORE HALL, BOX 951521 LOS ANGELES, CA 90095	NONE	PC	FUNDS TO SUPPORT THE CALIFORNIA MATHEMATICS PROJECT AS THEY WORK IN CONJUNCTION WITH COUNTY OFFICES OF EDUCATION PROVIDING MATH STANDARDS IMPLEMENTATION SUPPORT TO SCHOOL DISTRICTS.	150,000.
ROCKEFELLER PHILANTHROPY ADVISORS INC 6 W48TH STREET, 10TH FLOOR NEW YORK, NY 10036	NONE	PC	FUNDS FOR RESEARCH TO DEVELOP A THEORY, EVIDENCE, AND ANALYSIS ON THE VALUE OF FUNDER COLLABORATION. CONSIDERED IN PARTNERSHIP WITH THE HEWLETT FOUNDATION, CLIMATEWORKS FOUNDATION, AND OTHERS.	75,000.
ROCKEFELLER PHILANTHROPY ADVISORS INC 6 W48TH STREET, 10TH FLOOR NEW YORK, NY 10036	NONE	PC	FUNDS FOR THE THEORY OF FOUNDATION INITIATIVE.	25,000.
ROMERO INSTITUTE 740 FRONT STREET, SUITE 265 SANTA CRUZ, CA 95060	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	100.
<b>Total from continuation sheets</b>				

**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
SACRAMENTO CITY UNIFIED SCHOOL DISTRICT 5735 47TH AVENUE SACRAMENTO, CA 95824	NONE	PC	FUNDS TO SUPPORT K8 COMMON CORE MATH IMPLEMENTATION IN SACRAMENTO CITY UNIFIED SCHOOL DISTRICT FOR THE FINAL YEAR OF THE MATH IN COMMON INITIATIVE.	500,000.
SAN FRANCISCO BICYCLE COALITION EDUCATION FUND INC. 1720 MARKET STREET SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	400.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
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	200.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
<b>Total from continuation sheets</b> .....				

**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 FOR UNRESTRICTED GENERAL SUPPORT	1,000.
SAN FRANCISCO FOUNDATION ONE EMBARCADERO CENTER, SUITE 1400 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS TO BUILD REGIONAL CAPACITY TO ADVANCE SUSTAINABLE WATER MANAGEMENT AND TO WORK WITH A COHORT OF COMMUNITY FOUNDATIONS TO PROMOTE LONG-TERM WATER MANAGEMENT SOLUTIONS STATEWIDE.	74,000.
SAN FRANCISCO MUSEUM OF MODERN ART 151 THIRD STREET SAN FRANCISCO, CA 94103	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	300.
SAN FRANCISCO UNIFIED SCHOOL DISTRICT SFUSD CURRICULUM AND INSTRUCTION, STEM DEPARTMENT, MATHEMATICS DEPARTMENT 75 SAN FRANCISCO, CA 94121	NONE	PC	FUNDS TO SUPPORT K8 COMMON CORE MATH IMPLEMENTATION IN SAN FRANCISCO UNIFIED SCHOOL DISTRICT FOR THE FINAL YEAR OF THE MATH IN COMMON INITIATIVE.	700,000.
SAN MATEO COUNTY RESOURCE CONSERVATION DISTRICT 625 MIRAMONTES STREET, SUITE 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.	182,500.
SANCHEZ ART CENTER 1220 LINDA MAR BOULEVARD #B PACIFICA, CA 94044	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	300.
SANGER UNIFIED SCHOOL DISTRICT 1905 SEVENTH STREET SANGER, CA 93657	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.	427,445.
<b>Total from continuation sheets</b>				

**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
SANTA ANA UNIFIED SCHOOL DISTRICT 1601 EAST CHESTNUT AVENUE SANTA ANA, CA 92701	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.	1,233,586.
SANTA CATALINA SCHOOL 1500 MARK THOMAS DRIVE MONTEREY, CA 93940-5291	NONE	PC	FUNDS FOR THE ANNUAL FUND	10,000.
SANTA CATALINA SCHOOL 1500 MARK THOMAS DRIVE MONTEREY, CA 93940-5291	NONE	PC	FUNDS GIVEN AT THE REQUEST OF NONIE RAMSAY AS PART OF THE DIRECTOR'S GRANT PROGRAM	200,000.
SAVE THE CHILDREN FEDERAT 501 KINGS HWY EAST, SUITE 400 FAIRFIELD, CT 06825	NONE	PC	FUNDS FOR ROHINGYA CRISIS CHILDREN'S RELIEF FUND	1,000.
SCRIPPS COLLEGE 1030 COLUMBIA AVENUE CLAREMONT, CA 91711	NONE	PC	FUNDS GIVEN AT THE REQUEST OF JUDE LASPA AS PART OF THE DIRECTOR'S GRANT PROGRAM DESIGNATED FOR THE LASPA CENTER FOR LEADERSHIP.	200,000.
SEASTEADING INSTITUTE PO BOX 7775 #30495 SAN FRANCISCO, CA 94120-7775	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,000.
SEATTLE PREPARATORY SCHOOL 2400 ELEVENTH AVENUE E SEATTLE, WA 98102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
<b>Total from continuation sheets</b> .....				

**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
SEQUOIA AUDUBON SOCIETY INC PO BOX 620292 WOODSIDE, CA 94062	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
SILICON VALLEY COMMUNITY FOUNDATION 2440 W. EL CAMINO REAL, SUITE 300 MOUNTAIN VIEW, CA 94040	NONE	PC	FUNDS FOR EMERGENCY RELIEF NORTHERN CALIFORNIA FIRES	1,000.
SING FOR AMERICA FOUNDATION 463 BUENA VISTA EAST - #3 SAN FRANCISCO, CA 94117	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
SONOMA HUMANE SOCIETY P.O. BOX 1296 SANTA ROSA, CA 95402	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
SONOMA HUMANE SOCIETY P.O. BOX 1296 SANTA ROSA, CA 95402	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	100.
SONOMA LAND TRUST 822 FIFTH STREET SANTA ROSA, CA 95404	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	100.
SONOMA RESOURCE CONSERVATION DISTRICT 1221 FARMERS LANE, SUITE F SANTA ROSA, CA 95405	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT IN RECOGNITION OF FIRE RECOVERY EFFORTS	1,000.
<b>Total from continuation sheets</b>				

**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
SOUTHERN CALIFORNIA GRANTMAKERS 1000 N. ALAMEDA STREET #230 LOS ANGELES, CA 90012	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP DUES.	10,000.
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVENUE MONTGOMERY, AL 36104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVENUE MONTGOMERY, AL 36104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	600.
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVENUE MONTGOMERY, AL 36104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVENUE MONTGOMERY, AL 36104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	400.
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVENUE MONTGOMERY, AL 36104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	400.
ST JUDE CHILDRENS RESEARCH HOSPITAL INC 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	PC	FUNDS FOR PEDIATRIC CANCER RESEARCH	1,000.
<b>Total from continuation sheets</b> .....				

**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
ST. CALLISTUS CHURCH 35870 SAN PABLO DAM ROAD EL SOBRANTE, CA 94803	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	3,600.
ST. ELIZABETH CATHOLIC CHURCH 1500 34TH AVE OAKLAND, CA 94601	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	2,000.
STUDIO ART QUILT ASSOC INC. PO BOX 141 HEBRON, CT 06248	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
SUSTAINABLE CONSERVATION 98 BATTERY STREET #302 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS TO SUPPORT SUSTAINABLE CONSERVATION'S "MAKING BIG IDEAS WORK" CAMPAIGN.	500,000.
SUSTAINABLE CONSERVATION 98 BATTERY STREET #302 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS FOR A CAPACITY BUILDING INITIATIVE FOR CALIFORNIA'S RESOURCE CONSERVATION DISTRICTS.	331,000.
SUSTAINABLE CONSERVATION 98 BATTERY STREET #302 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	2,000.
TEN STRANDS PO BOX 150869 SAN RAFAEL, CA 94915	NONE	PC	FUNDS TO CONTINUE ACTION AND IMPLEMENTATION OF THE CALIFORNIA BLUEPRINT FOR ENVIRONMENTAL LITERACY (BLUEPRINT).	125,000.
<b>Total from continuation sheets</b> .....				

**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
THACHER SCHOOL INC. 5025 THACHER ROAD OJAI, CA 93023-9001	NONE	PC	FUNDS TO SUPPORT CONSTRUCTION OF THACHER SCHOOLS NEW DINING AND ADMINISTRATION BUILDING.	1,000,000.
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 ATTN: DEVELOPMENT DEPARTMENT, P.O. BOX 2599 OAKLAND, CA 94614	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	232.
THE ALAMEDA COUNTY COMMUNITY FOOD BANK INC ATTN: DEVELOPMENT DEPARTMENT, P.O. BOX 2599 OAKLAND, CA 94614	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
THE ALAMEDA COUNTY COMMUNITY FOOD BANK INC ATTN: DEVELOPMENT DEPARTMENT, P.O. BOX 2599 OAKLAND, CA 94614	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
THE ASPEN INSTITUTE INC 2300 N ST NW, SUITE 700 WASHINGTON, DC 20037	NONE	PC	FUNDS FOR SPONSORSHIP OF THE 2017 ASPEN INSTITUTE WATER FORUM, WHICH WILL FOCUS ON SUSTAINABLE GROUNDWATER MANAGEMENT.	30,000.
THE ASPEN INSTITUTE INC 2300 N ST NW, SUITE 700 WASHINGTON, DC 20037	NONE	PC	FUNDS TO SUPPORT REGIONAL CONVENINGS THAT WILL FOCUS ON RAISING THE IMPORTANCE AND SUPPORT OF AND OPEN AND TRANSPARENT WATER DATA SYSTEM FOR SUSTAINABLE WATER MANAGEMENT.	125,000.
<b>Total from continuation sheets</b>				

**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 434 GALVEZ MALL STANFORD, CA 94305-6003	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 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.	2,000,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR 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.	1,697,500.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY JERRY YANG & AKIKO YAMAZAKI ENVIRONMENT & ENERGY BUILDING - MC 4205, 473 VIA PALO ALTO, CA 94305	NONE	PC	FUNDS TO SUPPORT WATER IN THE WEST'S WORK ON GROUNDWATER MANAGEMENT.	798,057.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY OFFICE OF SPONSORED RESEARCH, 3160 PORTER DRIVE, PALO ALTO, CA 94304	NONE	PC	FUNDS TO SUPPORT ONE YEAR OF THE CORE-PACE RESEARCH PARTNERSHIP.	559,108.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY OFFICE OF SPONSORED RESEARCH, 3160 PORTER DRIVE, C/O NICOLE POBUTA (AGREEMEN PALO ALTO, CA 94304-8445	NONE	PC	FUNDS TO SUPPORT THE DEVELOPMENT OF AN INTEGRATED 8TH GRADE MIDDLE SCHOOL CURRICULUM WITH EMBEDDED FORMATIVE ASSESSMENT.	250,000.
THE CALIFORNIA EDUCATION PARTNERS ONE LOMBARD ST #305 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS FOR THE MATH IN COMMON COMMUNITY OF PRACTICE	276,639.
<b>Total from continuation sheets</b>				

**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 CIESLA FOUNDATION INC 5005 LINNEAN AVENUE NW WASHINGTON, DC 20008	NONE	PC	FUNDS FOR DVD SET DISTRIBUTION AND OUTREACH IN CONNECTION WITH THE FILM ROSENWALD	50,000.
THE CSU CHICO RESEARCH FOUNDATION 25 MAIN STREET, ZIP 870, CALIFORNIA STATE UNIVERSITY CHICO, CA 95929-0870	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, CHICO AND CHICO UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	300,000.
THE FORUM FOR YOUTH INVESTMENT 7064 EASTERN AVENUE NW WASHINGTON, DC 20012	NONE	PC	FUNDS TO LEAD THE CHARACTER COALITION TO SET A NATIONAL CHARACTER POLICY AGENDA.	194,350.
THE FRIENDS OF THE OAKLAND PUBLIC LIBRARY 721 WASHINGTON STREET OAKLAND, CA 94607	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	500.
THE GREAT THIRST PRODUCTIONS, LLC 1925 CENTURY PARK EAST, SUITE 420 LOS ANGELES, CA 90067	NONE	NC	FUNDS FOR A DOCUMENTARY BASED ON NORRIS HUNDLEY'S BOOK "THE GREAT THIRST."	100,000.
THE OAKLAND PUBLIC EDUCATION FUND PO BOX 27148 OAKLAND, CA 94602	NONE	PC	FUNDS FOR ELMHURST COMMUNITY PREP	2,000.
THE OAKLAND PUBLIC EDUCATION FUND PO BOX 27148 OAKLAND, CA 94602	NONE	PC	FUNDS TO SUPPORT K8 COMMON CORE MATH IMPLEMENTATION IN OAKLAND UNIFIED SCHOOL DISTRICT FOR THE FINAL YEAR OF THE MATH IN COMMON INITIATIVE.	300,000.
<b>Total from continuation sheets</b>				

**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 OAKLAND PUBLIC EDUCATION FUND PO BOX 27148 OAKLAND, CA 94602	NONE	PC	FUNDS FOR ELMHURST COMMUNITY PREP SCHOOL	1,000.
THE ROMAN CATHOLIC BISHOP OF OAKLAND 400 ALCATRAZ AVENUE OAKLAND, CA 94609	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
THE SOLAR FOUNDATION 1717 PENNSYLVANIA AVENUE NW, SUITE 750 WASHINGTON, DC 20006	NONE	PC	FUNDS FOR PUERTO RICO/SOLAR SAVES LIVES	1,000.
THE U C DAVIS FOUNDATION UNIVERSITY OF CALIFORNIA, DAVIS WATERSHED SCIENCES BUILDING 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.	100,000.
THE U C DAVIS FOUNDATION UNIVERSITY OF CALIFORNIA, DAVIS WATERSHED SCIENCES BUILDING 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.
THERE WITH CARE OF THE BAY AREA 3475 EDISON WAY, SUITE H MENLO PARK, CA 94205	NONE	PC	FUNDS FOR THE BAY AREA CHAPTER'S "BE THEREWITH CARE" EVENT ON OCTOBER 20, 2017. ALL BENEFITS WAIVED.	10,000.
TROUT UNLIMITED INC 1777 NORTH KENT STREET, SUITE 100 ARLINGTON, VA 22209-2133	NONE	PC	FUNDS TO PROTECT DRINKING WATER AND AQUATIC HABITAT BY ACTIVITIES CARRIED OUT THROUGH THE CLEAN WATER FOR ALL CAMPAIGN	150,000.
<b>Total from continuation sheets</b>				

**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 CONSERVATION INNOVATION 38 GEARY STREET, SUITE 650 SAN FRANCISCO, CA 94108	NONE	PC	FUNDS TO SUPPORT CHANGESCALE, AN ORGANIZATION COMMITTED TO ENSURING THAT EVERY GENERATION IS INSPIRED WITH THE ENVIRONMENTAL KNOW-HOW TO CREATE HEALTHY COMMUNITIES AND A HEALTHY PLANET.	100,000.
TRUST FOR CONSERVATION INNOVATION 405 14TH STREET OAKLAND, CA 94612	NONE	PC	FUNDS FOR COLLABORATIVE WORK WITH THE CALIFORNIA WATER DATA COLLABORATIVE AND OTHER RELATED WATER DATA ACTIVITIES.	75,000.
TRUSTEES OF COLUMBIA UNIV GIFT SYSTEMS, COLUMBIA ALUMNI CENTER, 622 WEST 113TH STREET, MAIL CODE 4524 NEW YORK, NY 10025	NONE	PC	FUNDS FOR THE COLUMBIA COLLEGE FUND.	1,000.
TRUSTEES OF PRINCETON UNIVERSITY OFFICE OF DEVELOPMENT, THE HELM BUILDING, 330 ALEXANDER STREET PRINCETON, NJ 08540	NONE	PC	FUNDS GIVEN AT THE REQUEST OF BOB PECK AS PART OF THE DIRECTORS GRANT PROGRAM DESIGNATED FOR FRESHMAN SCHOLARS INSTITUTE.	50,000.
TRUSTEES OF THE SMITH COLLEGE 76 ELM STREET NORTHAMPTON, MA 01063	NONE	PC	FUNDS GIVEN AT THE REQUEST OF DEBBIE DUNCAN AS PART OF THE DIRECTOR'S GRANT PROGRAM DESIGNATED FOR DEBORAH L. DUNCAN AND BARNETT LIPTON ENDOWED INTERNSHIP FUND-PRAXIS.	200,000.
UNION OF CONCERNED SCIENTISTS 2 BRATTLE SQUARE CAMBRIDGE, MA 02138	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
UNITED RELIGIONS P.O. BOX 29242 SAN FRANCISCO, CA 94129	NONE	PC	FUNDS GIVEN AT THE REQUEST OF JOHN WEISER AS PART OF THE DIRECTORS GRANT PROGRAM.	100,000.
<b>Total from continuation sheets</b>				

**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 CORPORATION AT MONTEREY BAY 100 CAMPUS CENTER - AVC SEASIDE, CA 93955	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, MONTEREY BAY AND MONTEREY PENINSULA UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	193,318.
UNIVERSITY ENTERPRISES INC 6000 J STREET SACRAMENTO, CA 95818	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, SACRAMENTO AND SACRAMENTO CITY UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	297,071.
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION UNIVERSITY OF CALIFORNIA, BERKELEY, 2080 ADDISON STREET, SUITE 4200 BERKELEY, CA 94720-4200	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT OF THE UC BERKELEY HAAS SCHOOL OF BUSINESS.	2,500.
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION UNIVERSITY OF CALIFORNIA, BERKELEY, 2080 ADDISON STREET, SUITE 4200 BERKELEY, CA 94720-4200	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,000.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 220 MONTGOMERY STREET 5TH FLOOR SAN FRANCISCO, CA 94104 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS TO TRANSFORM THE HEALTH CARE OF OLDER ADULTS THROUGH TIDESWELL, A UCSF DIVISION OF GERIATRICS PROGRAM THAT IS BECOMING A NATIONAL MODEL FOR GERIATRIC LEADERSHIP TRAINING PROGRAMS, CREATIVE CLINICAL CARE, AND TARGETED RESEARCH TO INFORM BEST	500,000.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 220 MONTGOMERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	FUNDS GIVEN AT THE REQUEST OF MRS. ELIZABETH H. BECHTEL AS PART OF THE DIRECTOR'S GRANT PROGRAM DESIGNATED FOR TIDESWELL.	200,000.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 220 MONTGOMERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94104 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.	5,000.
<b>Total from continuation sheets</b>				

**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 SAN FRANCISCO FOUNDATION 220 MONTGOMERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	FUNDS GIVEN AT THE REQUEST OF ALAN DACHS AS PART OF THE DIRECTOR'S GRANT PROGRAM DESIGNATED FOR SUPPORT OF THE JAY LEVY LABORATORY.	50,000.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION UCSF MEDICAL CENTER SPECIAL EVENTS, 1560 3RD STREET, SUITE E, BOX 3105 SAN FRANCISCO, CA 94143	NONE	PC	FUNDS FOR THE UCSF NEURO-ONCOLOGY GORDON MURRAY CAREGIVER PROGRAM BENEFIT ON THURSDAY, MARCH 16, 2017, AT THE REQUEST OF JAMIE GREENE.	5,000.
UNIVERSITY OF RICHMOND 28 WESTHAMPTON WAY RICHMOND, VA 23173	NONE	PC	FUNDS GIVEN AT THE REQUEST OF BOB PECK AS PART OF THE DIRECTORS GRANT PROGRAM DESIGNATED FOR THE URISE PROGRAM.	50,000.
URBAN JUSTICE CENTER 40 RECTOR STREET, 9TH FLOOR NEW YORK, NY 10006	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	600.
VALLECITOS MOUNTAIN REFUGE PO BOX 4051 DURANGO, CO 81302	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,000.
VIDA VERDE NATURE EDUCATION 3540 LA HONDA ROAD SAN GREGORIO, CA 94074	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	700.
WALK SAN FRANCISCO FOUNDATION 333 HAYES STREET, SUITE 202 SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
<b>Total from continuation sheets</b>				

**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
WALK SAN FRANCISCO FOUNDATION 333 HAYES STREET, SUITE 202 SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
WALK SAN FRANCISCO FOUNDATION 333 HAYES STREET, SUITE 202 SAN FRANCISCO, CA 94102	NONE	PC	FUNDS DESIGNATED FOR PEAK2PEAK 2017.	500.
WALK SAN FRANCISCO FOUNDATION 333 HAYES STREET, SUITE 202 SAN FRANCISCO, CA 94102	NONE	PC	FUNDS DESIGNATED FOR PEAK2PEAK 2017.	100.
WALK SAN FRANCISCO FOUNDATION 333 HAYES STREET, SUITE 202 SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	2,900.
WATER FOUNDATION 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR THE WATER FOUNDATION, A POOLED, PHILANTHROPIC FUND TO ADVANCE SUSTAINABLE WATER MANAGEMENT.	3,000,000.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR THE EVALUATION OF CA STATE UNIVERSITY NEW GENERATION OF EDUCATORS INITIATIVE (WITH SRI).	687,063.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS TO SUPPORT THE EXPANSION OF SCOPE OF THE CA K-8 NGSS EARLY IMPLEMENTATION INITIATIVE EVALUATION AND TO FOCUS THE EVALUATION AUDIENCE ON POLICY MAKERS AND DISTRICTS.	449,470.
<b>Total from continuation sheets</b> .....				

**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	NONE	PC	FUNDS FOR WESTED'S K12 ALLIANCE TO PILOT NEXT GENERATION SCIENCE STANDARD (NGSS) TOOLS AND PROCESSES IN EIGHT DISTRICTS TO SERVE AS EXEMPLARS FOR EARLY NGSS IMPLEMENTATION.	4,237,226.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR THE EVALUATION, BOTH FORMATIVE AND SUMMATIVE, OF THE MATH IN COMMON INITIATIVE.	1,513,588.
WILDERNESS TORAH 2095 ROSE STREET, SUITE 202 BERKELEY, CA 94709	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS TO SUPPORT OPENET, A COLLABORATIVE EFFORT BETWEEN AGRICULTURAL LEADERS AND THE RESEARCH COMMUNITY TO IMPROVE INFORMATION ABOUT AGRICULTURAL WATER USE.	1,300,000.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS TO SUPPORT A FORUM FOR WATER FUNDERS TO WORK TOGETHER TO FURTHER STRATEGIES, COLLABORATION AND FUNDRAISING FOR THE WATER FIELD, CONTINUING EFFORTS LAUNCHED THROUGH THE WATER FUNDER INITIATIVE.	500,000.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS TO SCOPE A WATER INNOVATION FUND THAT LEVERAGES CAPITAL FROM CLEAN WATER STATE REVOLVING FUNDS AND SEEKS TO INFLUENCE BROADER SRF CAPITAL FLOWS.	250,000.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS TO CREATE THE POLICIES AND MECHANISMS TO SUPPORT IMPLEMENTATION OF DYNAMIC CONSERVATION IN NEW WAYS.	1,001,579.
<b>Total from continuation sheets</b>				

**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
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	SUPPLEMENTAL FUNDS FOR THE LIQUID ASSETS PROJECT AS IT SEEKS TO CLOSE ITS FIRST AGRICULTURAL AND MUNICIPAL DEALS.	250,000.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS TO DEVELOP A NEW STATEWIDE CONSERVATION APPROACH CALLED REGIONAL CONSERVATION FRAMEWORKS AND TO TEST THIS APPROACH IN A NUMBER OF LOCATIONS.	559,000.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR THE SECOND PHASE OF THE WATER FUNDER INITIATIVE, A COLLABORATIVE EFFORT TO IDENTIFY AND ACTIVATE PROMISING WATER SOLUTIONS THROUGH STRATEGIC PHILANTHROPIC INVESTMENTS IN THE UNITED STATES, STARTING IN THE WEST WHERE SCARCITY AND RELIABILITY	750,000.
YES NATURE TO NEIGHBORHOODS 3029 MACDONALD AVENUE RICHMOND, CA 94804	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	2,000.
YOSEMITE FOUNDATION 101 MONTGOMERY STREET, SUITE 1700 SAN FRANCISCO, CA 94104-4129	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,000.
YOUTH ENRICHMENT STRATEGIES 3029 MACDONALD AVENUE RICHMOND, CA 94804	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	800.
YOUTH ENRICHMENT STRATEGIES 3029 MACDONALD AVENUE RICHMOND, CA 94804	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	100.
<b>Total from continuation sheets</b>				



**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
BOY SCOUTS OF AMERICA 1325 WEST WALNUT HILL LANE IRVING, TX 75015-2079	NONE	PC	FUNDS TO SUPPORT THE CONSTRUCTION OF A PERMANENT DINING HALL AND BUNKHOUSE AT THE SUMMIT BECHTEL FAMILY RESERVE.	4,000,000.
BOY SCOUTS OF AMERICA 1325 WEST WALNUT HILL LANE IRVING, TX 75015-2079	NONE	PC	FUNDS TO IMPLEMENT A NATIONWIDE STUDY TO DEFINE AND VALIDATE ADULT PRACTICES THAT FOSTER YOUTH CHARACTER DEVELOPMENT IN SCOUTING.	6,632,758.
CALIFORNIA COMMISSION ON TEACHER CREDENTIALING 1900 CAPITOL AVENUE SACRAMENTO, CA 95811	NONE	PC	FUNDS FOR STAFF DEVELOPMENT ON DATA ANALYSIS AND DATA INFRASTRUCTURE SUPPORT.	150,000.
CALIFORNIA COUNTY SUPERINTENDENTS EDUCATIONAL SERVICES ASSOCIATION 1121 L STREET, SUITE 510 SACRAMENTO, CA 95814	NONE	PC	FUNDS TO SUPPORT CCSESA'S COMMUNITIES OF PRACTICE AND COLLABORATION COMMITTEES ON MATH AND SCIENCE STANDARDS IMPLEMENTATION.	3,078,829.
CALMATTERS 1017 L STREET #261 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR CALMATTERS TO CONTINUE PRODUCING INNOVATIVE JOURNALISM AND EXPAND THE REACH OF ITS STORIES TO CEMENT ITS POSITION AS AN INTEGRAL PART OF CALIFORNIA'S CIVIC LIFE.	150,000.
CAMP FIRE 1801 MAIN STREET, SUITE 200 KANSAS CITY, MO 64108	NONE	PC	FUNDS TO STRENGTHEN CAMP FIRE NATIONAL HEADQUARTERS CAPACITY TO SUPPORT COUNCILS IN THEIR ABILITY TO PROVIDE SUSTAINABLE, HIGH QUALITY CHARACTER BUILDING PROGRAMS TO THEIR LOCAL COMMUNITIES.	2,500,000.
CNATURENET 808 14TH AVENUE SE MINNEAPOLIS, MN 55414	NONE	PC	FUNDS TO ELEVATE CHARACTER THROUGH THE CHILDREN AND NATURE NETWORK.	80,000.
<b>Total from continuation sheets</b>				69,552,296.

**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
COACHING CORPS 310 8TH STREET, SUITE 300 OAKLAND, CA 94607	NONE	PC	FUNDS TO SUPPORT THE DEVELOPMENT OF A TRAINING EXTENSION TO THE COACHING FOR CHARACTER TRAINING AND SUPPORT PROGRAM.	417,000.
CORO NORTHERN CALIFORNIA INC. 233 SANSOME STREET, SUITE 400 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR DEVELOPMENT OF THE CALIFORNIA WATER FELLOWS PROGRAM AND IMPLEMENTATION OF THE FIRST COHORT.	1,111,000.
EDSOURCE INC 436 14TH STREET, SUITE 1005 OAKLAND, CA 94612	NONE	PC	FUNDS FOR RESEARCH AND COMMUNICATIONS ON FOUNDATION EDUCATION ISSUES.	300,000.
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE	PC	FUNDS TO DEVELOP THE CENTRAL VALLEY HABITAT EXCHANGE, WHICH WILL USE EXISTING MITIGATION FUNDS TO INCENTIVIZE RANCHERS AND FARMERS TO RESTORE, PROTECT AND STEWARD CRITICAL WILDLIFE HABITAT.	3,500,000.
FUNDERS NETWORK FOR SMART GROWTH AND LIVABLE COMMUNITIES INC. 1500 SAN REMO AVENUE, SUITE 249 CORAL GABLES, FL 33146	NONE	PC	FUNDS TO SUPPORT SMART GROWTH CALIFORNIA, A NETWORK OF PHILANTHROPIC ORGANIZATIONS ADVANCING SUSTAINABLE COMMUNITIES IN CALIFORNIA.	115,000.
HEAD-ROYCE SCHOOL 4315 LINCOLN AVENUE OAKLAND, CA 94602	NONE	PC	FUNDS FOR THE SOUTH CAMPUS DEVELOPMENT PROJECT, WHICH INCLUDES NEW CONSTRUCTION, RENOVATIONS, LANDSCAPING, AND INFRASTRUCTURE IMPROVEMENTS.	2,000,000.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	PC	FUNDS FOR KQED SCIENCE, A MULTIMEDIA SERIES DESIGNED TO IMPROVE SCIENCE AND ENVIRONMENTAL LITERACY AMONG AUDIENCES, OUT-OF-SCHOOL TIME (OST) STAFF, EDUCATORS, AND STUDENTS, AND WHICH COMBINES KQEDS TELEVISION, RADIO, WEB, AND EDUCATION DIVISIONS.	250,000.
<b>Total from continuation sheets</b> .....				

**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
LAND TRUST ALLIANCE INCORPORATED 1250 H STREET NW, SUITE 600 WASHINGTON, DC 20005	NONE	PC	FUNDS TO RE-ENVISION, REVISE, AND REINVIGORATE EDUCATION AND ACCREDITATION PROGRAMS AND HARNESS NEW STATE-OF-THE-ART TECHNOLOGY TO PREPARE LAND TRUSTS FOR THE NEXT DECADE AND FOSTER THEIR CONTINUOUS LEARNING AND IMPROVEMENT.	1,486,640.
NATIONAL 4-H COUNCIL 7100 CONNECTICUT AVENUE CHEVY CHASE, OH 20815	NONE	PC	FUNDS TO SUPPORT THE FIRST WAVE OF A MULTI-WAVE ROLL-OUT OF COMMON MEASURES AND LESSON STUDY IMPLEMENTATION AND INTEGRATION.	2,599,685.
NATIONAL AUDUBON SOCIETY INC 220 MONTGOMERY STREET, SUITE 1000 SAN FRANCISCO, CA 94114	NONE	PC	FUNDS TO SUPPORT THE MIGRATORY BIRD CONSERVATION PARTNERSHIP FOR CAPACITY BUILDING AND PROGRAMMATIC ACTIVITIES.	2,448,525.
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 WESTERN WATER INITIATIVE.	300,000.
NATIONAL PARK FOUNDATION 1110 VERMONT AVENUE, NW SUITE 200 WASHINGTON, DC 20005	NONE	PC	FUNDS TO ENHANCE THE STRENGTH OF PARTNERSHIPS WITHIN NATIONAL PARKS.	1,275,000.
NATURE CONSERVANCY 201 MISSION STREET, FOURTH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS TO THE MIGRATORY BIRD CONSERVATION PARTNERSHIP FOR CAPACITY BUILDING AND PROGRAMMATIC ACTIVITIES.	2,324,487.
NATURE CONSERVANCY 201 MISSION STREET, FOURTH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR EFFORTS TO ENABLE AND ENCOURAGE THE PROTECTION OF PRIORITY NATURAL RESOURCE VALUES THROUGH LAND-USE PLANNING.	1,329,000.
<b>Total from continuation sheets</b>				

**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
NATUREBRIDGE 28 GEARY STREET, SUITE 650 SAN FRANCISCO, CA 94108	NONE	PC	FUNDS TO CONTINUE NATUREBRIDGES ORGANIZATION-WIDE INITIATIVE FOCUSED ON INCREASING ITS INTERNAL CAPACITY TO DEVELOP CHARACTER IN YOUTH AND TO DISSEMINATE ITS LEARNING TO THE LARGER ENVIRONMENTAL EDUCATION FIELD.	3,500,000.
OUTWARD BOUND INC. 4 AIRLINE DRIVE, SUITE 202 ALBANY, NY 12205	NONE	PC	FUNDS TO SUPPORT THE CREATION OF THE OUTWARD BOUND PROFESSIONAL LEARNING LAB, A SYSTEM-WIDE INITIATIVE TO IDENTIFY RESEARCH-BASED BEST PRACTICES FOR CHARACTER DEVELOPMENT AND TO TRANSLATE THEM INTO TRAININGS FOR ALL OUTWARD BOUND INSTRUCTORS.	4,996,883.
PARTNERSHIP FOR LOS ANGELES SCHOOLS 1055 WILSHIRE BOULEVARD, SUITE 1850 LOS ANGELES, CA 90017	NONE	PC	FUNDS TO SUPPORT THE IMPLEMENTATION OF CALIFORNIA'S MATH AND SCIENCE STANDARDS.	850,000.
POINT REYES BIRD OBSERVATORY 3820 CYPRESS DRIVE #11 PETALUMA, CA 94954	NONE	PC	FUNDS TO THE MIGRATORY BIRD CONSERVATION PARTNERSHIP FOR CAPACITY BUILDING AND PROGRAMMATIC ACTIVITIES.	2,026,988.
PUBLIC ADVOCATES INC. 131 STEUART STREET, SUITE 300 SAN FRANCISCO, CA 94105-1241	NONE	PC	FUNDS TO SUPPORT ADVOCACY FOR K-8 SCIENCE COURSE ACCESS AND DATA SHARING BETWEEN CTC AND CSUS.	150,000.
ROCKEFELLER PHILANTHROPY ADVISORS INC 6 W48TH STREET, 10TH FLOOR NEW YORK, NY 10036	NONE	PC	FUNDS FOR THE THEORY OF FOUNDATION INITIATIVE.	50,000.
SAVE THE REDWOODS LEAGUE 111 SUTTER STREET, 11TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	FUNDS TO LAUNCH A NEW PARTNERSHIP AMONG THE LEAGUE, CALIFORNIA STATE PARKS AND THE NATIONAL PARKS TO JOINTLY RESTORE AND STEWARD REDWOOD HABITATS ON THE NORTH COAST.	1,000,000.
<b>Total from continuation sheets</b>				

**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
SUSTAINABLE CONSERVATION 98 BATTERY STREET #302 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS FOR A CAPACITY BUILDING INITIATIVE FOR CALIFORNIA'S RESOURCE CONSERVATION DISTRICTS.	700,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 434 GALVEZ MALL STANFORD, CA 94305-6003	NONE	PC	FUNDS FOR CONSTRUCTION OF THE GEORGE P. SHULTZ BUILDING AT THE HOOVER INSTITUTION AT STANFORD UNIVERSITY.	1,000,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR 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.	4,900,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY OFFICE OF SPONSORED RESEARCH, 3160 PORTER DRIVE, SUITE 100 PALO ALTO, CA 94304	NONE	PC	FUNDS FOR A RESEARCH COLLABORATION DESIGNED TO CREATE A COMMON EVIDENCE BASE FOR UNDERSTANDING THE CURRENT STATE OF CALIFORNIA SCHOOL SYSTEMS AND LAY THE FOUNDATION FOR SUBSTANTIVE CONVERSATIONS ABOUT WHAT SHOULD BE SUSTAINED AND WHAT MIGHT BE IMPROVED TO	500,000.
THE CALIFORNIA EDUCATION PARTNERS ONE LOMBARD ST #305 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS TO SUPPORT THE CONTINUATION OF THE MATH IN COMMON COMMUNITY OF PRACTICE FOR TWO YEARS AFTER PROJECT SUPPORT TO THE TEN DISTRICTS ENDS SO THEY CAN CONTINUE TO LEARN FROM EACH OTHER, SHARE RESOURCES, AND DISSEMINATE PROMISING PRACTICES TO CALIFORNIA'S	1,315,637.
TRUST FOR CONSERVATION INNOVATION 38 GEARY STREET, SUITE 650 SAN FRANCISCO, CA 94108	NONE	PC	FUNDS TO SUPPORT CHANGESCALE, AN ORGANIZATION COMMITTED TO ENSURING THAT EVERY GENERATION IS INSPIRED WITH THE ENVIRONMENTAL KNOW-HOW TO CREATE HEALTHY COMMUNITIES AND A HEALTHY PLANET.	225,000.
WATER FOUNDATION 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	NONE	PC	FUNDS TO ADVANCE THE ASPEN INTERNET OF WATER RECOMMENDATIONS TO STRENGTHEN DATA HUBS IN CALIFORNIA, TEXAS AND THE BROADER WEST.	500,000.
<b>Total from continuation sheets</b>				

**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
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR SUPPLEMENTING EVALUATION OF NGSS EARLY IMPLEMENTERS INITIATIVE, YEARS 3-4.	230,091.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS TO K-12 ALLIANCE TO SUPPORT THE CALIFORNIA K8 NGSS EARLY IMPLEMENTATION INITIATIVE.	6,392,773.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS TO CREATE THE POLICIES AND MECHANISMS TO SUPPORT IMPLEMENTATION OF DYNAMIC CONSERVATION IN NEW WAYS.	1,117,000.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS TO SUPPORT A CONSUMPTIVE USE ESTIMATION PROGRAM, A THREE-YEAR PROJECT TO ADVANCE OPEN AND ACCESSIBLE DATA ABOUT AGRICULTURAL WATER USE AS PART OF THE FOUNDATION'S WATER DATA INITIATIVE.	3,000,000.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	SUPPORT IN CONJUNCTION WITH OCTOBER FUNDER EVENTS, INCLUDING RECOGNITION OF SUPPORT FROM MODERATOR.	50,000.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS TO SUPPORT A SUSTAINED WATER TABLE AS A FORUM FOR WATER FUNDERS TO WORK TOGETHER TO FURTHER STRATEGIES, COLLABORATION AND FUNDRAISING FOR THE WATER FIELD, CONTINUING EFFORTS LAUNCHED THROUGH THE WATER FUNDER INITIATIVE.	1,000,000.
<b>Total from continuation sheets</b> .....				

**Part XV** | **Supplementary Information**

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

NAME OF RECIPIENT - ADVANCEMENT PROJECT

FUNDS TO SUPPORT THE FORMATION OF HIGH-LEVEL K-12 POLICYMAKER AND  
STAKEHOLDER ROUNDTABLE TO DISCUSS PRIORITIES FOR K-12 POLICY.

NAME OF RECIPIENT - AMERICAN ACADEMY OF ARTS AND SCIENCES

FUNDS FOR A NEW PROJECT TO INFORM AN ONGOING NATIONAL CONVERSATION  
ABOUT WHAT CONSTITUTES "CIVIC ENGAGEMENT," AND HOW PEOPLE GAIN THE  
KNOWLEDGE, SKILLS, AND VALUES NECESSARY TO PARTICIPATE AS CITIZENS IN A  
DEMOCRACY. THE PROJECT WILL RESULT IN A SERIES OF REPORTS AND  
RECOMMENDATIONS FOR PROVIDING OPPORTUNITIES FOR AMERICANS OF ALL  
BACKGROUNDS TO GAIN THE EXPERIENCES THAT MOST EFFECTIVELY DEVELOP THE  
SKILLS NECESSARY FOR THE PRACTICE OF DEMOCRATIC CITIZENSHIP.

NAME OF RECIPIENT - BOYS & GIRLS CLUBS OF AMERICA

FUNDS TO SUPPORT BGCA'S STRATEGY FOR IMPROVING THE CLUB EXPERIENCE: A  
\$67 MILLION FIVE-YEAR INITIATIVE TO IMPROVE QUALITY IN CLUBS ACROSS THE  
NATION. THE UP TO \$20 MILLION REQUESTED FROM THE FOUNDATION WILL FUND  
COMPONENTS OF THIS INITIATIVE THAT LEVERAGE BGCAS MEASUREMENT AND  
EVALUATION SYSTEMS TO HELP CLUBS IMPROVE QUALITY AND TO BUILD OUT  
BGCA'S TRAINING RESOURCES FOR VOLUNTEERS, FRONTLINE STAFF, MANAGERS,  
CEOS AND BOARD MEMBERS.

NAME OF RECIPIENT - BOYS & GIRLS CLUBS OF AMERICA

FUNDS TO SUPPORT BGCA'S STRATEGY FOR IMPROVING THE CLUB EXPERIENCE: A  
\$67 MILLION FIVE-YEAR INITIATIVE TO IMPROVE QUALITY IN CLUBS ACROSS THE  
NATION. THE UP TO \$20 MILLION REQUESTED FROM THE FOUNDATION WILL FUND  
COMPONENTS OF THIS INITIATIVE THAT LEVERAGE BGCAS MEASUREMENT AND  
EVALUATION SYSTEMS TO HELP CLUBS IMPROVE QUALITY AND TO BUILD OUT

**Part XV** Supplementary Information

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

BGCA'S TRAINING RESOURCES FOR VOLUNTEERS, FRONTLINE STAFF, MANAGERS,  
CEOS AND BOARD MEMBERS.

NAME OF RECIPIENT - CALIFORNIA STATE UNIVERSITY FRESNO FOUNDATION  
FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, FRESNO, FRESNO UNIFIED  
SCHOOL DISTRICT, SANGER UNIFIED SCHOOL DISTRICT, AND CENTRAL UNIFIED  
SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND  
PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.

NAME OF RECIPIENT - GIRLS INCORPORATED  
FUNDS TO SUPPORT TWO MAJOR ELEMENTS OF GIRLS INC.'S 2016 - 2020  
STRATEGIC PLAN: FIRST, TO DEVELOP AND IMPLEMENT A LEARNING MANAGEMENT  
SYSTEM TO FACILITATE THE TRAINING AND SUPPORT OF THE ADULT  
PROFESSIONALS AND VOLUNTEERS OF AFFILIATES WHO DIRECTLY SERVE GIRLS IN  
GIRLS INC.'S PROGRAMS; AND SECOND, TO INVEST IN THE CAPACITY OF  
AFFILIATES TO GROW RAPIDLY AND SUSTAINABLY, TO DOUBLE THE NUMBER OF  
GIRLS THAT GIRLS INC. SERVES COMPREHENSIVELY BY 2020.

NAME OF RECIPIENT - NATIONAL AUDUBON SOCIETY INC  
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. / FOR E-REPORTING: FUNDS FOR THE  
IMPLEMENTATION OF A NEW BUSINESS PLAN AND TO GROW FUNDRAISING CAPACITY  
TO PUT THE ORGANIZATION ON A SUSTAINABLE LONG-TERM TRAJECTORY.

NAME OF RECIPIENT - NATIONAL CENTER FOR TEACHER RESIDENCIES INC  
FUNDS TO SUPPORT THE NATIONAL CENTER FOR TEACHER RESIDENCIES TO PROVIDE  
A SERIES OF CONVENINGS AND COACHING SERVICES TO FOUR CALIFORNIA STATE

**Part XV** | **Supplementary Information**

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

UNIVERSITY CAMPUSES AND THEIR IDENTIFIED SCHOOL DISTRICT PARTNERS IN SUPPORT OF THE GOALS OF THE NEW GENERATION OF EDUCATORS INITIATIVE.

NAME OF RECIPIENT - PUBLIC POLICY INSTITUTE OF CALIFORNIA

FUNDS TO CONDUCT A SURVEY THAT COVERS TIMELY TOPICS AND THEMES IN K-12 EDUCATION, INCLUDING OPINIONS ON EDUCATIONAL QUALITY AND SCHOOL FUNDING VIEWS ON IMMIGRATION ENFORCEMENT AND PUBLIC SCHOOLS, VOUCHERS AND CHARTERS, EARLY CHILDHOOD EDUCATION, AND THE LOCAL CONTROL FUNDING FORMULA.

NAME OF RECIPIENT - UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION

FUNDS TO TRANSFORM THE HEALTH CARE OF OLDER ADULTS THROUGH TIDESWELL, A UCSF DIVISION OF GERIATRICS PROGRAM THAT IS BECOMING A NATIONAL MODEL FOR GERIATRIC LEADERSHIP TRAINING PROGRAMS, CREATIVE CLINICAL CARE, AND TARGETED RESEARCH TO INFORM BEST PRACTICES.

NAME OF RECIPIENT - WINDWARD FUND

FUNDS FOR THE SECOND PHASE OF THE WATER FUNDER INITIATIVE, A COLLABORATIVE EFFORT TO IDENTIFY AND ACTIVATE PROMISING WATER SOLUTIONS THROUGH STRATEGIC PHILANTHROPIC INVESTMENTS IN THE UNITED STATES, STARTING IN THE WEST WHERE SCARCITY AND RELIABILITY OF CLEAN WATER ARE URGENT ISSUES.

**Part XV** | **Supplementary Information**

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

NAME OF RECIPIENT - AMERICAN ACADEMY OF ARTS AND SCIENCES

FUNDS FOR A NEW PROJECT TO INFORM AN ONGOING NATIONAL CONVERSATION

ABOUT WHAT CONSTITUTES "CIVIC ENGAGEMENT," AND HOW PEOPLE GAIN THE KNOWLEDGE, SKILLS, AND VALUES NECESSARY TO PARTICIPATE AS CITIZENS IN A DEMOCRACY. THE PROJECT WILL RESULT IN A SERIES OF REPORTS AND RECOMMENDATIONS FOR PROVIDING OPPORTUNITIES FOR AMERICANS OF ALL BACKGROUNDS TO GAIN THE EXPERIENCES THAT MOST EFFECTIVELY DEVELOP THE SKILLS NECESSARY FOR THE PRACTICE OF DEMOCRATIC CITIZENSHIP.

NAME OF RECIPIENT - AMERICAN INSTITUTES FOR RESEARCH IN THE BEHAVIORAL SCIENCES

FUNDS TO JOIN RESEARCHERS, PRACTITIONERS (PARTICULARLY SCHOOL DISTRICT LEADERS), POLICYMAKERS, AND FUNDERS IN ONGOING, EVIDENCE-BASED DIALOGUE TO IMPROVE INSTRUCTION AND STUDENT LEARNING FOR ALL STUDENTS IN CALIFORNIA'S SCHOOL SYSTEMS.

NAME OF RECIPIENT - BIG BROTHERS BIG SISTERS OF AMERICA

FUNDS TO SUPPORT COMPONENTS OF BBBSAS NEW STRATEGIC PLAN, AIMED AT ENHANCING THE CAPACITIES OF THE NATIONAL HEADQUARTERS AND ITS AFFILIATES TO MORE IMPACTFULLY SERVE YOUTH THROUGH CHARACTER-BUILDING, MENTORING PROGRAMS.

NAME OF RECIPIENT - THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY

FUNDS FOR A RESEARCH COLLABORATION DESIGNED TO CREATE A COMMON EVIDENCE BASE FOR UNDERSTANDING THE CURRENT STATE OF CALIFORNIA SCHOOL SYSTEMS AND LAY THE FOUNDATION FOR SUBSTANTIVE CONVERSATIONS ABOUT WHAT SHOULD BE SUSTAINED AND WHAT MIGHT BE IMPROVED TO ENSURE INCREASED OPPORTUNITY

**Part XV** | **Supplementary Information**

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

AND SUCCESS FOR ALL STUDENTS IN CALIFORNIA IN DECADES AHEAD.

NAME OF RECIPIENT - THE CALIFORNIA EDUCATION PARTNERS

FUNDS TO SUPPORT THE CONTINUATION OF THE MATH IN COMMON COMMUNITY OF

PRACTICE FOR TWO YEARS AFTER PROJECT SUPPORT TO THE TEN DISTRICTS ENDS

SO THEY CAN CONTINUE TO LEARN FROM EACH OTHER, SHARE RESOURCES, AND

DISSEMINATE PROMISING PRACTICES TO CALIFORNIA'S OTHER SCHOOL DISTRICTS.

**Schedule B**

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2017**

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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ..... ▶ \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 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 doesn't 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) (2017)

Name of organization <b>S.D. BECHTEL, JR. FOUNDATION</b>	Employer identification number <b>20-3759208</b>
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**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	\$ 251,617.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	FREMONT INVESTORS, INC.  199 FREMONT STREET, SUITE 2500  SAN FRANCISCO, CA 94105	\$ 20,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	MR. AND MRS. STEPHEN D BECHTEL, JR.  P.O. BOX 193809  SAN FRANCISCO, CA 94119	\$ 26,000,000.	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.)

Name of organization  <b>S.D. BECHTEL, JR. FOUNDATION</b>	Employer identification number  <b>20-3759208</b>
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**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization  <b>S.D. BECHTEL, JR. FOUNDATION</b>	Employer identification number  <b>20-3759208</b>
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**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
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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

**Note:** Generally, the corporation isn't 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	148,107.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
2c	Credit for federal tax paid on fuels (see instructions)	2c		
2d	<b>Total.</b> Add lines 2a through 2c	2d		
3	Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation doesn't owe the penalty	3		148,107.
4	Enter the tax shown on the corporation's 2016 income tax return. See instructions. <b>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</b>	4		291,152.
5	<b>Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5		148,107.

**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 doesn't owe a penalty. See instructions.

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

**Part III Figuring the Underpayment**

	(a)	(b)	(c)	(d)	
9 <b>Installment due dates.</b> 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	05/15/17	06/15/17	09/15/17	12/15/17
10 <b>Required installments.</b> 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% (0.25) of line 5 above in each column	10	37,027.	37,027.	37,026.	37,027.
11 <b>Estimated tax paid or credited for each period.</b> For column (a) only, enter the amount from line 11 on line 15. See instructions	11	78,350.		50,000.	200,000.
<b>Complete lines 12 through 18 of one column before going to the next column.</b>					
12 Enter amount, if any, from line 18 of the preceding column	12		41,323.	4,296.	17,270.
13 Add lines 11 and 12	13		41,323.	54,296.	217,270.
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	78,350.	41,323.	54,296.	217,270.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
17 <b>Underpayment.</b> 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 <b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	41,323.	4,296.	17,270.	

**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.**

**Part IV Figuring the Penalty**

	(a)	(b)	(c)	(d)
<b>19</b> Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. <b>(C Corporations with tax years ending June 30 and S corporations:</b> Use 3rd month instead of 4th month. <b>Form 990-PF and Form 990-T filers:</b> Use 5th month instead of 4th month.) See instructions ..... <b>19</b>				
<b>20</b> Number of days from due date of installment on line 9 to the date shown on line 19 .....	<b>20</b>			
<b>21</b> Number of days on line 20 after 4/15/2017 and before 7/1/2017 .....	<b>21</b>			
<b>22</b> Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\% (0.04)}{365}$ ...	<b>22</b> \$	\$	\$	\$
<b>23</b> Number of days on line 20 after 06/30/2017 and before 10/1/2017 .....	<b>23</b>			
<b>24</b> Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\% (0.04)}{365}$ ...	<b>24</b> \$	\$	\$	\$
<b>25</b> Number of days on line 20 after 9/30/2017 and before 1/1/2018 .....	<b>25</b>			
<b>26</b> Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 4\% (0.04)}{365}$ ...	<b>26</b> \$	\$	\$	\$
<b>27</b> Number of days on line 20 after 12/31/2017 and before 4/1/2018 .....	<b>27</b>			
<b>28</b> Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 4\% (0.04)}{365}$ ...	<b>28</b> \$	\$	\$	\$
<b>29</b> Number of days on line 20 after 3/31/2018 and before 7/1/2018 .....	<b>29</b>			
<b>30</b> Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$ .....	<b>30</b> \$	\$	\$	\$
<b>31</b> Number of days on line 20 after 6/30/2018 and before 10/1/2018 .....	<b>31</b>			
<b>32</b> Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$ .....	<b>32</b> \$	\$	\$	\$
<b>33</b> Number of days on line 20 after 9/30/2018 and before 1/1/2019 .....	<b>33</b>			
<b>34</b> Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$ .....	<b>34</b> \$	\$	\$	\$
<b>35</b> Number of days on line 20 after 12/31/2018 and before 3/16/2019 .....	<b>35</b>			
<b>36</b> Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$ .....	<b>36</b> \$	\$	\$	\$
<b>37</b> Add lines 22, 24, 26, 28, 30, 32, 34, and 36 .....	<b>37</b> \$	\$	\$	\$
<b>38 Penalty.</b> 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 .....	<b>38</b> \$			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](http://www.irs.gov). You can also call 1-800-829-4933 to get interest rate information.

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	459,301.	0.	459,301.	1,136,966.	
INTEREST INCOME	2,849,496.	0.	2,849,496.	2,824,597.	
TO PART I, LINE 4	3,308,797.	0.	3,308,797.	3,961,563.	

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM PARTNERSHIPS	2,008,203.	-104,516.	
OTHER INCOME	1,636.	0.	
DEFERRED TAX ADJUSTMENT	183,193.	0.	
FROM PARTNERSHIPS - SEC 965A	0.	17,096.	
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>2,193,032.</b>	<b>-87,420.</b>	

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	135,930.	0.		156,838.
TO FM 990-PF, PG 1, LN 16A	135,930.	0.		156,838.

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	175,383.	0.		174,340.
TO FORM 990-PF, PG 1, LN 16B	175,383.	0.		174,340.

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
MONTICELLO	30,000.	30,000.		0.
CONSULTANTS	1,850,624.	0.		1,938,501.
NORTHERN TRUST	260,169.	260,169.		0.
TO FORM 990-PF, PG 1, LN 16C	2,140,793.	290,169.		1,938,501.

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	28,223.	23,116.		0.
OTHER STATE TAXES	61,255.	0.		0.
FILING FEES	525.	0.		0.
TO FORM 990-PF, PG 1, LN 18	90,003.	23,116.		0.

## 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	787,199.	699,915.		0.
SUBSCRIPTION	3,497.	0.		3,803.
INSURANCE	11,131.	0.		11,278.
OFFICE SUPPLIES	30,112.	0.		29,359.
COMPUTER MAINTENANCE AND SUPPORT	142,167.	0.		127,065.
PROFESSIONAL DEVELOPMENT	58,307.	0.		51,254.
MEMBERSHIP FEES	18,755.	0.		18,755.
MISCELLANEOUS EXPENSE	9,958.	0.		9,626.
INVESTMENT EXPENSES	12,506.	12,506.		0.
OTHER OFFICE EXPENSES	5,584.	0.		5,584.
OTHER PROGRAM COSTS	63,755.	0.		63,015.
TO FORM 990-PF, PG 1, LN 23	1,142,971.	712,421.		319,739.

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

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<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN/(LOSS) ON INVESTMENTS	6,954,885.
UNREALIZED GAIN/(LOSS) ON CHARITABLE TRUSTS	22,737.
 	<hr/>
TOTAL TO FORM 990-PF, PART III, LINE 5	6,977,622.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
ETON PARK OVERSEAS FUND	168,966.	168,966.
OZ OVERSEAS FUND, LTD	632,041.	632,041.
OTHER STOCK	87,001.	87,001.
TOTAL TO FORM 990-PF, PART II, LINE 10B	888,008.	888,008.

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CORPORATE BONDS	120,298,450.	120,298,450.
TOTAL TO FORM 990-PF, PART II, LINE 10C	120,298,450.	120,298,450.

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AG SECURITIZED ASSET RECOV HLDGS LP	FMV	3,709,934.	3,709,934.
CALERA CAPITAL PARTNERS III	FMV	44,964.	44,964.
CLAYTON, DUBILIER & RICE FUND VIII WILSONART	FMV	433,069.	433,069.
CLAYTON, DUBILIER & RICE FUND VIII	FMV	1,322,315.	1,322,315.
CONVEXITY CAPITAL OFFSHORE	FMV	7,958,417.	7,958,417.
DAVIDSON KEMPNER IP	FMV	12,542,546.	12,542,546.
FARALLON CAPITAL PARTNERS	FMV	13,155,384.	13,155,384.
FORTRESS CREDIT OPPORTUNITIES FUND	FMV	1,511,152.	1,511,152.
HIGHFIELDS CAPITAL	FMV	24,398.	24,398.
IP III BLOCKER - I LP (MHR III)	FMV	552,176.	552,176.
MADISON DEARBORN CAPITAL PARTNERS VI-A	FMV	862,506.	862,506.
MADISON DEARBORN CAPITAL PARTNERS VI-A GLOBAL	FMV	312,687.	312,687.
MADISON DEARBORN CAPITAL PARTNERS VI-B	FMV	1,004,524.	1,004,524.
MADISON DEARBORN PARTNERS V-A	FMV	125,504.	125,504.
MADISON DEARBORN PARTNERS V-B	FMV	367,892.	367,892.
MAKENA CAPITAL ASSOCIATES	FMV	16,116,422.	16,116,422.
MHR INSTITUTIONAL PARTNERS III	FMV	4,388,875.	4,388,875.
OZ STRUCTURED PRODUCTS OVERSEAS FEEDER FUND II, LP	FMV	5,333,012.	5,333,012.
RAPTOR PRIVATE PORTFOLIO LP	FMV	48,960.	48,960.
REGIMENT CAPITAL SPECIALIST FUND	FMV	2,534,086.	2,534,086.
TIFF PARTNERS IV	FMV	178,279.	178,279.
YORKTOWN ENERGY PARTNERS VI	FMV	437,184.	437,184.
YORKTOWN ENERGY PARTNERS VII	FMV	737,305.	737,305.
CLAYTON. DUBULIRT & RICE VIII CREDIT INVESTOR	FMV	6,882.	6,882.
FORTRESS VRF LTD	FMV	17,017.	17,017.
FORTRESS VRF TE I	FMV	7,131.	7,131.
TOTAL TO FORM 990-PF, PART II, LINE 13		73,732,621.	73,732,621.

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	954,785.	932,047.	932,047.
DUE FROM OTHER PARTIES	-12,504.	9,445.	9,445.
TO FORM 990-PF, PART II, LINE 15	1,432,281.	1,431,492.	1,431,492.

FORM 990-PF

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

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEPHEN D. BECHTEL, JR. 199 FREMONT STREET SAN FRANCISCO, CA 94105	CHAIRMAN/DIRECTOR 10.00	0.	0.	0.
LAUREN B. DACHS 199 FREMONT STREET SAN FRANCISCO, CA 94105	PRESIDENT/VICE CHAIR 40.00	350,001.	19,097.	0.
ELIZABETH H. BECHTEL 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
NONIE B. RAMSAY 199 FREMONT STREET 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 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
BOB PECK 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
JOHN W. WEISER 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
SUSAN M. HARVEY 199 FREMONT STREET SAN FRANCISCO, CA 94105	SECRETARY/PROGRAM DIRECTOR 36.00	289,966.	34,781.	0.



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FORM 990-PF

OFFICERS, DIRECTORS, TRUSTEES AND  
FOUNDATION MANAGERS COMPENSATION EXPLANATION  
PART VIII, LINE 1

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STATEMENT 14

PERSON'S NAME

SUSAN M. HARVEY AND BARBARA CARTIER

COMPENSATION EXPLANATION

COMPENSATION PAID TO SUSAN M. HARVEY AND TO BARBARA CARTIER WERE FOR SERVICES RENDERED AS A PROGRAM DIRECTOR AND CONTROLLER, RESPECTIVELY, AND NOT FOR SERVICES AS OFFICERS OF THE FOUNDATION.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT  
PART VII-B, LINE 5C

STATEMENT 15

GRANTEE'S NAME

AMERICAN CENTER OF PHILIPPINE ARTS

GRANTEE'S ADDRESS

1511 JEFFERSON STREET #207  
OAKLAND, CA 94612

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
500.	06/23/17	500.

PURPOSE OF GRANT

FUNDS FOR UNRESTRICTED GENERAL SUPPORT

DATES OF REPORTS BY GRANTEE

10/09/2018

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE S.D. BECHTEL, JR. FOUNDATION, NO PART OF THE GRANT WAS USED FOR OTHER THAN THE INTENDED PURPOSE, AND NO VERIFICATION EFFORTS HAVE BEEN CONSIDERED NECESSARY.

GRANTEE'S NAME

THE GREAT THIRST PRODUCTIONS, LLC

GRANTEE'S ADDRESS

1925 CENTURY PARK EAST, SUITE 420  
LOS ANGELES, CA 90067

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
100,000.	12/22/17	0.

PURPOSE OF GRANT

FUNDS FOR A DOCUMENTARY BASED ON NORRIS HUNDLEY'S BOOK "THE GREAT THIRST."

DATES OF REPORTS BY GRANTEE

08/22/2018

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 EFFORTS HAVE BEEN CONSIDERED NECESSARY.

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FORM 990-PF

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

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STATEMENT 16

SEE GENERAL EXPLANATION STATEMENT 18

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FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 17

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NAME OF MANAGER

STEPHEN D. BECHTEL, JR.  
ELIZABETH H. BECHTEL

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GENERAL EXPLANATION

STATEMENT 18

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FORM/LINE IDENTIFIER

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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 \$46,252,117 AS BEING MADE OUT OF CORPUS.

AS SUCH, THE TAXPAYER MEETS THE REQUIREMENTS OF IRC SECTION 170(B)(1)(A)(VII), 170(B)(1)(F)(II), AND 4942(H) IN THAT (A) THE TAXPAYER HAD NO REMAINING UNDISTRIBUTABLE INCOME FROM ANY PRIOR TAX YEAR, (B) THE TAXPAYER DISTRIBUTED ALL OF ITS DISTRIBUTABLE AMOUNT FOR 2017 SO THAT THERE WAS NO UNDISTRIBUTABLE AMOUNT FOR 2017, AND (C) THE TAXPAYER MADE QUALIFYING DISTRIBUTIONS OUT OF CORPUS IN AMOUNT EQUAL TO 100% OF ALL CONTRIBUTIONS RECEIVED BY THE TAXPAYER DURING 2017. THEREFORE, THE TAXPAYER IS A CONDUIT PRIVATE FOUNDATION IN 2017 AND QUALIFIES AS A 50% CHARITY.

*Lauren B. Dachs*

SIGNATURE OF OFFICER

IRC 965 Transition Tax Statement (Portable Document Format with a filename of '965 Tax')

Taxpayer Name: S.D. BECHTEL, JR. FOUNDATION

SSN/FEIN: 20-3759208

<u>Item</u>	<u>Amount</u>
Total amount required to be included in income by reason of section 965(a).	Line 1 \$ <u>17,096.</u>
Aggregate foreign cash position, if applicable.	Line 2 \$ _____
Total deduction under section 965(c).	Line 3 \$ _____
Total deemed paid foreign taxes associated with the total amount required to be included in income by reason of section 965(a).	Line 4a \$ _____
Total deemed paid foreign taxes disallowed pursuant to IRC 965(g)(1).	Line 4b \$ _____
Total net tax liability under section 965 (as determined under section 965(h)(6), without regard to whether such paragraph is applicable), if applicable, which will be assessed.	Line 5 \$ <u>171.</u>
Amount of the net tax liability under section 965 to be paid in installments under section 965(h), if applicable.	Line 6 \$ _____
Amount of the net tax liability under section 965, the payment of which has been deferred, under section 965(i), if applicable.	Line 7 \$ _____

Listing of applicable elections under section 965 or the election provided for in Notice 2018-13 that the taxpayer has made, if applicable.

<u>Provision Under Which Election is Made</u>	<u>Title</u>	<u>Attached (Y or N)</u>
Section 965(h)(1)	Election to Pay Net Tax Liability Under Section 965 in Installments under Section 965(h)(1).	N
Section 965(i)(1)	S Corporation Shareholder Election to Defer payment of Net Tax Liability Under Section 965 Under Section 965(i)(1)	N
Section 965(m)(1)(B)	Statement for Real Estate Investment Trusts Electing Deferred Inclusions Under Section 951(a)(1) By Reason of Section 965 Under Section 965(m)(1)(B)	N
Section 965(n)	Election Not to Apply Net Operating Loss Deduction under section 965(n)	N
Notice 2018-13, Section 3.02	Election Under Section 3.02 of Notice 2018-13 to Use Alternative Method to Compute Post-1986 Earnings and Profits	N

Under penalties of perjury, I declare that I have examined this statement, 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.

*Camren B. Dachs*

Signature of Taxpayer and/or Officer