FOR PUBLIC INSPECTION

FILED PURSUANT TO NOTICES 2004-35 AND 2004-36 Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

Department of the Treasury Internal Revenue Service

OMB No. 1545-0052

For calendar year 2012 or tax year beginning , and ending						
Name of foundation A Employer identification number						on number
					20-375920	
	S.D. BECHTEL, JR. FOUNDATION					8
		and street (or P.O. box number if mail is not delivered to stree	address)	Room/suite	B Telephone number	0.670
_		BOX 193809			(415) 284	
		own, state, and ZIP code	000		C If exemption application is	s pending, check here
-		FRANCISCO, CA 94119-3			B 4 F	
G (neci	k all that apply: Initial return Final return	Amended return	ormer public charity	D 1. Foreign organizatio	ns, cneck nere
		Address change	Name change		Foreign organizations of the ck here and attach	meeting the 85% test,
H (heck	k type of organization: X Section 501(c)(3) e:			1	
	_	ection 4947(a)(1) nonexempt charitable trust		ation	E If private foundation s	1)(A), check here
I Fa		arket value of all assets at end of year J Account		X Accrual	F If the foundation is in	
		·	ther (specify)	Contraction of the Contraction o		1)(B), check here
	\$	339,549,608. (Part I, colu		basis.)		·//=//, encon note 15/2 (
Pa	ırt I	Analysis of Revenue and Expenses	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements
		(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	expenses per books	income	income	for charitable purposes (cash basis only)
	1	Contributions, gifts, grants, etc., received	63,317,809.		N/A	
	2	Check if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	4,828,651.	5,324,762.		STATEMENT 1
		Gross rents		-		
		Net rental income or (loss)	7,707,966.			
e	68	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all	1,101,900.	1×		
Revenue	7	assets on line 6a Capital gain net income (from Part IV, line 2)		9,674,793.		
Be	A B	Net short-term capital gain		J,074,193.		
	9	Income modifications				
	10a	Gross sales less returns and allowances				
		Less: Cost of goods sold				
		Gross profit or (loss)				
		Other income	1,916,529.			STATEMENT 2
	12	Total. Add lines 1 through 11	77,770,955.	16,644,934.		
	13	Compensation of officers, directors, trustees, etc.	337,328.	64,605.		272,724.
	14	Other employee salaries and wages	1,079,786.			882,210.
Ø	15	Pension plans, employee benefits	269,128.	10,683.		210,887.
ses	16a	Legal fees STMT 3	24,417.	0.		53,571.
be	b	Accounting fees STMT 4	88,325.	0.		88,325.
ũ		Other professional fees STMT 5	906,289.	211,997.		618,188.
ţį	17	Interest STMT 6	118,080.	91 026		340
Operating and Administrative Expen	18	Depreciation and depletion	110,000.	81,926.		340.
i.	20		81,143.	10,866.		59,411.
Adn	21	Occupancy Travel, conferences, and meetings	32,372.	10,800.		31,745.
þ	22		32/3/21			31,743.
g	23	Printing and publications Other expenses STMT 7	2,777,685.	1,867,775.		237,939.
atin		Total operating and administrative		, ,		
per		expenses. Add lines 13 through 23	5,714,553.	2,278,979.		2,455,340.
ō	25	Contributions, gifts, grants paid	74,258,840.			59,422,815.
		Total expenses and disbursements.				
		Add lines 24 and 25	79,973,393.	2,278,979.		61,878,155.
	27	Subtract line 26 from line 12:			THE PROPERTY OF THE	11222
		Excess of revenue over expenses and disbursements	-2,202,438.	11 065 055		
		Net investment income (if negative, enter -0-)		14,365,955.	1072	
2235		Adjusted net income (if negative, enter -0-)			N/A	Form 000 DE (0010)

Page 2

		Balance Sheets Atlached schedules and amounts in the description column should be for end-of-year amounts only.	Beginning of year	End o	t year
	ar L	column should be for end-of-year amounts only.	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
	l 2	Savings and temporary cash investments	9,555,283.	35,204,807.	35,204,807.
	3	Savings and temporary cash investments Accounts receivable ► 13,525,258.			
	ľ	Less: allowance for doubtful accounts	2,169,070.	13,525,258.	13,525,258.
	١.		2,105,070	13,323,230.	13,323,230.
	4	Pledges receivable -			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other			
		disqualified persons			
	l 7	Other notes and loans receivable			
		Less; allowance for doubtful accounts			
ro.	g	Inventories for sale or use			
Assets	۱	Draggid cynogogo and defeyred pharges	219,123.	344,746.	344,746.
155		Prepaid expenses and deferred charges	219,143.	344,740.	344,740.
	10a	Investments - U.S. and state government obligations	07 050 150	00 400 000	00 400 000
	b	Investments - corporate stock STMT 10	27,859,158.	22,498,097.	22,498,097.
	C	Investments - corporate bonds STMT 11	1,193,365.	1,171,995.	1,171,995.
	11	Investments - land, buildings, and equipment: basis			
		Less: accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	268,739,325.	264 904 628	264,904,628.
	14	Land, buildings, and equipment basis	200710370231	201/301/0200	201,501,0201
	'*				
	l	Less: accumulated depreciation	1 027 005	1 000 077	1 000 077
	15	Other assets (describe ► STATEMENT 13)	1,837,885.	1,900,077.	1,900,077.
_		Total assets (to be completed by all filers)	311,573,209.		339,549,608.
	17	Accounts payable and accrued expenses	712,593.	590,799.	
		Grants payable	68,772,695.	83,608,720.	
S		Deferred revenue			
Liabilities		Loans from officers, directors, trustees, and other disqualified persons			
賣					
Ë		Mortgages and other notes payable			
_	22	Other liabilities (describe			
			60 405 000	04 400 540	
_	23	Total liabilities (add lines 17 through 22)	69,485,288.	84,199,519.	
		Foundations that follow SFAS 117, check here			
		and complete lines 24 through 26 and lines 30 and 31.			
nces	24	Unrestricted	240,441,374.	253,961,650.	
auc		Temporarily restricted	1.646.547.	1,388,439.	
Sal		Permanently restricted			
or Fund Bala	20	Foundations that do not follow SFAS 117, check here			,
Ē					
-	l	and complete lines 27 through 31.			
ts		Capital stock, trust principal, or current funds			
Se		Paid-in or capital surplus, or land, bldg., and equipment fund			
Ä	29	Retained earnings, accumulated income, endowment, or other funds			
Net Assets	30	Total net assets or fund balances	242,087,921.	255,350,089.	
=1					
	31	Total liabilities and net assets/fund balances	311,573,209.	339,549,608.	
Ξ					
LP	art	Analysis of Changes in Net Assets or Fund B	alances		
-	Total	net assets or fund balances at beginning of year - Part II, column (a), line	30		
'					242,087,921.
_		t agree with end-of-year figure reported on prior year's return)			
2	Enter	amount from Part I, line 27a		2	-2,202,438.
		increases not included in line 2 (itemize)		ATEMENT 8 3	15,722,714.
		ines 1, 2, and 3		4	255,608,197.
		eases not included in line 2 (itemize)	SEE ST	ATEMENT 9 5	258,108.
6	Total	net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 30	6	255,350,089.

223511 12-05-12

Form **990-PF** (2012)

							Page 3				
F	Part IV Capital Gains and Losses for Tax on Investment Income										
							(c) Date (mo., d	acquired lay, yr.)	(d) Dat (mo., da		
18	MUTUAL FUND DIST	RIBUTION						VARI	OUS	VARIO	ous
	SALE OF SECURITI	SOURCE THE CONTROL TO SEE						VARI	OUS	VARIO	
	FROM PARTNERSHIP							VARI	OUS	VARIO	
	REDEMPTIONS				-			VARI	OUS	VARIO	
-	8				\vdash					222444	
	(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale			*		ain or (loss s (f) minus		
-	a									2,160,	865.
_	D				\neg					1,864	
-	C		-		\neg					5,525	
	1				\neg						,016.
_					_					121	, 010.
	Complete only for assets showing g	ain in column (h) and owned by	the foundation	on 12/31/69	\dashv		//	\ Caino /C	ol (b) goin	minua	
-	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) E>	cess of col. (i)				. (k), but r	ol. (h) gain not less tha (from col. (n -0-) or	
_	1				_	_				2 1 6 0	0.65
1					-					2,160 1,864	
_					-					$\frac{1,864}{5,525}$	
_					-						,016.
_					_						
_			L		_					1,966	,821.
2	Capital gain net income or (net capita	I loss) { If gain, also enter If (loss), enter -0	r in Part I, line - in Part I, line	7 7	$\left\ \left\{ \right. \right\ $	2	-			9,674	,793.
3	Net short-term capital gain or (loss) a If gain, also enter in Part I, line 8, colu		nd (6):		J						
	If (loss), enter -0- in Part I, line 8				. JI	3			N/A		
F	Part V Qualification Und	er Section 4940(e) for	Reduced	Tax on Net	Inv	estn	nent Inc	ome			
(E	or optional use by domestic private fou	undations subject to the section 4	4940(a) tax on	net investment in	come	2.)					
,	,	•	. ,			′					
lf :	section 4940(d)(2) applies, leave this p	eart blank.									
۱۸/	as the foundation liable for the section	4042 tay on the distributable am	nount of any ve	ear in the bace ner	choir					Vec	X No
	"Yes," the foundation does not qualify t				iou:	*****				103	22 140
"	Enter the appropriate amount in each				ntrioc						
÷			iisii uciioiis be	lore making any e						7a\	
	(a) Base period years	(b) Adjusted qualifying dis	tributions	Net value of no	(C)		uee ecceto		Distrib	ution ratio	
_	Calendar year (or tax year beginning in	7							(col. (b) div	ided by col.	
_	2011	34,81	6,173.	2	77	, 36	7,302	•			25524
_	2010	34,39	6,663.				5,750				48983
	2009	26,87	4,012.				0,769				30767
	2008	12,22	6,763.				9,991				51912
	2007	8,83	8,238.	2	47	, 53	6,669	•		.03	35705
_				-							
2	Total of line 1, column (d)							2		. 4	92891
3	Average distribution ratio for the 5-ye	ar hase period - divide the total	on line 2 hy 5	or by the number	of ve	ars					
۰								3		. 0.9	98578
	the foundation has been in existence	ii less tilali 5 years						- -		• • •	70370
4	Enter the net value of noncharitable-u	se assets for 2012 from Part X,	line 5					. 4	30	7,456	,563.
5	Multiply line 4 by line 3	vi						. 5	3	0,308	,453.
6 Enter 1% of net investment income (1% of Part I, line 27b)				6		143	,660.				
									3	0,452	,113.
8	Enter qualifying distributions from Pa	rt XII, line 4						8	6	1,878	,155.
	If line 8 is equal to or greater than line See the Part VI instructions.							esul (
_											

orm	990-PF (2012) S.D. BECHTEL, JR. FOUNDATION		375920		Page 4
HIGHWATHE	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or	1948	- see insti	uctio	ns)
1a	Exempt operating foundations described in section 4940(d)(2), check here And enter "N/A" on line 1.				
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)				
	Domestic foundations that meet the section 4940(e) requirements in Part V, check here X and enter 1%	1	1	43,6	60.
	of Part I, line 27b	100			
	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				_
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		10 (0.
	Add lines 1 and 2	3	1	43,6	000.
	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	- 1	12 (
	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1	45,0	60.
	Credits/Payments: 2012 estimated tax payments and 2011 overpayment credited to 2012 6a 229,500.				
		-			
	2. Compt for organization and with more an organization and an org	-	11.5		
	Tax para that appropriate of the control of the con				
- u	Backup withholding erroneously withheld Total credits and payments. Add lines 6a through 6d	7	2	29,5	500.
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	8		27,	
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	-		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		85,8	340.
	Enter the amount of line 10 to be: Credited to 2013 estimated tax 85,840 - Refunded	11		,-	0.
	rt VII-A Statements Regarding Activities		-		1.55.15
	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene	e in		Yes	No
	any political campaign?		1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials publish	ed or			
	distributed by the foundation in connection with the activities.				
C	Did the foundation file Form 1120-POL for this year?		1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:				
	(1) On the foundation. ► \$ (2) On foundation managers. ► \$ 0 .				
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation				
	managers. ▶ \$0.				
	Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		X
	If "Yes," attach a detailed description of the activities.				
	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation,				\ v
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			X	X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?				+
ב .	If "Yes," has it filed a tax return on Form 990-T for this year? Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	1	Х
	If "Yes," attach the statement required by General Instruction T.	120112322		+	- 21
	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 stat 	e law			
	remain in the governing instrument?		6	x	
7	Did the foundation have at least \$5,000 in assets at any time during the year?		*******	X	
	If "Yes," complete Part II, col. (c), and Part XV.				
	Enter the states to which the foundation reports or with which it is registered (see instructions)				
	CA, DE				
b i	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)		7.		
	of each state as required by General Instruction G? If "No," attach explanation	GG.H.	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calculation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calculation within the meaning of section 4942(j)(3) or 4942(j)(5) for calculation within the meaning of section 4942(j)(3) or 4942(j)(5) for calculation within the meaning of section 4942(j)(3) or 4942(j)(5) for calculation within the meaning of section 4942(j)(3) or 4942(j)(5) for calculation within the meaning of section 4942(j)(3) or 4942(j)(5) for calculation within the meaning of section 4942(j)(3) or 4942(j)(5) for calculation within the meaning of section 4942(j)(3) or 4942(j)(5) for calculation within the meaning of section 4942(j)(3) or 4942(j)(5) for calculation within the meaning of section 4942(j)(3) or 4942(j)(5) for calculation within the meaning of section 4942(j)(3) or 4942(j)(5) for calculation within the meaning of section 4942(j)(3) or 4942(j)(4) for calculation within the meaning of section 4942(j)(4) for calculation 494	endar			100
	year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	ğığ.	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses				X
			Form 99	0-PF	(2012)

	990-PF (2012) S.D. BECHTEL, JR. FOUNDATION	20-3759	208	F	age 5
P	art VII-A Statements Regarding Activities (continued)				
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of				
	section 512(b)(13)? If "Yes," attach schedule (see instructions)		11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory				
	If "Yes," attach statement (see instructions)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
	Website address ► N/A	5 73 11 50000000000			-
14	The books are in care of ► CONTROLLER Telephone no.	▶ (415)	284	-868	39
	Located at ▶199 FREMONT STREET, 25TH FLOOR, SAN FRANCISCO, CA	ZIP+4 ▶94	105		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			•	
	and enter the amount of tax-exempt interest received or accrued during the year	l 15 l	N	/A	_
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank,			Yes	No
	securities, or other financial account in a foreign country?		16	. ••	X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign	************			
	country			- 1	
P	art VII-B Statements Regarding Activities for Which Form 4720 May Be Required				_
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
4				165	NO
- 1	a During the year did the foundation (either directly or indirectly):	res X No			
	() () () () () () () () () ()	es A NO			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	res X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? FREE RENT X Y				
	(7) Tay compensation to, or pay or reinibarse the expenses of, a disqualified person:	/es L No		5	
	(5) Transfer any income or assets to a disqualified person (or make any of either available	. 37			
		es X No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No"				
	if the foundation agreed to make a grant to or to employ the official for a period after				
	termination of government service, if terminating within 90 days.)	es X No			
-	b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			-	
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		<u> </u>
	Organizations relying on a current notice regarding disaster assistance check here				
1	c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected				
	before the first day of the tax year beginning in 2012?	*************	1c		<u>X</u>
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation		54.5		
	defined in section 4942(j)(3) or 4942(j)(5)):				
	a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginni	ng			
	before 2012?	res X No			
	If "Yes," list the years				
- 1	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect	t			
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attac	h			
	statement - see instructions.)	N/A	2b		
1	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.				
	>			- 1	
3	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time				
		es X No			
	b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons at	íter			
	May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to				
	of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule of				
	Form 4720, to determine if the foundation had excess business holdings in 2012.)		3b		
4:	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	\dashv	X
	b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpos		7		
	had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X
	The man again to the total land laster at another and man and an are many man and the transfer and the trans		990	PF (2	
		1 011		\ <u>-</u>	

Part VII-B Statements Regarding Activities for Which I	Form 4720 May Be F	Required (contin	ued)				
5a During the year did the foundation pay or incur any amount to:				1 1			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	1 4945(e))?	Y	es X No				
(2) Influence the outcome of any specific public election (see section 4955); o	r to carry on, directly or indire	ectly,					
any voter registration drive? Yes X No							
(3) Provide a grant to an individual for travel, study, or other similar purposes?							
(4) Provide a grant to an organization other than a charitable, etc., organization							
509(a)(1), (2), or (3), or section 4940(d)(2)?		Ye	es 🗓 No 📗				
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or fo	or					
the prevention of cruelty to children or animals?		**********	es X No				
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und							
section 53.4945 or in a current notice regarding disaster assistance (see instru				5b			
Organizations relying on a current notice regarding disaster assistance check h			▶□				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr							
expenditure responsibility for the grant?		<u> </u>	es L No				
If "Yes," attach the statement required by Regulations section 53.494							
6a Did the foundation, during the year, receive any funds, directly or indirectly, to		,	TT				
a personal benefit contract?		Y	es LAL No	01	32		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?			6b	<u>X</u>		
If "Yes" to 6b, file Form 8870.	holtor transaction?		V Na				
7a At any time during the tax year, was the foundation a party to a prohibited tax sb If "Yes," did the foundation receive any proceeds or have any net income attribute.	itable to the transaction?	II	N/A	7b	_		
Information About Officers Directors Trust				70			
Part VIII Paid Employees, and Contractors	ccs, i candadon ma	nagers, riigin	,				
List all officers, directors, trustees, foundation managers and their	compensation.				_		
	(b) Title, and average hours per week devoted	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Expe account, o	nse		
(a) Name and address	to position	(If not paid, enter -0-)	and deferred compensation	account, o	ces		
			'				
SEE STATEMENT 14		318,984.	18,345.		0.		
2 Compensation of five highest-paid employees (other than those inc	luded on line 1). If none	enter "NONE "	ļ				
S. S	(b) Title, and average		(d) Contributions to	(e) Expe	nse		
(a) Name and address of each employee paid more than \$50,000	'hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	account, o allowan	other		
BARBARA CARTIER - 199 FREMONT	CONTROLLER		Compensation	anovan	-		
STREET, SAN FRANCISCO, CA 94105	22.00	85,006.	10,198.		0.		
· · · · · · · · · · · · · · · · · · ·	PROGRAM DIREC						
STREET, SAN FRANCISCO, CA 94105	16.00	75,000.	19,393.		0.		
	PROGRAM OFFIC						
SAN FRANCISCO, CA 94105	20.00	78,000.	7,052.		0.		
	PROGRAM DIREC						
STREET, SAN FRANCISCO, CA 94105	18.00	71,294.	9,814.		0.		
ANGIE CHEN - 199 FREMONT STREET, SAN	PROGRAM OFFIC						
FRANCISCO, CA 94105	20.00	70,697.	6,712.		0.		
F-A-I number of other employees and over \$50,000		3		77	10		

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Part VIII Paid Employees, and Contractors (continued)	tion Managers, Highly	
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
LFA GROUP		
P.O. BOX 411490, SAN FRANCISCO, CA 94141	CONSULTING SERVI	CES 200,000.
MONTICELLO ASSOCIATES - 1800 LARIMER STREET,		
SUITE 2100, DENVER, CO 80202	INVESTMENT ADVIS	SORS 125,000.
THE PARTHENON GROUP	i	
200 STATE STREET, BOSTON, MA 02109	CONSULTING SERVI	CES 125,000.
OSTERWEIS CAPITAL MANAGEMENT - ONE MARITIME	INVESTMENT	
PLAZA, SUITE 800, SAN FRANCISCO, CA 94111	MANAGEMENT & ADV	ISOR 79,678.
BE THE CHANGE CONSULTING		
3237 MONTEREY BLVD., OAKLAND, CA 94602	CONSULTING SERVI	CES 75,000.
Total number of others receiving over \$50,000 for professional services		▶ 0
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statist number of organizations and other beneficiaries served, conferences convened, research papers prod	ical information such as the luced, etc.	Expenses
1 N/A		
2		1
		1
2		
		1
3		
4		
		1
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on	lines 1 and 2.	Amount
1 N/A		
2		
All other program-related investments. See instructions.		
3]
Total. Add lines 1 through 3	>	0.
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P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	ndations	, 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	295,532,083.
	Average of monthly cash balances	1b	16,404,060.
	Fair market value of all other assets	1c	202,500.
d	Total (add lines 1a, b, and c)	1d	312,138,643.
е	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	312,138,643.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,682,080.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	307,456,563.
6	Minimum investment return. Enter 5% of line 5	6	15,372,828.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations a foreign organizations check here and do not complete this part.)	nd certain	
1	Minimum investment return from Part X, line 6	1	15,372,828.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 143,660.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b 3,586.		30
C	Add lines 2a and 2b	2c	147,246.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15,225,582.
4	Recoveries of amounts treated as qualifying distributions	4	0,
5	Add lines 3 and 4	5	15,225,582.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	15,225,582.
P 1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
-	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	61,878,155.
	Program-related investments - total from Part IX-B	1b	01,070,1331
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
	Suitability test (prior IRS approval required)	3a	
a h	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	61,878,155.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment	 	02,0,0,255.
0	income. Enter 1% of Part I, line 27b	5	143,660.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	61,734,495.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation		
	4940(e) reduction of tax in those years.	чишнио г	0. 1 00011011

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				15,225,582.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years:				
		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	2.7	1 1 1		
b From 2008				
c From 2009 5,333,244. dFrom 2010 23,134,228. eFrom 2011 21,110,206.		. " "		
dFrom 2010 23,134,228.				
eFrom 2011 21,110,206.	40 577 670			
f Total of lines 3a through e	49,577,678.			
4 Qualifying distributions for 2012 from				
Part XII, line 4: > \$ 61,878,155.			0.	
a Applied to 2011, but not more than line 2a b Applied to undistributed income of prior			0.	
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus		•		
(Flanking varyings)	0.			
d Applied to 2012 distributable amount				15,225,582.
e Remaining amount distributed out of corpus	46,652,573.			
5 Excess distributions carryover applied to 2012	0.			0.
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
2 Corpus, Add lines 3f, 4c, and 4e, Subtract line 5	96,230,251.			
b Prior years' undistributed income. Subtract	1.77			
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			11	
assessed		0.		
d Subtract line 6c from line 6b. Taxable				
amount - see instructions		0.		
e Undistributed income for 2011. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract	1	W 20		
lines 4d and 5 from line 1. This amount must				0.
be distributed in 2013 7 Amounts treated as distributions out of				0.
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013.				
Subtract lines 7 and 8 from line 6a	96,230,251.			
O Analysis of line 9:				
a Excess from 2008				
b Excess from 2009 5,333,244.				
c Excess from 2010 23,134,228.				
d Excess from 2011 21,110,206.				
e Excess from 2012 46,652,573.				Form QQ0-PF (2012)
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Part XIV Private Operating F	oundations (see ins	structions and Part VII	I-A, question 9)	N/A				
1 a If the foundation has received a ruling of								
foundation, and the ruling is effective for				CONTRACTOR AND THE PARTY OF THE	ACRIMICAL CONTROL OF THE PROPERTY OF THE PROPE			
b Check box to indicate whether the found		g foundation described i		4942(j)(3) or 49	942(j)(5)			
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years	1.0000				
income from Part I or the minimum	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total			
investment return from Part X for								
each year listed								
b 85% of line 2a								
c Qualifying distributions from Part XII,								
line 4 for each year listed								
d Amounts included in line 2c not								
used directly for active conduct of								
exempt activities								
e Qualifying distributions made directly								
for active conduct of exempt activities.								
Subtract line 2d from line 2c								
3 Complete 3a, b, or c for the								
alternative test relied upon: a "Assets" alternative test - enter:								
(1) Value of all assets								
(2) Value of assets qualifying								
under section 4942(j)(3)(B)(i)								
 b "Endowment" alternative test - enter 2/3 of minimum investment return 								
shown in Part X, line 6 for each year listed								
c "Support" alternative test - enter:								
(1) Total support other than gross								
investment income (interest,								
dividends, rents, payments on securities loans (section								
512(a)(5)), or royalties)								
(2) Support from general public								
and 5 or more exempt organizations as provided in								
section 4942(j)(3)(B)(iii)								
(3) Largest amount of support from								
an exempt organization								
(4) Gross investment income		X						
Part XV Supplementary Info	rmation (Comple	te this part only	if the foundation	had \$5,000 or m	ore in assets			
at any time during t		uctions.)						
1 Information Regarding Foundatio	-							
a List any managers of the foundation who year (but only if they have contributed m			ributions received by the	foundation before the clo	se of any tax			
SEE STATEMENT 15	ore man po,000). (See Se	501011 307 (u)(2).)						
b List any managers of the foundation who	n own 10% or more of th	e stock of a cornoration	(or an equally large portion	on of the ownership of a n	artnership or			
other entity) of which the foundation has			(or an equally large portion	on or the ownership of a p	artiforomp of			
NONE								
2 Information Regarding Contributi	on, Grant, Gift, Loan,	Scholarship, etc., Pr	rograms:					
Check here ► X if the foundation o	nly makes contributions t	o preselected charitable	organizations and does n					
the foundation makes gifts, grants, etc. ((see instructions) to indiv	iduals or organizations u	nder other conditions, co	omplete items 2a, b, c, and	d d.			
a The name, address, and telephone numb	per or e-mail of the perso	n to whom applications s	should be addressed:					
h. The force is which applications about h	a pub mitted and informat	ion and motorials that a	aculd includes					
b The form in which applications should b	e submitted and informat	non and materials they sf	iouia incidae.					
c Any submission deadlines:	c Any submission deadlines:							
d Any restrictions or limitations on awards	s, such as by geographica	ıl areas, charitable fields,	kinds of institutions, or o	ther factors:				

Supplementary Information		Danisa		
3 Grants and Contributions Paid During the Yo	If recipient is an individual	Payment I	1	
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
	or substantial contributor	recipient		
a Paid during the year				
SEE STATEMENT A				
DEE STATEMENT A				59,422,815.
				35,422,013.
				,,
Total			► 3a	59,422,815.
Total				59,422,615.
b Approved for future payment				I
SEE STATEMENT B				
				32,756,809.
				, , ,
Total			> 3b	32,756,809. orm 990-PF (2012)
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Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated	business income	Exclud	ed by section 512, 513, or 514	(e)
Enter gross amounts amoss otherwise maleated.	(a)	(b)	(C) Exclu-	(d)	Related or exempt
1 Program service revenue;	Business Code	Amount	sion code	Amount	function income
a a					
b			+		
c			\top		
d			1 1		
e			+		
f			1 1		
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	4,828,651.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal					
property			14	1,916,529.	
7 Other investment income			14	1,910,329.	
8 Gain or (loss) from sales of assets other			18	7,707,966.	
than inventory 9 Net income or (loss) from special events	-		119	7,707,500.	
10 Gross profit or (loss) from sales of inventory			+-+		
11 Other revenue:					
11 Other revenue.					
h	-				, ,
			+ +		in the second se
<u> </u>			1 1		-
0			1 1		
12 Subtotal. Add columns (b), (d), and (e)		0		14,453,146.	0.
13 Total. Add line 12, columns (b), (d), and (e)					14,453,146.
(See worksheet in line 13 instructions to verify calculations.)					

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

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

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Form 990-PF (2012) S.D. BECHTEL, JR. FOUNDATION

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

Do the organization directly or indirectly engage in any of the following with any other organization sections 50 ((c) of the Code (other than section 50 ((s)) empirators) or in section 52 (14) exceptions of (2) Other assets 1 Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (1) Cash (1) Cash (2) Other assets (3) Other assets (4) Retain affections, equipment, imaging six, pither assets, or paid amplityees (4) Retain affections, equipment, imaging six, pither assets, or paid amplityees (5) Losso of than guarantees (6) Performance of services or membership or fundasing solicitations (6) Performance of services or membership or fundasing solicitations (7) All of the answer to any of the above is "Ker, Complete the following schedule. Column (6) should always show the fair market value of the poods, other assets, or services received. 4) If the answer to any of the above is "Ker, Complete the following schedule. Column (6) the value of the goods, other assets, or services received. (6) Lisance (6) Amount involved (6) Same of noncharitable exempt organization (4) the value of the goods, other assets, or services received. (6) Lisance (7) Amount involved (6) Same of noncharitable exempt organization (8) The value of the goods, other assets, or services received. (6) Amount involved (7) Same of noncharitable exempt organization (8) Description of relationship (9) No the services of the serv			Exempt Organ	izations							
1 Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (1) Cash (2) Other assets (2) Perchases (3) Exercises (3) Exercises (3) Exercises (3) Exercises (3) Exercises (4) Exerc	T	Did the	organization directly or india	rectly engage in any (of the followin	ig with any other organizati	ion described in sec	tion 501(c) of		Yes	No
(1) Cash (2) Other bassets (3) Other bassets (4) Other bassets (5) Other bassets (6) Other bassets (7) Sales of assets from a noncharitable exempt organization (8) Performance of services or membership or fund asing solicitations (9) Performance of services or membership or fund asing solicitations (9) Performance of services or membership or fund asing solicitations (9) Performance of services or membership or fund asing solicitations (9) Performance of services or membership or fund asing solicitations (9) Performance of services or membership or fund asing solicitations (9) Performance of services or membership or fund asing solicitations (9) Performance of services or membership or fund asing solicitations (9) Performance of services or membership or fund asing solicitations (9) Performance of services or membership or fund asing solicitations (9) Performance of services or membership or fund asing solicitations (9) Performance of services or membership or fund asing solicitations (9) Performance of services or membership or fund asing solicitations (9) Performance of services or membership or fund asing solicitations (9) Performance of services or membership or fund asing solicitations (9) Performance of services or membership or fund asing solicitations (9) Performance of services or membership or fund asing solicitations (9) Performance of services or membership or fund asing solicitations of services solicitation of services received. (9) Manual fund of services, feeder that section 501(c)(3) or in section 527? 21 Is the foundation directly or indirectly affiliated with, or rebited to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? 22 Is the foundation directly or indirectly or indirectly affiliated with, or rebited to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? 23 Is the foundation directly or indirectly affiliated with, or rebited to, o		the Coo	le (other than section 501(c))(3) organizations) or	r in section 52	27, relating to political orga	nizations?				
(2) Other assets b. Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Petichases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, and or other assets seems to a specific exempt organization (4) Referbursement arrangements (5) Loans or an arrangements (5) Loans or an arrangement seems seems or membership or fundrasing solicitations (6) Performance of services or membership or fundrasing solicitations (7) Sales of an arrangement seems	а	Transfe	rs from the reporting founda	ation to a noncharital	ole exempt or	ganization of:					
(2) Other assets b of the characteristic (1) Sasse of assets to a noncharidable exempt organization (1) Sasse of assets to a noncharidable exempt organization (1) Sasse of assets to a noncharidable exempt organization (1) Sasse of assets to a noncharidable exempt organization (1) Sasse of assets to man procharidable exempt organization (1) Sasse of assets to man procharidable exempt organization (1) Sasse of assets to man procharidable exempt organization (1) Sasse of assets to man procharidable exempt organization (1) Sasset of assets to man procharidable exempt organization set (1) Sasset of assets to man procharidable exempt organization set (1) Sasset of asset (1) Sasset (1) Sass		(1) Ca:	sh		a totale investors				1a(1)		X
b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, outpinnent, or other assets (4) Reminiscrement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundralising solicitations (7) Sales of assets to a noncharitable exempt organization (8) Performance of services or membership or fundralising solicitations (9) Performance of services or membership or fundralising solicitations (8) Performance of services or membership or fundralising solicitations (9) Performance of services or membership or fundralising solicitations (9) Performance of services or membership or fundralising solicitations (9) Performance of services or membership or fundralising solicitations (10) Performance of services or membership or fundralising solicitations (11) Performance of services or membership or fundralising solicitations (12) Performance of services or membership or fundralising solicitations (13) Performance of services or membership or fundralising solicitations (14) Performance of services or membership or fundralising solicitations (15) Performance of services or membership or fundralising solicitations (16) Performance of services or membership or fundralising solicitations (16) Performance of services or membership or fundralising solicitations (17) Performance of services or services service											X
(1) Sales of assets to a noncharitable exempt organization 15(2) X 15(2	b						*******************				
(2) Purchases of assets from a nonchartable exempt organization 16(2) X 16(3) Retail of facilities, equipment, or other assets 16(4) X 16(4) X 16(5) X	-			ble exempt organizat	ion				16(1)		Х
(3) Rental of facilities, equipment, or other assets 1043 X 1044 Reinhaumment strangements 1049 X 1049		(2) Pu	rchases of assets from a noi	ncharitable exempt o	rganization		•••••		1b(2)	-	
(4) Reimbursament arrangements 116(4) X (5) Loans or loan quarantees 116(5) X (6) Performance of services or membership or fundrasing solicitations 116(5) X (7) Reimbursament arrangement 116(6) X (8) Performance of services evices or membership or fundrasing solicitations 116(5) X (8) Performance of services equipment, mailing lists, other assets, or paid employees 116(6) X (8) Ta		(3) Re	ntal of facilities, equipment,	or other assets					1b(3)		5 5 5 5 5
(6) Leans or loan guarantees (6) Performance of services or membership or fundrasing solicitations (7) Endough the activities on the activities of the acti		(4) Re	imhursement arrangements			******************************	**********************		1b(4)	_	2000
(6) Performance of services or membership or fundralsing solicitations string of facilities, equipment, making lists, other assets, or paid employees of the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. (a) Line no. (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and charing arrangements. Name of noncharitable exempt organization of transfers, transactions, and charing arrangements. Name of noncharitable exempt organization of transfers, transactions, and charing arrangements. Name of noncharitable exempt organization of transfers, transactions, and charing arrangements. Name of noncharitable exempt organization of transfers, transactions, and charing arrangements. Name of transfers the following packedule. 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other trans section 501(c)(3)) or in section 52?? b if "Yes," complete the following specified. (a) Name of organization (b) Type of organization (e) Description of relationship N/A Signature of officer or frustee Preparer's signature Primitrype preparer's name Preparer's signature Preparer's signature Preparer's signature Primitrype preparer's name Preparer's signature Primitry Elm > 86-1065772 Firm's address > 225 WEST SANTA CLARA STREET, SUITE 600 SAN JOSE, CA 95113		(5) Lo:	ans or loan quarantees					(************************	1b(5)		2012
c Sharing of facilities, equipment, mailing lists, other assets, or pald employees d if the answer to any of the above is Yes, complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services previous design that he market value in any transaction or sharing arrangement, show in counting (b) the value of the goods, other assets, or services received. (d) Line no. (b) Amount involved (c) Name of noncharitable exampt organization (d) Description of freations, and sharing arrangements N/A 2a is the foundation directly or indirectly affiliated with, or related to, one or more tax-exampt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 52?? b if Yes, complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Dinder parallel of officer or trustee Signature of officer or trustee Preparer's signature Date Title		(6) Pe	rformance of services or me	mhershin or fundrais	sing solicitatio	ins		·····	1b(6)		
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. (d) Live no. (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements. N/A 2a is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 52?? (a) Name of organization (b) Type of organization (c) Description of relationship N/A (b) Type of organization (c) Description of relationship N/A (a) Name of organization (b) Type of organization (c) Description of relationship N/A (b) Type of organization (c) Description of relationship N/A Sign and the left, it is true, correct, and complete. Declaration of preparer (other than toxogyel) is based on all information of winh program has any knowledge allow any knowledge allowing the complete. Declaration of preparer (other than toxogyel) is based on all information of winh program has any knowledge allowing the complete. Declaration of preparer (other than toxogyel) is based on all information of winh program has any knowledge. The proper gives a little Prim's Even the Colcours the Section of preparer (other than toxogyel) is based on all information of winh program has any knowledge. The proper gives and the proper in the colcours the section of the proper (other than toxogyel) is based on all information of winh program has any knowledge. The proper gives and the proper gives and the proper to the proper has any knowledge. The proper gives and th	c										
or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. (a) Line no. (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 52?? 1 If Yes, complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Under permittee of perpay, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge in and belief, it is true, correct, and complete. Declaration of preparer (other than tax-payer) is based on all information of which preparer has any knowledge. Primity per perparer's name Preparer's signature Date Title										ets.	
column (d) the value of the goods, other assets, or services received. (a) Name of noncharitable exempt organization N/A N/A	•		•		_		-	_		010,	
(a) Line no. (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 52?? b If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (e) Description of relationship N/A Sign and derivd, it is true, correct, and complete, Declaration of preparer (other than tax-payer) is based on all information of which prepare has any haromisdige. Print/Type preparer's name Preparer Use Only Firm's address > 225 WEST SANTA CLARA STREET, SUITE 600 SAN JOSE, CA 95113								or onering errenger			
N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 52?? b If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Sign Here Indirect penalties of perjacy, I declare that I have exemined this enture, heldering accompanying schedules and statements, and to the best of my knowledge. No	(a)L						(d) Description	on of transfers, transaction	ns. and sharing an	angeme	nts
2a is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?							,				
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes	_				217 22						_
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes	_	_					_				
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes	_										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes	_										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes	_	_									
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes	_										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?	_										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?	_										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?	_	-					+				
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?	_										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?	_										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?	_	_									
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?	_										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?	_	-									
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?	_	-									
in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?	22	Is the fo	nundation directly or indirect	I tly affiliated with or r	elated to one	or more tax-exempt organ	izations described				
Sign Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Print/Type preparer's name Preparer's signature Date Title	Lu								Ves	X	∃ No
(a) Name of organization N/A Column	h				(0)) 01 111 0001						_ 110
N/A Sign Here Signature of officer or trustee Date Title Print/Type preparer's name Preparer's signature SHARON L. ZORBACH Shaw Zubach 11/14/13 Prim's name ▶ DELOITTE TAX LLP Firm's address ▶ 225 WEST SANTA CLARA STREET, SUITE 600 SAN JOSE, CA 95113 Politic Signature of the best of my knowledge and statements, and to the best of my knowledge and the best		11 100,	- Alicia Intire			(b) Type of organization		(c) Description of rel	lationship		
Sign Here	_			,		(-, -) F		.,			_
Sign Here 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. May the lift's discuss this return with the preparer shown below (see Instr.)? X Yes	_										
Sign Here 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. May the lift's discuss this return with the preparer shown below (see Instr.)? X Yes	_										
Sign Here 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. May the lift's discuss this return with the preparer shown below (see Instr.)? X Yes	_										
Sign Here 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. May the lift's discuss this return with the preparer shown below (see Instr.)? X Yes	_										
Paid Print/Type preparer's name Preparer's signature Date Title	_								V	rancone 1	Nico.
Here Signature of officer or trustee Date Title Print/Type preparer's name Preparer's signature Date Check if PTIN self- employed self- employed SHARON L. ZORBACH Shara arbach 11/14/13 P00125475 Preparer Use Only Firm's name ▶ DELOITTE TAX LLP Firm's EIN ▶ 86-1065772 Firm's address ▶ 225 WEST SANTA CLARA STREET, SUITE 600 SAN JOSE, CA 95113 Phone no. (408) 704-4000	Sie	an and	belief, it is true, correct, and con	nplete. Declaration of pre	eparer (other tha	n taxpayer) is based on all infor	mation of which prepar	er has any knowledge.	return with the	e prepar	er
Paid Preparer Use Only Print/Type preparer's name	He	re				1				(see ins	T
Paid Preparer Use Only Print/Type preparer's name Preparer's signature Preparer's signature Date 11/14/13 PO0125475 Firm's name DELOITTE TAX LLP Firm's address ► 225 WEST SANTA CLARA STREET, SUITE 600 SAN JOSE, CA 95113 Phone no. (408) 704-4000		- I - Z	ignature of officer or trustee			Date	Title		- 163		- 140
Paid Preparer Use Only SHARON L. ZORBACH Firm's name ▶ DELOITTE TAX LLP Firm's address ▶ 225 WEST SANTA CLARA STREET, SUITE 600 SAN JOSE, CA 95113 Phone no. (408) 704-4000	_				Preparer's s			Check if	PTIN		
Preparer Use Only Firm's address ► 225 WEST SANTA CLARA STREET, SUITE 600 SAN JOSE, CA 95113 Firm's EIN ► 86-1065772 Phone no. (408) 704-4000			1 7 1		i 1		1	self- employed			
Preparer Use Only Firm's name ▶ DELOITTE TAX LLP Firm's address ▶ 225 WEST SANTA CLARA STREET, SUITE 600 SAN JOSE, CA 95113 Firm's EIN ▶ 86-1065772 Phone no. (408) 704-4000	Pa	id	SHARON I.	ZORBACH	Shaw	y Soubach	11/14/13		P00125	475	
Use Only Firm's address ► 225 WEST SANTA CLARA STREET, SUITE 600 SAN JOSE, CA 95113 Phone no. (408) 704-4000						1)		Firm's FIN ▶ 8 6			
Firm's address ► 225 WEST SANTA CLARA STREET, SUITE 600 SAN JOSE, CA 95113 Phone no. (408) 704-4000								I I I I I I I I I I I I I I I I I I I	/	#S=#	
SAN JOSE, CA 95113 Phone no. (408) 704-4000			-	5 WEST SA	NTA CL	ARA STREET.	SUITE 60	ol			
									408) 70	4 – 4	000
								1			

							7
FORM 990-PF DIVIDENI	OS AND	INTER	EST	FROM	SEC	JRITIES .	STATEMENT
SOURCE		GROSS	AMO	UNT		PITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME INTEREST INCOME			212, 616,			0.	3,212,560 1,616,091
TOTAL TO FM 990-PF, PART I, I	LN 4 =	4,	828,	651.		0.	4,828,651
FORM 990-PF	O	THER I	NCOM	E			STATEMENT
DESCRIPTION			REV	A) ENUE BOOKS	3	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM PARTNERSHIPS OTHER INCOME		"		672,8 243,6		1,401,695	
TOTAL TO FORM 990-PF, PART I,	, LINE	11 <u> </u>	1,	916,5	529.	1,645,379	
FORM 990-PF		LEGAL	FEE	S			STATEMENT :
DESCRIPTION	(<i>1</i> EXPEN PER E			(B) INVE T INC		(C) ADJUSTED NET INCOME	(D) CHARITABLI PURPOSES
LEGAL EXPENSE	24	1,417.			0.		53,571
TO FM 990-PF, PG 1, LN 16A =	24	1,417.	_		0.		53,571
FORM 990-PF	ACC	COUNTI	NG F	EES			STATEMENT 4
DESCRIPTION	(<i>I</i> EXPEN PER I			(B) INVE T INC		(C) ADJUSTED NET INCOME	(D) CHARITABLI E PURPOSES
ACCOUNTING FEES	88	3,325.	-		0.		88,325
TO FORM 990-PF, PG 1, LN 16B	88	3,325.			0.		88,325
=						• =====	=

) 				
FORM 990-PF (OTHER PROFES	SIONAL FEES	Si	PATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES MONTICELLO NORTHERN TRUST CONSULTANTS	2,000. 125,000. 86,997. 692,292.	86,997.		2,000. 0. 0. 616,188.
TO FORM 990-PF, PG 1, LN 16C	906,289.	211,997.		618,188.
FORM 990-PF	TAX	ES	Si	PATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX PROVISION FOREIGN TAX FROM	33,751.	0.		0.
PARTNERSHIPS OTHER STATE TAXES FILING FEES	83,656. 333. 340.			0. 0. 340.
TO FORM 990-PF, PG 1, LN 18	118,080.	81,926.		340.
FORM 990-PF	OTHER E	XPENSES	នា	PATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FROM PARTNERSHIPS SUBSCRIPTION INSURANCE OFFICE SUPPLIES	2,661,841. 1,652. 4,018. 6,350.	1,860,693.		1,652. 4,018. 6,307.
COMPUTER MAINTENANCE AND SUPPORT PROFESSIONAL DEVELOPMENT MEMBERSHIP FEES MISCELLANEOUS EXPENSE INVESTMENT EXPENSES FURNITURE OTHER PROGRAM COSTS	20,234. 22,311. 7,449. 9,176. 7,082. 26,486. 11,086.	0. 0. 0. 0. 7,082. 0.		21,388. 22,226. 17,132. 8,491. 0. 146,098. 10,627.
TO FORM 990-PF, PG 1, LN 23	2,777,685.	1,867,775.		237,939.
		(i)		

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FORM 990-PF OTHER INCREASES IN NET ASSETS OR I	FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
UNREALIZED GAIN/(LOSS) ON INVESTMENTS		15,722,7	14.
TOTAL TO FORM 990-PF, PART III, LINE 3		15,722,7	14.
FORM 990-PF OTHER DECREASES IN NET ASSETS OR	FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
UNREALIZED GAIN/(LOSS) ON CHARITABLE TRUSTS		258,1	08.
TOTAL TO FORM 990-PF, PART III, LINE 5		258,1	08.
FORM 990-PF CORPORATE STOCK		STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKE VALUE	т
OZ OVERSEAS FUND, LTD ETON PARK OVERSEAS FUND VARIOUS COMMON STOCKS - OSTERWEIS	5,739,251. 8,432,751. 8,326,095.	5,739,2 8,432,7 8,326,0	51.
TOTAL TO FORM 990-PF, PART II, LINE 10B	22,498,097.	22,498,0	97.
FORM 990-PF CORPORATE BONDS		STATEMENT	11
DESCRIPTION	BOOK VALUE	FAIR MARKE VALUE	т
CORPORATE BONDS	1,171,995.	1,171,9	95.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,171,995.	1,171,9	95.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 1	.2

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PIMCO DISTRESSED MORTGAGE FUND	FMV	703.	703.
INDUS STRUCTURED FINANCE	FMV	1,351,445.	1,351,445.
DODGE & COX STOCK FUND	FMV	7,717,129.	7,717,129.
GMO US EQUITY	FMV	23,833,980.	23,833,980.
CONVEXITY CAPITAL OFFSHORE	FMV	33,613,567.	33,613,567.
LONGLEAF PARTNER SMALL CAP EQUITY FUND	FMV	4,635,660.	4,635,660.
CLAYTON, DUBLIER & RICE FUND VII	FMV		
CO-INV.		935,072.	935,072.
CALERA CAPITAL PARTNERS III	FMV	2,915,018.	2,915,018.
CLAYTON, DUBLIER & RICE FUND VIII	FMV	3,820,288.	3,820,288.
FARALLON CAPITAL PARTNERS	FMV	8,435,634.	8,435,634.
FORTRESS CREDIT OPPORTUNITIES FUND	FMV	3,571,272.	3,571,272.
HIGHCLERE INTERNATIONAL	FMV	5,513,254.	5,513,254.
HIGHFIELDS CAPITAL	FMV	6,260,776.	6,260,776.
MADISON DEARBORN PARTNERS V-A	FMV	7,613,313.	7,613,313.
MADISON DEARBORN PARTNERS V-B	FMV	1,285,443.	1,285,443.
MADISON DEARBORN CAPITAL PARTNERS	FMV		
VI-A		557,603.	557,603.
MAKENA CAPITAL ASSOCIATES	FMV	24,272,155.	24,272,155.
MHR INSTITUTIONAL PARTNERS III	FMV	6,544,905.	6,544,905.
NEWPORT ASIA INSTITUTIONAL FUND	FMV	8,087,354.	8,087,354.
TRINITY VENTURES VII	FMV	78,170.	78,170.
SPINNAKER GLOBAL EMERGING MARKETS	FMV	5,369,347.	5,369,347.
TIFF PARTNERS IV	FMV	1,260,683.	1,260,683.
WTF-CTF MICRO-CAP EQUITY PORTFOLIO	FMV	11,073,992.	11,073,992.
YORKTOWN ENERGY PARTNERS VI	FMV	665,682.	665,682.
YORKTOWN ENERGY PARTNERS VII	FMV	1,309,780.	1,309,780.
RAPTOR PRIVATE HOLDINGS	FMV	204,557.	204,557.
PIMCO SHORT TERM FUND	FMV	25,955,841.	25,955,841.
IP III BLOCKER - I LP (MHR III)	FMV	1,067,031.	1,067,031.
MAVERICK FUND LTD	FMV	4,025,593.	4,025,593.
HOLOWESKO GLOBAL FUND LTD	FMV	4,516,315.	4,516,315.
DODGE & COX INTERNATIONAL STOCK	FMV		0 200 000
FUND		9,483,206.	9,483,206.
CLAYTON, DUBLIER & RICE FUND VII	FMV	3,878,460.	
REGIMENT	FMV	5,580,612.	
DAVIDSON KEMPNER IP	FMV	5,473,643.	5,473,643.
OZ STRUCTURED PRODUCTS OVERSEAS	FMV		
FEEDER FUND II, LLP		11,063,608.	11,063,608.
AG SECURITIZED ASSET RECOV HLDG CAP	FMV		
CALL		6,689,647.	
CAPITAL GUARDIAN	FMV	7,577,337.	
BAIN CAPITAL	FMV	6,487,324.	6,487,324.
MADISON DEARBORN CAPITAL PARTNERS	FMV	204 242	204 242
VI-A GLOBAL	T3.477	374,210.	374,210.
MADISON DEARBORN CAPITAL PARTNERS	FMV	420 000	420 000
VI-B		430,968.	430,968.

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S.D. BECHTEL, JR. FOUNDATION			20-3759208
CLAYTON, DUBLIER & RICE FUND VII	FMV		
(CREDIT)		567,919.	567,919.
CLAYTON, DUBLIER & RICE FUND VII	FMV		
(CO-INV) CREDIT		18,969.	18,969.
CLAYTON, DUBLIER & RICE FUND VII V	VILSONARMV	422 007	422 007
D.B. ZWIRN SPECIAL OP LTD D.B. ZWIRN SPECIAL OP TE	FMV	432,907. 227,045.	432,907. 227,045.
D.D. ZWIKK BEECKE OF TE	FMV	127,211.	127,211.
TOTAL TO FORM 990-PF, PART II, LIN	NE 13	264,904,628.	264,904,628.
FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART	190,000.	490,000.	490,000.
BENEFICIAL INTEREST IN CHARITABLE TRUSTS DUE FROM OTHER PARTIES	1,646,547. 1,338.	1,388,439. 21,638.	1,388,439. 21,638.
TO FORM 990-PF, PART II, LINE 15	1,837,885.	1,900,077.	1,900,077.

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

NAME AND ADDRESS		TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	EXPENSE
STEPHEN D. BECHTEL, JR. P.O. BOX 193809 SAN FRANCISCO, CA 94119		CHAIRMAN/DIRECT	FOR 0.	0.	0.
LAUREN B. DACHS 199 FREMONT STREET SAN FRANCISCO, CA 94105		PRESIDENT/EXEC 20.00			0.
ELIZABETH H. BECHTEL P.O. BOX 193809 SAN FRANCISCO, CA 94105		DIRECTOR 5.00	0.	0.	0.
NONIE B. RAMSAY P.O. BOX 193809 SAN FRANCISCO, CA 94105		DIRECTOR 5.00	0.	0.	0.
ALAN M. DACHS 199 FREMONT STREET SAN FRANCISCO, CA 94105		DIRECTOR 5.00	0.	0.	0.
DEBORAH L. DUNCAN 199 FREMONT STREET SAN FRANCISCO, CA 94105		DIRECTOR 5.00	0.	0.	0.
JUDE L. LASPA P.O. BOX 193809 SAN FRANCISCO, CA 94119		DIRECTOR 5.00	0.	0 •	0 💌
BOB PECK 199 FREMONT STREET SAN FRANCISCO, CA 94105	,	DIRECTOR 5.00	0.	0 .	0 .
JOHN W. WEISER P.O. BOX 193809 SAN FRANCISCO, CA 94119	;	DIRECTOR 5.00	0.	0.	0.
PATRICIA W. LEICHER 199 FREMONT STREET SAN FRANCISCO, CA 94105		CFO/SECRETARY 20.00	143,984.	17,528.	0.
TOTALS INCLUDED ON 990-PF, PAGE	E 6,	PART VIII	318,984.	18,345.	0.

FORM 990-PF

PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT

15

NAME OF MANAGER

STEPHEN D. BECHTEL, JR. ELIZABETH H. BECHTEL

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury

Schedule of Contributors

Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2012

Name of the organization

Employer identification number

S.D. BECHTEL, JR. FOUNDATION 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 501(c)(3) exempt private foundation Form 990-PF 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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. **Special Rules** 🔟 For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections

of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filling Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year

509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2%

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

S.D. BECHTEL, JR. FOUNDATION

20-3759208

Part I	Contributors (see instructions). Use duplicate copies of Part I if additional	al 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	\$244,238.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	MR. AND MRS. STEPHEN D BECHTEL, JR. P.O. BOX 193809 SAN FRANCISCO, CA 94119	\$_62,500,000.	Person X Payroll Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	S.D. BECHTEL CHARITABLE UNITRUST II P.O. BOX 193809 SAN FRANCISCO, CA 94119	\$\$	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
4	FREMONT GROUP 199 FREMONT STREET SAN FRANCISCO, CA 94105	\$300,000.	Person Payroll Noncash X (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	*THE FOUNDATION DID NOT PROVIDE ANY GOODS OR SERVICES IN CONSIDER FOR ANY PROPERTY CONTRIBUTED AS DESCRIBED ON SCHEDULE B.	ATION	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
223452 12-2	1-12	\$Schedule B (Form	Person Payroll Noncash (Complete Part II if there is a noncash contribution.) 990, 990-EZ, or 990-PF) (2012)

2012.04040 S.D. BECHTEL, JR. FOUNDATIO BECHTEL1

Name of organization

Employer identification number

S.D. BECHTEL, JR. FOUNDATION

20-3759208

Part II	Noncash Property (see instructions). Use duplicate copies of Part II if a	additional space is needed.	v-
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	ART	\$300,000.	12/21/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	<u>-</u> x
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
23453 12-2-	140	\$Schedule B (Form S	990, 990-EZ, or 990-PF) (201

Name of organization Employer identification number S.D. BECHTEL, JR. FOUNDATION 20-3759208 Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. 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 information once.) Part III Use duplicate copies of Part III if additional space is needed. (a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from Part I (c) Use of gift (b) Purpose of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee

		Тах		Payment	Type of
Grantee Legal Name	Grantee Address	Status	Amount	Date	Support
Zero1	c/o Zero1 152 N. 3rd Street, Suite 201 San Jose, CA 95112	501c(3)	\$10,000.00	7/27/2012	Capital
	1663 Mission Street, Suite 604 San Francisco, CA 94103				
Youth Speaks	San Francisco, CA 94103	501c(3)	\$100,000.00	11/16/2012	Program
Youth Employment Partnership, Inc.	2300 International Boulevard Oakland, CA 94601	501c(3)	\$100,000.00	11/2/2012	Program
Young Men's Christian Association of the East Bay	263 South 20th Street Richmond, CA 94801 101 Montgomery Street	501c(3)	\$50,000.00	11/16/2012	Program
Vacamita Cancananay	Suite 1700 San Francisco, CA 94104- 4129	5010(3)	\$250,000.00	11/2/2012	Program
Yosemite Conservancy	210 Spear Street	501c(3)			Program
Year Up Inc.	San Francisco, CA 94105 Office of Development	501c(3)	\$75,000.00	9/21/2012	Program
Yale University	PO Box 2038 New Haven, CT 06521-2038	501c(3)	\$45,000.00	6/15/2012	Program
Woodrow Wilson International Center for					
Scholars Wilderness Arts and	Washington, D.C. 695 Paris Street	501c(3)	\$25,000.00	4/27/2012	Program
Literacy Collaborative	San Francisco, CA 94112	501c(3)	\$30,000.00	11/2/2012	Program
Wei Eu Chinese American Resources for		E04-(0)	#C 700 00	E (4.0/004.0	Dan 242 W
Education Inc.	Bellevue, WA 98004 School of Engineering and Applied Science P.O. Box 400256	501c(3)	\$6,700.00	5/18/2012	Program
Virginia Engineering Foundation	Charlottesville, VA 22904- 4256 124 Raymond Avenue, Box	501c(3)	\$150,000.00	11/21/2012	Program
Vassar College	725 Poughkeepsie, NY 12604- 0725	501c(3)	\$10,000.00	2/24/2012	Program
Urban Strategies	1720 Broadway Street, Second Floor				
Council University of Texas at	Oakland, CA 94612 P.O. Box 7726	501c(3)	\$100,000.00	11/30/2012	Program
Austin	Austin, TX 78713-7726 3207 Jeong H. Kim	501c(3)	\$45,000.00	8/17/2012	Program
University of Maryland College Park Foundation	Engineering Building College Park, MD 20742- 2831	501c(3)	\$45,000.00	4/27/2012	Program
University of California, San Francisco	3333 California Street, Suite 380 San Francisco, CA 94143-				
Foundation	1265 3333 California Street, Suite	501c(3)	\$600,000.00	11/16/2012	Program
University of California, San Francisco Foundation	380 San Francisco, CA 94143- 1265	501c(3)	\$200,000.00	11/30/2012	Program
University of California San Francisco Foundation	UCSF Mission Bay Campus 675 Nelson Rising Lane San Francisco, CA 94158- 0518	501c(3)	\$250,000.00	12/19/2012	Program
University of California San Francisco	220 Montgomery Street, 5th Floor				
Foundation University of California	San Francisco, CA 94104 University Relations 2080 Addison St., #4200	501c(3)	\$1,000.00	10/31/2012	Program
Berkeley Foundation	Berkeley, CA 94720-4200 University Relations	501c(3)	\$5,000.00	12/7/2012	Program
University of California Berkeley Foundation	2080 Addison St., #4200 Berkeley, CA 94720-4200	501c(3)	\$2,500.00	12/7/2012	Program
University of California Berkeley Foundation	University Relations 2080 Addison St., #4200 Berkeley, CA 94720-4200	501c(3)	\$400.00	11/30/2012	Program
United Way of the Bay Area	221 Main Street, Suite 300 San Francisco, CA 94105	501c(3)	\$50,000.00	11/2/2012	Program

Sportsmen's Alliance Columbus, Ohio 43229-1137 So1o(3) \$15,000.00 72/12/2012 Program 10820 Wishine Boulevard, 11th Floor 10820 Wishine Blwd., Suite 300 Alliance 10820 Wishine Blwd., Suite 300 Alliance 10820 Wishine Blwd., Suite 300 Bot (3) \$20,000.00 4/20/2012 Program 1530 Wishine Blwd., Suite 300 Bot (3) \$25,000.00 6/22/2012 Program 1530 Wishine Blwd., Suite 300 Bot (3) \$25,000.00 6/22/2012 Program 1530 Wishine Blwd., Suite 300 Bot (3) \$25,000.00 6/22/2012 Program 1530 Wishine Blwd., Suite 300 Bot (3) \$25,000.00 6/22/2012 Program 1530 Wishine Blwd., Suite 300 Bot (3) \$25,000.00 6/22/2012 Program 1530 Wishine Blwd., Suite 300 Blwd., Su						
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11th Floor	Foundation		501c(3)	\$15,000.00	12/12/2012	Program
Los Angeles, CA 90024 501c(3) \$300.00 3/30/2012 Program						
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Northampton, MA 01063 501c(3) \$45,000.00 5/18/2012 Program	College	Northampton, MA 01063	501c(3)	\$50,000.00	4/6/2012	Program
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The University of Chicago		300 Page Street				
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Western Division Office		Chicago, IL 60637	501c(3)	\$250,000.00	12/21/2012	Program
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The Trust for Public Land San Francisco, CA 94104 501c(3) \$500,000.00 11/2/2012 Program The Susan G. Komen Breast Cancer 26 O'Farrell Street, Suite 900 San Francisco, CA 94108 Office of Research, Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 501c(3) \$487,000.00 5/25/2012 Program The Pennsylvania State 17 Old Main University of California Davis, CA 95618 501c(3) \$45,000.00 5/25/2012 Program The National Environmental Education and Training Foundation Washington, DC 20008 The Mational Environmental Education and Training Foundation Washington, DC 20008 Solucian Sol						
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Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 501c(3) \$487,000.00 5/25/2012 Program	Foundation		501c(3)	4 85-000-DD!	12/19/2012	Program
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The Regents of the University of California The Pennsylvania State University University Park, PA 16801 The National Environmental Education and Training Foundation The National Environmental Education and Training Foundation The Mational Environmental Education and Training Foundation The Micrometrial Education and Training Foundation The MK Level Playing Field Institute The Institute for Educational Leadership Inc. The Friends of the Oakland Public Library The Dawn Redwoods Charitable Trust The Dawn Redwoods Charitable Trust The Center for the Future of Teaching and Institute 501 California Suite 300 Davis, CA 95618 501c(3) \$487,000.00 \$487,000.00 \$5/18/2012 Program \$445,000.00 \$11/30/2012 Program \$100,000.00 \$11/30/2012 Program \$100,000.00 \$11/30/2012 Program \$100,000.00 \$11/2/2012 Program \$201 Broadway, Suite 101 Oakland, CA 94612 \$501c(3) \$20,000.00 \$2/24/2012 Program \$201 Broadway, Suite 101 Oakland, CA 94607 \$501c(3) \$20,000.00 \$2/24/2012 Program \$201 Broadway, Suite 101 Oakland, CA 94607 \$501c(3) \$20,000.00 \$2/24/2012 Program \$201 Broadway, Suite 101 Oakland, CA 94607 \$501c(3) \$20,000.00 \$2/24/2012 Program \$201 Broadway, Suite 101 Oakland, CA 94607 \$501c(3) \$20,000.00 \$2/24/2012 Program \$201 Broadway, Suite 310 \$201 Broadway, Suite 3				\$5,555,55		
Davis	1	Sponsored Programs		\$0,000.00		
The Pennsylvania State University		Sponsored Programs		\$0,000.00		
University University Park, PA 16801 501c(3) \$45,000.00 5/18/2012 Program The National Environmental Education and Training Foundation Washington, DC 20008 501c(3) \$100,000.00 11/30/2012 Program The National Environmental 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 501c(3) \$100,000.00 11/30/2012 Program The National Environmental 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 501c(3) \$10,000.00 2/10/2012 Program The MK Level Playing Field Institute Oakland, CA 94612 501c(3) \$125,000.00 11/2/2012 Program The Institute for Educational Leadership Inc. Washington, DC 20008 501c(3) \$20,000.00 2/24/2012 Program The Friends of the Oakland Public Library Oakland, CA 94607 501c(3) \$250.00 11/30/2012 Program The Dawn Redwoods Charitable Trust Tiburon, CA 94920 501c(3) \$10,000.00 7/13/2012 Program The Center for the Future of Teaching and 1000 G Street, Suite 500	The Regents of the	Sponsored Programs 1850 Research Park Drive, Suite 300		\$6,000,00		
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The National Environmental Suite 160 Washington, DC 20008 501c(3) \$100,000.00 11/30/2012 Program The National Environmental 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 501c(3) \$100,000.00 11/30/2012 Program The National Environmental 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 501c(3) \$10,000.00 2/10/2012 Program The MK Level Playing Prield Institute Oakland, CA 94612 501c(3) \$125,000.00 11/2/2012 Program The Institute for Educational Leadership Inc. Washington, DC 20008 501c(3) \$20,000.00 2/24/2012 Program The Friends of the Oakland Public Library One Blackfield Drive, Suite 310 Washington Street Oakland Public Library One Blackfield Drive, Suite 311 Tiburon, CA 94920 501c(3) \$10,000.00 7/13/2012 Program The Center for the Future of Teaching and 1000 G Street, Suite 500	University of California	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618	501c(3)		5/25/2012	
Environmental Education and Training Foundation Washington, DC 20008 501c(3) \$100,000.00 11/30/2012 Program The National Environmental 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 501c(3) \$10,000.00 2/10/2012 Program The MK Level Playing Field Institute Oakland, CA 94612 501c(3) \$125,000.00 11/2/2012 Program The Institute for Educational Leadership Inc. Washington, DC 20008 501c(3) \$20,000.00 2/24/2012 Program The Friends of the Oakland, CA 94607 501c(3) \$20,000.00 2/24/2012 Program The Dawn Redwoods Charitable Trust Tiburon, CA 94920 501c(3) \$10,000.00 7/13/2012 Program The Center for the Future of Teaching and 1000 G Street, Suite 500	University of California	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main		\$487,000.00		Program
Education and Training Foundation	University of California The Pennsylvania State	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main		\$487,000.00		Program
Foundation Washington, DC 20008 501c(3) \$100,000.00 11/30/2012 Program The National Environmental 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 501c(3) \$10,000.00 2/10/2012 Program The MK Level Playing 2201 Broadway, Suite 101 Oakland, CA 94612 501c(3) \$125,000.00 11/2/2012 Program The Institute for Educational Leadership Inc. Washington, DC 20008 501c(3) \$20,000.00 2/24/2012 Program The Friends of the Oakland Public Library One Blackfield Drive, Suite 310 Charitable Trust Tiburon, CA 94920 501c(3) \$250.00 11/30/2012 Program The Center for the Future of Teaching and 1000 G Street, Suite 500	University of California The Pennsylvania State University The National	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801		\$487,000.00		Program
The National Environmental	University of California The Pennsylvania State University The National Environmental	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW,		\$487,000.00		Program
Environmental	University of California The Pennsylvania State University The National Environmental Education and Training	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW, Suite 160	501c(3)	\$487,000.00 \$45,000.00	5/18/2012	Program Program
Education and Training Foundation Suite 160 Washington, DC 20008 501c(3) \$10,000.00 2/10/2012 Program The MK Level Playing 2201 Broadway, Suite 101 Oakland, CA 94612 501c(3) \$125,000.00 11/2/2012 Program The Institute for Holling Hollin	University of California The Pennsylvania State University The National Environmental Education and Training Foundation	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW, Suite 160	501c(3)	\$487,000.00 \$45,000.00	5/18/2012	Program Program
Foundation Washington, DC 20008 501c(3) \$10,000.00 2/10/2012 Program The MK Level Playing 2201 Broadway, Suite 101 Oakland, CA 94612 501c(3) \$125,000.00 11/2/2012 Program The Institute for Educational Leadership Inc. Washington, DC 20008 501c(3) \$20,000.00 2/24/2012 Program The Friends of the Oakland Public Library One Blackfield Drive, Suite 310 The Dawn Redwoods Charitable Trust Tiburon, CA 94920 501c(3) \$10,000.00 7/13/2012 Program The Center for the Future of Teaching and 1000 G Street, Suite 500	University of California The Pennsylvania State University The National Environmental Education and Training Foundation The National	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008	501c(3)	\$487,000.00 \$45,000.00	5/18/2012	Program Program
The MK Level Playing Field Institute	University of California The Pennsylvania State University The National Environmental Education and Training Foundation The National Environmental	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008	501c(3)	\$487,000.00 \$45,000.00	5/18/2012	Program Program
Field Institute	University of California The Pennsylvania State University The National Environmental Education and Training Foundation The National Environmental Education and Training	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 4301 Connecticut Ave. NW, Suite 160	501c(3)	\$487,000.00 \$45,000.00 \$100,000.00	5/18/2012 11/30/2012	Program Program Program
A455 Connecticut Avenue, NW Suite 310 Washington, DC 20008 501c(3) \$20,000.00 2/24/2012 Program	University of California The Pennsylvania State University The National Environmental Education and Training Foundation The National Environmental Education and Training Foundation	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008	501c(3)	\$487,000.00 \$45,000.00 \$100,000.00	5/18/2012 11/30/2012	Program Program Program
The Institute for Educational Leadership Suite 310 Suite 311	University of California The Pennsylvania State University The National Environmental Education and Training Foundation The National Environmental Education and Training Foundation The Mational Environmental Education and Training Foundation The MK Level Playing	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 2201 Broadway, Suite 101	501c(3) 501c(3)	\$487,000.00 \$45,000.00 \$100,000.00	5/18/2012 11/30/2012 2/10/2012	Program Program Program
Educational Leadership Inc. Suite 310 Washington, DC 20008 501c(3) \$20,000.00 2/24/2012 Program The Friends of the Oakland Public Library Oakland, CA 94607 501c(3) \$250.00 11/30/2012 Program The Dawn Redwoods 331 Charitable Trust Tiburon, CA 94920 501c(3) \$10,000.00 7/13/2012 Program The Center for the Future of Teaching and 1000 G Street, Suite 500	University of California The Pennsylvania State University The National Environmental Education and Training Foundation The National Environmental Education and Training Foundation	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 2201 Broadway, Suite 101 Oakland, CA 94612	501c(3) 501c(3)	\$487,000.00 \$45,000.00 \$100,000.00	5/18/2012 11/30/2012 2/10/2012	Program Program Program
No. Washington, DC 20008 501c(3) \$20,000.00 2/24/2012 Program	University of California The Pennsylvania State University The National Environmental Education and Training Foundation The National Environmental Education and Training Foundation The MK Level Playing Field Institute	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 2201 Broadway, Suite 101 Oakland, CA 94612 4455 Connecticut Avenue,	501c(3) 501c(3)	\$487,000.00 \$45,000.00 \$100,000.00	5/18/2012 11/30/2012 2/10/2012	Program Program Program
No. Washington, DC 20008 501c(3) \$20,000.00 2/24/2012 Program	University of California The Pennsylvania State University The National Environmental Education and Training Foundation The National Environmental Education and Training Foundation The Mational Environmental Education and Training Foundation The MK Level Playing	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 2201 Broadway, Suite 101 Oakland, CA 94612 4455 Connecticut Avenue,	501c(3) 501c(3)	\$487,000.00 \$45,000.00 \$100,000.00	5/18/2012 11/30/2012 2/10/2012	Program Program Program
The Friends of the Oakland Public Library One Blackfield Drive, Suite The Dawn Redwoods Charitable Trust Tiburon, CA 94920 The Center for the Future of Teaching and 1000 G Street, Suite 500 To Alland, CA 94920 To Street Stre	University of California The Pennsylvania State University The National Environmental Education and Training Foundation The National Environmental Education and Training Foundation The MK Level Playing Field Institute	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 2201 Broadway, Suite 101 Oakland, CA 94612 4455 Connecticut Avenue, NW	501c(3) 501c(3)	\$487,000.00 \$45,000.00 \$100,000.00	5/18/2012 11/30/2012 2/10/2012	Program Program Program
Oakland Public Library Oakland, CA 94607 501c(3) \$250,00 11/30/2012 Program The Dawn Redwoods Charitable Trust 331 Tiburon, CA 94920 501c(3) \$10,000.00 7/13/2012 Program The Center for the Future of Teaching and 1000 G Street, Suite 500	University of California The Pennsylvania State University The National Environmental Education and Training Foundation The National Environmental Education and Training Foundation The MK Level Playing Field Institute The Institute for	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 2201 Broadway, Suite 101 Oakland, CA 94612 4455 Connecticut Avenue, NW Suite 310	501c(3) 501c(3) 501c(3) 501c(3)	\$487,000.00 \$45,000.00 \$100,000.00 \$10,000.00	5/18/2012 11/30/2012 2/10/2012 11/2/2012	Program Program Program Program
One Blackfield Drive, Suite 331 Charitable Trust Tiburon, CA 94920 The Center for the Future of Teaching and Tiburon G Street, Suite 500 Tone Blackfield Drive, Suite 501c(3) \$10,000.00 7/13/2012 Program	University of California The Pennsylvania State University The National Environmental Education and Training Foundation The National Environmental Education and Training Foundation The Mational Foundation The MK Level Playing Field Institute The Institute for Educational Leadership Inc.	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 2201 Broadway, Suite 101 Oakland, CA 94612 4455 Connecticut Avenue, NW Suite 310 Washington, DC 20008	501c(3) 501c(3) 501c(3) 501c(3)	\$487,000.00 \$45,000.00 \$100,000.00 \$10,000.00	5/18/2012 11/30/2012 2/10/2012 11/2/2012	Program Program Program Program
The Dawn Redwoods 331	University of California The Pennsylvania State University The National Environmental Education and Training Foundation The National Environmental Education and Training Foundation The Mational Foundation The MK Level Playing Field Institute The Institute for Educational Leadership Inc. The Friends of the	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 2201 Broadway, Suite 101 Oakland, CA 94612 4455 Connecticut Avenue, NW Suite 310 Washington, DC 20008 721 Washington Street	501c(3) 501c(3) 501c(3) 501c(3)	\$487,000.00 \$45,000.00 \$100,000.00 \$10,000.00 \$125,000.00	5/18/2012 11/30/2012 2/10/2012 11/2/2012 2/24/2012	Program Program Program Program Program
Charitable Trust Tiburon, CA 94920 501c(3) \$10,000.00 7/13/2012 Program The Center for the Future of Teaching and 1000 G Street, Suite 500 1000 G	University of California The Pennsylvania State University The National Environmental Education and Training Foundation The National Environmental Education and Training Foundation The Mational Foundation The MK Level Playing Field Institute The Institute for Educational Leadership Inc.	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 2201 Broadway, Suite 101 Oakland, CA 94612 4455 Connecticut Avenue, NW Suite 310 Washington, DC 20008 721 Washington, DC 20008	501c(3) 501c(3) 501c(3) 501c(3)	\$487,000.00 \$45,000.00 \$100,000.00 \$10,000.00 \$125,000.00	5/18/2012 11/30/2012 2/10/2012 11/2/2012 2/24/2012	Program Program Program Program Program
The Center for the Future of Teaching and 1000 G Street, Suite 500	University of California The Pennsylvania State University The National Environmental Education and Training Foundation The National Environmental Education and Training Foundation The MK Level Playing Field Institute The Institute for Educational Leadership Inc. The Friends of the Oakland Public Library	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 2201 Broadway, Suite 101 Oakland, CA 94612 4455 Connecticut Avenue, NW Suite 310 Washington, DC 20008 721 Washington, DC 20008 721 Washington Street Oakland, CA 94607 One Blackfield Drive, Suite	501c(3) 501c(3) 501c(3) 501c(3)	\$487,000.00 \$45,000.00 \$100,000.00 \$10,000.00 \$125,000.00	5/18/2012 11/30/2012 2/10/2012 11/2/2012 2/24/2012	Program Program Program Program Program
Future of Teaching and 1000 G Street, Suite 500	University of California The Pennsylvania State University The National Environmental Education and Training Foundation The National Environmental Education and Training Foundation The MK Level Playing Field Institute The Institute for Educational Leadership Inc. The Friends of the Oakland Public Library The Dawn Redwoods	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 2201 Broadway, Suite 101 Oakland, CA 94612 4455 Connecticut Avenue, NW Suite 310 Washington, DC 20008 721 Washington, DC 20008 721 Washington Street Oakland, CA 94607 One Blackfield Drive, Suite 331	501c(3) 501c(3) 501c(3) 501c(3) 501c(3)	\$487,000.00 \$45,000.00 \$100,000.00 \$10,000.00 \$125,000.00 \$250.00	5/18/2012 11/30/2012 2/10/2012 11/2/2012 2/24/2012 11/30/2012	Program Program Program Program Program Program Program
	University of California The Pennsylvania State University The National Environmental Education and Training Foundation The National Environmental Education and Training Foundation The MK Level Playing Field Institute The Institute for Educational Leadership Inc. The Friends of the Oakland Public Library The Dawn Redwoods Charitable Trust	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 2201 Broadway, Suite 101 Oakland, CA 94612 4455 Connecticut Avenue, NW Suite 310 Washington, DC 20008 721 Washington, DC 20008 721 Washington Street Oakland, CA 94607 One Blackfield Drive, Suite 331	501c(3) 501c(3) 501c(3) 501c(3) 501c(3)	\$487,000.00 \$45,000.00 \$100,000.00 \$10,000.00 \$125,000.00 \$250.00	5/18/2012 11/30/2012 2/10/2012 11/2/2012 2/24/2012 11/30/2012	Program Program Program Program Program Program Program
Learning	University of California The Pennsylvania State University The National Environmental Education and Training Foundation The National Environmental Education and Training Foundation The Mational Education and Training Foundation The MK Level Playing Field Institute The Institute for Educational Leadership Inc. The Friends of the Oakland Public Library The Dawn Redwoods Charitable Trust The Center for the	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 2201 Broadway, Suite 101 Oakland, CA 94612 4455 Connecticut Avenue, NW Suite 310 Washington, DC 20008 721 Washington, DC 20008 721 Washington, DC 20008 721 Washington Street Oakland, CA 94607 One Blackfield Drive, Suite 331 Tiburon, CA 94920	501c(3) 501c(3) 501c(3) 501c(3) 501c(3)	\$487,000.00 \$45,000.00 \$100,000.00 \$10,000.00 \$125,000.00 \$250.00	5/18/2012 11/30/2012 2/10/2012 11/2/2012 2/24/2012 11/30/2012	Program Program Program Program Program Program Program
	University of California The Pennsylvania State University The National Environmental Education and Training Foundation The National Environmental Education and Training Foundation The Mational Foundation The MK Level Playing Field Institute The Institute for Educational Leadership Inc. The Friends of the Oakland Public Library The Dawn Redwoods Charitable Trust The Center for the Future of Teaching and	Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618 17 Old Main University Park, PA 16801 4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008 4301 Connecticut Ave. NW, Suite 180 Washington, DC 20008 2201 Broadway, Suite 101 Cakland, CA 94612 4455 Connecticut Avenue, NW Suite 310 Washington, DC 20008 721 Washington, DC 20008	501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3)	\$487,000.00 \$45,000.00 \$100,000.00 \$10,000.00 \$125,000.00 \$250.00 \$10,000.00	5/18/2012 11/30/2012 2/10/2012 11/2/2012 2/24/2012 11/30/2012 7/13/2012	Program Program Program Program Program Program Program Program

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The Control of the control	675 Massachusetts Avenue,				
The Center for Effective Philanthropy	Cambridge, MA 02139	501c(3)	\$10,000,00	12/19/2012	Program
ппапипору	5295 Broadway Terrace	5010(5)	\$10,000.00	12/13/2012	riogram
The CCC Foundation	Oakland, CA 94618-1498	501c(3)	\$5,000,00	4/13/2012	Program
no oco i canaaton	One Lombard Street, Suite	30,10(0)			
The California	305				
Education Partners	San Francisco, CA 94111	501c(3)	\$250,000.00	11/16/2012	Program
	1775 Massachusetts Avenue,	7.5			
The Brookings	NW				
nstitution	Washington, DC 20036	501c(3)	\$300,000.00	7/20/2012	Program
	545 Sansome Street, Suite				
The Breakthrough	700				
Collaborative Inc.	San Francisco, CA 94111	501c(3)	\$75,000.00	9/14/2012	Program
The Board of Trustees	Stanford University				
of Leland Stanford	34 Gaivez Mall				
Junior University	Stanford, CA 94305-6010	501c(3)	\$1,000,000.00	6/22/2012	Capital
	Jerry Yang & Akiko Yamazaki				
	Environment & Energy				
The Board of Trustees	Building - MC 4205				
of Leland Stanford	473 Via Ortega				~
Junior University	Stanford, CA 94305	501c(3)	\$652,752.00	10/12/2012	Program
	Jerry Yang & Akiko Yamazaki				
	Environment & Energy				
The Board of Trustees	Building - MC 4205				
of Leland Stanford	473 Via Ortega				
Junior University	Stanford, CA 94305	501c(3)	\$345,750.00	12/7/2012	Program
	Jerry Yang & Akiko Yamazaki				
	Environment & Energy				
The Board of Trustees	Building - MC 4205				
of Leland Stanford	473 Via Ortega				
Junior University	Stanford, CA 94305	501c(3)	\$50,000.00	12/19/2012	Program
The Board of Trustees	Office of Development				
of Leland Stanford	326 Galvez Street				
Junior University	Stanford, CA 94305	501c(3)	\$45,000.00	2/17/2012	Program
	Jerry Yang & Akiko Yamazaki				
	Environment & Energy				
The Board of Trustees	Building - MC 4205			-	
of Leland Stanford	473 Via Ortega				_
Junior University	Stanford, CA 94305	501c(3)	\$20,000.00	1/13/2012	Program
The Board of Trustees	579 Serra Mall at Galvez				
of Leland Stanford	Street				_
Junior University	Stanford, CA 94305-6015	501c(3)	\$10,000.00	1/13/2012	Program
The Board of Trustees					
of Leland Stanford	450 Serra Mall				
Junior University	Stanford, CA 94305-2004	501c(3)	\$2,700.00	2/24/2012	Program
	2100 Mt. Diablo Scenic Blvd.				<u>_</u>
The Athenian School	Danville, CA 94506-2002	501c(3)	\$5,000.00	11/16/2012	Program
	5025 Thacher Road				_
Thacher School, Inc.	Ojai, CA 93023-9001	501c(3)	\$10,000.00	11/16/2012	Program
	7700 Edgewater Drive, Suite				
	519	604 (0)		44/00/001	l
Techbridge Girls	Oakland, CA 94621	501c(3)	\$300,000.00	11/30/2012	Program
Tech Museum of	201 South Market Street	En4 (5)		44/0/02:0	
nnovation, The	San Jose, CA 95113-2008	501c(3)	\$220,000.00	11/9/2012	Program
Tau Beta Pi	P. O. Box 2697			44/0/0040	l _n
Association, Inc., The	Knoxville, TN 37901-2697	501c(3)	\$25,000.00	11/9/2012	Program
0 4 4 4 4 4	00 B 41				
Sustainable	98 Battery Street, Suite 302			0456545	l
Conservation	San Francisco, CA 94111	501c(3)	\$228,000.00	6/15/2012	Program
	D 0 D 550				
Student Conservation	P. O. Box 550			74065	_
Association, Inc.	Charlestown, NH 03603-0550	501c(3)	\$175,000.00	//13/2012	Program
Strategic Education	1101 14th Street, N. W.,				
Research Partnership	Suite 300			0/0/001-	
	Washington, DC 20005	501c(3)	\$716,000.00	3/9/2012	Program
nstitute					1
nstitute Stanford Jazz	P. O. Box 20454				
nstitute Stanford Jazz	P. O. Box 20454 Stanford, CA 94309	501c(3)	\$1,000.00	6/29/2012	Program
nstitute Stanford Jazz Workshop	P. O. Box 20454 Stanford, CA 94309 203 North La Salle Street,	501c(3)	\$1,000.00	6/29/2012	Program
Institute Stanford Jazz Workshop Society of Women	P. O. Box 20454 Stanford, CA 94309 203 North La Salle Street, Suite 1675				
nstitute Stanford Jazz Workshop Society of Women	P. O. Box 20454 Stanford, CA 94309 203 North La Salle Street, Suite 1675 Chicago, IL 60601	501c(3)		6/29/2012 10/19/2012	
Institute Stanford Jazz Workshop Society of Women Engineers	P. O. Box 20454 Stanford, CA 94309 203 North La Salle Street, Suite 1675 Chicago, IL 60601 P.O. Box 37012, MRC 712	501c(3)	\$50,000.00	10/19/2012	Program
Institute Stanford Jazz Workshop Society of Women Engineers Smithsonian Institution	P. O. Box 20454 Stanford, CA 94309 203 North La Salle Street, Suite 1675 Chicago, IL 60601 P.O. Box 37012, MRC 712 Washington, D.C. 20013		\$50,000.00		
Institute Stanford Jazz Workshop Society of Women Engineers Smithsonian Institution	P. O. Box 20454 Stanford, CA 94309 203 North La Salle Street, Suite 1675 Chicago, IL 60601 P.O. Box 37012, MRC 712 Washington, D.C. 20013 1400 Parkmoor Avenue,	501c(3)	\$50,000.00	10/19/2012	Program
Institute Stanford Jazz Workshop Society of Women Engineers	P. O. Box 20454 Stanford, CA 94309 203 North La Salle Street, Suite 1675 Chicago, IL 60601 P.O. Box 37012, MRC 712 Washington, D.C. 20013 1400 Parkmoor Avenue,	501c(3)	\$50,000.00	10/19/2012 7/20/2012	Program

Sheriff's Advisory Board	P.O. Box 28037				
of Santa Clara County	San Jose, CA 95159-8037	501c(3)	\$5,000.00	5/18/2012	Capital
	1020 Columbia Avenue				
Scripps College	Claremont, CA 91711-3905	501c(3)	\$470,000.00	5/25/2012	Program
Schools of the Sacred Heart	2222 Broadway San Francisco, CA 94115	501c(3)	\$5,000,00	11/16/2012	Program
neart	171 Branham Lane, Suite 10.	3010(3)	\$5,000,00	11/10/2012	rogram
Schmahl Science	PMB 223				
Workshops	San Jose, CA 95136	501c(3)	\$50,000.00	12/7/2012	Program
		Non-			
0	6980 Santa Teresa	profit			
Santa Clara County	Boulevard, Suite 100 San Jose, CA 95119	organīz ation	\$55,000,00	11/16/2012	Program
Open Space Authority	1500 Mark Thomas Drive	ation	\$55,000,00	11/10/2012	Program
Santa Catalina School	Monterey, CA 93940-5291	501c(3)	\$10,000,00	11/2/2012	Program
	16 North Carroll Street, Suite		***********		
Sand County	450				
Foundation Inc.	Madison, WI 53703	501c(3)	\$20,000.00	6/22/2012	Program
	1 Zoo Road				
San Francisco	San Francisco, CA 94132-	5010/3\	¢20,000,00	10/10/2012	Drogram
Zoological Society San Francisco Unified	1098 750 25th Avenue	501c(3)	\$20,000.00	10/19/2012	Program
School District	San Francisco, CA 94121	501c(3)	\$250,000.00	11/30/2012	Program
Solicol Biodiot	Davies Symphony Hall	00.000	0200,000,00		g.u
	201 Van Ness Ave				
San Francisco	San Francisco, CA 94102-				
Symphony	4585	501c(3)	\$25,000.00	12/19/2012	Program
	114 Sansome Street, Suite				
San Francisco School	800 San Francisco CA 04104	E04-(2)	\$969,400.00	0/7/2012	Dengram
Alliance Foundation	San Francisco, CA 94104 114 Sansome Street, Suite	501c(3)	\$969,400.00	9///2012	Program
San Francisco School	800				
Alliance Foundation	San Francisco, CA 94104	501c(3)	\$250,000,00	11/2/2012	Program
	350 Amber Drive				
San Francisco Police	San Francisco, CA 94131-				
Activities League	1698	501c(3)	\$5,000.00	12/19/2012	Program
San Francisco Opera	301 Van Ness Avenue	E04-(0)	64 400 00	40/7/0040	D
Guild	San Francisco, CA 94102 301 Van Ness Avenue	501c(3)	\$1,400.00	12/7/2012	Program
San Francisco Opera	San Francisco, CA 94102-			n.	
Association	1729	501c(3)	\$248.00	7/6/2012	Program
	151 Third Street				
San Francisco Museum	San Francisco, CA 94103-				
of Modern Art	3159	501c(3)	\$50,000.00	12/19/2012	Program
San Francisco Free	4900 California Street	E04 = (2)	#E0 000 00	10/14/2010	D
Clinic San Francisco Food	San Francisco, CA 94118 900 Pennsylvania Avenue	501c(3)	\$50,000,00	12/14/2012	Program
Bank	San Francisco, CA 94107	501c(3)	\$100,000.00	11/30/2012	Program
San Francisco Food	900 Pennsylvania Avenue	- 4 . 4 (-7)			
Bank	San Francisco, CA 94107	501c(3)	\$25,000.00	8/24/2012	Program
San Francisco Food	900 Pennsylvania Avenue				
Bank	San Francisco, CA 94107	501c(3)	\$5,000.00	5/18/2012	Program
San Francisco Fire	1139 Mission Street	E010(3)	\$5,000,00	12/10/2012	Drogram
Fighters Toy Program	San Francisco, CA 94103	501c(3)	\$5,000,00	12/19/2012	Program
San Francisco Botanical	Golden Gate Park				
Garden at Strybing	Ninth Avenue at Lincoln Way				
Arboretum	San Francisco, CA 94122	501c(3)	\$75,000.00	11/2/2012	Program
San Francisco Ballet	455 Franklin Street				
Association	San Francisco, CA 94102	501c(3)	\$5,000.00	6/15/2012	Program
San Francisco	Disc. 4. The Feebessedees				
America's Cup Organizing Committee	Pier 1, The Embarcadero San Francisco, CA 94111	501c(3)	\$100,000.00	9/17/2012	Program
Sacramento City Unified		30 10(3)	Ψ100,000.00	5/1/2012	i logialii
School District	Sacramento, CA 95824	501c(3)	\$1,000,000.00	10/12/2012	Program
	35 West 35th Street				
Royal Oak Foundation,	Suite 1200				
Inc. The	New York, New York 10001	501c(3)	\$2,500.00	12/6/2012	Program
	40 Presidential Drive, Suite				
Ronald Reagan	200 Simi Valley CA 93065	5040/31	\$300,000,00	8/22/2012	Brogram
Presidential Foundation	Simi Valley, CA 93065 1900 Addison Street, Suite	501c(3)	\$300,000.00	UIZZIZU1Z	Program
Rising Sun Energy	100 Addison Street, Suite				
Center	Berkeley, CA 94704	501c(3)	\$50,000.00	11/9/2012	Program
Richmond District		1			
Neighborhood Center	741 30th Avenue				
Inc.	San Francisco, CA 94121	501c(3)	\$21,000.00	10/19/2012	Program

Resources for the	1616 P Street, NW	E04-(0)	#F0F 000 00	40/40/0040	D
Future, Inc.	Washington, DC 20036 P.O. Box 21074	501c(3)	\$525,000.00	12/19/2012	Program
Regional Parks	Crestmont Station				
Foundation	Oakland, CA 94620	501c(3)	\$1,000,00	5/4/2012	Program
Regents of the	320 McLaughlin Hall, #1700				
University of California	Berkeley, CA 94720-1722	501c(3)	\$600,000.00	10/12/2012	Capital
Regents of the University of California	320 McLaughlin Hall, #1700 Berkeley, CA 94720-1722	501c(3)	\$600,000.00	10/12/2012	Capital
Regents of the	One Centennial Drive	5010(3)	\$600,000,00	10/12/2012	Capital
University of California	Berkeley, CA 94720-5200	501c(3)	\$393,325,00	10/12/2012	Program
	University of California -				
	Office of the President				
	1111 Franklin Street, Room				
Regents of the University of California	7202 Oakland, CA 94607-5200	501c(3)	\$250,000.00	11/2/2012	Program
Regents of the	One Centennial Drive	30 (0(3)	\$250,000,00	11/2/2012	riogiani
University of California	Berkeley, CA 94720-5200	501c(3)	\$150,000.00	12/7/2012	Program
Regents of the	One Centennial Drive				
University of California	Berkeley, CA 94720-5200	501c(3)	\$150,000.00	12/7/2012	Program
	Engineering Scholarship				
Regents of the University of California	320 McLaughlin Hall, #1700 Berkeley, CA 94720	501c(3)	\$45,000.00	0/7/2012	Program
University of California	Walter A. Haas School of	3010(3)	\$45,000,00	9///2012	Piogram
	Business				
	545 Student Services				
Regents of the	Building #1900				
University of California	Berkeley, CA 94720-1900	501c(3)	\$40,000.00	10/19/2012	Program
	Institute for Health Policy				
	Studies 3333 California Street, Suite				
	265				
Regents of the	San Francisco, CA 94143-				
University of California	0936	501c(3)	\$25,000.00	3/16/2012	Program
Regents of the	545 Student Services, #1900	504-(0)	*40 000 00	444000040	D
University of California	Berkeley, CA 94720-1900 2449 Bancroft Way	501c(3)	\$10,000,00	11/16/2012	Program
Regents of the	#4200				
University of California	Berkeley, CA 94720-4200	501c(3)	\$10,000.00	11/30/2012	Program
,	500 Washington Street				
Public Policy Institute of					
California	San Francisco, CA 94111	501c(3)	\$250,000.00	4/27/2012	Program
Public Policy Institute of	500 Washington Street				
California	San Francisco, CA 94111	501c(3)	\$60,000.00	4/27/2012	Program
California	500 Washington Street	0010(0)	\$60,000.00	TIETTEO TE	rogiani
Public Policy Institute of					
California	San Francisco, CA 94111	501c(3)	\$10,000.00	1/13/2012	Program
Public Agenda	6 East 39th Street				
Foundation Inc.	New York, NY 10016-0112	501c(3)	\$188,621,00	12/19/2012	Program
Prison University Project Inc.	P.O. Box 492 San Quentin, CA 94964	501c(3)	\$200.00	6/29/2012	Program
President-Board of	Bair Querian, 671 54564	0010(0)	Ψ200,00	0/20/2012	rrogiam
Trustees Santa Clara	500 El Camino Real				
College	Santa Clara, CA 95053-0015	501c(3)	\$45,000.00	10/26/2012	Program
	1001 N. Rengstroff Ave.				
Positive Coaching	Suite 100				
Alliance	Mountain View, CA 94043	501c(3)	\$660,000.00	10/5/2012	Program
Positive Coaching	1001 N. Rengstroff Ave. Suite 100				
Alliance	Mountain View, CA 94043	501c(3)	\$160,000.00	7/13/2012	Program
, unarros	1001 N. Rengstroff Ave.	55.5(5)	V.00,000,00		. , og.u.n
Positive Coaching	Suite 100				
Alliance	Mountain View, CA 94043	501c(3)	\$1,500.00	12/19/2012	Program
	2048 Analysis Drive				
Political Economy	Suite A	E04=40	# F0 000 00	40/40/0045	D
Research Center Point Reyes Bird	Bozeman, MT 59718 3820 Cypress Drive #11	501c(3)	\$50,000,00	10/19/2012	rogram
Observatory	Petaluma, CA 94954	501c(3)	\$702,920.00	8/31/2012	Program
Point Reyes Bird	3820 Cypress Drive #11	30.0(0)	₩1 0Z,3Z0100	5/5 //2012	, logialii
Observatory	Petaluma, CA 94954	501c(3)	\$639,000.00	6/22/2012	Program
Playworks Education	380 Washington Street				
Energized	Oakland, CA 94607	501c(3)	\$125,000.00	7/13/2012	Program
Piedmont Historical	358 Hillside Avenue	504 (5)		40/04/05:-	D
IN-AAIAN/		501c(3)	ı \$5.000.00	12/21/2012	Program
Society Biodmont Educational	Piedmont, CA 94611	0010(0)	40,000.00		
Piedmont Educational Foundation	P. O. Box 11192 Piedmont, CA 94611	501c(3)		12/7/2012	Program

	Maries and the same of the sam				V
Piedmont Community Church	400 Highland Avenue Piedmont, CA 94611	501c(3)	\$40,000,00	11/16/2012	Drogram
Piedmont Community	400 Highland Avenue	20.10(2)	\$40,000,00	11/10/2012	Program
Church	Piedmont, CA 94611	501c(3)	\$25,000,00	8/24/2012	Program
Piedmont Community	400 Highland Avenue				
Church	Piedmont, CA 94611	501c(3)	\$25,000.00	8/24/2012	Program
Piedmont Community	400 Highland Avenue				
Church	Piedmont, CA 94611 P. O. Box 363	501c(3)	\$5,000.00	12/7/2012	Program
Pie Ranch	Pescadero, CA 94060	501c(3)	\$50,000,00	10/19/2012	Program
T IC INGINET	P. O. Box 363	5010(0)	450,000,00	10/10/2012	riogiam
Pie Ranch	Pescadero, CA 94060	501c(3)	\$1,400.00	12/7/2012	Program
	1154 Town & Country				
	Commons Drive				
Pi Beta Phi Foundation	Town & Country, MO 63017	501c(3)	\$2,500.00	10/19/2012	Program
Peabody Historical Society	1556 N. 59th Peabody, KS 66866-9485	501c(3)	\$5,000,00	12/21/2012	Drogram
	1330 Broadway, Suite 601	5010(3)	\$5,000.00	12/2 1/2012	riogiani
and Youth	Oakland, CA 94612	501c(3)	\$10,000.00	12/12/2012	Program
Partners in School	1060 Tennessee Street				
Innovation	San Francisco, CA	501c(3)	\$50,000,00	11/16/2012	Program
Parisi House on the Hill	P.O. Box 21826				
Inc.	San Jose, CA 95151 930 G Street	501c(3)	\$500.00	11/30/2012	Program
Pacific Legal Foundation	Sacramento, CA 95814	501c(3)	\$5,000,00	2/24/2012	Program
Pacific Institute for	545.4monto, 57(50017	30 10(0)	\$0,000.00		ogiain
Studies in					
Development,					
Environment and	654 13th Street				_
Security Ocean Exploration Trust	Oakland, CA 94612	501c(3)	\$110,000.00	1/6/2012	Program
Inc.	Old Lyme, CT 06371	501c(3)	\$100,000.00	10/10/2012	Program
Oakland Schools	P.O. Box 27148	0010(0)	\$100,000.00	10/13/2012	rogiam
Foundation	Oakland, CA 94620-0148	501c(3)	\$75,000.00	11/16/2012	Program
	Wellness Bars				
Oakland Schools	P.O. Box 27148				_
Foundation	Oakland, CA 94620-0148	501c(3)	\$50,000.00	11/16/2012	Program
Oakland School for the	C/o VentureSpark 2227 Union Street				
Arts	San Francisco, CA 94123	501c(3)	\$5,000.00	4/13/2012	Program
Oakland Museum of	1000 Oak Street				
California Foundation	Oakland, CA 94607-4892	501c(3)	\$200,000.00	8/17/2012	Capital
Oakland Museum of	1000 Oak Street				
California Foundation	Oakland, CA 94607-4892 71 Manzanita Road	501c(3)	\$40,000.00	10/19/2012	Program
Nuru International	Atherton, CA	501c(3)	\$200.00	2/24/2012	Program
rtara international	A CONTROL OF C	0010(0)	Ψ200.00	LIZTIZOTZ	rogiani
Northern California	625 Market Street, 15th Floor				
Grantmakers	San Francisco, CA 94105	501c(3)	\$12,000.00	2/24/2012	Program
	150 Spear Street, Suite 500				
Net Impact	San Francisco, CA 94105 28 Geary Street, Suite 650	501c(3)	\$75,000.00	1/13/2012	Program
NatureBridge	San Francisco, CA 94108	501c(3)	\$175,000.00	12/21/2012	Program
NatureDridge	Gail Flancisco, GA 34100	0010(0)	\$170,000.00	12/2 1/2012	riogiani
	201 Mission Street, 4th Floor				
Nature Conservancy	San Francisco, CA 94105	501c(3)	\$683,237.00	9/7/2012	Program
National Trust For	1785 Massachusetts Avenue,				
Historical Preservation	NW	F04 - (0)		40/44/0040	D
in the U.S. National Society of	Washington, D.C. 20036 205 Daingerfield Road	501c(3)	\$100,000.00	12/14/2012	Program
Black Engineers	Alexandria, VA 22314	501c(3)	\$45,000,00	10/26/2012	Program
Diddit Engineers	Western Partnership Field	00.10(0)	0.10,000.00	10.20.2012	T Togical II
	Office				
	90 New Montgomery Street				
National Fish and	Suite 1010	E04 - (0)	#000 000 T	4040404	D
Wildlife Foundation National Engineers	San Francisco, CA 94105 1420 King Street	501c(3)	\$200,000.00	12/19/2012	rogram
Week Foundation	Alexandria, VA 22314	501c(3)	\$250,000.00	11/2/2012	Program
	220 Montgomery Street,	25,5(0)	\$200,000.00		3
	Suite 1000				
National Audubon	San Francisco, CA 94104-				
Society, Inc.	3402	501c(3)	\$732,267.00	8/31/2012	Program
National Audubon Society	225 Varick Street New York, NY 10014	501c(3)	\$10,000.00	10/5/2012	Program
National Audubon	225 Varick Street	30 10(3)	\$10,000.00	10/3/2012	Program
Society	New York, NY 10014	501c(3)	\$2,500.00	5/4/2012	Program

NARAL Pro-Choice 335 South Van Ness Avenue California San Francisco, CA 94103 501c(3) \$25,000.00 11/9/2012 Pro Multiple Myeloma Research Foundation, Inc. Norwalk, CT 06851 501c(3) \$500.00 6/29/2012 Pro Muir Heritage Land P.O. Box 2452	
for Minorities in 440 Hamilton Ave., Suite 302 Engineering, Inc. White Plains, NY 10601-1813 501c(3) \$70,000.00 10/19/2012 Pro	ogram ogram
Engineering, Inc. White Plains, NY 10601-1813 501c(3) \$70,000.00 10/19/2012 Pro 500 5th Street NW Room NAS 218 Washington, D.C. 20001 501c(3) \$100,000.00 12/14/2012 Pro NATIONAL Pro-Choice 335 South Van Ness Avenue California San Francisco, CA 94103 501c(3) \$25,000.00 11/9/2012 Pro Norwalk, CT 06851 501c(3) \$500,000.00 9/17/2012 Pro Norwalk, CT 06851 501c(3) \$500,000.00 9/17/2012 Pro Norwalk, CA 94553 501c(3) \$500,000.00 9/17/2012 Pro Sciences San Francisco, CA 94553 501c(3) \$500,000.00 9/17/2012 Pro Norwalk, CT 06851 501c(3) \$500,000.00 9/17/2012 Pro Norwalk, CT 06851 501c(3) \$500,000.00 9/17/2012 Pro Norwalk, CA 94553 501c(3) \$500,0	ogram ogram
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Muir Heritage Land P.O. Box 2452	ogram
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Monterey Museum of 559 Pacific Street	
Art Monterey, CA 93940 501c(3) \$45,000.00 12/14/2012 Pro	ogram
Monterey County 2560 Garden Road, Suite	- 01 4-11
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Monterey Bay Aquarium 886 Cannery Row	
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Monterey Bay Aquarium 886 Cannery Row	
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Monte Rio School P.O. Box 77	
Foundation Monte Rio, CA 95462 501c(3) \$5,000.00 11/9/2012 Pro	ogram
5000 MacArthur Boulevard	
	ogram
Middle Mountain P.O. Box 3359	3
	ogram
301 Van Ness Avenue	Julani
Merola Opera Program San Francisco, CA 94102 501c(3) \$1,800.00 11/30/2012 Pro	ogram
Massachusetts Institute 77 Massachusetts Avenue	
of Technology Cambridge, MA 02139-4307 501c(3) \$79,000.00 12/21/2012 Pro	ogram
Massachusetts Institute 77 Massachusetts Avenue	
of Technology Cambridge, MA 02139-4307 501c(3) \$45,000.00 1/13/2012 Pro	ogram
Los Gatos-Saratoga	
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Joint Union High School 20 High School Court	
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Los Angeles County	
Museum of Natural 900 Exposition Boulevard	
History Foundation Los Angeles, CA 90007 501c(3) \$75,000.00 11/16/2012 Pro	ogram
Los Angeles County 448 S. Hill Street, Suite 1001	
Education Foundation Los Angeles, CA 90013-1137 501c(3) \$445,447.00 12/7/2012 Pro	ogram
P. O. Box 11247	***
LifeLong Medical Care Berkeley, CA 94712-2247 501c(3) \$50,000.00 10/19/2012 Pro	ogram
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LandPaths Santa Rosa, CA 95402–4648 501c(3) \$25,000.00 12/7/2012 Pro Land Trust of Santa 617 Water Street 501c(3) \$50,000.00 11/30/2012 Pro Land Trust Alliance, Inc. 1660 L St. NW, Suite 1100 \$300,000.00 10/12/2012 Pro Land Trust Alliance, Inc. Washington, DC 20036-5635 501c(3) \$300,000.00 10/12/2012 Pro La Clinica de La Raza 1515 Fruitvale Avenue Oakland, CA 94601 501c(3) \$100,000.00 11/30/2012 Pro KQED Inc. San Francisco, CA 94110 501c(3) \$125,000.00 11/30/2012 Pro Land Trust Alliance, Inc. San Francisco, CA 94110 501c(3) \$100,000.00 10/12/2012 Pro La Clinica de La Raza 1515 Fruitvale Avenue 501c(3) \$100,000.00 11/30/2012 Pro KQED Inc. San Francisco, CA 94110 501c(3) \$125,000.00 11/30/2012 Pro	ogram ogram ogram
LandPaths Santa Rosa, CA 95402-4648 501c(3) \$25,000.00 12/7/2012 Pro Land Trust of Santa 617 Water Street 501c(3) \$50,000.00 11/30/2012 Pro Land Trust Alliance, Inc. 1660 L St. NW, Suite 1100 \$300,000.00 10/12/2012 Pro La Clinica de La Raza Inc. 1515 Fruitvale Avenue 501c(3) \$300,000.00 10/12/2012 Pro La Clinica de La Raza Inc. Oakland, CA 94601 501c(3) \$100,000.00 11/30/2012 Pro KQED Inc. San Francisco, CA 94110 501c(3) \$125,000.00 11/30/2012 Pro KQED Inc. San Francisco, CA 94110 501c(3) \$125,000.00 8/31/2012 Pro	ogram
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LandPaths Santa Rosa, CA 95402-4648 501c(3) \$25,000.00 12/7/2012 Pro Land Trust of Santa 617 Water Street 501c(3) \$50,000.00 11/30/2012 Pro Land Trust Alliance, Inc. 1660 L St. NW, Suite 1100 \$300,000.00 10/12/2012 Pro La Clinica de La Raza 1515 Fruitvale Avenue 0akland, CA 94601 501c(3) \$100,000.00 11/30/2012 Pro KQED Inc. San Francisco, CA 94110 501c(3) \$125,000.00 11/30/2012 Pro KQED Inc. San Francisco, CA 94110 501c(3) \$125,000.00 8/31/2012 Pro KQED Inc. San Francisco, CA 94110 501c(3) \$125,000.00 8/31/2012 Pro KQED Inc. San Francisco, CA 94110 501c(3) \$125,000.00 8/31/2012 Pro KQED Inc. San Francisco, CA 94110 501c(3) \$1,000.00 11/30/2012 Pro KQED Inc. San Francisco, CA 94110 501c(3) \$1,000.00 11/30/2012 Pro	ogram ogram ogram ogram ogram
Land Paths Santa Rosa, CA 95402–4648 501c(3) \$25,000.00 12/7/2012 Pro Land Trust of Santa 617 Water Street Sant Cruz, CA 95060 501c(3) \$50,000.00 11/30/2012 Pro 1660 L St. NW, Suite 1100 Land Trust Alliance, Inc. Washington, DC 20036-5635 501c(3) \$300,000.00 10/12/2012 Pro La Clinica de La Raza 1515 Fruitvale Avenue Oakland, CA 94601 501c(3) \$100,000.00 11/30/2012 Pro 2601 Mariposa Street KQED Inc. San Francisco, CA 94110 501c(3) \$125,000.00 8/31/2012 Pro 2601 Mariposa Street San Francisco, CA 94110 501c(3) \$125,000.00 8/31/2012 Pro 2601 Mariposa Street San Francisco, CA 94110 501c(3) \$125,000.00 11/30/2012 Pro 2601 Mariposa Street San Francisco, CA 94110 501c(3) \$125,000.00 8/31/2012 Pro 2601 Mariposa Street San Francisco, CA 94110 501c(3) \$1,000.00 11/30/2012 Pro 2601 Mariposa Street	ogram ogram ogram ogram
Land Paths Santa Rosa, CA 95402–4648 501c(3) \$25,000.00 12/7/2012 Pro Land Trust of Santa 617 Water Street Sant Cruz, CA 95060 501c(3) \$50,000.00 11/30/2012 Pro 1660 L St. NW, Suite 1100 Land Trust Alliance, Inc. Washington, DC 20036-5635 501c(3) \$300,000.00 10/12/2012 Pro La Clinica de La Raza 1515 Fruitvale Avenue Oakland, CA 94601 501c(3) \$100,000.00 11/30/2012 Pro 2601 Mariposa Street KQED Inc. San Francisco, CA 94110 501c(3) \$125,000.00 8/31/2012 Pro 2601 Mariposa Street San Francisco, CA 94110 501c(3) \$125,000.00 8/31/2012 Pro 2601 Mariposa Street San Francisco, CA 94110 501c(3) \$125,000.00 11/30/2012 Pro 2601 Mariposa Street San Francisco, CA 94110 501c(3) \$125,000.00 8/31/2012 Pro 2601 Mariposa Street San Francisco, CA 94110 501c(3) \$1,000.00 11/30/2012 Pro 2601 Mariposa Street	ogram ogram ogram ogram ogram
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J. David Gladstone	11CEO Owene Ctreet				
	1650 Owens Street San Francisco, CA 94158-				
Institutes	2261	501c(3)	\$1,200,000.00	7/13/2012	Program
	1650 Owens Street				
J. David Gladstone	San Francisco, CA 94158-			11/0/0010	<u> </u>
Institutes	2261	501c(3)	\$200,000.00	11/2/2012	Program
sland Press - Center for	2000 M Street, NW, Suite				
Resource Economics	Washington, DC 20036	501c(3)	\$100,000.00	12/7/2012	Program
(COOCHES ESSIGNIES	1947 Center Street	5010(0)	\$100,000.00	12/1/2012	i rogium
International Computer	6th Floor				
Science Institute	Berkeley, CA 94704	501c(3)	\$50,000.00	11/2/2012	Program
	1602 L St., NW				
	Suite 900				l.
ndependent Sector	Washington, D.C. 20036	501c(3)	\$12,150.00	1/20/2012	Program
	1602 L St., NW Suite 900				Lladonusito
ndependent Sector	Washington, D.C. 20036	501c(3)	\$10,000.00	7/20/2012	Underwrite Benefit
Humane Society of	P.O. Box 9041	50 (0(3)	Ψ10,000.00	112012012	Dellelli
Truckee Tahoe	Truckee, CA 96162	501c(3)	\$400.00	5/4/2012	Program
	P.O. Box 9145				
Heyday Institute	Berkeley, CA 94709	501c(3)	\$50,000.00	11/30/2012	Program
//	4315 Lincoln Avenue				
Head-Royce School	Oakland, CA 94602	501c(3)	\$25,000.00	10/19/2012	Program
lastings O-H-+ - C"		Non-			
Hastings College of the Law, University of	200 McAllister Street	profit organiz			I
California	San Francisco, CA 94102	ation	\$5,000,00	11/27/2012	Program
Jamorria	P.O. Box 100	duon	\$0,000.00	11/2//2012	rogium
Hanna Boys Center	Sonoma, CA 95476	501c(3)	\$800.00	7/6/2012	Program
	1700 California Street, Suite				
	335				
Handful Players, Inc.	San Francisco, CA 94109	501c(3)	\$10,000.00	11/20/2012	Program
Haight Ashbury	451 Hayes Street, 2nd Floor	F04 - (0)	850 000 00	44/40/0040	D
Neighborhood Council	San Francisco, CA 94102 4801 Courthouse Street,	501c(3)	\$50,000.00	11/16/2012	Program
	Suite 220				
	Williamsburg, VA 23188-				
Guidestar USA Inc.	2678	501c(3)	\$10,000.00	7/20/2012	Program
Great Oakland Public			1		
	470 Mates Office 4				I
Schools Information	472 Water Street				
Schools Information Center	Oakland, CA 94607	501c(3)	\$50,000.00	11/16/2012	Program
T.	Oakland, CA 94607	501c(3)	\$50,000.00	11/16/2012	Program
T.	Oakland, CA 94607 1100 Connecticut Avenue,	501c(3)	\$50,000-00	11/16/2012	Program
T.	Oakland, CA 94607 1100 Connecticut Avenue, NW	501c(3)	\$50,000.00	11/16/2012	Program
Center	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200	0.0111			
T.	Oakland, CA 94607 1100 Connecticut Avenue, NW	0.0111			Program Program
Center	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110	0.0111			
Center Grantmakers in Health	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036	0.0111	\$3,375.00		Program
Center Grantmakers in Health Grantmakers for Effective Organizations	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW	501c(3)	\$3,375.00	6/15/2012	Program
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404	501c(3)	\$3,375.00 \$25,000.00	6/15/2012	Program Program
Center Grantmakers in Health Grantmakers for Effective Organizations	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036	501c(3)	\$3,375.00 \$25,000.00	6/15/2012	Program
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for Effective Organizations	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036 720 SW Washington Street,	501c(3)	\$3,375.00 \$25,000.00	6/15/2012	Program Program
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for Effective Organizations Grantmakers for	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036 720 SW Washington Street, Suite 605	501c(3) 501c(3) 501c(3)	\$3,375.00 \$25,000.00 \$5,450.00	6/15/2012 10/12/2012 2/10/2012	Program Program Program
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for Effective Organizations Grantmakers for Education	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036 720 SW Washington Street, Suite 605 Portland, OR 97205	501c(3)	\$3,375.00 \$25,000.00 \$5,450.00	6/15/2012	Program Program Program
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for Effective Organizations Grantmakers for Education Graduate Theological	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036 720 SW Washington Street, Suite 605 Portland, OR 97205 2400 Ridge Road	501c(3) 501c(3) 501c(3)	\$3,375.00 \$25,000.00 \$5,450.00 \$19,500.00	6/15/2012 10/12/2012 2/10/2012 11/30/2012	Program Program Program
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for Effective Organizations Grantmakers for Education Graduate Theological Union	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036 720 SW Washington Street, Suite 605 Portland, OR 97205	501c(3) 501c(3) 501c(3)	\$3,375.00 \$25,000.00 \$5,450.00	6/15/2012 10/12/2012 2/10/2012 11/30/2012	Program Program Program
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for Effective Organizations Grantmakers for Education Graduate Theological	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036 720 SW Washington Street, Suite 605 Portland, OR 97205 2400 Ridge Road Berkeley, CA 94709	501c(3) 501c(3) 501c(3)	\$3,375.00 \$25,000.00 \$5,450.00 \$19,500.00	6/15/2012 10/12/2012 2/10/2012 11/30/2012 8/17/2012	Program Program Program
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for Effective Organizations Grantmakers for Education Graduate Theological Union Golden Gate National	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036 720 SW Washington Street, Suite 605 Portland, OR 97205 2400 Ridge Road Berkeley, CA 94709 Building 201, Fort Mason San Francisco, CA 94123 Building 201, Fort Mason	501c(3) 501c(3) 501c(3) 501c(3)	\$3,375.00 \$25,000.00 \$5,450.00 \$19,500.00 \$100,000.00	6/15/2012 10/12/2012 2/10/2012 11/30/2012 8/17/2012 5/18/2012	Program Program Program Program Program Capital
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for Effective Organizations Grantmakers for Education Graduate Theological Union Golden Gate National Parks Conservancy Golden Gate National Parks Conservancy	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036 720 SW Washington Street, Suite 605 Portland, OR 97205 2400 Ridge Road Berkeley, CA 94709 Building 201, Fort Mason San Francisco, CA 94123 Building 201, Fort Mason San Francisco, CA 94123	501c(3) 501c(3) 501c(3) 501c(3)	\$3,375.00 \$25,000.00 \$5,450.00 \$19,500.00 \$100,000.00	6/15/2012 10/12/2012 2/10/2012 11/30/2012 8/17/2012 5/18/2012	Program Program Program Program Program Capital
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for Effective Organizations Grantmakers for Education Graduate Theological Jinion Golden Gate National Parks Conservancy Golden Gate National Parks Conservancy Girls Incorporated of	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036 720 SW Washington Street, Suite 605 Portland, OR 97205 2400 Ridge Road Berkeley, CA 94709 Building 201, Fort Mason San Francisco, CA 94123 Building 201, Fort Mason San Francisco, CA 94123 510 16th Street	501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3)	\$3,375.00 \$25,000.00 \$5,450.00 \$19,500.00 \$100,000.00 \$500,000.00	6/15/2012 10/12/2012 2/10/2012 11/30/2012 8/17/2012 5/18/2012 10/12/2012	Program Program Program Program Capital Program
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for Effective Organizations Grantmakers for Education Graduate Theological Jinion Golden Gate National Parks Conservancy Golden Gate National Parks Conservancy Golden Gate National	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036 720 SW Washington Street, Suite 605 Portland, OR 97205 2400 Ridge Road Berkeley, CA 94709 Building 201, Fort Mason San Francisco, CA 94123 Building 201, Fort Mason San Francisco, CA 94123 510 16th Street Oakland, CA 94612	501c(3) 501c(3) 501c(3) 501c(3) 501c(3)	\$3,375.00 \$25,000.00 \$5,450.00 \$19,500.00 \$100,000.00	6/15/2012 10/12/2012 2/10/2012 11/30/2012 8/17/2012 5/18/2012 10/12/2012	Program Program Program Program Program Capital
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for Effective Organizations Grantmakers for Education Graduate Theological Junion Golden Gate National Parks Conservancy Golden Gate National First Conservancy Golden Gate Nation	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036 720 SW Washington Street, Suite 605 Portland, OR 97205 2400 Ridge Road Berkeley, CA 94709 Building 201, Fort Mason San Francisco, CA 94123 Building 201, Fort Mason San Francisco, CA 94123 510 16th Street Oakland, CA 94612	501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3)	\$3,375.00 \$25,000.00 \$5,450.00 \$19,500.00 \$100,000.00 \$500,000.00 \$150,000.00	6/15/2012 10/12/2012 2/10/2012 11/30/2012 8/17/2012 5/18/2012 10/12/2012 5/18/2012	Program Program Program Program Capital Program Capital
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for Effective Organizations Grantmakers for Education Graduate Theological Jinion Golden Gate National Parks Conservancy Golden Gate National Parks Conservancy Girls Incorporated of Alameda County Girl Scouts of Northern California	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036 720 SW Washington Street, Suite 605 Portland, OR 97205 2400 Ridge Road Berkeley, CA 94709 Building 201, Fort Mason San Francisco, CA 94123 Building 201, Fort Mason San Francisco, CA 94123 510 16th Street Oakland, CA 94612 1650 Harbor Bay Parkway Alameda, CA 94502	501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3)	\$3,375.00 \$25,000.00 \$5,450.00 \$19,500.00 \$100,000.00 \$500,000.00	6/15/2012 10/12/2012 2/10/2012 11/30/2012 8/17/2012 5/18/2012 10/12/2012 5/18/2012	Program Program Program Program Capital Program Capital
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for Effective Organizations Grantmakers for Education Graduate Theological Union Golden Gate National Parks Conservancy Golden Gate National Parks Conservancy Girls Incorporated of Alameda County Girl Scouts of Northern California Girl Scouts of Northern	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036 720 SW Washington Street, Suite 605 Portland, OR 97205 2400 Ridge Road Berkeley, CA 94709 Building 201, Fort Mason San Francisco, CA 94123 Building 201, Fort Mason San Francisco, CA 94123 510 16th Street Oakland, CA 94612 1650 Harbor Bay Parkway Alameda, CA 94502 1650 Harbor Bay Parkway	501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3)	\$3,375.00 \$25,000.00 \$5,450.00 \$19,500.00 \$100,000.00 \$500,000.00 \$250,000.00	6/15/2012 10/12/2012 2/10/2012 11/30/2012 8/17/2012 5/18/2012 10/12/2012 10/19/2012	Program Program Program Program Capital Program Capital Capital
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for Effective Organizations Grantmakers for Education Graduate Theological Union Golden Gate National Parks Conservancy Golden Gate National Parks Conservancy Girls Incorporated of Alameda County Girl Scouts of Northern California	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036 720 SW Washington Street, Suite 605 Portland, OR 97205 2400 Ridge Road Berkeley, CA 94709 Building 201, Fort Mason San Francisco, CA 94123 Building 201, Fort Mason San Francisco, CA 94123 510 16th Street Oakland, CA 94612 1650 Harbor Bay Parkway Alameda, CA 94502	501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3)	\$3,375.00 \$25,000.00 \$5,450.00 \$19,500.00 \$100,000.00 \$500,000.00 \$150,000.00	6/15/2012 10/12/2012 2/10/2012 11/30/2012 8/17/2012 5/18/2012 10/12/2012 10/19/2012	Program Program Program Program Capital Program Capital Capital
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for Effective Organizations Grantmakers for Education Graduate Theological Union Golden Gate National Parks Conservancy Golden Gate National Parks Conservancy Girls Incorporated of Alameda County Girl Scouts of Northern California Girl Scouts of Northern	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036 720 SW Washington Street, Suite 605 Portland, OR 97205 2400 Ridge Road Berkeley, CA 94709 Building 201, Fort Mason San Francisco, CA 94123 Building 201, Fort Mason San Francisco, CA 94123 510 16th Street Oakland, CA 94612 1650 Harbor Bay Parkway Alameda, CA 94502	501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3)	\$3,375.00 \$25,000.00 \$5,450.00 \$19,500.00 \$100,000.00 \$500,000.00 \$250,000.00	6/15/2012 10/12/2012 2/10/2012 11/30/2012 8/17/2012 5/18/2012 10/12/2012 10/19/2012	Program Program Program Program Capital Program Capital Capital
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for Effective Organizations Grantmakers for Education Graduate Theological Union Golden Gate National Parks Conservancy Golden Gate National Parks Conservancy Girls Incorporated of Alameda County Girl Scouts of Northern California Girl Scouts of Northern	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036 720 SW Washington Street, Suite 605 Portland, OR 97205 2400 Ridge Road Berkeley, CA 94709 Building 201, Fort Mason San Francisco, CA 94123 Building 201, Fort Mason San Francisco, CA 94123 Building 201, Fort Mason San Francisco, CA 94123 1016 Street Oakland, CA 94612 1650 Harbor Bay Parkway Alameda, CA 94502 1650 Harbor Bay Parkway Alameda, CA 94502 School of Civil & Environmental Engineering 790 Atlantic Drive	501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3)	\$3,375.00 \$25,000.00 \$5,450.00 \$19,500.00 \$100,000.00 \$500,000.00 \$250,000.00 \$500,000.00	6/15/2012 10/12/2012 2/10/2012 11/30/2012 8/17/2012 5/18/2012 10/12/2012 10/19/2012 11/16/2012	Program Program Program Program Capital Program Capital Capital Program
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for Effective Organizations Grantmakers for Education Graduate Theological Union Golden Gate National Parks Conservancy Golden Gate National Parks Conservancy Girls Incorporated of Alameda County Girl Scouts of Northern California Girl Scouts of Northern California Georgia Tech Foundation, Inc	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036 720 SW Washington Street, Suite 605 Portland, OR 97205 2400 Ridge Road Berkeley, CA 94709 Building 201, Fort Mason San Francisco, CA 94123 Building 201, Fort Mason San Francisco, CA 94123 510 16th Street Cakland, CA 94612 1650 Harbor Bay Parkway Alameda, CA 94502 1650 Harbor Bay Parkway Alameda, CA 94502 School of Civil & Environmental Engineering 790 Atlantic Drive Atlanta, GA 30332-0355	501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3)	\$3,375.00 \$25,000.00 \$5,450.00 \$19,500.00 \$100,000.00 \$500,000.00 \$250,000.00	6/15/2012 10/12/2012 2/10/2012 11/30/2012 8/17/2012 5/18/2012 10/12/2012 10/19/2012 11/16/2012	Program Program Program Program Capital Program Capital Capital
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for Effective Organizations Grantmakers for Education Graduate Theological Union Golden Gate National Parks Conservancy Golden Gate National Parks Conservancy Girls Incorporated of Alameda County Girl Scouts of Northern California Grant Scouts of Northern California Georgia Tech Foundation, Inc Garden Conservancy,	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036 720 SW Washington Street, Suite 605 Portland, OR 97205 2400 Ridge Road Berkeley, CA 94709 Building 201, Fort Mason San Francisco, CA 94123 Building 201, Fort Mason San Francisco, CA 94123 510 16th Street Oakland, CA 94612 1650 Harbor Bay Parkway Alameda, CA 94502 1650 Harbor Bay Parkway Alameda, CA 94502 School of Civil & Environmental Engineering 790 Atlantic Drive Atlanta, GA 30332-0355 P. O. Box 219	501c(3)	\$3,375.00 \$25,000.00 \$5,450.00 \$19,500.00 \$100,000.00 \$150,000.00 \$250,000.00 \$250,000.00 \$45,000.00	6/15/2012 10/12/2012 2/10/2012 11/30/2012 8/17/2012 5/18/2012 10/12/2012 10/19/2012 11/16/2012	Program Program Program Program Capital Program Capital Capital Program
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for Effective Organizations Grantmakers for Education Graduate Theological Union Golden Gate National Parks Conservancy Golden Gate National Parks Conservancy Girls Incorporated of Alameda County Girl Scouts of Northern California Girl Scouts of Northern California Georgia Tech Foundation, Inc	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036 720 SW Washington Street, Suite 605 Portland, OR 97205 2400 Ridge Road Berkeley, CA 94709 Building 201, Fort Mason San Francisco, CA 94123 Building 201, Fort Mason San Francisco, CA 94123 Building 201, Fort Mason San Francisco, CA 94123 510 16th Street Oakland, CA 94612 1650 Harbor Bay Parkway Alameda, CA 94502 School of Civil & Environmental Engineering 790 Atlantic Drive Atlanta, GA 30332-0355 P. O. Box 219 Cold Spring, NY 10516	501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3) 501c(3)	\$3,375.00 \$25,000.00 \$5,450.00 \$19,500.00 \$100,000.00 \$150,000.00 \$250,000.00 \$250,000.00 \$45,000.00	6/15/2012 10/12/2012 2/10/2012 11/30/2012 8/17/2012 5/18/2012 10/12/2012 10/19/2012 11/16/2012	Program Program Program Program Capital Program Capital Capital Program
Grantmakers in Health Grantmakers for Effective Organizations Grantmakers for Effective Organizations Grantmakers for Education Graduate Theological Union Golden Gate National Parks Conservancy Golden Gate National Parks Conservancy Girls Incorporated of Alameda County Girl Scouts of Northern California Grant Scouts of Northern California Georgia Tech Foundation, Inc Garden Conservancy,	Oakland, CA 94607 1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110 1725 DeSales Street, NW Suite 404 Washington, DC 20036 1725 DeSales Street, NW Suite 404 Washington, DC 20036 720 SW Washington Street, Suite 605 Portland, OR 97205 2400 Ridge Road Berkeley, CA 94709 Building 201, Fort Mason San Francisco, CA 94123 Building 201, Fort Mason San Francisco, CA 94123 510 16th Street Oakland, CA 94612 1650 Harbor Bay Parkway Alameda, CA 94502 1650 Harbor Bay Parkway Alameda, CA 94502 School of Civil & Environmental Engineering 790 Atlantic Drive Atlanta, GA 30332-0355 P. O. Box 219	501c(3)	\$3,375.00 \$25,000.00 \$5,450.00 \$19,500.00 \$100,000.00 \$150,000.00 \$250,000.00 \$250,000.00 \$45,000.00	6/15/2012 10/12/2012 2/10/2012 11/30/2012 8/17/2012 5/18/2012 10/12/2012 10/19/2012 11/16/2012	Program Program Program Program Capital Program Capital Capital Program

	10				
	One Embarcadero Center, Suite 370				
	San Francisco, CA 94111				
	USA				
Fritz Institute	San Francisco, CA 94105	501c(3)	\$50,000,00	12/14/2012	Program
Friends and Foundation					
of the San Francisco	391 Grove Street				
Public Library	San Francisco, CA 94102	501c(3)	\$60,000.00	8/24/2012	Program
Fresno Unified School	2309 Tulare Street	00.007	400,000.00	0.22012	, regioni
District	Fresno, CA 93721	501c(3)	\$338,000.00	11/2/2012	Program
	79 Fifth Avenue				
Foundation Center	New York, NY 10003-3076	501c(3)	\$15,000.00	7/20/2012	Program
Food Runners	2579 Washington Street San Francisco, CA 94115	501c(3)	\$10,000,00	11/16/2012	Program
1 00d INdilliers	11425 Golf Links Road	3010(3)	Ψ10,000,00	11/10/2012	riogiani
First Tee of Oakland	Oakland, CA 94605	501c(3)	\$35,000.00	8/24/2012	Program
	86 Canada Road				
Filoli Center	Woodside, CA 94062-2143	501c(3)	\$5,000.00	1/20/2012	Program
Farallones Marine	The Presidio P.O. Box 29386				
Sanctuary Association	San Francisco, CA 94129	501c(3)	\$50,000,00	10/19/2012	Program
Carlottary / tasociation	50 Irving Street	0010(0)	\$00,000.00	TOTTOTECTE	rogram
Family House, Inc.	San Francisco, CA 94122	501c(3)	\$350,000.00	10/12/2012	Capital
	2633 Telegraph Avenue,				
Faith Network of the	#409				_
East Bay, Inc.	Oakland, CA 94612 24301 Southland Drive	501c(3)	\$20,000.00	10/19/2012	Program
Facing History and	Suite 318				
Ourselves, Inc.	Hayward, CA 94545	501c(3)	\$50,000.00	10/19/2012	Program
	At the Palace of Fine Arts				
	3601 Lyon Street				
	San Francisco, CA 94123-	504 (0)		4.4.00.00.4.0	
Exploratorium, The Environmental	1099 3921 East Bayshore Road	501c(3)	\$1,000,000.00	11/30/2012	Capital
Volunteers, Inc.	Palo Alto, CA 94303	501c(3)	\$61,000.00	11/2/2012	Program
Elkhorn Slough	P. O. Box 267	0010(07	\$51,000.00	THEFEOTE	rogium
Foundation	Moss Landing, CA 95039	501c(3)	\$50,000.00	12/7/2012	Program
	1814 Franklin Street, Suite				
	220	504 (0)		4.4.00.00.4.0	_
Education Trust Inc.	Oakland, CA 94612 520 San Antonio Road, Suite	501c(3)	\$35,000.00	11/2/2012	Program
	200				
	Mountain View, CA 94040-				
EdSource Inc.	1217	501c(3)	\$100,000.00	10/12/2012	Program
East Oakland Youth	8200 International Boulevard	5010/3\	£100 000 00	11/20/2012	Drogram
Development Center East Bay Zoological	Oakland, CA 94621 P. O. Box 5238	501c(3)	\$100,000.00	11/30/2012	Program
Society	Oakland, CA 94605	501c(3)	\$1,500,000.00	10/12/2012	Program
East Bay Zoological	P. O. Box 5238				
Society	Oakland, CA 94605	501c(3)	\$200,000.00	11/2/2012	Program
Earth Island Institute	215 Lisbon Street	E04 (0)	****	44400040	_
Inc.	San Francisco, CA 94112 Western Regional Office	501c(3)	\$20,000.00	11/16/2012	Program
	3074 Gold Canal Drive				
	Rancho Cordova, CA 95670-				
Ducks Unlimited, Inc.	6116	501c(3)	\$10,000.00	4/13/2012	Program
District Ten Wild Duck	9512 Mathews Lane				
Eggs	Marysville, CA 95901	501c(3)	\$1,500.00	10/19/2012	Program
Developmental Studies Center	1250 53rd Street, Suite 3 Emeryville, CA 94608-2965	501c(3)	\$400,000.00	10/10/2012	Program
Developmental Studies	1250 53rd Street, Suite 3	3010(3)	\$400,000.00	10/19/2012	Flogialli
Center	Emeryville, CA 94608-2965	501c(3)	\$350,000.00	3/16/2012	Program
Delta Waterfowl	P. O. Box 3128				
Foundation	Bismarck, ND 58502	501c(3)	\$212,000.00	7/20/2012	Program
	St. Matthew's Episcopal Day				
	School 16 Baldwin Avenue				
Day School Foundation	San Mateo, CA 94401	501c(3)	\$100,000.00	3/19/2012	Program
Day Conson Canada	Center for Character &	50.5(0)	\$155,000.00	J. 10/2012	. regionii
	Citizenship				
	One University Boulevard				
	402 Marillac Hall				
Curators of the	St. Louis, Missouri 63121-	E04-(0)	0000 555 5	0/04/02:5	D
University of Missouri CSUSB Philanthropic	4400 5500 University Parkway	501c(3)	\$200,000.00	9/21/2012	Program
Foundation	San Bernardino, CA 92407	501c(3)	\$67,000.00	3/30/2012	Program
- January II	JOEN DOMAING OF 92401	22 10(0)	Ψ01,000.00	2,00,2012	. rogium

County of Alameda,					
Piedmont Unified	760 Magnolia Avenue				
School District	Piedmont, CA 94611-4088	501c(3)	\$30,000.00	11/9/2012	Program
	2121 Crystal Drive, Suite 700				
Council on Foundations		501c(3)	\$20,860.00	2/10/2012	Program
			, ,		
	De Young, Golden Gate Park				
	50 Hagiwara Tea Garden				
Corporation of the Fine	Drive San Francisco, CA 94118-				
Arts Museums	4501	501c(3)	\$20,000.00	12/19/2012	Program
Conservation Lands	160 E. 12th Street, Suite 2	0010(0)	\$20,000,00	12.10.2012	riogiami
oundation	Durango, CO 81301	501c(3)	\$50,000.00	11/16/2012	Program
ConnectEd: The	2150 Shattuck Ave. Suite				
California Center for	1200	504.(0)	#404 700 00	40/44/0040	_
College and Career	Berkeley, CA 94704 1611 San Pablo Avenue,	501c(3)	\$134,703.00	12/14/2012	Program
Community Resources	Suite 10B		0		
for Science	Berkeley, CA 94702	501c(3)	\$35,000,00	10/26/2012	Program
	354 Pine Street, Suite 700		***************************************		
Community Initiatives	San Francisco, CA 94104	501c(3)	\$150,000.00	12/7/2012	Program
	354 Pine Street, Suite 700	2023			
Community Initiatives	San Francisco, CA 94104	501c(3)	\$75,000.00	10/26/2012	Program
5 tat - 4t	354 Pine Street, Suite 700	E01=(0)	mac coc ca	40/40/2042	Deager
Community Initiatives Community Hospital	San Francisco, CA 94104 P. O. Box HH	501c(3)	\$30,000.00	10/19/2012	Program
Foundation	Monterey, CA 93942	501c(3)	\$1,000,000.00	10/5/2012	Capital
Combat Veterans	918 Flatiron Land	50 10(0/	ψ1,000,000.00	. 5/ 5/ 20 12	Capital
Naterfowl Association	Rockland, CA 95765	501c(3)	\$15,000.00	11/16/2012	Program
	Raleigh Tavern Society				
	P.O. Box 1776				
Colonial Williamsburg	Williamsburg, VA 23187-				_
oundation	1776	501c(3)	\$5,000.00	5/4/2012	Program
Coaching Corps	310 Eighth Street Oakland, CA 94607	501c(3)	\$200,000.00	12/7/2012	Program
Soaciling Corps	2121 Ward Ct., NW	3010(3)	\$200,000.00	12/1/2012	Fiogram
	Fifth Floor				
City Parks Alliance Inc.	Washington, DC 20037	509a(1)	\$25,000.00	11/16/2012	Program
		Non-			
		profit			
0: 10 5 1	P.O. Box 151560	organiz	A E 000 00	10/5/0010	
City of San Rafael	San Rafael, CA 94915-1560 1714 Stockton Street	ation	\$5,000.00	10/5/2012	Capital
	Suite 400				
City Fields Foundation	San Francisco, CA 94133	501c(3)	\$100,000.00	12/19/2012	Program
	Sobrato Nonprofit Center				
	330 Twin Dolphin Dr, Suite				
	115				
Citizen Schools Inc.	Redwood City, CA 94065	501c(3)	\$200,000_00	12/7/2012	Program
	Sobrato Nonprofit Center				
	330 Twin Dolphin Dr, Suite				
Citizen Schools Inc.	115 Redwood City, CA 94065	501c(3)	\$75,000.00	12/7/2012	Program
Chronicle Season of	P. O. Box 44740	20.0(0)	Ţ, 0,000.00		, , og. will
Sharing Fund	San Francisco, CA 94144	501c(3)	\$15,000.00	11/16/2012	Program
Children's Hospital and					
Research Center at	747 Fifty Second Street				
Dakland	Oakland, CA 94609-1809	501c(3)	\$100,000.00	12/21/2012	Program
	1404 Franklin Street, Suite				
Children Now	700 Oakland, CA 94612	501c(3)	\$35,000.00	11/2/2012	Program
ZIMOLOTI INOW	SURIGITA, OA 340 IZ	30 10(3)	#33,000.00	111212012	, rogiani
	Change the Equation				
	1101 K Street, NW, Suite 610				
Change the Equation	Washington, DC 20005	501c(3)	\$50,000.00	11/30/2012	Program
Chabot Space &					
Science Center	10000 Skyline Blvd.				_
Foundation	Oakland, CA 94619	501c(3)	\$125,000.00	11/9/2012	Program
Center for Strategic and	1900 K Stroot NIM Cuite 400				
nternational Studies, nc.	1800 K Street NW, Suite 400 Washington, DC 20006	5010(3)	\$5,000,00	9/28/2012	Program
III.	VVBSIIIIgion, DC 20000	501c(3)	Ψ0,000,00	5/20/2012	Program
	27258 Via Industria, Suite B				
Center for Natural					Last Control of the C
Center for Natural Lands Management	Temecula, CA 92590-3751	501c(3)	\$25,000.00	12/7/2012	Program
		501c(3)	\$25,000.00	12/7/2012	Program

	David Danies Cantas				
	David Brower Center 2150 Allston Way, Suite 270				
Center for Ecoliteracy	Berkeley, CA 94704-1377	501c(3)	\$100,000.00	12/7/2012	Program
Contain for Edontoracy	Derivately, externel for	0010(0)	\$100,000.00	IZITIZOTZ	riogiam
	David Brower Center				
	2150 Allston Way, Suite 270				
Center for Ecoliteracy	Berkeley CA 94704-1377	501c(3)	\$70,000.00	11/2/2012	Program
	P.O. Box 2424				
	c/o James & Cynthia				
Carmel Ideas	McGillen				_
Foundation	Carmel, CA 93921	501c(3)	\$10,000.00	12/19/2012	Program
OI Daah Faatisal	P. O. Box 575				
Carmel Bach Festival, Inc.	Carmel-By-The-Sea, CA 93921	501c(3)	\$50,000,00	12/19/2012	Broaram
inc,	93921	3010(3)	\$50,000.00	12/19/2012	riogiaili
Californians Dedicated	5429 Madison Avenue				
to Education Foundation		501c(3)	\$250,000.00	12/14/2012	Program
California Waterfowl	1346 Blue Oaks Boulevard	10.11(0)	, , , , , , , , , , , , , , , , , , , ,		
Association	Roseville, CA 95678	501c(3)	\$4,000,000.00	10/5/2012	Program
California Waterfowl	1346 Blue Oaks Boulevard				
Association	Roseville, CA 95678	501c(3)	\$250,000.00	12/19/2012	Program
California Waterfowl	1346 Blue Oaks Boulevard				Underwrite
Association	Roseville, CA 95678	501c(3)	\$100,000.00	9/11/2012	Benefit
California State	6300 State University Dr.,				
University Long Beach	Suite 332	F04-(0)	\$0.47 000 00	E44.0/2042	D
Research Foundation California State	Long Beach, CA 90815	501c(3)	\$247,000_00	5/18/2012	Program
University East Bay	25800 Carlos Bee Blvd.				
Foundation	Hayward, CA 94542	501c(3)	\$212,000.00	4/27/2012	Program
California State	riaginala, oz colo iz	0010(0)	Q2 12,000.00	WEIVEDIE	riogiani
University East Bay	25800 Carlos Bee Blvd.				
Foundation	Hayward, CA 94542	501c(3)	\$200,000.00	10/12/2012	Program
California State					
University East Bay	25800 Carlos Bee Blvd.				
Foundation	Hayward, CA 94542	501c(3)	\$154,810.00	12/7/2012	Program
	50 Francisco Street, Suite				
California State Parks	110				_
Foundation	San Francisco, CA 94133	501c(3)	\$60,000.00	11/2/2012	Program
0.17	50 Francisco Street, Suite		()		
California State Parks Foundation	110 Son Francisco CA 04123	E010/3\	8200 00	3/30/3013	Drogram
California Science	San Francisco, CA 94133 700 Exposition Park Drive	501c(3)	\$200.00	3/30/2012	Program
Center Foundation	Los Angeles, CA 90037	501c(3)	\$1,000,000.00	10/12/2012	Program
Conton roundation	1203 Preservation Park Way,	5010(0)	\$1,000,000.00	10/12/2012	rogium
California School Health	•				
Centers Association	Oakland, CA 94612	501c(3)	\$312,000.00	9/21/2012	Program
	1203 Preservation Park Way,				
California School Health					
Centers Association	Oakland, CA 94612	501c(3)	\$75,000.00	11/16/2012	Program
California Rangeland	1225 H Street				_
Trust	Sacramento, CA 95814-1910	501c(3)	\$100,000.00	12/14/2012	Program
California Rangeland	1225 H Street				
Trust	Sacramento, CA 95814-1910	5010(3)	\$25,000.00	12/7/2012	Program
California Pacific	P.O. Box 7999	30 10(3)	Ψ23,000.00	12/1/2012	riogiani
Medical Center	San Francisco, CA 94120-		1		
Foundation	7999	501c(3)	\$250,000.00	11/30/2012	Program
California Pacific	P.O. Box 7999				
Medical Center	San Francisco, CA 94120-				
Foundation	7999	501c(3)	\$100,000.00	11/2/2012	Program
California Missions	PO Box 23035				
Foundation	Santa Barbara, CA 93121	501c(3)	\$225,000.00	6/22/2012	Capital
California Missions	PO Box 23035				
Foundation	Santa Barbara, CA 93121	501c(3)	\$25,000.00	6/15/2012	Program
California League of	0040 0 \				
Conservation Voters	6310 San Vicente Blvd.	E01c(3)	625 000 00	11/16/0040	Drogram:
Education Fund California Institute of	Los Angeles, CA 90048 1200 E. California Blvd.	501c(3)	ა∠5,000.00	11/16/2012	riogram
Technology	Pasadena, CA 91125	501c(3)	\$5,000,000.00	10/12/2012	Canital
California Institute of	1200 E. California Blvd.	30 10(3)	Ψυ,υυυ,υυυ	1011212012	Japital
Technology	Pasadena, CA 91125	501c(3)	\$50,000,00	11/30/2012	Program
California Institute of	1200 E. California Blvd.	,	\$20,000,00		
Technology	Pasadena, CA 91125	501c(3)	\$45,000.00	7/27/2012	Program
California Council on	5005 La Mart Drive, Suite	- Node			
Science and	105				
Technology	Riverside, CA 92507	501c(3)	\$79,500.00	12/7/2012	Program

California Bar Foundation	180 Howard Street, Suite 330 San Francisco, CA 94105	501c(3)	\$150,000.00	11/2/2012	Program
Buck Institute for Age Research	8001 Redwood Boulevard Novato, CA 94945	501c(3)	\$200,000.00	11/2/2012	Program
Boys & Girls Clubs of Oakland	P. O. Box 23203 Oakland, CA 94623	501c(3)	\$30,000.00	11/16/2012	Program
Boy Scouts of America,	1001 Davis Street				
San Francisco Bay Area Council	San Leandro, CA 94577- 1514	501c(3)	\$40,000.00	1/13/2012	Program
Boy Scouts of America,	1001 Davis Street				
San Francisco Bay Area Council	San Leandro, CA 94577- 1514	501c(3)	\$25,000.00	11/9/2012	Program
Boy Scouts of America,	1001 Davis Street				
	San Leandro, CA 94577- 1514	501c(3)	\$550.00	12/12/2012	Program
	1325 West Walnut Hill Lane P.O. Box 152079				
Boy Scouts of America	Irving, Texas 75038	501c(3)	\$5,000,000.00	11/16/2012	Capital
Boy Scouts of America	10 Highland Way Piedmont, CA 94611	501c(3)	\$25,000.00	10/19/2012	Program
Boy Scouts of America	10 Highland Way Piedmont, CA 94611	501c(3)	\$5,000.00	10/26/2012	Program
Big Sur Land Trust	P. O. Box 4071 Monterey, CA 93942	501c(3)	\$100,000.00	12/19/2012	Program
Berkeley Repertory Theatre	2025 Addison Street Berkeley, CA 94704	501c(3)		7/6/2012	Program
Berkeley Community	2111 Martin Luther King, Jr. Way				, , , , , , , , , , , , , , , , , , , ,
Fund Bay Area Wilderness	Berkeley, CA 94704 1050 E. 8th Street	501c(3)	\$10,000.00	2/24/2012	Program
Training	Oakland, CA 94606	501c(3)	\$50,000.00	10/19/2012	Program
Asian Art Museum Foundation of San Francisco	200 Larkin Street San Francisco, CA 94102	501c(3)	\$5,000.00	7/27/2012	Program
American University in Cairo	420 Fifth Avenue 3rd Floor New York, NY 10018-2729	501c(3)	\$44,000.00	8/17/2012	Program
American Society of	Third Floor				
Civil Engineers Foundation	1801 Alexander Bell Drive Reston, VA 20191-4400	501c(3)	\$500,000.00	11/2/2012	Program
American Divers Inc	1101 14th Street, NW Suite 1400	E01=(3)	\$250,000,00	10/01/0010	Dragram
American Rivers Inc.	Washington, DC 20005 1101 14th Street, NW	501c(3)	\$250,000.00	12/21/2012	Program
American Rivers Inc.	Suite 1400 Washington, DC 20005	501c(3)	\$100,000.00	11/16/2012	Program
American Institutes for	1000 Thomas Jefferson				
American Institutes for Research	Street NW Washington, DC 20007-3835	501c(3)	\$125,000.00	10/12/2012	Program
Alzheimer's Disease and Related Disorders	1060 La Avenida Street Mountain View, CA 94043-				
Association	1422	509a(1)	\$150,000.00	12/7/2012	Program
Alliance for Climate Education Inc.	360 22nd Street, Suite 730 Oakland, CA 94612	501c(3)	\$1,000.00	11/30/2012	Program
Ag Innovations	101 Morris Street, Suite 212 Sebastopol, CA 95472	501c(3)		11/27/2012	
Achievement Rewards	Northern California Chapter P. O. Box 29405				
for College Scientists Foundation, Inc.	San Francisco, CA 94129- 0405	501c(3)	\$20.000.00	10/19/2012	Program
Sierra Foothill Conservancy	P. O. Box 529 Prather, Ca 93619	501c(3)		12/07/2012	
					og.u.ii
	Total		\$59,422,815.00		

FORM 990 PF	ributions Approved for Fut		
FORM 990 PF	Recipient relationship	Recipient	
Recipient name and address American Society of Civil Engineers	and purpose of grant	Status	Amount
Foundation 1801 Alexander Bell Drive Reston,		501(C)(3)	1,000,000
VA 20191 Brookings Institution	PROGRAM	501(C)(3)	450,000
1775 Massachusetts Ave NW Washington, DC 20036	PROGRAM	501(0)(3)	450,000
California Missions Foundation		501(C)(3)	500,000
P. O. Box 23035		1 1	
Santa Barbara, CA 93121 California Pacific Medical Center	CAPITAL	-	
Foundation		501(C)(3)	750,000
P.O. Box 7999 San Francisco CA 94120	DDOODAN	1 1	
California Science Center	PROGRAM	501(C)(3)	2,000,000
700 Exposition Park Drive		301(0)(3)	2,000,000
Los Angeles CA 90037	CAPITAL		
Developmental Studies Center		501(C)(3)	650,000
1250 53rd Street Ste 3 Emeryville, CA 94608	PROGRAM	1 1	
East Bay Zoological Society		501(C)(3)	2,500,000
P.O. Box 9238			
Oakland, CA 94605	CAPITAL		
Exploratorium		501(C)(3)	4,000,000
3601 Lyon St	O A BITAL	1 1	
San Francisco, CA 94123 Island Press	CAPITAL	-	
2000 M Street NW Ste 650		501(C)(3)	125,000
Washington, DC 20036	PROGRAM		
Massachusetts Institute of Technology		501(C)(3)	421,000
		301(0)(3)	421,000
77 Massachusetts Ave Cambridge, MA 02139	PROGRAM	1 1	
Monterey Bay Acquarium		501(C)(3)	4,000,000
886 Cannery Road		1 1	
Monterey, CA 93940	PROGRAM		
National Trust for Historical Preservation		501(C)(3)	100,000
1785 Massachusetts Ave NW			
Washington, DC 20036	PROGRAM		
Point Reyes Bird Observatory		501(C)(3)	1,278,000
3820 Cypress Drive #11	PPOODAN	1 1	
Petaluma, CA 94954 Public Policy Institute of California	PROGRAM	1	
8		501(C)(3)	500,000
500 Washington St. Ste 600 San Francisco, CA 94111	PROGRAM	1 1	
Resources for the Future		501(C)(3)	675,000
1616 P Street NW		301(0)(0)	0,0,000
Washington, DC 20036	PROGRAM		
The Board of Trustees of Leland Stanford Junior University		E04(C)(9)	4 400 000
Stanford University		501(C)(3)	4,100,000
34 Galvez Mail		1 1	
Stanford, CA 94305 Sustainable Conservation	CAPITAL/PROGRAM		
		501(C)(3)	311,000
98 Battery Ste 302 San Francisco, CA 94111	PROGRAM	1 1	
The Ronal Reagan Presidential			
Foundation 40 Presidential Drive Ste 200		501(C)(3)	1,200,000
Simi Valley, CA 93065	PROGRAM		
Trust for Public Land		501(C)(3)	1,500,000
101 Monigomery Street Ste 900			
San Francisco CA 94104 The Regents of the University of	PROGRAM		
California		501(C)(3)	6,446,809
1850 Research Park Dr Ste 300			
Davis, CA 95618	PROGRAM		
University of California San Francisco Foundation		501(C)(3)	250,000
675 Nelson Rising Lane		'''	
San Franciso, CA 94158	PROGRAM		

Total \$32,756,809

Joint Pledges Note

The Foundation made multiple year pledges to give ("pledges") to IRC 501(c)(3) organizations jointly with an affilialted IRC 501(c)(3) organization totaling \$88,217,000 which includes the \$32,756,800 of current year joint pledges. These pledges were made by the Foundation with the affiliated organization on a joint and several liability basis, which legally obligates both entities for the full amount of the pledges. For financial reporting purposes, the Foundation has reported its sestimated expected payments under its own and joint pledge agreements on a discounted basis, which reflects the pledge agreement's fair value of \$83,600,000. These estimated payments may not necessarily reflect the ultimate payments to be made by the Foundation under these pledge agreements, nor do they change either entity's legal obligation for payment under such joint pledge agreements.