Form 990-PF Department of the Treasury

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.

| Depa Intern | tment al Rev | of the Treasury enue Service | Note. The fou | Indation may t | e able to use a copy of this | return to sati | sfy state repo | ting requirements. | Open to public inspection |
|--------------------------------------|--|--|---|---------------------------|--|----------------|------------------|--|---|
| For | alen | dar year 2012 | or tax year beginning | | | , and e | nding | | |
| Nar | ne of | foundation | | | | | | A Employer identification | on number |
| | - | | CHTEL FUND | | | | Room/suite | 20-868067 B Telephone number | 9 |
| | | BOX 1 | | envered to street | auoressy | | Hoomsalto | <u>415-284-8</u> | 568 |
| | | wn, state, and FRANCI | | 4119-3 | 809 | | | C If exemption application is | pending, check here |
| | | all that apply: | Initial retur | | Initial return of a fo | rmer public o | charity | D 1. Foreign organization | ns, check here |
| | | | Final return | | Amended return | | | 2. Foreign organizations n check here and attach | computation |
| HC | | | | | empt private foundation | tion | | E If private foundation st | atus was terminated 1)(A), check here |
| | | | | | Other taxable private founda | Accr | าเล | | |
| | | Part II, col. (c), | | | her (specify) | | QU1 | F If the foundation is in a under section 507(b)(| 1)(B), check here |
| | | art II, COI. (C), | 659.314 | (Part I, colu | mn (d) must be on cash b | oasis.) | | | |
| Pa | rt I | Analysis of R (The total of amo | evenue and Expenses ounts in columns (b), (c), ar al the amounts in column (a | id (d) may not | (a) Revenue and expenses per books | (b) Net in | ivestment ome | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
| | | | gifts, grants, etc., rece | | 40,000,000. | 112.1 | | N/A | |
| | | | if the foundation is not required t | | | | 9.99.20 | | |
| | 3 | Interest on saving | gs and temporary | | 29. | | 29. | | STATEMENT 1 |
| | 4 | Dividends and | interest from securities | S | | | | | |
| | 5a | Gross rents | | | | | | | |
| | b | Net rental income | or (loss) | | | - 7 1 | 1.22 6.53 | 31. 2.35 | |
| <u>a</u> | 6a Net gain or (loss) from sale of assets not on line 10 | | | | to Past | 2 | 45.13 | | |
| enu | b | Gross sales price assets on line 6a | | | 1 - C - By | Sec. 1 | 0. | | |
| Revenue | | | ncome (from Part IV, line 2) | 0.00030303393666666666 | 2 (24) 2 (24) 2 (24) | NOCE 1 | 0. | | |
| | | | capital gain | | 2, 54 - 18 4 - 1 - 19 5 - 1 - 19 | | | | |
| | 9 10a | Gross sales less | cations returns | | | A CARGE IN | en an est | 401.1 | |
| | | | ods sold | | | 1955 H. V. | CARL COLOR | | 1.2 |
| | C | Gross profit or | (loss) | | | Sec. 1 | Selfan - | | |
| | 11 | | | | | | | | |
| | 12 | | es 1 through 11 | | 40,000,029. | | 29. | | 0.0.6 17.0.0 |
| | 13 | | f officers, directors, trustee | 1.0.0 | 236,708. | | 0. | | 236,708. |
| | 14 | | e salaries and wages | | 1,098,195. | | 0. | | 1,098,195. 140,957. |
| s | 15 | Pension plans, | , employee benefits | | 140,957. 53,571. | _ | 0. | | 53,571. |
| nse | 16a | Legal fees | SI | 1MII 2 | 21,400. | | 0. | | 21,400. |
| Operating and Administrative Expense | D | Accounting fee | es ST onal fees ST | יאיי <u>איי</u> איז MT | 616,188. | | 0. | | 616,188. |
| ш ө | | | | | 010,100. | | | | |
| ativ | 18 | | | | | | | | |
| istr | 19 | | nd depletion | | 3,018. | | 0. | | |
| - E | 20 | | | | 81,143. | | 0. | | 81,143. |
| IAd | 21 | | ences, and meetings | | 53,971. | | 0. | | 53,971. |
| and | 22 | Printing and p | ublications | | 11 1 1 | | | | CE 0.25 |
| Bu | 23 | | sS7 | MT 5 | 65,935. | | 0. | | 65,935. |
| rat | 24 | - | g and administrative | | 2 271 006 | | 0. | | 2,368,068. |
| ope | 0.5 | | d lines 13 through 23 | Stort A | 2,371,086. 437,627,195. | | 0. | | 37,627,195. |
| | 25 | | gifts, grants paid Sec and disbursements. | | SI,021,13J. | | | | 57701712554 |
| | 26 | | nd 25 | | 39,998,281. | | 0. | | 39,995,263. |
| | 27 | | 6 from line 12: | | 00,00,201 | | | | |
| | I | | e over expenses and disbu | ursements | 1,748. | | | | |
| | | | nt income (if negative, en | | | | 29. | | |
| | | | ncome (if negative, enter | | | | | N/A | |

223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

12

OMB No. 1545-0052

12

* See Statement C regarding Conduit Private Foundation Elections

** See Statement E regarding calculation for status as a Conduit Private Foundation for 2012

| STEPHEN BECHTEL FUND | Beginning of year | End of yea | 80679 Page r |
|--|---|----------------------------------|---------------------------|
| Part II Balance Sheets Altached schedules and amounts in the description column should be for end-of-year amounts only. | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| 1 Cash - non-interest-bearing | 641,282. | 514,163. | 514,163 |
| 2 Savings and temporary cash investments | | | Contraction of the second |
| 3 Accounts receivable ► 144. | 1 | | |
| Less: allowance for doubtful accounts | 8,336. | 144. | 144 |
| 4 Pledges receivable ► | | | 12 |
| Less: allowance for doubtful accounts | A second s | | |
| 5 Grants receivable | | i | |
| 6 Receivables due from officers, directors, trustees, and other | | | |
| | | | |
| disqualified persons 7 Other notes and loans receivable | 1.11 - 13 / 19 . W. MR | 100 C | 145 D |
| Less: allowance for doubtful accounts | ANAL PROPERTY OF COMPANY | | |
| | | | |
| 8 Inventories for sale or use 9 Prepaid expenses and deferred charges | 7,948. | 6,024. | 6,024 |
| 9 Prepaid expenses and deferred charges | 7,540. | 0,024. | 0,021 |
| To a investments of our and state government obligations | | | |
| b Investments - corporate stock | | | |
| c Investments - corporate bonds | | Contractor Charge | |
| 11 Investments - land, buildings, and equipment: basis Less: accumulated depreciation | N S SY C an Solating of | References in the second | |
| | | | |
| 12 Investments - mortgage loans | | | |
| 13 Investments - other | | | server and the server |
| 14 Land, buildings, and equipment: basis ► 142,001. | 0 | 120 002 | 120 002 |
| Less: accumulated depreciation STMT 6 STMT 6 | 0. | 138,983. | 138,983 |
| 15 Other assets (describe) | | | |
| | | 650 214 | 650 214 |
| 16 Total assets (to be completed by all filers) | 657,566. | 659,314. | 659,314 |
| 17 Accounts payable and accrued expenses | | | |
| 18 Grants payable | | | |
| 19 Deferred revenue | | | |
| 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| 21 Mortgages and other notes payable | | | |
| 22 Other liabilities (describe) | | | |
| | | 1.5 | |
| 23 Total liabilities (add lines 17 through 22) | 0. | 0. | |
| Foundations that follow SFAS 117, check here | | 1 | |
| and complete lines 24 through 26 and lines 30 and 31. | | | |
| 24 Unrestricted | | | |
| 25 Temporarily restricted | | | |
| 26 Permanently restricted | | | |
| Foundations that do not follow SFAS 117, check here 🕨 🔀 | | | |
| and complete lines 27 through 31. | | | |
| a company of the second s | 0. | 0. | |
| | | 0. | |
| 27 Capital stock, trust principal, or current funds | 0. | | |
| | 657,566. | 659,314. | |
| 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds | 657,566. | 659,314. 659,314. | |
| 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances | 657,566. | 659,314. | |
| 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 31 Total liabilities and net assets/fund balances | 657,566. 657,566. 657,566. | 659,314. 659,314. | |
| 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 31 Total liabilities and net assets/fund balances 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 31 Total liabilities and net assets/fund balances 27 Part III | 657,566. 657,566. 657,566. ances | 659,314. 659,314. | |
| 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 31 Total liabilities and net assets/fund balances Part III Analysis of Changes in Net Assets or Fund Bal Total net assets or fund balances at beginning of year - Part II, column (a), line 30 | 657,566. 657,566. 657,566. ances | 659,314. 659,314. 659,314. | 657,566 |

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| (a) List and describe | the kind(s) of property sold (e. ouse; or common stock, 200 sh | g., real estate, | | ΓP | How ac - Purc - Dona | nase i | c) Date a (mo., da | cquired ly, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|--|--------------------------------------|----------|----------------------------|-------------------|-----------------------|-----------------------------|--|
| 1a | | | | | | | | | |
| b NONE | 3 | | | | | | | | |
| C | | | | | _ | | | | |
| d | | | | - | | | | | |
| e | (0.5. 1.1. 11. 1 | (-) 0 | A Ala y la a ia | 1 | | | (h) Co | in or (long) | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | | st or other basis expense of sale | | | | (e) plus | in or (loss) (f) minus (| g) |
| ab | | | | | | | | | |
| C | | | | | | | | | |
| d | | | | | 1 | | | | |
| e | | | | | | | | | |
| Complete only for assets showing g | ain in column (h) and owned by | / the foundation | on 12/31/69 | | | (I) | Gains (Co | ol. (h) gain | minus |
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | | cess of col. (i) col. (j), if any | | | col. | k), but n Losses (| ot less that from col. (| n -U-) or h)) |
| a | | | | | | | | - | 6 |
| b | | | | | | | | | |
| C | | | | | | | | | |
| d | | | | | | | | | |
| C | | | | | | | | | |
| 2 Capital gain net income or (net capita | al loss) { If gain, also enter- | er in Part I, line 0- in Part I, line | 7 7 | } | 2 | | | | |
| 3 Net short-term capital gain or (loss) | as defined in sections 1222(5) a | | | 7 | | | | | |
| If gain, also enter in Part I, line 8, col If (loss), enter -0- in Part I, line 8 | | | **** | | 3 | | | | |
| Part V Qualification Und | ler Section 4940(e) fo | r Reduced | Tax on Net | t Inv | estn | nent Inco | ome | | |
| If section 4940(d)(2) applies, leave this Was the foundation liable for the sectior If "Yes," the foundation does not qualify | 4942 tax on the distributable a under section 4940(e). Do not o | complete this pa | urt. | | | | | | Yes X No |
| 1 Enter the appropriate amount in eac (a) Base period years | (b) | | | (c) |) | | 1 | Distrit | (d) oution ratio ided by col. (c)) |
| Calendar year (or tax year beginning | | | Net value of no | | | | | (col. (b) div | ided by col. (c)) |
| 2011 | | 94,862. | | | | 8,820 | • | | 27.90546 |
| 2010 | | 71,771. | | 1 | | 7,990 | - | | 16.98266 |
| 2009 | | 04,894. 89,711. | | | 36 | 4,755 | • | | 34.51552 |
| 2008 | 14,5 | 0,711. | | | | 8,500 | | | .000000 |
| 2007 | | | | | | | | 1 | |
| Total of line 1, column (d) Average distribution ratio for the 5-y | ear base period - divide the tota | l on line 2 by 5. | or by the number | r of ye | ars | 420200000000000 | 2 | | 101.76449 |
| the foundation has been in existence | | | | | | | 3 | | 20.35290 |
| 4 Enter the net value of noncharitable- | use assets for 2012 from Part X | (, line 5 | 03+145-141-1-141-141-141-141-1 | 119330 | | | 4 | | 674,196 |
| 5 Multiply line 4 by line 3 | | | | he)==100 | 1.000 | ***** | 5 | 1 | 3,721,844 |
| 6 Enter 1% of net investment income | 1% of Part I, line 27b) | | | | | | 6 | | 0 |
| 7 Add lines 5 and 6 | | | | 1 | | | 7 | 1 | 3,721,844 |
| 8 Enter qualifying distributions from P | art XII, line 4 | | | 200000 | | 7 10-101101-01 | 8 | 4 | 0,137,264 |
| If line 8 is equal to or greater than lin See the Part VI instructions. | e 7, check the box in Part VI, lir | he 1b, and comp | plete that part usin | ng a 1 | % tax | rate. | | | |

| Form 990-PF (2012) STEPHEN BECHTEL | FUND | | 0/h) 4040(-) | | | 80679 | | Page 4 |
|---|-------------------------------------|----------------|--------------------------|----------|----------|----------|---------|---------------|
| Part VI Excise Tax Based on Investment I | ncome (Section 494) | J(a), 494 | iu(b), 4940(e), | or 48 | 140 - St | e instru | cuor | 15) |
| 1a Exempt operating foundations described in section 4940(d)(| 2), check here 🕨 🛄 and er | nter "N/A" o | n line 1. | | 3.181 | | | |
| Date of ruling or determination letter: | (attach copy of letter if nec | essary-see | instructions) | | 068 CO | | | 0 |
| b Domestic foundations that meet the section 4940(e) requiren | hents in Part V, check here 🕨 | ► 🔝 and | l enter 1% | | 1 | 2-1- V | - | 0. |
| of Part I, line 27b | | | | 6 | | | | |
| c All other domestic foundations enter 2% of line 27b. Exempt | | | | | | | | 0 |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts a | | | | | 2 | | | $\frac{0}{0}$ |
| 3 Add lines 1 and 2 | | | | | 3 | _ | | |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts a | | | | | 4 | | _ | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3 | 3. If zero or less, enter -O- | | | 10001 | 5 | | | 0. |
| 6 Credits/Payments: | | т. — т | 1 (| | | | | |
| a 2012 estimated tax payments and 2011 overpayment credite | | 6a | 12 | 98. | | | | |
| b Exempt foreign organizations - tax withheld at source | | 6b | | | Sec. | | | |
| c Tax paid with application for extension of time to file (Form 8 | 868) | | | | 100 | | | |
| d Backup withholding erroneously withheld | | | | | | | 1 | 0.0 |
| 7 Total credits and payments. Add lines 6a through 6d | | | | | 7 | _ | | 98. |
| 8 Enter any penalty for underpayment of estimated tax. Check | | | | | 8 | | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter | | | | | 9 | | - 1 | 0.0 |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8 | | | 100 | | 10 | | 1 | 98. |
| 11 Enter the amount of line 10 to be: Credited to 2013 estimate | | | 198. Refunde | d 🕨 📗 | 11 | | | 0. |
| Part VII-A Statements Regarding Activitie | | | | | | | Mari | NI- |
| 1a During the tax year, did the foundation attempt to influence a | | | | | | | Yes | |
| any political campaign? | | | | | | 1a | | X |
| b Did it spend more than \$100 during the year (either directly o | or indirectly) for political purpo | ses (see ins | tructions for definition | on)? | | | | X |
| If the answer is "Yes" to _{1a} or _{1b} , attach a detailed de | scription of the activities an | d copies (| of any materials pu | blishe | d or | 12.5 | | |
| distributed by the foundation in connection with the a | | | | | | 234 | Sec. 19 | 37 |
| c Did the foundation file Form 1120-POL for this year? | | | | | | 1c | | X |
| d Enter the amount (if any) of tax on political expenditures (see | | | | • | | Sec. 1 | | |
| (1) On the foundation. \blacktriangleright \$0. | (2) On foundation managers | .►\$ | | 0. | | 189 C | | |
| e Enter the reimbursement (if any) paid by the foundation during | ng the year for political expend | iture tax im | posed on foundation | | | ie Ag | | |
| managers. 🕨 \$ 0 . | | | | | | 1767 | 2998 | |
| 2 Has the foundation engaged in any activities that have not pr | eviously been reported to the I | RS? | | 120-14-0 | | 2 | | X |
| If "Yes," attach a detailed description of the activities. | | | | | | | | |
| 3 Has the foundation made any changes, not previously report | | | | | | | AN S | |
| bylaws, or other similar instruments? If "Yes," attach a co | | | | | | | | X |
| 4a Did the foundation have unrelated business gross income of | \$1,000 or more during the yea | r? | | | | 4a | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | | | | N/A | 4b | | |
| 5 Was there a liquidation, termination, dissolution, or substant | ial contraction during the year? | | | | | 5 | | X |
| If "Yes," attach the statement required by General Ins | truction T. | | | | | <u> </u> | . 63 | |
| 6 Are the requirements of section 508(e) (relating to sections | 4941 through 4945) satisfied e | ither: | | | | | | |
| By language in the governing instrument, or | | | | | | | | n 7 1 |
| By state legislation that effectively amends the governing in | nstrument so that no mandator | y direction: | s that conflict with th | e state | law | 121 | | |
| remain in the governing instrument? | | | | | | | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time | during the year? | | | | | MIN 7 | X | |
| If "Yes," complete Part II, col. (c), and Part XV. | | | | | | 9 | | |
| 8a Enter the states to which the foundation reports or with whic | h it is registered (see instruction | ns) 🕨 🔄 | | | | _ | | din 1 |
| CA, DE | | | | | | - | 6 | 1.0 |
| b If the answer is "Yes" to line 7, has the foundation furnished | | | | | | | | |
| of each state as required by General Instruction G? If "No | o," attach explanation | | | 00000-00 | | 8b | X | |
| 9 Is the foundation claiming status as a private operating foun | | | | | | | | |
| year 2012 or the taxable year beginning in 2012 (see instruc | | | | | | | | X |
| 10 Did any persons become substantial contributors during the | tax year? If "Yes," attach a schede | le listing the | ir names and addresses | 2251112 | | 10 | | X |

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|--------------|---|-------------|----------------------|-------|--------|
| Part V | /II-A Statements Regarding Activities (continued) | | | | |
| | ny time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of ion 512(b)(13)? If "Yes," attach schedule (see instructions) | | 11 | | х |
| 10 Did | the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory | vrivileges? | | | |
| | es," attach statement (see instructions) | | 12 | | Х |
| | the foundation comply with the public inspection requirements for its annual returns and exemption application? | | 13 | x | |
| | site address \triangleright N/A | | | | |
| 14 The | books are in care of CFO/SECRETARY Telephone no. | ▶415-28 | 4-8 | 570 | |
| | ated at > 199 FREMONT STREET, 25TH FLOOR, SAN FRANCISCO, CA | ZIP+4 >94 | 105 | | |
| | tion 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here | | | | |
| | enter the amount of tax-exempt interest received or accrued during the year | | | A/ | |
| 16 Ata | ny time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, | | 1 | Yes | No |
| | urities, or other financial account in a foreign country? | | 16 | | Х |
| | the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign | | | 100 | 3.4 |
| | ntry > | | | | |
| | /II-B Statements Regarding Activities for Which Form 4720 May Be Required | | | | |
| File | Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | | Yes | No |
| 1a Duri | ing the year did the foundation (either directly or indirectly): | | | an de | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? | es 🗶 No 🛛 | 4.1 | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) | | Sale | 5.03 | |
| | a disgualified person? | es X No | 1 | | |
| (3) | | | 1.00 | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disgualified person? IRC Sec 4941(d)(D)(E) X V | es No | | 22 | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available Keq. 93, 4441 (a)-3(c)-2 | Ur. I | 53.).P | 1.0 | |
| | for the benefit or use of a disqualified person)? | es X No | | | |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" | | 1.6. | | |
| | 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 | 224 | 1.84 | |
| b lf ar | ny answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations | | | | |
| | tion 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | | 1b | | Х |
| Org | anizations relying on a current notice regarding disaster assistance check here | | CITE CA | 140 | |
| 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 | | -23 | | |
| befo | pre the first day of the tax year beginning in 2012? | | 1c | | X |
| 2 Tax | es on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation | | | 510 | |
| | ned in section 4942(j)(3) or 4942(j)(5)): | | 100 | 115 | |
| | he end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginni | | Part | | |
| befo | ו 🗌 ו | es X No | 200 | 283 | |
| lf "Y | /es," list the years ▶ | | 100 | 1233 | |
| | there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect | | in the | | |
| valu | iation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attac | 1 | | 1.000 | |
| stat | ement - see instructions.) | N/A | 2b | | |
| c if th | e provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. | | 1.25 | 2 - 1 | |
| | the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time | | 14.1 | i i d | |
| | | | | | |
| duri | | es X No | - 101 | | |
| | 'es," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons a $(2,2,2,3,3,3,3,3,3,3,3,3,3,3,3,3,3,3,3,3$ | | - 20 | 22 | |
| | y 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to | | | 11 | |
| of h | oldings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule | י, א/ זא | 01 | - | |
| For | m 4720, to determine if the foundation had excess business holdings in 2012.) | A / M | 3b | | X |
| | the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a | | A |
| | the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpos | | 4 | | х |
| had | not been removed from jeopardy before the first day of the tax year beginning in 2012? | | 4b n 990 - | DE | _ |
| | | For | 1990 | FF () | 2012) |

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| 2 | 0 – | 8 | 6 | 8 | 0 | 6 | 7 | 9 | Page 6 | |
|---|-----|---|---|---|---|---|---|---|--------|--|
| | | | | | | | | | | |

| Part VII-B Statements Regarding Activities for Which F | form 4720 May Be F | Required (continu | ued) | | |
|---|---|---|---|-------------------|--|
| 5a During the year did the foundation pay or incur any amount to: | | | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section | 4945(e))? | Ye | s X No | 1.16 | |
| (2) Influence the outcome of any specific public election (see section 4955); or | r to carry on, directly or indire | ictly, | | 1983 | |
| any voter registration drive? | | | s X No | Swall | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? |) | Ye | s X. No | | |
| (4) Provide a grant to an organization other than a charitable, etc., organization | 1 described in section | | | SINT. | |
| 509(a)(1), (2), or (3), or section 4940(d)(2)? | | | s X No | | |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, | or educational purposes, or f | or | | - | 1.149 - 1. |
| the prevention of cruelty to children or animals? | | | s 🛣 No 🛛 | | 18 5.1 |
| b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und | er the exceptions described i | n Regulations | | | |
| section 53,4945 or in a current notice regarding disaster assistance (see instru | ctions)? | | N/A | 5b | |
| section 53.4945 or in a current notice regarding disaster assistance (see instru Organizations relying on a current notice regarding disaster assistance check h | ere | | | 5.5 | 19152 |
| c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr | om the tax because it maintai | ned | | antistic o | 33 6.23 |
| expenditure responsibility for the grant? | N | /A 🗌 Ye | es 🗌 No 🛛 | | |
| If "Yes," attach the statement required by Regulations section 53.4945 | 5-5(d). | | | | |
| 6a Did the foundation, during the year, receive any funds, directly or indirectly, to p | pav premiums on | | | | |
| a personal benefit contract? | | Υε | s X No | | ALS |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a p | ersonal benefit contract? | | | 6b | X |
| If "Yes" to 6b, file Form 8870. | * 5 | | | | |
| 7a At any time during the tax year, was the foundation a party to a prohibited tax s | helter transaction? | Ye | es 🛛 No 🛛 | | |
| b If "Yes," did the foundation receive any proceeds or have any net income attribution | table to the transaction? | | N/A | 7b | |
| Part VIII Information About Officers, Directors, Trusto Part VIII Paid Employees, and Contractors | ees, Foundation Ma | nagers, Highly | V | | |
| 1 List all officers, directors, trustees, foundation managers and their | compensation. | | | | |
| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benelit plan and deferred compensation | s acc acc a |) Expense count, other llowances |
| | | | | | |
| SEE STATEMENT 7 | | 236,708. | 6,679 | • | 0. |
| | | | | | |
| | | | | | |
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| | | | | + | |
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| 2 Compensation of five highest-paid employees (other than those inc | cluded on line 1). If none, | enter "NONE." | | |
|---|---|------------------|--|---|
| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deterred compensation | (e) Expense account, other allowances |
| SUSAN M. HARVEY - P.O. BOX 193809, | PROGRAM DIREC | TOR | | |
| SAN FRANCISCO, CA 941193809 | 16.00 | 75,000. | 19,393. | 0 🖬 |
| JOYA BANERJEE - P.O. BOX 193809, SAN | DIRECTOR, LEG | AL & COMM | UNICATIO | NS |
| FRANCISCO, CA 941193809 | 20.00 | 78,000. | 7,052. | 0. |
| ALLISON H. TURNER - P.O. BOX 193809, | PROGRAM DIREC | TOR | | |
| SAN FRANCISCO, CA 941193809 | 18.00 | 71,294. | 9,814. | 0. |
| ANGIE CHEN - P.O. BOX 193809, SAN | PROGRAM OFFIC | ER | | |
| FRANCISCO, CA 941193809 | 20.00 | 70,697. | 6,712. | 0. |
| JULIE KIDD - P.O. BOX 193809, SAN | PROGRAM OFFIC | ER | | |
| FRANCISCO, CA 941193809 | 20.00 | 66,138. | 4,269. | 0. |
| Total number of other employees paid over \$50,000 | | | | 0 |

| TEPHEN I | BECHTEL | FUND |
|----------|---------|------|
|----------|---------|------|

S Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued) Part VIII 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 NONE 0 Total number of others receiving over \$50,000 for professional services. Part IX-A Summary of Direct Charitable Activities List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the Expenses number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. N/A 1 2 3 4 Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount N/A 1 2 All other program-related investments. See instructions. 3 0. Total. Add lines 1 through 3

| Form 990-PF (2012) STEPHEN | BECHTEL | FUND |
|----------------------------|---------|------|
|----------------------------|---------|------|

| Ρ | art X Minimum Investment Return (All domestic foundations must complete th | iis part. Foreign four | 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 | 0. |
| | Average of monthly cash balances | | 1b | 684,463. |
| | Fair market value of all other assets | CONTRACTOR CONTRACTORS OF STRUCTURE CONTRACTORS | 10 | |
| | Total (add lines 1a, b, and c) | | td | 684,463. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and | | - | |
| | 1c (attach detailed explanation) | 0. | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | | 2 | 0. |
| 3 | Subtract line 2 from line 1d | | 3 | 684,463. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | | 4 | 10,267. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | | 5 | 674,196. |
| 6 | Minimum investment return. Enter 5% of line 5 | | 6 | 33,710. |
| P | art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private op foreign organizations check here and do not complete this part.) | erating foundations an | d certain | |
| 1 | Minimum investment return from Part X, line 6 | | 1 | 33,710. |
| | Tax on investment income for 2012 from Part VI, line 5 | | | |
| b | | | | |
| c | | | 20 | 0 . |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | 3 | 33,710. |
| 4 | Recoveries of amounts treated as qualifying distributions | | 4 | 0. |
| 5 | Add lines 3 and 4 | | 5 | 33,710. |
| 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 | 33,710. |
| Ρ | art XII Qualifying Distributions (see instructions) | | | |
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | 1a | 39,995,263. |
| | Expenses, contributions, gifts, etc total from Part I, column (d), line 26 | | 1a 1b | |
| | Program-related investments - total from Part IX-B | | 2 | 142,001. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | | 2 | 112,001. |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | 2. | |
| a | | | 3a | |
| b | | | 3b 4 | 40,137,264. |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | | 4 | 40,107,204. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment | | | 0. |
| | income. Enter 1% of Part I, line 27b | Accession and a subsection of the sector of | 5 | 40,137,264. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | | | |
| | Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating w | neuter the foundation (| Traintes to | T THE SECTION |
| | 4940(e) reduction of tax in those years. | | | |

STEPHEN BECHTEL FUND

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, | | | | 20.510 |
| line 7 | | | | 33,710. |
| 2 Undistributed income, if any, as of the end of 2012: | | | 0 | |
| a Enter amount for 2011 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2012: | | <u> </u> | | |
| F 0007 | | | | |
| h From 0000 | | | | |
| - France 0000 | | | | |
| 15 | | | | |
| - From 2011 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2012 from | | | | |
| Part XII, line 4: ► \$ 40, 137, 264. | | | | |
| a Applied to 2011, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior | | | | |
| years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus | | (1) | | |
| (Election required - see instructions) | 845,700. | (1) | | |
| d Applied to 2012 distributable amount | | | | 33,710. |
| e Remaining amount distributed out of corpus | 39,257,854. | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below; | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 40,103,554. | | | |
| b Prior years' undistributed income. Subtract | 40,100,001 | | | |
| line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable | | | | |
| amount - see instructions | | 0. | | |
| e Undistributed income for 2011. Subtract line | | | | |
| 4a from line 2a. Taxable amount - see instr | | | 0. | |
| f Undistributed income for 2012. Subtract | | | | |
| lines 4d and 5 from line 1. This amount must | | | | |
| be distributed in 2013 | | | | 0. |
| 7 Amounts treated as distributions out of | | | | |
| corpus to satisfy requirements imposed by | | (2) | | |
| section 170(b)(1)(F) or 4942(g)(3) | 40,103,554. | | | |
| 8 Excess distributions carryover from 2007 | 0 | | | |
| not applied on line 5 or line 7 | 0 . | | | |
| 9 Excess distributions carryover to 2013. | 0. | | | |
| Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 | | | | |
| b Excess from 2009 | | | | |
| c Excess from 2010 | | | | |
| e Excess from 2011 | | | | |
| | li octi Oradult F | Private Foundation election | a manda an tha fundla 2011 | Form 990-PF (2012) |

223581 12-05-12 (1) See Statement D regarding 2011 Conduit Private Foundation elections made on the fund's 2011 filed 990-PF

(2) See Statement E regarding calculation for status as a Conduit Private Foundation for 2012

(3) See Statement C regarding 2012 Conduit Private Foundation elections.

| | BECHTEL FUR | | | 20-868 | 80679 Page 10 |
|---|------------------------------|--------------------------|------------------------------|---------------------------|---------------|
| Part XIV Private Operating Fo | oundations (see ins | tructions and Part VII | -A, question 9) | N/A | |
| 1 a If the foundation has received a ruling or | determination letter that i | t is a private operating | | | |
| foundation, and the ruling is effective for | 2012, enter the date of th | e ruling | | | |
| b Check box to indicate whether the found | ation is a private operating | foundation described i | n section 4 | 942(j)(3) or 🛄 494 | 12(j)(5) |
| 2 a Enter the lesser of the adjusted net | Tax year | | Prior 3 years | | |
| 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 gualifying | | | | | |
| under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter | | | | | |
| 2/3 of minimum investment return | | | | | |
| shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter: | | | | | |
| (1) Total support other than gross | | | | | |
| investment income (interest, | | | | | |
| dividends, rents, payments on | | | | | |
| securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public | | | | | |
| and 5 or more exempt | | | | | |
| organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from | | | | | |
| an exempt organization | | | | | |
| (4) Gross investment income | | | | | |
| Part XV Supplementary Info | rmation (Complet | te this part only | if the foundation | had \$5,000 or mo | re in assets |
| at any time during t | he year-see instr | uctions.) | | | |
| 1 Information Regarding Foundatio | | | | | |
| a List any managers of the foundation who | o have contributed more t | han 2% of the total cont | ributions received by the fo | oundation before the clos | e of any tax |
| year (but only if they have contributed π | ore than \$5,000). (See se | ection 507(d)(2).) | | | |

S.D. BECHTEL, JR.

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here 🕨 🔟 if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

| 3 Grants and Contributions Paid During the Ye | ear or Approved for Future | Payment | | |
|--|--|-------------------------|----------------------------------|---|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of | Purpose of grant or contribution | Amount |
| Name and address (home or business) | or substantial contributor | recipient | | |
| a Paid during the year | | | | |
| | | | | |
| SEE STATEMENT A | | | | 37,627,195. |
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| Total | | | ▶ 3 | a 37,627,195, |
| b Approved for future payment | | | | |
| | | | | |
| | | | | |
| DELTA WATERFOWL FOUNDATION | NONE | 501(C)(3) | PROGRAM | |
| 1305 E CENTRAL AVENUE BISMARCK, ND 58501 | | | | 225,000. |
| 51012MON, 112 00002 | | | | |
| | | | | |
| NATIONAL ACADEMY OF SCIENCES | NONE | 501(C)(3) | PROGRAM | |
| 2101 CONSTITUTION AVENUE NW | | | | 200.000 |
| WASHINGTON, DC 520418 | | | | 300,000. |
| | | | | |
| | NONE | 501(C)(3) | | |
| CALIFORNIA FORWARD 1107 9TH STREET, SUITE 650 | NONE | 001(0)(0) | | |
| SACRAMENTO CA 95814 | | | PROGRAM | 250,000 |
| Total SEE CO | NTINUATION SHE | ET(S) | ▶ 3 | b 3,322,500. Form 990-PF (2012) |

| Grants and Contributions Approved for Fun Recipient | If recipient is an individual, show any relationship to | | | |
|--|---|-------------------------|-------------------------------------|----------|
| Name and address (home or husiness) | Show any relationship to | Foundation status of | Purpose of grant or contribution | Amount |
| Name and address (home or business) | any foundation manager or substantial contributor | recipient | | |
| | VONT | 501(C)(3) | PROGRAM | |
| MCA OF SAN FRANCISCO 31 HOWARD STREET, SUITE 500 | NONE | 501(C)(3) | FROGRAM | |
| AN FRANCISCO, CA 94105 | | | | 375,000 |
| AN FRANCISCO, CA SAIOS | | | | |
| AST OAKLAND YOUTH DEVELOPMENT CENTER | NONE | 501(C)(3) | CAPITAL | |
| 200 INTERNATIONAL BOULEVARD | | | | 375 000 |
| AKLAND, CA 94621 | | | | 375,000 |
| ETA THETA PI FOUNDATION | NONE | 501(C)(3) | PROGRAM | |
| 134 BONHAM ROAD | | | | 500,000 |
| XFORD, OH 45056 | | | | |
| EGENTS OF THE UNIVERSITY OF | NONE | 501(C)(3) | PROGRAM | |
| ALIFORNIA AT BERKELEY 195 HEARST AVE ROOM 120 MC 1104 | | | | |
| ERKELEY, CA 94720 | | | | 970,00 |
| | | | | |
| IPARTISAN POLICY CENTER | NONE | 501(C)(3) | PROGRAM | |
| 225 EYE STREET NW SUITE 1000 | | | | |
| ASHINGTON, DC 20005 | | | | 200,00 |
| | | 504 (5) (2) | | |
| ALIFORNIA WATERFOWL ASSOCIATION | NONE | 501(C)(3) | PROGRAM | |
| 346 BLUE OAKS BOULEVARD OSEVILLE, CA 95678 | | | | 127,50 |
| <u>obivitini, cit 33070</u> | | | | |
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| Total from continuation sheets | | | | 2,547,50 |

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Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | Unrelated | business income | | d by section 512, 513, or 514 | (e) |
|---|-------------------------|--------------------------|-------------------------------|--|-----------------------------------|
| 1 Program service revenue: | (a) Business code | (b) Amount | (C) Exclu- sion code | (d) Amount | Related or exempt function income |
| • | 2006 | | | | |
| a | | | | | |
| | | | | | |
| d | | | | | |
| d | | | | | |
| 1 | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash | | 1 | | - | where the |
| investments | | - | 14 | 29. | |
| 4 Dividends and interest from securities | | | | | |
| 5 Net rental income or (loss) from real estate: | | | | and a start of the | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal | | | | | |
| property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other | | | | | |
| than inventory | | | | | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | X |
| 11 Other revenue: | | | | | |
| a | | | 1.1 | | |
| b | | | | | |
| C | | | | | |
| d | - | | | - | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | 1.00 | 29. | 0. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 29. |
| (See worksheet in line 13 instructions to verify calculations.) | | | | | |
| Part XVI-B Relationship of Activities t | o the Accor | mplishment of Ex | empt | Purposes | |
| | | | | | |
| Line No. Explain below how each activity for which incom | me is reported in | column (e) of Part XVI-A | contribut | ted importantly to the accom | plishment of |
| the foundation's exempt purposes (other than | by providing tune | as for such purposes). | | | |
| N/A | | | - | | |
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| Form 990-PF (| 2012) | STEPHEN | BECHTEL | FUND |
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|---------------|-------|---------|---------|------|

| P | art XVII Information Regarding Transfers To and Transactions and Relationships With Noncha | ritable | e | |
|---|---|---------|-------|-------|
| | Exempt Organizations | | 1-1 | 1 |
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of | | Yes | No |
| | the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | 0 | h the |
| а | Transfers from the reporting foundation to a noncharitable exempt organization of: | | 20.12 | r°. |
| | (1) Cash | 1a(1) | | X |
| | (2) Other assets | 1a(2) | | X |
| h | Other transactions: | 10-2 | | |

| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
|---|--|-------|---|
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| C | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 10 | X |

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. 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 tra | unsfers, transactions, and sharing arrangements |
|--------------|--|--|---|--|--|
| | | N/A | | | |
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| 2a is th | e foundation directly or indirec | tly affiliated with, or related to, one | or more tax-exempt organiz | zations described | |
| | | r than section 501(c)(3)) or in sect | | | Yes X No |
| b If "Y | es," complete the following sch | | | | |
| | (a) Name of or | janization | (b) Type of organization | (c) D | escription of relationship |
| | N/A | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | An and the second second | | - Construction of the second |
| | Under penalties of perjury, I declare and belief, it is true, correct, and co | that I have examined this return, includin mplete, Declaration of preparer (other that | g accompanying schedules and n taxpayer) is based on all inform | statements, and to the best of nation of which preparer has a | any knowledge. May the IHS discuss this return with the preparer |
| Sign Here | N & Aluan | .B. Dachs | | CHAIR/DI | shown below (see instr.)? |
| TIELE | Signature of officer or trustee | | 10/3/13 | Title | R/PRES/ |
| | Print/Type preparer's n | | ionature | A.1968.1 | ck)) if PTIN |
| | Filliviype preparer sin | | 4 | Build | - employed |
| Paid | BARBARA MU | | M | 9/26/13 self | P00439228 |
| Prepa | | | RTEL LLP | l Fir | m's EIN ▶ 94-1527242 |
| Use C | | | AND ADD ADD ADD ADD ADD ADD ADD ADD ADD | | |
| | | 5 MONTGOMERY ST | REET. SUITE | 1800 | |
| | Prove the Parallel And Andrew Control of the Parallel | N FRANCISCO, CA | The second | Ph | ione no. 415 954 4933 |
| | | | | | |

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

Department of the Treasury Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2012

Name of the organization

Organization type (check one):

| Employer identification number |
|--------------------------------|
| 20-8680679 |

| STEPHEN | BECHTEL | FUND |
|---------|---------|------|
|---------|---------|------|

| Filers of: | Section: |
|--------------------|--|
| Form 990 or 990-EZ | 501(c)() (enter number) organization |
| | 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
| | 527 political organization |
| Form 990-PF | X 501(c)(3) exempt private foundation |
| | 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | 501(c)(3) taxable private foundation |

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

General Rule

K 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 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% 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 filing 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., so this organization so the section of \$5,000 or more during the year.

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

20-8680679

STEPHEN BECHTEL FUND

Part I. Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

| s Type of contribution Person X Payroll Payroll Noncash (Complete Part II if there is a noncash contribution.) s (d) Type of contribution Person Payroll Noncash (d) s Person Payroll Noncash Noncash (Complete Part II if there is a noncash contribution.) s (Complete Part II if there is a noncash contribution.) s (d) s (d) Type of contribution Person Payroll |
|---|
| Payroll Payroll Noncash Image: Complete Part II if there is a noncash contribution.) (Complete Part II if there is a noncash contribution (d) Type of contribution Person Payroll Noncash (d) Type of contribution (Complete Part II if there is a noncash contribution.) (Complete Part II if there is a noncash contribution.) (d) Type of contribution Person (d) Type of contribution |
| s Type of contribution Person Payroll Noncash (Complete Part II if there is a noncash contribution.) (d) Type of contribution Person |
| Person Payroll Payroll Complete Part II if there is a noncash contribution.) (d) (d) Person Person |
| Payroll Noncash (Complete Part II if there is a noncash contribution.) (d) Type of contribution Person |
| s Type of contribution |
| |
| (Complete Part II if there is a noncash contribution.) |
| (d) s Type of contribution |
| Person Payroll Payroll On Complete Part II if there is a noncash contribution.) |
| (d) s Type of contribution |
| Person Payroll Noncash (Complete Part II if there is a noncash contribution.) |
| (d) s Type of contribution |
| Person Payroll Payroll (Complete Part II if there is a noncash contribution.) |
| |

* The Fund did not provide any goods or services in consideration for any property contributed as described on Schedule B

| Schedule B (Form 990, 990-EZ, or 990-PF) (2012) | Page 3 |
|---|--------------------------------|
| Name of organization | Employer identification number |
| STEPHEN BECHTEL FUND | 20-8680679 |

Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed. Part II (a) (c) (d) No. (b) FMV (or estimate) Date received from Description of noncash property given (see instructions) Part I \$ (a) (c) (d) No. (b) FMV (or estimate) Date received from Description of noncash property given (see instructions) Part I \$ (a) (c) (d) No. (b) FMV (or estimate) Date received from Description of noncash property given (see instructions) Part I \$ (a) (c) (d) No. (b) FMV (or estimate) Date received from Description of noncash property given (see instructions) Part I \$ (a) (c) (d) No. (b) FMV (or estimate) **Date received** from Description of noncash property given (see instructions) Part I \$ (a) (c) (d) No. (b) FMV (or estimate) Description of noncash property given Date received from (see instructions) Part I \$

| Schedule B (Form 990, | 990-EZ, | or | 990-PF) | (2012) |
|-----------------------|---------|----|---------|--------|
| Name of organization | | | | |

Employer identification number

| | BECHTEL FUND | | 20-8680679 |
|--------------------------|--|--|--|
| art III | Exclusively, religious, charitable, etc., indiv year. Complete columns (a) through (e) and the the total of exclusively religious, charitable, etc | idual contributions to section 501(c)(7), (e following line entry. For organizations co ., contributions of \$1,000 or less for the ye | 8), or (10) organizations that total more than \$1,000 for t mpleting Part III, enter ear. (Enter this information once.) \$ |
| | Use duplicate copies of Part III if addition | al space is needed. | |
| i) No. rom 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, ar | nd ZIP + 4 | Relationship of transferor to transferee |
| i) No. | | | |
| 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, ar | nd 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 |
| | | | |
| | Transferee's name, address, a | (e) Transfer of gift | Relationship of transferor to transferee |
| - | | | |
| a) No. from | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| Part I | | | |
| | | | |
| - | | (e) Transfer of gift | |
| | Transferee's name, address, a | | Relationship of transferor to transferee |

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

| Asset No. | Description | Date Acquired | Method | Life | Line No. | Unadjusted Cost Or Basis | Bus % Excl | Reduction In Basis | Basis For Depreciation | Accumulated Depreciation | Current Sec 179 | Current Year Deduction |
|--------------|---------------------------|------------------|--------|-------|-------------|-----------------------------|--------------------------|--|---------------------------|--|--------------------|---------------------------|
| 1 | FURNITURE | 02291 | 2SL | 7.00 | 16 | 1,134. | | and a second | 1,134. | a la constante da c | | 135 |
| 2 | FURNITURE | 07311 | 2SL | 7.00 | 16 | 1,362. | | | 1,362. | на А. (1997) 2 | | 81 |
| 100 | FURNITURE | 09301 | 2SL | 7.00 | 16 | 625. | | | 625. | 8 | | 22 |
| 4 | FURNITURE | 10311 | 2SL | 7.00 | 16 | 110,005. | | | 110,005. | | | 2,61 |
| 5 | FURNITURE | 11301 | 2SL | 7.00 | 16 | 13,504. | 1 million and the second | 1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1- | 13,504. | New I | | 163 |
| 6 | FURNITURE | 12211 | 2SL | 7.00 | 16 | 15,371. | | 6 | 15,371. | | | |
| | * TOTAL 990-PF PG DEPR | | | and a | | 142,001. | | 0. | 142,001. | 0. | Ο. | 3,01 |
| | | 185 | | | | | | | 0.00 | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | 1 | | *** | | |
| | 12-360.02 | | | | | | | RE . | | | | |
| | 1.000 | | | | 13 | | 144 | | | 54. | | |

228102 05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2012 TAX YEAR

| | | Tax | | Type of | Payment | Grant |
|--|---|--------------|--------------------------------------|----------|------------|-----------|
| Grantee Legal Name | Grantee Address | Status | Program Area | Support | Date | Amount |
| Grantee Legar Name | Orantee Address | otatao | riogramma | | | |
| | 1900 Third Street | | Character/Citizenship | | 0/10/00/0 | ¢ 40,000 |
| Alternatives in Action | Alameda, CA 94501 | 501c(3) | Development | Capital | 2/10/2012 | \$40,000 |
| East Bay Center for the | 339 11th Street | | Character/Citizenship | | | |
| Performing Arts | Richmond, CA 94801-3105 | 501c(3) | Development | Capital | 11/30/2012 | \$250,000 |
| renorming vita | 8200 International | | n | | | |
| East Oakland Youth | Boulevard | | Character/Citizenship | Question | 0/00/0010 | ¢275.000 |
| Development Center | Oakland, CA 94621 | 501c(3) | Development | Capital | 6/22/2012 | \$375,000 |
| Young Men's Christian | 50 California Street, #650 | | Character/Citizenship | | | |
| Association of San Francisco | San Francisco, CA 94111 | 501c(3) | Development | Capital | 6/29/2012 | \$375,000 |
| | | | | | | |
| 100 Black Men of the Bay Area, | 1638 12th Street | 504 (0) | Character/Citizenship | Drogram | 9/17/2012 | \$50,000 |
| Inc. | Oakland, CA 94607 | 501c(3) | Development | Program | 9/1//2012 | 400,000 |
| | P.O. Box 410715 San Francisco, CA 94141- | | Character/Citizenship | | | |
| Aim High for High School | 0715 | 501c(3) | Development | Program | 3/16/2012 | \$40,000 |
| Ain high to high beneel | 1150 Seventeenth Street, | | | | | |
| American Enterprise Institute for | N. W. | | Character/Citizenship | | | |
| Public Policy Research | Washington, DC 20036 | 501c(3) | Development | Program | 2/24/2012 | \$400,000 |
| | 714 B Street | | Character/Citizenship | | | |
| Do A Master Inc | Hayward, CA 94541 | 501c(3) | Development | Program | 7/13/2012 | \$75,000 |
| Be A Mentor, Inc. | 112 Water Street, Suite | 0010(0) | Borolopinon | | | |
| | 500 | | Character/Citizenship | | | |
| Be the Change Inc. | Boston, MS 02109 | 501c(3) | Development | Program | 8/24/2012 | \$100,000 |
| | 5134 Bonham Road | | | | | |
| | P. O. Box 6277 | 5010(2) | Character/Citizenship Development | Program | 7/13/2012 | \$500,000 |
| Beta Theta Pi Foundation | Oxford, Ohio 45056-6277 | 501c(3) | Development | Trogram | In TOREOTE | |
| Big Brothers Big Sisters of | 230 North 13th Street | | Character/Citizenship | | | |
| America | Philadelphia, PA 19107 | 501c(3) | Development | Program | 7/13/2012 | \$150,000 |
| , | 731 Market Street, 6th | | | | | |
| Big Brothers Big Sisters of the | Floor | 501c(3) | Character/Citizenship | | 0/20/2012 | \$160,000 |
| Bay Area | San Francisco, CA 94103 | 501c(3) | Development | Program | 6/29/2012 | \$100,000 |
| | 1225 Eye Street, NW Suite 1000 | | Character/Citizenship | | | |
| Bipartisan Policy Center Inc. | Washington, DC 20005 | 501c(3) | Development | Program | 10/5/2012 | \$200,000 |
| Dipatasan rolley Center Inc. | Truchington, Do 2000 | | | | | |
| Boy Scouts of America, Marin | 225 West End Avenue | | Character/Citizenship | | | |
| Council | San Rafael, CA 94901 | 501c(3) | Development | Program | 6/15/2012 | \$90,000 |
| | 1001 Davis Street | | Character/Citizenship | 1 | | |
| Boy Scouts of America, San Francisco Bay Area Council | San Leandro, CA 94577- 1514 | 501c(3) | Development | Program | 7/20/2012 | \$200,000 |
| Francisco Bay Area Council | 55 Hawthorne Street, Suite | | | | | |
| Boys & Girls Clubs of San | 600 | | Character/Citizenship | | | |
| Francisco | San Francisco, CA 94105 | 501c(3) | Development | Program | 2/10/2012 | \$150,000 |
| | 4962 El Camino Real, | | Charaotor/Ollingashin | | | |
| | Suite 126 | 501c(3) | Character/Citizenship Development | Program | 2/10/2012 | \$75,000 |
| CACS Government Research | Los Altos, CA 94022 | 5010(3) | Development | Togram | | |
| | 1107 9th Street, Suite 650 | | Character/Citizenship | | | |
| California Forward | Sacramento, CA 95814 | 501c(3) | Development | Program | 4/20/2012 | \$50,000 |
| | 1475 North Broadway, | | | | | |
| California Symphony Orchestra | | 504-(0) | Character/Citizenship | | 8/24/2012 | \$30,000 |
| Inc. | Walnut Creek, CA 94596 | 501c(3) | Development | Program | 012412012 | φυ0,000 |
| | 450 Civic Center Plaza | Non-profit | Character/Citizenship | | | |
| City of Richmond | Richmond, CA 94804-163 | | Development | Program | 3/16/2012 | \$100,000 |
| City of Monitoria | Tablind at Ortoroor Too | 1 statistics | | | | |

2012 TAX YEAR

STATEMENT A 20-8680679

Grants Paid from Jan 1, 2012 - December 31, 2012

| | | Тах | | Type of | Payment | Grant |
|---|---|----------------------------|--------------------------------------|----------|------------|-----------|
| Grantee Legal Name | Grantee Address | Status | Program Area | Support | Date | Amount |
| | | Non profit | Character/Citizenship | | | |
| City of Richmond | 450 Civic Center Plaza Richmond, CA 94804-1630 | Non-profit organization | Development | Program | 7/20/2012 | \$75,000 |
| ony of the interior | 114 Sansome Street, Suite | | | | | |
| Civic Ventures | 850 San Francisco, CA 94104 | 501c(3) | Character/Citizenship Development | Program | 12/12/2012 | \$325,000 |
| | | | | | | |
| | c/o Community Initiatives 354 Pine Street, Suite 700 | | Character/Citizenship | | | |
| Community Initiatives | San Francisco, CA 94104 | 501c(3) | Development | Program | 6/22/2012 | \$30,000 |
| | 5645 Oakgrove Avenue | | Character/Citizenship | | | 2 24 |
| Community Initiatives | Oakland, CA 94618 | 501c(3) | Development | Program | 9/28/2012 | \$35,000 |
| Community Youth Center of San | 1038 Post Street | | Character/Citizenship | | | |
| Francisco | San Francisco, CA 94109 | 501c(3) | Development | Program | 8/10/2012 | \$290,000 |
| | | | Character/Citizenship | | | |
| Constitutional Rights Foundation | 601 South Kingsley Drive Los Angeles, CA 90005 | 501c(3) | Development | Program | 6/29/2012 | \$225,000 |
| | 8200 International | | | | | |
| East Oakland Youth Development Center | Boulevard Oakland, CA 94621 | 501c(3) | Character/Citizenship Development | Program | 9/17/2012 | \$100,000 |
| | 2633 Telegraph Avenue, | | | | | |
| Faith Network of the East Bay, | #409 Oakland, CA 94612 | 501c(3) | Character/Citizenship Development | Program | 7/20/2012 | \$80,000 |
| Inc. | Oakland, OA 94012 | 0010(0) | Development | riogram | | |
| | 519 17th Street | 501+(2) | Character/Citizenship | Program | 7/13/2012 | \$150,000 |
| First Place for Youth | Oakland, CA 94612 | 501c(3) | Development | Flogram | 1110/2012 | \$100,000 |
| | P.O. Box 2343 | | Character/Citizenship | Decement | 10/10/2012 | £25.000 |
| Fostering Media Connections | San Francisco, CA 94126 | 501c(3) | Development | Program | 10/12/2012 | \$25,000 |
| Foundation For Students Rising | P.O. Box 29174 | | Character/Citizenship | | | |
| Above | San Francisco, CA 94129 7700 Edgewater Drive | 501c(3) | Development | Program | 9/28/2012 | \$50,000 |
| Girl Scouts of Northern | Suite 340 | | Character/Citizenship | | | |
| California | Oakland, CA 94621 | 501c(3) | Development | Program | 9/21/2012 | \$200,000 |
| Girls Incorporated of Alameda | 13666 East 14th Street | | Character/Citizenship | | | |
| County | San Leandro, CA 94578 | 501c(3) | Development | Program | 6/1/2012 | \$50,000 |
| Girls Incorporated of West | 260 Broadway | | Character/Citizenship | | | |
| Contra Costa County | Richmond, CA 94804 | 501c(3) | Development | Program | 8/3/2012 | \$50,000 |
| Olds on the Dup of the Pour | 3543 18th Street, #31 | | Character/Citizenship | | | |
| Girls on the Run of the Bay Area, Inc. | San Francisco, CA 94110 | 509a(1) | Development | Program | 10/12/2012 | \$25,000 |
| | | | Ohana dag(Oiliana bin | | | |
| GirlVentures | 3543 18th St. #18 San Francisco, CA 94110 | 501c(3) | Character/Citizenship Development | Program | 3/16/2012 | \$25,000 |
| | 466 Geary Street | | | | | |
| Global Citizen Year Inc. | Suite 400 San Francisco, CA 94102 | 501c(3) | Character/Citizenship Development | Program | 6/15/2012 | \$50,000 |
| | 10089 East Alder Creek | 0010(0) | | | | , |
| The step in a | Road | 501c(3) | Character/Citizenship Development | Program | 9/28/2012 | \$25,000 |
| iFoster Inc. | Truckee, CA 96161 1624 Franklin Street, Suite | | Development | riogram | | |
| 6 | 1001 | | Character/Citizenship | Dramo | 0/7/2012 | \$50.000 |
| Ignite | Oakland, CA 94612 65 Battery Street | 501c(3) | Development | Program | 9/7/2012 | \$50,000 |
| Jumpstart for Young Children, | 2nd Floor | | Character/Citizenship | | | |
| Inc. | San Francisco, CA 94111 | 501c(3) | Development | Program | 6/29/2012 | \$150,000 |

H:\CS_TAXDEPT\FOUNDATION\STEPHEN BECHTEL FUND\2012\2012 SD Bechtel Fund WP.xlsx

2012 TAX YEAR

| | | Тах | | Type of | Payment | Grant |
|--|--|---------|--------------------------------------|---------|------------|-----------|
| Grantee Legal Name | Grantee Address | Status | Program Area | Support | Date | Amount |
| | 0001 Marinana Street | | Character/Citizenship | | | |
| KQED Inc. | 2601 Mariposa Street San Francisco, CA 94110 | 501c(3) | Development | Program | 9/28/2012 | \$200,000 |
| | | | | | | |
| | 701 Sutter Street, 2nd floor San Francisco, CA 94109- | | Character/Citizenship | | | |
| Larkin Street Youth Services | 6453 | 501c(3) | Development | Program | 6/22/2012 | \$200,000 |
| | 701 Sutter Street, 2nd floor | | | | | |
| | San Francisco, CA 94109- | | Character/Citizenship | | | |
| Larkin Street Youth Services | 6453 | 501c(3) | Development | Program | 10/12/2012 | \$100,000 |
| | 448 S. Hill Street, Suite 1001 | | | | | |
| Los Angeles County Education | Los Angeles, CA 90013- | | Character/Citizenship | _ | | 050 400 |
| Foundation | 1137 | 501c(3) | Development | Program | 7/20/2012 | \$50,138 |
| Martin Luther King Jr. Freedom | 333 East 8th Street | | Character/Citizenship | | | |
| Center | Oakland, CA 94606 | 501c(3) | Development | Program | 2/10/2012 | \$30,000 |
| | 3301 North Fairfax Drive, Suite 450 | | Character/Citizenship | | | |
| Mercatus Center Inc. | Arlington, VA 22201 | 501c(3) | Development | Program | 9/17/2012 | \$250,000 |
| | | | Character/Citizenship | | | |
| National Center for Youth Law | 405 14th Street Oakland, CA 94612-2701 | 501c(3) | Development | Program | 3/30/2012 | \$200,000 |
| | | | · | | | |
| National Council for the Social | 8555 16th Street, Suite 500 | 501c(3) | Character/Citizenship Development | Program | 12/12/2012 | \$350,000 |
| Studies | Silver Spring, MD 20910 4150 Clement Street, 151 | 3010(3) | Development | Trogram | | |
| | NC | | Oh and a to a folition and him | | | |
| Northern California Institute for Research and Education | San Francisco, CA 94121- 1545 | 501c(3) | Character/Citizenship Development | Program | 7/27/2012 | \$75,000 |
| | Evanston Campus | 0010(0) | | | | |
| | Office for Sponsored Research | | | | | |
| | 633 Clark Street | | Character/Citizenship | | | |
| Northwestern University | Evanston, IL 60208-1110 | 501c(3) | Development | Program | 6/15/2012 | \$30,000 |
| | 610 16th Street, Suite 310 | | Character/Citizenship | | | |
| Oakland Kids First | Oakland, CA 94612 | 501c(3) | Development | Program | 8/3/2012 | \$100,000 |
| | Family, Schools, and Community Partnerships | | | | | |
| | (FSCP) | [| | | | |
| | Lakeview Campus | | Ob and start Citizenship | | | |
| Oakland Unified School District | 746 Grand Avenue Oakland, CA 94610 | 501c(3) | Character/Citizenship Development | Program | 8/3/2012 | \$45,000 |
| | 1730 M St., NW | | | | | |
| Service States and the service of th | Suite 601 | 501c(3) | Character/Citizenship Development | Program | 6/22/2012 | \$100,000 |
| Philanthropy Roundtable | Washington, DC 20036 | 5010(3) | Development | Trogram | 0/22/2012 | |
| 11172 | 380 Washington Street | 501 10 | Character/Citizenship | Droarom | 0/21/2012 | \$50,000 |
| Playworks Education Energized | Oakland, CA 94607 | 501c(3) | Development | Program | 9/21/2012 | \$50,000 |
| | Institute | | | | | |
| | 4230 Humanities Gateway | 1 | | | | |
| Regents of the University of | Blvd. MC 3350 | | Character/Citizenship | | | |
| California | Irvine, CA 92697 | 501c(3) | Development | Program | 12/14/2012 | \$20,000 |
| | Office of Development & External Relations | | | Î. | | |
| Regents of the University of | 3615 Tolman Hall, #1670 | | Character/Citizenship | | | |
| California at Berkeley | Berkeley, CA 94720-1670 | | Development | Program | 9/7/2012 | \$116,000 |

2012 TAX YEAR

| | Tax | | Type of | Payment | Grant |
|---------------------------|---|---|--|--|---|
| Grantee Address | Status | Program Area | Support | Date | Amount |
| | | | | | |
| 205 41st Street | 5010(2) | 1 | Program | 8/24/2012 | \$50,000 |
| | 5010(3) | Development | riogram | 0/24/2012 | <i></i> |
| Suite 650 | | Character/Citizenship | | | |
| San Francisco, CA 94104 | 501c(3) | Development | Program | 6/1/2012 | \$50,000 |
| 654 Mission Street | | Character/Citizenship | | | |
| San Francisco, CA 94105 | 501c(3) | Development | Program | 2/24/2012 | \$100,000 |
| 1010 Wayne Avenue, Suite | | | | | |
| | 501c(3) | | Program | 3/16/2012 | \$48,000 |
| | 0010(0) | Bevelopmont | , rogium | | |
| 350 | | Character/Citizenship | | | 605 000 |
| San Francisco, CA 94111 | 501c(3) | Development | Program | 6/15/2012 | \$25,000 |
| | | Character/Citizenship | | | |
| San Francisco, CA 94102 | 501c(3) | Development | Program | 6/8/2012 | \$125,000 |
| | | Ol a sector (Oiling a shin | | | |
| | 501c(3) | | Program | 4/13/2012 | \$125,000 |
| Sall Francisco, OK 94100 | 0010(0) | Botolophion | | | |
| | | Character/Citizenship | - | | ¢447 700 |
| | 501c(3) | Development | Program | 4/13/2012 | \$117,700 |
| | | Character/Citizenship | | | |
| Washington, DC 20036 | 501c(3) | Development | Program | 1/20/2012 | \$50,000 |
| | | | | | |
| | | Character/Citizenshin | | | |
| | 501c(3) | | Program | 4/27/2012 | \$100,000 |
| | | | | | |
| 94 Campbell Drive | 501-(2) | | Program | 6/8/2012 | \$125,000 |
| | 5010(3) | Development | Flogram | 0/0/2012 | \$120,000 |
| Administration Office | | | | | |
| 832 Folsom Street | | | | | |
| | | Character/Citizenship | | | |
| 3465 | 501c(3) | Development | Program | 4/13/2012 | \$50,000 |
| | | | | | |
| | 5010(2) | | Program | 7/20/2012 | \$60,000 |
| vvasnington, D.C. 20030 | 5010(5) | Development | Trogram | THEOREGIE . | |
| Ballou Hall | | Character/Citizenship | - | | |
| Medford, MA 02155 | 501c(3) | Development | Program | 4/13/2012 | \$115,000 |
| P O Box 29242 | | Character/Citizenship | | | |
| | 501c(3) | Development | Program | 6/15/2012 | \$100,000 |
| | | | | | |
| | 501c(3) | | Program | 9/17/2012 | \$50,000 |
| | | - ar or open one | | | |
| | | Character/Citizenship | | 0450040 | 640.000 |
| San Francisco, CA 94111 | 501c(3) | Development | Program | 16/15/2012 | \$12,000 |
| 50 California Street #650 | | Character/Citizenship | | | |
| | | Development | Program | 9/21/2012 | \$100,000 |
| P.O. Box 5759 | | Character/Citizenship | | | |
| 1855 Olympic Blvd. | | | | | |
| | Richmond, CA 94805 100 Bush Street Suite 650 San Francisco, CA 94104 654 Mission Street San Francisco, CA 94105 1010 Wayne Avenue, Suite 870 Silver Spring, MD 20910 500 Sansome Street, Suite 350 San Francisco, CA 94111 466 Geary Street, Suite 206 San Francisco, CA 94102 126 Post Street, 5th Floor San Francisco, CA 94108 505 Lasuen Mall Stanford, CA 94305-3083 1775 Massachusetts Avenue, NW Washington, DC 20036 1025 Connecticut Avenue Suite 1011 Washington, DC 20036 94 Campbell Drive Stamford, CT 06903 San Francisco City Administration Office 832 Folsom Street P. O. Box 193465 San Francisco, CA 94119- 3465 1528 18th Street, NW Washington, D.C. 20036 Ballou Hall Medford, MA 02155 P.O. Box 29242 San Francisco, CA 94129 1675 California Street San Francisco, CA 94129 1675 California Street San Francisco, CA 94119 50 California Street, #650 San Francisco, CA 94111 | Grantee AddressStatus205 41st Street Richmond, CA 94805501c(3)100 Bush Street Suite 650501c(3)654 Mission Street San Francisco, CA 94104501c(3)654 Mission Street San Francisco, CA 94105501c(3)654 Mission Street San Francisco, CA 94102501c(3)500 Sansome Street, Suite 350501c(3)500 Sansome Street, Suite 206501c(3)500 San Francisco, CA 94111501c(3)466 Geary Street, Suite 206501c(3)126 Post Street, 5th Floor San Francisco, CA 94102501c(3)505 Lasuen Mall Stanford, CA 94305-3083501c(3)1775 Massachusetts Avenue, NW Washington, DC 20036501c(3)1025 Connecticut Avenue Suite 1011 Washington, DC 20036501c(3)1025 Connecticut Avenue Suite 1011 Washington, DC 20036501c(3)94 Campbell Drive Stamford, CT 06903501c(3)94 Campbell Drive Stam Francisco, CA 94119 3465501c(3)1528 18th Street, NWW Washington, D.C. 20036501c(3)1528 18th Street, NWW Washington, D.C. 20036501c(3)1528 18th Street, NWW Washington, D.C. 20036501c(3)1675 California Street San Francisco, CA 94112501c(3)1675 California Street San Francisco, CA 94112501c(3)50 California Street, #650 San Francisco, CA 94111501c(3)50 California Street, #650 San Francisco, CA 94111501c(3) | Grantee AddressStatusProgram Area205 41st Street Richmond, CA 94805501c(3)Character/Citizenship Development100 Bush Street Suite 650 San Francisco, CA 94104501c(3)Character/Citizenship Development654 Mission Street San Francisco, CA 94105501c(3)Character/Citizenship Development654 Mission Street San Francisco, CA 94106501c(3)Character/Citizenship Development870 Silver Spring, MD 20910501c(3)Character/Citizenship Development500 Sansome Street, Suite 206 San Francisco, CA 94102Character/Citizenship Development126 Post Street, 5th Floor San Francisco, CA 94108Character/Citizenship Development505 Lasuen Mall Stanford, CA 94305-3083501c(3)Character/Citizenship Development1025 Connecticut Avenue Suite 1011Character/Citizenship DevelopmentCharacter/Citizenship Development1025 Connecticut Avenue Suite 1011S01c(3)Character/Citizenship Development94 Campbell Drive Stam Francisco, CA 94119 San Francisco, CA 94119- So1c(3)S01c(3)Character/Citizenship Development1025 Connecticut Avenue Suite 1011Character/Citizenship DevelopmentCharacter/Citizenship Development94 Campbell Drive Stam Francisco, CA 94119- San Francisco, CA 94119- So1c(3)S01c(3)Character/Citizenship Development1025 Connecticut Avenue Suite 1011Character/Citizenship DevelopmentCharacter/Citizenship Development94 Campbell Drive Stam Francisco, CA 94119- 3465S01c(3) <td< td=""><td>Grantee AddressStatusProgram AreaSupport205 41st Street Richmond, CA 94805501c(3)Character/Citizenship DevelopmentProgram100 Bush Street San Francisco, CA 94104501c(3)Character/Citizenship DevelopmentProgram654 Mission Street San Francisco, CA 94105501c(3)Character/Citizenship DevelopmentProgram654 Mission Street San Francisco, CA 94105501c(3)Character/Citizenship DevelopmentProgram700 Wayne Avenue, Suite 870 Silver Spring, MD 20910501c(3)Character/Citizenship DevelopmentProgram500 Sansome Street, Suite 206 San Francisco, CA 94102501c(3)Character/Citizenship DevelopmentProgram126 Post Street, Sth Floor San Francisco, CA 94108 Stanford, CA 94305-3083501c(3)Character/Citizenship DevelopmentProgram505 Lasuen Mall Stanford, CA 94305-3083 Sto1c(3)Character/Citizenship DevelopmentProgram1025 Connecticut Avenue Sult 1011 Washington, DC 20036 Stan Francisco, CA 94111Sto1c(3)Character/Citizenship DevelopmentProgram94 Campbell Drive Stam Francisco, CA 94119 3465501c(3)Character/Citizenship DevelopmentProgram1528 18th Street, NW Washington, DC 20036 Stan Francisco, CA 94109501c(3)Character/Citizenship DevelopmentProgram1528 18th Street, NW Washington, D.C. 20036 San Francisco, CA 94109 Stanford, D.C. 20036501c(3)Character/Citizenship DevelopmentProgram1528 18th Street, NW Washington, D.C. 20036 San F</br></br></br></br></br></br></br></br></br></br></br></br></br></br></br></br></br></br></td><td>Grantee AddressStatusProgram AreaSupportDate205 41st Street Richmond, CA 94905501c(3)Character/Citizenship DevelopmentProgram8/24/2012100 Bush Street Sulf 650501c(3)Character/Citizenship DevelopmentProgram6/1/2012654 Mission Street 807 Ban Francisco, CA 94105501c(3)Character/Citizenship DevelopmentProgram6/1/2012655 Mission Street 907 Ban Francisco, CA 94105501c(3)Character/Citizenship DevelopmentProgram2/24/20121010 Wayne Avenue, Suite 908 Ban Francisco, CA 94105501c(3)Character/Citizenship DevelopmentProgram6/15/2012300 Sansome Street, Suite 206 206 San Francisco, CA 94105501c(3)Character/Citizenship DevelopmentProgram6/15/2012126 Post Street, Sth Floor Sun Francisco, CA 94106501c(3)Character/Citizenship DevelopmentProgram4/13/2012505 Lasuen Mall Stanford, CA 94305-3083501c(3)Character/Citizenship DevelopmentProgram4/13/20121025 Connecticut Avenue, Sute 1011 Washington, DC 20036501c(3)Character/Citizenship DevelopmentProgram4/27/201294 Campbell Drive Stan Francisco CA 94195501c(3)Character/Citizenship DevelopmentProgram4/13/20121528 18th Street, NW Washington, DC 20036501c(3)Character/Citizenship DevelopmentProgram4/13/20121528 18th Street, NW Washington, DC 20036501c(3)Character/Citizenship DevelopmentProgram4/13/20</td></td<> | Grantee AddressStatusProgram AreaSupport205 41st Street Richmond, CA 94805501c(3)Character/Citizenship DevelopmentProgram100 Bush Street San Francisco, CA 94104501c(3)Character/Citizenship DevelopmentProgram654 Mission Street San Francisco, CA 94105501c(3)Character/Citizenship DevelopmentProgram654 Mission Street San Francisco, CA 94105501c(3)Character/Citizenship DevelopmentProgram700 Wayne Avenue, Suite 870 Silver Spring, MD 20910501c(3)Character/Citizenship DevelopmentProgram500 Sansome Street, Suite 206 San Francisco, CA 94102501c(3)Character/Citizenship DevelopmentProgram126 Post Street, Sth Floor San Francisco, CA 94108 | Grantee AddressStatusProgram AreaSupportDate205 41st Street Richmond, CA 94905501c(3)Character/Citizenship DevelopmentProgram8/24/2012100 Bush Street Sulf 650501c(3)Character/Citizenship DevelopmentProgram6/1/2012654 Mission Street 807 Ban Francisco, CA 94105501c(3)Character/Citizenship DevelopmentProgram6/1/2012655 Mission Street 907 Ban Francisco, CA 94105501c(3)Character/Citizenship DevelopmentProgram2/24/20121010 Wayne Avenue, Suite 908 Ban Francisco, CA 94105501c(3)Character/Citizenship DevelopmentProgram6/15/2012300 Sansome Street, Suite 206 206 San Francisco, CA 94105501c(3)Character/Citizenship DevelopmentProgram6/15/2012126 Post Street, Sth Floor Sun Francisco, CA 94106501c(3)Character/Citizenship DevelopmentProgram4/13/2012505 Lasuen Mall Stanford, CA 94305-3083501c(3)Character/Citizenship DevelopmentProgram4/13/20121025 Connecticut Avenue, Sute 1011 Washington, DC 20036501c(3)Character/Citizenship DevelopmentProgram4/27/201294 Campbell Drive Stan Francisco CA 94195501c(3)Character/Citizenship DevelopmentProgram4/13/20121528 18th Street, NW Washington, DC 20036501c(3)Character/Citizenship DevelopmentProgram4/13/20121528 18th Street, NW Washington, DC 20036501c(3)Character/Citizenship DevelopmentProgram4/13/20 |

2012 TAX YEAR

STATEMENT A 20-8680679

| | | Тах | | Type of | Payment | Grant |
|---|---|---------|--------------------------------------|-----------|------------|-----------|
| Grantee Legal Name | Grantee Address | Status | Program Area | Support | Date | Amount |
| Youth United for Community Action | 2135 Clarke Avenue East Palo Alto, CA 94303 | 501c(3) | Character/Citizenship Development | Program | 10/5/2012 | \$25,000 |
| National Disaster Search Dog Foundation Inc. | 501 East Ojai Avenue Ojai, CA 93023 | 501c(3) | Civic | Capital | 11/30/2012 | \$200,000 |
| National Disaster Search Dog Foundation Inc. | 501 East Ojai Avenue Ojai, CA 93023 | 501c(3) | Civic | Capital | 10/4/2012 | \$100,000 |
| The Commonwealth Club of California | 595 Market Street, 2nd Floor San Francisco, CA 94105 | 501c(3) | Civic | Capital | 6/22/2012 | \$250,000 |
| Kansas University Endowment Association | 1891 Constant Avenue Lawrence, KS 66044 | 501c(3) | Civic | Endowment | 4/13/2012 | \$25,000 |
| American Academy of Arts and Sciences | Norton's Woods 136 Irving Street Cambridge, MA 02138- 1996 | 501c(3) | Civic | Program | 10/12/2012 | \$50,000 |
| California Forward | 1107 9th Street, Suite 650 Sacramento, CA 95814 | 501c(3) | Civic | Program | 4/27/2012 | \$150,000 |
| Elderhostel, Inc. | 11 Avenue de Lafayette Boston, MA 02111-1746 | 501c(3) | Civic | Program | 3/16/2012 | \$100,000 |
| National Disaster Search Dog Foundation Inc. | 501 East Ojai Avenue Ojai, CA 93023 | 501c(3) | Civic | Program | 12/12/2012 | \$25,000 |
| The Board of Trustees of Leland Stanford Junior University | Stanford University Stanford, CA 94305-6010 | 501c(3) | Civic | Program | 7/20/2012 | \$600,000 |
| Scripps College | 1020 Columbia Avenue Claremont, CA 91711-390 | 501c(3) | Environment | Capital | 8/24/2012 | \$50,000 |
| Ag Innovations | 101 Morris Street, Suite 212 Sebastopol, CA 95472 | 501c(3) | Environment | Program | 4/13/2012 | \$85,000 |
| Bay Area Ridge Trail Council | 1007 General Kennedy Avenue, Suite 3 San Francisco, CA 94129- 1400 | 501c(3) | Environment | Program | 9/28/2012 | \$25,000 |
| Bay Area Wilderness Training | 1050 E. 8th Street Oakland, CA 94606 | 501c(3) | Environment | Program | 6/15/2012 | \$10,000 |
| Brentwood Agricultural Land Trust | 1120 Second Street, #108 P.O. Box 2046 Brentwood, CA 94513 | 501c(3) | Environment | Program | 9/28/2012 | \$25,000 |
| California Academy of Sciences | 55 Music Concourse Drive Golden Gate Park San Francisco, CA 94118 | | Environment | Program | 2/10/2012 | \$250,000 |
| California Council of Land Trust | 1029 K Street, Suite 48 | 501c(3) | Environment | Program | 8/3/2012 | \$100,000 |
| California Council of Land Trust | 1029 K Street, Suite 48 | 501c(3) | Environment | Program | 9/17/2012 | \$50,000 |
| California Council of Land Trust | 1029 K Street, Suite 48 | 501c(3) | Environment | Program | 10/12/2012 | \$50,000 |

2012 TAX YEAR

| | | Тах | | Type of | Payment | Grant |
|---|---|--------------|----------------|----------|------------|---------------------------------------|
| Grantee Legal Name | Grantee Address | Status | Program Area | Support | Date | Amount |
| Grantee Legar Marine | 5005 La Mart Drive, Suite | otatuo | | | | |
| California Council on Science | 105 | | | | | |
| and Technology | Riverside, CA 92507 | 501c(3) | Environment | Program | 5/11/2012 | \$173,000 |
| | | | | | | 24-D2 15 |
| California Desert Land | 61732 29 Palms Hwy. | 501-(2) | Environmont | Program | 8/17/2012 | \$25,000 |
| Conservancy | Joshua Tree, CA 92252 | 501c(3) | Environment | Frogram | 01.112012 | \$20,000 |
| California League of Conservation Voters Education | 6310 San Vicente Blvd. | | ÷ | | | |
| Fund | Los Angeles, CA 90048 | 501c(3) | Environment | Program | 5/18/2012 | \$10,000 |
| T dild | 50 Francisco Street, Suite | | | 2 | | |
| California State Parks | 110 | | | | | |
| Foundation | San Francisco, CA 94133 | 501c(3) | Environment | Program | 2/3/2012 | \$25,000 |
| | 50 Francisco Street, Suite | | | | | |
| California State Parks | 110 | 504.(0) | En des ses set | Brogram | 2/17/2012 | \$100,000 |
| Foundation | San Francisco, CA 94133 | 501c(3) | Environment | Program | 2/1//2012 | ψ100,000 |
| Onlife and a Otate Danks | 50 Francisco Street, Suite 110 | | | | | |
| California State Parks Foundation | San Francisco, CA 94133 | 501c(3) | Environment | Program | 2/24/2012 | \$250,000 |
| Poundation | San handisco, or of 100 | 0010(0) | | g | | |
| | 1346 Blue Oaks Blvd | | | | | |
| California Waterfowl Association | | 501c(3) | Environment | Program | 12/12/2012 | \$127,500 |
| | 209 Caledonia Street, | | | | | |
| | Second Floor | | | | | 8850 000 |
| Carpe Diem West | Sausalito, CA 94965 | 501c(3) | Environment | Program | 10/12/2012 | \$250,000 |
| | | | | 71 | | • • • • • • • • • • • • • • • • • • • |
| | 5265 Putah Creek Road | 5010(2) | Environment | Program | 9/21/2012 | \$30,000 |
| Center for Land-Based Learning | Winters, CA 95694 99 Chauncy Street, 6th | 501c(3) | Environment | riogram | ULL ILL IL | 400,000 |
| | Floor | | | | | |
| Ceres, Inc. | Boston, MA 02111 | 501c(3) | Environment | Program | 12/12/2012 | \$75,000 |
| | | | | | | |
| | 2716 Benvenue Avenue | | | | | A (00 000 |
| Civic Assets | Berkeley, CA 94705 | 501c(3) | Environment | Program | 9/7/2012 | \$100,000 |
| Community Economic | One Center Plaza, Suite | | | | | |
| Development Assistance | 350 | 504-(2) | Environment | Program | 9/21/2012 | \$100,000 |
| Corporation | Boston, MA 02108 Office of the County | 501c(3) | Environment | Flogram | 5/21/2012 | \$100,000 |
| 1 | Administrator | | | | | |
| | 575 Administration Drive - | | | | | |
| | Room 104A | | | | | |
| | Santa Rosa, CA 95403- | Non-profit | | | | |
| County of Sonoma | 2431 | organization | Environment | Program | 9/28/2012 | \$50,000 |
| | | | | | | |
| | 1303 J Street, Suite 270 | 504 - (7) | Environment | Program | 6/15/2012 | \$150,000 |
| Defenders of Wildlife | Sacramento, CA 95814 | 501c(3) | Environment | Flogram | 0/13/2012 | ψ150,000 |
| | P. O. Box 3128 | | | | | |
| Delta Waterfowl Foundation | Bismarck, ND 58502 | 501c(3) | Environment | Program | 3/23/2012 | \$60,000 |
| Deita Wateriowi Foundation | Distriction, HD 00002 | | | 1 | | |
| | P. O. Box 3128 | | | | | |
| Delta Waterfowl Foundation | Bismarck, ND 58502 | 501c(3) | Environment | Program | 6/15/2012 | \$187,500 |
| | | | | | | |
| | 1771 Alcatraz Avenue | | | Decement | 2/20/2012 | \$45,000 |
| Earth Island Institute | Berkeley, CA 94703 | 501c(3) | Environment | Program | 3/30/2012 | φ+0,000 |
| | At the Palace of Fine Arts | | | | | |
| | 3601 Lyon Street San Francisco, CA 94123 | | | | | |
| Exploratorium, The | 1099 | 501c(3) | Environment | Program | 6/1/2012 | \$65,000 |
| Capitationum, me | 1033 | 0010(0) | | | | |
| Golden Gate National Parks | Building 201, Fort Mason | | | | | |
| Conservancy | San Francisco, CA 94123 | | Environment | Program | 6/22/2012 | \$25,000 |

2012 TAX YEAR

| | | Tax | ne | Type of | Payment | Grant |
|--------------------------------|---|--------------|--------------|----------|------------|-----------|
| Grantee Legal Name | Grantee Address | Status | Program Area | Support | Date | Amount |
| orantee Legar Hame | 710 Second Ave., Suite | | | | | |
| | 860 | 5010(2) | Environment | Program | 5/11/2012 | \$150,000 |
| Grist Magazine, Inc. | Seattle, WA 98104 | 501c(3) | Environment | riogram | 0/11/2012 | \$100,000 |
| | 2601 Mariposa Street | | | _ | 101110010 | 005 000 |
| KQED Inc. | San Francisco, CA 94110 | 501c(3) | Environment | Program | 12/14/2012 | \$25,000 |
| | 1660 L St. NW Suite 1100 | | | | | |
| Land Trust Alliance, Inc. | Washington, DC 20036 | 501c(3) | Environment | Program | 10/12/2012 | \$500,000 |
| | Post Office Box 809 | | | | | |
| Maria Assisukurat Land Trust | Point Reyes Station, CA 94956 | 501c(3) | Environment | Program | 6/1/2012 | \$25,000 |
| Marin Agricultural Land Trust | 94950 | 3010(3) | Environment | rogium | | |
| | P.O. Box 1094 | | | _ | | COE 000 |
| Mendocino Land Trust Inc. | Mendocino, CA 95460 | 501c(3) | Environment | Program | 8/3/2012 | \$25,000 |
| | P.O. Box 2452 | | | | | |
| Muir Heritage Land Trust | Martinez, CA 94553 | 501c(3) | Environment | Program | 9/28/2012 | \$20,000 |
| | 1700 Soscol Avenue, Suite | | | | | |
| New County Lond Trust | 20 Napa, CA 94559 | 501c(3) | Environment | Program | 6/1/2012 | \$25,000 |
| Napa County Land Trust | 1700 Soscol Avenue, Suite | 0010(0) | | | | |
| | #20 | | | | 0/47/0040 | ¢25.000 |
| Napa County Land Trust | Napa, CA 94559 | 501c(3) | Environment | Program | 9/17/2012 | \$25,000 |
| Napa County Regional Park and | 1195 Third Street, Room 210 | Non-profit | | | | |
| Open Space District | Napa, CA 94559 | organization | Environment | Program | 7/13/2012 | \$50,000 |
| 1 | | | | | | |
| National Audubon Society, Inc. | 4225 Hollis St. Emeryville, CA 94608 | 501c(3) | Environment | Program | 11/16/2012 | \$750,000 |
| National Addubon Society, inc. | Eandry vine, or to tooo | | | | | |
| | 4225 Hollis St. | | | Descram | 5/25/2012 | \$100,000 |
| National Audubon Society, Inc. | Emeryville, CA 94608 | 501c(3) | Environment | Program | 5/25/2012 | \$100,000 |
| | 4225 Hollis St. | | | | | |
| National Audubon Society, Inc. | Emeryville, CA 94608 | 501c(3) | Environment | Program | 10/5/2012 | \$250,000 |
| | 1201 Eye Street, NW Suite 550B | | | | | |
| National Park Foundation | Washington, DC 20005 | 501c(3) | Environment | Program | 5/18/2012 | \$100,000 |
| | | | | | | |
| | 559 East South Temple | 5010(2) | Environment | Program | 9/17/2012 | \$50,000 |
| Nature Conservancy, Inc. | Salt Lake City, UT 84102 28 Geary Street | 501c(3) | Environment | Trogram | 0/1//2012 | 400,000 |
| | Suite 650 | | | | | |
| NatureBridge | San Francisco, CA 94108 | 501c(3) | Environment | Program | 9/14/2012 | \$233,638 |
| | 12183 Auburn Road | | | | | |
| Nevada County Land Trust | Grass Valley, CA 95949 | 501c(3) | Environment | Program | 9/28/2012 | \$25,000 |
| | 2000 P Street NW, Suite | | | | | |
| North American Association for | 549 Weshington DC 20036 | 501c(3) | Environment | Program | 4/27/2012 | \$100,000 |
| Environmental Education | Washington, DC 20036 | 5016(5) | | | | |
| | P.O. Box 398 | | | _ | 0/47/0040 | 005 000 |
| Northcoast Regional Land Trust | Bayside, CA 95524 | 501c(3) | Environment | Program | 9/17/2012 | \$35,000 |
| | 275 9th Street | | | | | |
| Pacific News Service | San Francisco, CA 94103 | 501c(3) | Environment | Program | 8/17/2012 | \$50,000 |
| | | | | | | |
| D. J. J. Oner Deserver | 222 High Street | 501c(3) | Environment | Program | 6/1/2012 | \$50,000 |
| Peninsula Open Space Trust | Palo Alto, CA 94301 | 0010(3) | | I rogram | 1 | 1 |

2012 TAX YEAR

STATEMENT A 20-8680679

| | | Tax | | Type of | Payment | Grant |
|---|--|--------------|--------------|---------|-----------|---|
| Grantee Legal Name | Grantee Address | Status | Program Area | Support | Date | Amount |
| | P. O Box 363 | | | | | |
| Pie Ranch | Pescadero, CA 94060 | 501c(3) | Environment | Program | 6/28/2012 | \$100,000 |
| | Resource Media | | | | | |
| | 159 Western Avenue W, | | | | | |
| Resource Media A Nonprofit Corporation | Suite 480 Seattle, WA 98119 | 501c(3) | Environment | Program | 6/15/2012 | \$150,000 |
| Jorporation | oculio, fui for to | | | | | |
| 4 | 189 Main Street | 504-201 | Faulteenaat | Program | 3/30/2012 | \$50,000 |
| Resources First Foundation | Yarmouth, ME 04222 | 501c(3) | Environment | Flogram | 0/00/2012 | +++++++++++++++++++++++++++++++++++++++ |
| | 1616 P Street, NW | | | | | |
| Resources for the Future, Inc. | Washington, DC 20036 | 501c(3) | Environment | Program | 8/31/2012 | \$75,000 |
| | 555 Capitol Mall, Ste 1095 | | | | | |
| Resources Legacy Fund | Sacramento, CA 95814 | 501c(3) | Environment | Program | 3/30/2012 | \$3,000,000 |
| (obourood Logady) i diid | | | | | | |
| | 555 Capitol Mall, Ste 1095 | 501c(3) | Environment | Program | 6/15/2012 | \$200,000 |
| Resources Legacy Fund | Sacramento, CA 95814 | 5010(5) | LINGUIGHEN | Trogram | | |
| Rural California Broadcasting | 5850 Labath Avenue | | | | | |
| Company | Rohnert Park, CA 94928 | 501c(3) | Environment | Program | 6/28/2012 | \$50,000 |
| | 3500 Industrial Boulevard, Second Floor | | | | | |
| Sacramento-San Joaquin Delta | West Sacramento, CA | Non-profit | | | | |
| Conservancy: | 95691 | organization | Environment | Program | 4/27/2012 | \$25,000 |
| | 3500 Industrial Boulevard, Second Floor | | | | | |
| Sacramento-San Joaquin Delta | West Sacramento, CA | Non-profit | | | | |
| Conservancy: | 95691 | | Environment | Program | 6/22/2012 | \$125,000 |
| | 2150 Allston Way, Suite | | | | | |
| San Francisco Parks Alliance | 320 Berkeley, CA 94704 | 501c(3) | Environment | Program | 2/17/2012 | \$50,000 |
| Sall Flancisco Farks Aniance | McLaren Lodge | 00.0(0) | | | | |
| | Golden Gate Park, 501 | | | | | |
| San Eranaisan Barka Allianco | Stanyan Street San Francisco, CA 94117 | 501c(3) | Environment | Program | 3/30/2012 | \$100,000 |
| San Francisco Parks Alliance | San Hancisco, OA SHITT | 0010(0) | | | | |
| | 314 Rutledge Street | | | Duran | 7/07/0010 | \$30,000 |
| San Francisco Parks Alliance | San Francisco, CA 94110 2150 Allston Way, Suite | 501c(3) | Environment | Program | 7/27/2012 | \$30,000 |
| | 320 | | | | | |
| San Francisco Parks Alliance | Berkeley, CA 94704 | 501c(3) | Environment | Program | 9/17/2012 | \$25,000 |
| | 135 Van Ness Ave., Room | | | | | |
| San Francisco School Alliance Foundation | 408 San Francisco, CA 94102 | 501c(3) | Environment | Program | 3/9/2012 | \$200,000 |
| | | | | | | |
| | 1901 Olympic Blvd., #320 | | Environment | Program | 5/18/2012 | \$50,000 |
| Save Mount Diablo | Walnut Creek, CA 94596 114 Sansome Street | 501c(3) | Environment | riogram | 5/10/2012 | 400,000 |
| | Room 1200 | | | | | |
| | San Francisco, CA 94104 | | | Brogram | 4/13/2012 | \$125,000 |
| Save the Redwoods League | 3823 | 501c(3) | Environment | Program | 10/2012 | φ120,000 |
| Schoodic Education and | P. O. Box 277 | | | | | |
| Research Center Institute | Winter Harbor, ME 04693 | 501c(3) | Environment | Program | 3/23/2012 | \$150,000 |
| | | | | | | |
| | 419 South San Antonio Road, Suite 211 | | | | | |
| | rivua, ouno Err | 501c(3) | Environment | Program | 3/30/2012 | \$50,000 |

2012 TAX YEAR

STATEMENT A 20-8680679

| | Тах | n | Type of | Payment | Grant |
|--|--|---|--|--|---|
| Grantee Address | Status | Program Area | Support | Date | Amount |
| 2177 17th Street | | | | | |
| San Francisco, CA 94110 | 501c(3) | Environment | Program | 6/15/2012 | \$50,000 |
| P.O. Box 992026 | | | | | |
| Redding, CA 96099-2026 | 501c(3) | Environment | Program | 12/14/2012 | \$25,000 |
| 1001 Texas Street, Suite C Fairfield, CA 94533-5723 | 501c(3) | Environment | Program | 9/28/2012 | \$50,000 |
| | 0010(0) | | | | |
| Santa Rosa, CA 95404 | 501c(3) | Environment | Program | 4/27/2012 | \$50,000 |
| 302 San Francisco, CA 94111 | 501c(3) | Environment | Program | 4/27/2012 | \$325,000 |
| 98 Battery Street, Suite | | | | | |
| San Francisco, CA 94111 | 501c(3) | Environment | Program | 12/12/2012 | \$75,000 |
| | | | | | |
| San Francisco, CA 94105 | 501c(3) | Environment | Program | 8/3/2012 | \$60,000 |
| 1502 Sixth Street NW | | | | | |
| Washington, DC 20001 | 501c(3) | Environment | Program | 5/11/2012 | \$50,000 |
| 76 Elm Street Northampton, MA 01063 | 501c(3) | Environment | Program | 6/7/2012 | \$100,000 |
| | | | | | |
| Oakland, CA 94612 | 501c(3) | Environment | Program | 3/16/2012 | \$40,000 |
| Attn: Gift Administration 5200 North Lake Road | | | | | |
| Merced, CA 95343 | 501c(3) | Environment | Program | 6/8/2012 | \$100,000 |
| 401 1st Street, Suite 215 Richmond, CA 94801 | 501c(3) | Environment | Program | 12/14/2012 | \$40,000 |
| 717 K Street, Suite 317 Sacramento, CA 95814 | 501c(3) | Environment | Program | 8/31/2012 | \$25,000 |
| | | | | | |
| Hailey, Idaho 83333 | 501c(3) | Environment | Program | 12/14/2012 | \$10,000 |
| P.O. Box 1196 | 501c(3) | Environment | Program | 6/22/2012 | \$25,000 |
| | 0010(0) | | Trogram | | + |
| | 501c(3) | Environment | Program | 8/17/2012 | \$50,000 |
| | 0010(0) | | | | |
| 1701 Broadway Oakland, CA 94612 | 501c(3) | Environment | Program | 2/17/2012 | \$200,000 |
| P. O. Box 120551 San Diego, CA 92112-0551 | 501c(3) | Environment | Program | 4/13/2012 | \$96,000 |
| 5025 Thacher Road Ojai, CA 93023-9001 | 501c(3) | General Education | Endowment | 12/21/2012 | \$40,000 |
| 5429 Madison Avenue Sacramento, CA 95841 | 501c(3) | General Education | Program | 1/27/2012 | \$60,000 |
| | 3177 17th Street San Francisco, CA 94110P.O. Box 992026 Redding, CA 96099-20261001 Texas Street, Suite C Fairfield, CA 94533-5723966 Sonoma Ave. Santa Rosa, CA 9540498 Battery Street, Suite 30230an Francisco, CA 9411198 Battery Street, Suite 302San Francisco, CA 9411198 Battery Street, Suite 302San Francisco, CA 94111201 Mission Street, 4th Floor San Francisco, CA 941051502 Sixth Street, NWW Washington, DC 2000176 Elm Street Northampton, MA 010632781 Telegraph Ave. Oakland, CA 94612University of California, MercedAttn: Gift Administration 5200 North Lake Road Merced, CA 95343401 1st Street, Suite 215 Richmond, CA 94801717 K Street, Suite 215 Richmond, CA 94801717 K Street, Suite 317 Sacramento, CA 95814119 E. Bullion Street Hailey, Idaho 83333P.O. Box 1196 Woodland, CA 94612P. O. Box 1196 Woodland, CA 94612P. O. Box 120551 San Diego, CA 92112-05575025 Thacher Road Ojai, CA 93023-90015429 Madison Avenue | Grantee AddressStatus3177 17th Street San Francisco, CA 94110501c(3)P.O. Box 992026 Redding, CA 96099-2026501c(3)1001 Texas Street, Suite C Fairfield, CA 94533-5723501c(3)966 Sonoma Ave. Santa Rosa, CA 95404501c(3)98 Battery Street, Suite 302501c(3)98 Battery Street, Suite 302501c(3)201 Mission Street, 4th Floor San Francisco, CA 94110501c(3)1502 Sixth Street, NWW Washington, DC 20001501c(3)76 Elm Street Northampton, MA 01063501c(3)2781 Telegraph Ave. Oakland, CA 94612501c(3)University of California, Merced501c(3)401 1st Street, Suite 215 Richmond, CA 94801501c(3)717 K Street, Suite 215 Richmond, CA 94801501c(3)119 E. Bullion Street Hailey, Idaho 83333501c(3)3029 Macdonald Avenue Richmond, CA 94804501c(3)1701 Broadway Oakland, CA 94612501c(3)3029 Macdonald Avenue Richmond, CA 94804501c(3)1701 Broadway Oakland, CA 94612501c(3)5025 Thacher Road Ojai, CA 93023-9001501c(3)5025 Thacher Road Ojai, CA 93023-9001501c(3)5025 Thacher Road Ojai, CA 93023-9001501c(3)5025 Thacher Road Ojai, CA 93023-9001501c(3)5025 Thacher Road Ojai, CA 93023-900 | Grantee AddressStatusProgram Area3177 17th Street San Francisco, CA 94110501c(3)EnvironmentP.O. Box 992026 Redding, CA 96099-2026501c(3)Environment1001 Texas Street, Suite C Fairfield, CA 94533-5723501c(3)Environment966 Sonoma Ave. Santa Rosa, CA 94041501c(3)Environment98 Battery Street, Suite 302501c(3)Environment98 Battery Street, Suite 302501c(3)Environment98 Battery Street, Suite 302501c(3)Environment98 Battery Street, Suite 302501c(3)Environment201 Mission Street, Nut Suo Street, Suite 1502501c(3)Environment1502 Sixth Street, NUW Washington, DC 20001501c(3)Environment76 Elm Street Northampton, MA 01063501c(3)Environment778 Telegraph Ave. Oakland, CA 94612501c(3)Environment2781 Telegraph Ave. Oakland, CA 94612501c(3)Environment1001 tst Street, Suite 215 Richmond, CA 94801501c(3)Environment119 E. Bullion Street Hailey, Idaho 8333501c(3)Environment119 E. Bullion Street Hailey, Idaho 8333501c(3)Environment3029 Macdonald Avenue Richmond, CA 94801501c(3)Environment1701 Broadway Oakland, CA 94612501c(3)Environment1701 Broadway Oakland, CA 94612501c(3)Environment1701 Broadway Oakland, CA 94612501c(3)Environment1701 Broadway Oakland, CA 94212-055501c(3)E | Grantee AddressStatusProgram AreaSupport3177 17th Street San Francisco, CA 94110501c(3)EnvironmentProgramP.O. Box 992026 Redding, CA 96099-2026501c(3)EnvironmentProgram1001 Texas Street, Suite Faiffield, CA 94533-5723501c(3)EnvironmentProgram966 Sonoma Ave. Sant Rosa, CA 95404501c(3)EnvironmentProgram98 Battery Street, Suite 302501c(3)EnvironmentProgram98 Battery Street, Suite 302501c(3)EnvironmentProgram98 Battery Street, Suite 302501c(3)EnvironmentProgram98 Battery Street, Suite 302501c(3)EnvironmentProgram98 Battery Street, Suite 302501c(3)EnvironmentProgram1502 Sixth Street, NW Washington, DC 20001501c(3)EnvironmentProgram76 Elm Street Northampton, MA 01063501c(3)EnvironmentProgram776 Talf Telegraph Ave. Oakland, CA 94601501c(3)EnvironmentProgram1401 1st Street, Suite 215 Richmond, CA 94801501c(3)EnvironmentProgram1401 1st Street, Suite 215 Richmond, CA 94804501c(3)EnvironmentProgram119 E. Bullion Street Hailey, Idaho 83333501c(3)EnvironmentProgram119 E. Bullion Street Hailey, Idaho 83333501c(3)EnvironmentProgram701 Broadway Oakland, CA 94612501c(3)EnvironmentProgram119 E. Bullion Street Hailey, Idaho 83333501c(3) <td>Grantee AddressStatusProgram AreaSupportDate3177 17h Street San Francisco, CA 94110501c(3)EnvironmentProgram6/15/2012P.O. Box 902026 Redding, CA 96099-2026501c(3)EnvironmentProgram12/14/20121001 Texas Street, Suite Santa Rosa, CA 95404 98 Battery Street, Suite 302501c(3)EnvironmentProgram4/27/2012966 Sonoma Ave. Santa Rosa, CA 95404 302501c(3)EnvironmentProgram4/27/201298 Battery Street, Suite 302501c(3)EnvironmentProgram4/27/201298 Battery Street, Suite 302Son Francisco, CA 94111501c(3)EnvironmentProgram4/27/2012201 Massion Street, Ath Floor San Francisco, CA 94105501c(3)EnvironmentProgram8/3/20121502 Sixth Street, NUW Washington, DC 20001501c(3)EnvironmentProgram8/1/2012766 Elm Street Northampton, MA 01063501c(3)EnvironmentProgram8/1/20121502 Sixth Street, NUW Washington, DC 20001501c(3)EnvironmentProgram8/1/20121502 Sixth Street, Suite Soltc(3)EnvironmentProgram8/1/20121502 Sixth Street, Suite Soltc(3)EnvironmentProgram8/1/20121502 Sixth Street, Suite Soltc(3)EnvironmentProgram8/1/20121502 Sixth Street, Suite 315 Soltc(3)EnvironmentProgram8/1/20121502 Sixth Street, Suite 315 Soltc(3)EnvironmentProgram8/1/2012<</td> | Grantee AddressStatusProgram AreaSupportDate3177 17h Street San Francisco, CA 94110501c(3)EnvironmentProgram6/15/2012P.O. Box 902026 Redding, CA 96099-2026501c(3)EnvironmentProgram12/14/20121001 Texas Street, Suite Santa Rosa, CA 95404 98 Battery Street, Suite 302501c(3)EnvironmentProgram4/27/2012966 Sonoma Ave. Santa Rosa, CA 95404 302501c(3)EnvironmentProgram4/27/201298 Battery Street, Suite 302501c(3)EnvironmentProgram4/27/201298 Battery Street, Suite 302Son Francisco, CA 94111501c(3)EnvironmentProgram4/27/2012201 Massion Street, Ath Floor San Francisco, CA 94105501c(3)EnvironmentProgram8/3/20121502 Sixth Street, NUW Washington, DC 20001501c(3)EnvironmentProgram8/1/2012766 Elm Street Northampton, MA 01063501c(3)EnvironmentProgram8/1/20121502 Sixth Street, NUW Washington, DC 20001501c(3)EnvironmentProgram8/1/20121502 Sixth Street, Suite Soltc(3)EnvironmentProgram8/1/20121502 Sixth Street, Suite Soltc(3)EnvironmentProgram8/1/20121502 Sixth Street, Suite Soltc(3)EnvironmentProgram8/1/20121502 Sixth Street, Suite 315 Soltc(3)EnvironmentProgram8/1/20121502 Sixth Street, Suite 315 Soltc(3)EnvironmentProgram8/1/2012< |

2012 TAX YEAR

| | | Тах | | | Payment | Grant |
|--|---|---------|-------------------|---------|------------|-----------|
| Grantee Legal Name | Grantee Address | Status | Program Area | Support | Date | Amount |
| | 1215 K Street, Suite 1570 | | | | | |
| CBEE Foundation | Sacramento, CA 95814 | 509a(1) | General Education | Program | 9/7/2012 | \$50,000 |
| | 1625 Clay Street, Suite 300 | | | | | |
| Education Pioneers Inc. | Oakland, CA 94612 | 501c(3) | General Education | Program | 8/31/2012 | \$50,000 |
| Foundation For Teaching Economics | 260 Russell Blvd., Suite B Davis, CA 95616 | 501c(3) | General Education | Program | 2/3/2012 | \$10,000 |
| Head-Royce School | 4315 Lincoln Avenue Oakland, CA 94602 | 501c(3) | General Education | Program | 8/31/2012 | \$10,000 |
| Live Oak Foundation Inc | 30 Keystone Avenue Morgan Hill, CA 95037 | 501c(3) | General Education | Program | 8/17/2012 | \$2,000 |
| | c/o VentureSpark 2269 Chestnut St., Suite 500 | | | | | |
| Oakland Military Institute | San Francisco, CA 94123 | 501c(3) | General Education | Program | 1/13/2012 | \$5,000 |
| Oakland Schools Foundation | P.O. Box 27148 Oakland, CA 94620-0148 | 501c(3) | General Education | Program | 6/28/2012 | \$25,000 |
| Parents for Public Schools Inc. | 3543 18th Street San Francisco, CA 94110 | 501c(3) | General Education | Program | 10/19/2012 | \$25,000 |
| Phillips Brooks School, The | 2245 Avy Avenue Menio Park, CA 94025 | 501c(3) | General Education | Program | 9/7/2012 | \$5,000 |
| | 2730 Bryant Street, | | | | | |
| San Francisco Education Fund | Second Floor San Francisco, CA 94110 | 501c(3) | General Education | Program | 9/21/2012 | \$30,000 |
| Santa Catalina School | 1500 Mark Thomas Drive Monterey, CA 93940-5291 | 501c(3) | General Education | Program | 10/4/2012 | \$100,000 |
| SEE College Prep Inc. | 145 Natoma St., 3rd Floor San Francisco, CA 94105 | 501c(3) | General Education | Program | 2/3/2012 | \$25,000 |
| Spark Program Inc. | 251 Rhode Island Street, Suite 205 San Francisco, CA 94103 | 501c(3) | General Education | Program | 10/19/2012 | \$25,000 |
| The Board of Trustees of Leland Stanford Junior University | The President's Fund 301 Encina Hall Stanford, CA 94305-6076 | 501c(3) | General Education | Program | 6/1/2012 | \$25,000 |
| The Board of Trustees of Leland Stanford Junior University | Suite 131C Stanford, CA 94305-5015 | 501c(3) | General Education | Program | 7/20/2012 | \$25,000 |
| The Center for the Future of Teaching and Learning at WestEd | 1000 G Street, Suite 500 Sacramento, CA 95814 | 501c(3) | General Education | Program | 9/14/2012 | \$300,000 |
| The East Bay Community Foundation | De Domenico Building 200 Frank H. Ogawa Plaza Oakland, CA 94612 | | General Education | Program | 7/13/2012 | \$115,000 |
| UC Davis Foundation | One Shields Avenue Davis, CA 95616 | 501c(3) | General Education | Program | 8/31/2012 | \$25,000 |
| Hearing and Speech Center of Northern California | 1234 Divisadero Street San Francisco, CA 94115 | 501c(3) | Health | Capital | 5/4/2012 | \$31,500 |
| A Home Within Inc. | 2500 18th Street San Francisco, CA 94110 | 501c(3) | Health | Program | 4/13/2012 | \$25,000 |

2012 TAX YEAR

STATEMENT A 20-8680679

| | | Тах | | | Payment | Grant |
|---|--|---------|--------------|---------|------------|-------------|
| Grantee Legal Name | Grantee Address | Status | Program Area | Support | Date | Amount |
| Alameda County Community Food Bank | P.O. Box 2599 Oakland, CA 94614 | 501c(3) | Health | Program | 3/16/2012 | \$100,000 |
| Alameda County Health Care | 2001 Broadway, Wuite M Oakland, CA 94612-2312 | 501c(3) | Health | Program | 9/21/2012 | \$25,000 |
| Ambulatory Surgery Access Coalition | 115 Sansome Street, Ste 1205 San Francisco, CA 94104 | 501c(3) | Health | Program | 7/27/2012 | \$50,000 |
| Bay Area Women's and Children's Center | 318 Leavenworth Street San Francisco, CA 94102 | 501c(3) | Health | Program | 7/13/2012 | \$100,000 |
| Buck Institute for Age Research | 8001 Redwood Blvd. Novato, CA 94945 | 501c(3) | Health | Program | 2/10/2012 | \$1,000,000 |
| California School Health Centers Association | Oakland, CA 94612 | 501c(3) | Health | Program | 6/8/2012 | \$100,000 |
| Canine Companions for Independence | 2965 Dutton Avenue P.O. Box 446 Santa Rosa, CA 95402- 0446 | 501c(3) | Health | Program | 2/10/2012 | \$15,000 |
| Children Now | 1404 Franklin Street, Suite 700 Oakland, CA 94612, CA | 501c(3) | Health | Program | 4/13/2012 | \$75,000 |
| Dental Health Foundation | 520 3rd Street, Suite 108 Oakland, CA 94607 | 501c(3) | Health | Program | 8/24/2012 | \$100,000 |
| East Bay Asian Youth Center | 2025 East 12th Street Oakland, CA 94606 | 501c(3) | Health | Program | 7/27/2012 | \$50,000 |
| Family House, Inc. | 50 Irving Street San Francisco, CA 94122 | 501c(3) | Health | Program | 4/6/2012 | \$100,000 |
| Foundation for Osteoporosis Research & Education | 1814 Franklin Street Suite 620 Oakland, CA 94612 | 501c(3) | Health | Program | 9/7/2012 | \$25,000 |
| Huckleberry Youth Programs, Inc. | 3310 Geary Blvd San Francisco, CA 94118 | 501c(3) | Health | Program | 6/8/2012 | \$125,000 |
| Jamestown Community Center Inc. | 3382 26th Street San Francisco, CA 94110 | 501c(3) | Health | Program | 6/8/2012 | \$125,000 |
| La Clinica de La Raza Inc. | 1515 Fruitvale Avenue Oakland, CA 94601 | 501c(3) | Health | Program | 10/12/2012 | \$150,000 |
| National Assembly on School- Based Health Care | 1010 Vermont Avenue, NW Suite 600 Washington, DC 20005 | 501c(3) | Health | Program | 6/22/2012 | \$200,000 |
| Northern California Institute for Bone Health Inc. | 3100 Telegraph Avenue, Suite 3000 Oakland, CA 94609-3223 | 501c(3) | Health | Program | 4/13/2012 | \$25,000 |
| Oakland Unified School District | Family, Schools, and Community Partnerships (FSCP) Lakeview Campus 746 Grand Avenue Oakland, CA 94610 | 501c(3) | Health | Program | 6/1/2012 | \$90,000 |

2012 TAX YEAR

| | | Тах | | Type of | Payment | Grant |
|---|--|-----------|--------------|---------|-------------|-------------|
| Grantee Legal Name | Grantee Address | Status | Program Area | Support | Date | Amount |
| . | Family, Schools, and | | | | | |
| | Community Partnerships (FSCP) | | | | | 17. |
| | Lakeview Campus | | | | | Ð |
| | 746 Grand Avenue | | | | | |
| Dakland Unified School District | Oakland, CA 94610 | 501c(3) | Health | Program | 5/18/2012 | \$50,000 |
| | Family, Schools, and | | | | | |
| | Community Partnerships (FSCP) | | | | | |
| | Lakeview Campus | | | | | |
| | 746 Grand Avenue | | | | | |
| Dakland Unified School District | Oakland, CA 94610 | 501c(3) | Health | Program | 9/28/2012 | \$60,000 |
| | Family, Schools, and | | | | | |
| | Community Partnerships (FSCP) | | | | | |
| | Lakeview Campus | | | | | |
| | 746 Grand Avenue | | | | | |
| Oakland Unified School District | Oakland, CA 94610 | 501c(3) | Health | Program | 9/28/2012 | \$50,000 |
| | 1611 Telegraph Ave., Suite | | | | | |
| Partnership for Children and | 404 Optiland CA 04612 | 501c(3) | Health | Program | 6/15/2012 | \$60,000 |
| Youth | Oakland, CA 94612 545 Sansome Street, Suite | 5010(5) | (lealu) | Trogram | 0/10/2012 | |
| | 900 | | | | | |
| Peer Health Exchange, Inc. | San Francisco, CA 94111 | 501c(3) | Health | Program | 4/13/2012 | \$25,000 |
| | | | 52 | | 1 | |
| | Peralta Elementary Schoo | | | | | |
| Peralta Parent Group Inc. | 460 63rd Street Oakland, CA 94609 | 501c(3) | Health | Program | 6/1/2012 | \$20,000 |
| Peralla Parent Group Inc. | Carland, CA 94003 | 0010(0) | | | | |
| | 2604 Roosevelt Avenue | | | | | |
| Pogo Park | Richmond, CA 94804-1623 | 501c(3) | Health | Program | 3/23/2012 | \$100,000 |
| | 000 Demouluerie Avenue | | | | | |
| San Francisco Food Bank | 900 Pennsylvania Avenue San Francisco, CA 94107 | 501c(3) | Health | Program | 6/1/2012 | \$75,000 |
| San Flancisco Food Bank | c/o Seva Foundation | 0010(0) | | | 1 | |
| | 1786 Fifth Street | | | | | |
| Seva Foundation | Berkeley, CA 94710 | 501c(3) | Health | Program | 2/10/2012 | \$5,000 |
| | Young Adult and Family | | | | | |
| | Center Langley Porter Psychiatric | | | | | |
| | Institute | | | | | |
| | 401 Parnassus Avenue | | | | | |
| UC San Francisco Foundation | San Francisco, CA 94143 | 501c(3) | Health | Program | 8/24/2012 | \$75,000 |
| | 220 Montgomery Street, | | | | | |
| University of California San | 5th Floor San Francisco, CA 94104 | 501c(3) | Health | Program | 11/30/2012 | \$60,000 |
| Francisco Foundation | 3333 California Street, | 5010(5) | | Trogram | | |
| | Suite 380 | | | | | |
| University of California, San | San Francisco, CA 94143 | | | | | |
| Francisco Foundation | 1265 | 501c(3) | Health | Program | 8/24/2012 | \$75,000 |
| | 1077 Minutes Obrest | | | | | |
| Volunteers in Medicine-San Francisco | 4877 Mission Street San Francisco, CA 94112 | 501c(3) | Health | Program | 7/27/2012 | \$50,000 |
| FTANCISCO | | | | | | |
| | 28 2nd Street, Suite 400 | | | | | |
| Youth Leadership Institute | San Francisco, CA 94105 | 501c(3) | Health | Program | 3/30/2012 | \$60,000 |
| | At the Palace of Fine Arts | | | | | |
| | 3601 Lyon Street | | | | | |
| Transferrations: The | San Francisco, CA 94123 | 501c(3) | STEM\Other | Capital | 10/12/2012 | \$1,000,000 |
| Exploratorium, The | 1099 | 1 0010(3) | STEIMOUTEI | | 1.0/12/2012 | +., |

2012 TAX YEAR

| | | Тах | | Type of | Payment | Grant |
|---|--|------------------|--------------|----------|--------------|-------------|
| Grantee Legal Name | Grantee Address | Status | Program Area | Support | Date | Amount |
| 5 | 004 Diett Deuleurard | | | | | |
| Harvey Mudd College | 301 Platt Boulevard Claremont, CA 91711 | 501c(3) | STEM | Capital | 8/24/2012 | \$50,000 |
| narvey made conege | | | | | | |
| Occase Evolution Trust Inc. | P.O. Box 42 Old Lyme, CT 06371 | 501c(3) | STEM | Capital | 6/22/2012 | \$250,000 |
| Ocean Exploration Trust Inc. | Old Lynne, O'r 000/1 | 0010(0) | | | | |
| | 1616 H Street, Suite 820 | 504-(2) | STEM | Program | 4/6/2012 | \$100,000 |
| Afterschool Alliance | Washington, DC 20006 95 Morton St | 501c(3) | STEIM | riogram | 4/0/2012 | \$100,000 |
| | Ground Floor | | | | 7/00/0040 | ¢100.000 |
| America Achieves | New York, NY 10014 Norton's Woods | 501c(3) | STEM | Program | 7/20/2012 | \$100,000 |
| | 136 Irving Street | | | | | |
| American Academy of Arts and | Cambridge, MA 02138- | 504 (0) | OTEN | 0 | 2/16/2012 | \$200,000 |
| Sciences | 1996 2950 Merced Street, Suite | 501c(3) | STEM | Program | 3/16/2012 | \$200,000 |
| | 225 | | | | | |
| American Chemical Society - | San Leandro, CA 94577- | 5 .0 (0) | OTEN | Deserver | 0/17/2012 | \$15,000 |
| Project SEED | 5669 2327 L Street | 501c(3) | STEM | Program | 2/17/2012 | \$15,000 |
| California Congress of Parents, | Sacramento, CA 95816- | | | | | |
| Teachers and Students, Inc. | 5014 | 501c(3) | STEM | Program | 12/14/2012 | \$115,000 |
| California Council on Science | 5005 La Mart Drive, Suite 105 | | | | | |
| and Technology | Riverside, CA 92507 | 501c(3) | STEM\Other | Program | 11/21/2012 | \$200,000 |
| | 200 Maritime Academy | | | | | |
| California Maritime Academy Foundation, Inc. | Drive Vallejo, CA 94590-8181 | 501c(3) | STEM | Program | 4/27/2012 | \$40,000 |
| | 1 Grand Avenue | 0010(0) | | | | |
| California Polytechnic State | San Luis Obispo, CA | 504.40 | OTEN | Brogram | 5/11/2012 | \$265,000 |
| University Foundation | 93407 2150 Shattuck Ave. Suite | 501c(3) | STEM | Program | 5/11/2012 | \$203,000 |
| ConnectEd: The California | 1200 | | | | | |
| Center for College and Career | Berkeley, CA 94704 | 501c(3) | STEM | Program | 5/4/2012 | \$258,000 |
| | One Embarcadero Center, Suite 500 | | | | | |
| CSLNet | San Francisco, CA 94111 | 501c(3) | STEM | Program | 12/14/2012 | \$1,250,000 |
| | 4044 Murtle Street | | | | | |
| Eastside College Preparatory School, Inc. | 1041 Myrtle Street East Palo Alto, CA 94303 | 501c(3) | STEM | Program | 8/31/2012 | \$50,000 |
| | 770 North Halsted Street, | | | | | |
| Education Development Center, | Suite 205 | 501c(3) | STEM | Program | 4/13/2012 | \$30,000 |
| Inc. | Chicago, IL 60642 | 5010(5) | | Tigram | In Torico IL | +00,000 |
| Foundation of City College of | 50 Phelan Avenue | | | | 4/07/0040 | ¢05.000 |
| San Francisco | San Francisco, CA 94112 | 501c(3) | STEM | Program | 4/27/2012 | \$25,000 |
| Girls Incorporated of Alameda | 13666 East 14th Street | | | | | |
| County | San Leandro, CA 94578 | 501c(3) | STEM | Program | 9/14/2012 | \$75,000 |
| Girls Incorporated of Alameda | 13666 East 14th Street | | | | | |
| County | San Leandro, CA 94578 | 501c(3) | STEM | Program | 10/19/2012 | \$75,000 |
| | | | | | | |
| Crowth Contor | 2625 Polk Street, Suite 4 San Francisco, CA 94109 | 501c(3) | STEM | Program | 12/14/2012 | \$350,000 |
| Growth Sector | Gail + Tanoisco, OA 34103 | 0010(0) | | | | |
| | 5301 Stevens Creek Blvd. | | 1 | | | |
| Industry Initiatives for Science | P. O. Box 58059; MS WO Santa Clara, CA 95052 | 501c(3) | STEM | Program | 8/31/2012 | \$250,000 |
| and Math Education | Ganta Glara, GA 50032 | 1 0010(0) | Ter min | | 1 | |

2012 TAX YEAR

STATEMENT A 20-8680679

| | | Тах | | Type of | Payment | Grant |
|---|--|---------|--------------|-----------|------------|----------------|
| Grantee Legal Name | Grantee Address | Status | Program Area | Support | Date | Amount |
| Granice Lega Name | 5333 Mission Center Road, | Otatao | e g. a | | | |
| | Suite 200 | | | | | |
| nstitute for Teaching | San Diego, CA 92108 | 501c(3) | STEM | Program | 10/12/2012 | \$375,000 |
| tofewatta Liberary and Learning | 3491 Mt. Diablo Rd. | | | | | |
| Lafayette Library and Learning Center Foundation | Lafayette, CA 94549-3915 | 501c(3) | STEM | Program | 6/15/2012 | \$25,000 |
| | c/o the Marines' Memorial | | | | | |
| | Club | | | | | |
| | 609 Sutter Street | E01-(2) | STEM | Program | 1/13/2012 | \$25,000 |
| Marines' Memorial Association | San Francisco, CA 94102 | 501c(3) | STEM | Filogram | 1/10/2012 | ψ20,000 |
| | 7100 Connecticut Ave. | | | | | |
| National 4-H Council | Chevy Chase, MD 20815 | 501c(3) | STEM | Program | 4/13/2012 | \$30,000 |
| | | | | | | |
| National Anadomy of Coloneon | 500 Fifth Street, NW Washington, DC 20001 | 501c(3) | STEM | Program | 2/17/2012 | \$250,000 |
| National Academy of Sciences | washington, DC 20001 | 5010(5) | | riogram | LITTLOTL | <i>\</i> |
| | 500 Fifth Street, NW | | | | | |
| National Academy of Sciences | Washington, DC 20001 | 501c(3) | STEM | Program | 5/4/2012 | \$300,000 |
| | and Datum Satis David | | | | | |
| National Society of Black | 205 Daingerfield Road Alexandria, VA 22314 | 501c(3) | STEM | Program | 4/27/2012 | \$75,000 |
| Engineers | Think College Now | 0010(0) | | , regiuni | | |
| | P.O. Box 27148 | | | | | |
| Oakland Schools Foundation | Oakland, CA 94602 | 501c(3) | STEM | Program | 9/7/2012 | \$30,000 |
| | Superintendent's Office 1025 2nd Avenue, Room | | | | | |
| | 301 | 8 | | | | |
| Oakland Unified School District | Oakland, CA 94606 | 501c(3) | STEM | Program | 4/27/2012 | \$50,000 |
| | Superintendent's Office | | | | | |
| | 1025 2nd Avenue, Room | | | | | |
| | 301 Oakland, CA 94606 | 501c(3) | STEM | Program | 5/11/2012 | \$9,500 |
| Oakland Unified School District | Superintendent's Office | 5010(5) | | riogram | 0/11/2012 | <i></i> |
| | 1025 2nd Avenue, Room | | 1 | | | |
| | 301 | | l | | | ¢400.000 |
| Oakland Unified School District | Oakland, CA 94606 | 501c(3) | STEM | Program | 8/17/2012 | \$100,000 |
| | Superintendent's Office 1025 2nd Avenue, Room | | | | | |
| | 301 | | | | | |
| Oakland Unified School District | Oakland, CA 94606 | 501c(3) | STEM | Program | 8/17/2012 | \$250,000 |
| | Superintendent's Office | | | | | |
| | 1025 2nd Avenue, Room 301 | | | | | |
| Oakland Unified School District | Oakland, CA 94606 | 501c(3) | STEM | Program | 6/8/2012 | \$868,000 |
| | Superintendent's Office | | | | | |
| | 1025 2nd Avenue, Room | | | | | |
| Onlyand Unified Cabool District | 301 Oakland, CA 94606 | 501c(3) | STEM | Program | 6/8/2012 | \$857,000 |
| Oakland Unified School District | 1611 Telegraph Ave., Suite | | | Trogram | U.U.L. | |
| Partnership for Children and | 404 | | | | | |
| Youth | Oakland, CA 94612 | 501c(3) | STEM | Program | 12/14/2012 | \$350,000 |
| | 3050 Post Oak Blvd, Suite | | | | | |
| Pageoning Mind Joo | 1200 Houston, TX 77056 | 501c(3) | STEM | Program | 11/30/2012 | \$165,000 |
| Reasoning Mind, Inc. | 1003001, 17 77030 | 0010(0) | | riggium | | |
| | Lawrence Berkeley | | | | | |
| | National Lab | | | | | |
| Regents of the University of | Cyclotron Road MS7R022 | | STEM | Program | 7/27/2012 | \$200,000 |
| California | Berkeley, CA 94720 | 501c(3) | STEM | Fiogram | 112112012 | φ200,000 |

2012 TAX YEAR

STATEMENT A 20-8680679

| | | Тах | | Type of | Payment | Grant |
|---|--|---------|--------------|---------|------------|-----------|
| Grantee Legal Name | Grantee Address | Status | Program Area | Support | Date | Amount |
| | 100 Medical Center Way Woods Building, UCSF Box 0905 | | | | | |
| Regents of the University of California | San Francisco, CA 94143- 0905 | 501c(3) | STEM | Program | 5/11/2012 | \$30,000 |
| Regents of the University of California | One Centennial Drive Berkeley, CA 94720-5200 | 501c(3) | STEM | Program | 8/31/2012 | \$730,000 |
| Regents of the University of California | University of California Office of the President 300 Lakeside Drive, 7th Floor Oakland, CA 94612-3550 | 501c(3) | STEM | Program | 9/14/2012 | \$69,719 |
| Regents of the University of California | 100 Medical Center Way Woods Building, UCSF Box 0905 San Francisco, CA 94143- 0905 | 501c(3) | STEM | Program | 12/14/2012 | \$120,000 |
| Regents of the University of | University of California Office of the President 300 Lakeside Drive, 7th Floor Oakland, CA 94612-3550 | 501c(3) | STEM | Program | 12/14/2012 | \$60,000 |
| California | 19 West 44th Street, Suite 412 | 5010(3) | | | | |
| Science Friday Initiative Inc | New York, NY 10036 | 501c(3) | STEM | Program | 10/26/2012 | \$125,000 |
| Sesame Workshop | 1900 Broadway New York, NY 10023 401 Golden Shore, 6th | 501c(3) | STEM | Program | 8/17/2012 | \$250,000 |
| The California State University Foundation | Floor Long Beach, CA 90802- 4210 | 501c(3) | STEM | Program | 12/21/2012 | \$300,000 |
| The California State University Foundation | 401 Golden Shore, 6th Floor Long Beach, CA 90802- 4210 | 501c(3) | STEM | Program | 7/27/2012 | \$175,000 |
| The California State University Foundation | 401 Golden Shore, 6th Floor Long Beach, CA 90802- 4210 | 501c(3) | STEM | Program | 10/12/2012 | \$460,000 |
| The Regents of the University of California | Office of Research, Sponsored Programs UC Davis 1850 Research Park Drive, Suite 300 Davis, CA 95618 | 501c(3) | STEM | Program | 12/14/2012 | \$140,000 |
| The Regents of the University of California | Office of Research, Sponsored Programs UC Davis 1850 Research Park Drive, | | STEM | Program | 12/14/2012 | \$410,000 |
| UC Berkeley - Space Sciences Laboratory | Berkeley, CA 94720-7450 | | STEM | Program | 4/13/2012 | \$50,000 |
| University of Colorado Foundation | College of Engineering and Applied Science 422 UCB Boulder, CO 80309 | 501c(3) | STEM | Program | 4/13/2012 | \$250,000 |

2012 TAX YEAR

Grants Paid from Jan 1, 2012 - December 31, 2012

| Grantee Legal Name | Grantee Address | Tax Status | Program Area | | Payment Date | Grant Amount |
|--------------------|----------------------------|---------------|--------------|---------|-----------------|-----------------|
| | Catherine Jovicich Walcott | | | | | |
| | Chief Development Officer | | | | | |
| | 730 Harrison Street | Non-profit | | | 101110010 | #050.000 |
| WestEd | San Francisco, CA 94107 | organization | STEM | Program | 12/14/2012 | \$250,000 |

Total Charitable Distribution Paid 1/01/12 - 12/31/12

\$37,627,195

2012 TAX YEAR

20-8680679

Grants Paid from Jan 1, 2013 - March 15, 2013

| | | Tax | | Type of | Payment | Grant |
|---|---|----------------------------|--------------------------------------|---------|-----------|-----------|
| Grantee Legal Name | Grantee Address | Status | Program Area | Support | Date | Amount |
| | P.O. Box 410715 | | Character/Citizenship | | | |
| Aim High for High School | San Francisco, CA 94141-0715 | 501c(3) | Development | Program | 1/11/2013 | \$25,000 |
| Public Policy Institute of California | 500 Washington Street Suite 600 San Francisco, CA 94111 | 501c(3) 501c(3) | Character/Citizenship Development | Program | 1/11/2013 | \$10,000 |
| San Francisco Court Appointed Special Advocate Program | 100 Bush Street Suite 650 San Francisco, CA 94104 | 501c(3) | Character/Citizenship Development | Program | 2/8/2013 | \$28,800 |
| The Guardsmen | P.O. Box 29250 San Francisco, CA 94129 | 501c(3) | Character/Citizenship Development | Program | 2/22/2013 | \$50,000 |
| Proposition 8 Legal Defense Fund | P. O. Box 162849 Sacramento, CA 95816 | 501c(3) | Civic | Program | 2/8/2013 | \$200,000 |
| REDF | 221 Main Street, Suite 1550 San Francisco, CA 94105 1029 K Street, Suite 48 | 501c(3) | Civic | Program | 2/15/2013 | \$50,000 |
| California Council of Land Trusts | Sacramento, CA 95814 | 501c(3) | Environment | Program | 2/22/2013 | \$35,000 |
| Earth Island Institute | Berkeley, CA 94703 2150 Allston Way, Suite 320 | 501c(3) | Environment | Program | 2/8/2013 | \$45,000 |
| San Francisco Parks Alliance | Berkeley, CA 94704 | 501c(3) | Environment | Program | 2/22/2013 | \$5,000 |
| The National Judicial College | c/o The National Judicial College Judicial College Building/MS 358 REno, NV 89557 P. O. Box 120551 | 501c(3) | Environment | Program | 2/28/2013 | \$17,250 |
| Zoological Society of San Diego | San Diego, CA 92112-0551 | 501c(3) | Environment | Program | 2/22/2013 | \$96,000 |
| Day School Foundation | St. Matthew's Episcopal Day School 16 Baldwin Avenue San Mateo, CA 94401 | 501c(3) | General Education | Program | 2/15/2013 | \$50,000 |
| Oakland Military Institute | c/o VentureSpark 2269 Chestnut St., Suite 500 San Francisco, CA 94123 | 501c(3) | General Education | Program | 1/11/2013 | \$10,000 |
| San Francisco Department of Children, Youth and Their Families | 1390 Market Street, Suite 900 San Francisco, CA 94102 | Non-profit organization | Health | Program | 2/1/2013 | \$85,000 |
| American Chemical Society - Project SEED | 2950 Merced Street, Suite 225 San Leandro, CA 94577-5669 | 501c(3) | STEM | Program | 2/1/2013 | \$15,000 |
| EdSource Inc. | 520 San Antonio Road, Suite 200 Mountain View, CA 94040-1217 | 501c(3) | STEM | Program | 1/11/2013 | \$100,000 |
| Foundation For Teaching Economics | 260 Russell Blvd., Suite B Davis, CA 95616 | 501c(3) | STEM | Program | 2/1/2013 | \$10,000 |
| Regents of the University of California | 100 Medical Center Way Woods Building, UCSF Box 0905 San Francisco, CA 94143-0905 | 501c(3) | STEM | Program | 2/1/2013 | \$100,000 |

| Total Charitable Distribution Paid 1/01/13 - 3/15/13 | \$932,050 |
|--|-------------|
| Less: Grants to be treated as Qualifying Distributions for the 2013 Tax year | (\$189,900) |
| Grants Paid in 2013 - Elected as being made in the 2012 tax year (See Statement C) | \$742,150 |

** Note: See Statement C Regarding Conduit Foundation Election Pursuant to Code Sec. 4942(h)(2) and Code Sec. 170(b)(1)(F)(ii)

STATEMENT C FEIN 20-8680679

STATEMENT REGARDING STATUS AS A CONDUIT PRIVATE FOUNDATION INTERNAL REVENUE CODE SECTION 170(b)(1)(F)(ii) ELECTION INTERNAL REVENUE CODE SECTION 4942(b)(2) ELECTION

PURSUANT TO IRC §170(b)(1)(F)(ii) AND TREAS. REGS. §1.170A-9(h), THE FOUNDATION HEREBY ELECTS TO TREAT THE QUALIFYING DISTRIBUTIONS MADE DURING THE 2¹/₂ MONTH PERIOD (JANUARY THROUGH MARCH 15, 2013) FOLLOWING THE CLOSE OF THE 2012 TAX YEAR AS BEING MADE DURING THE CURRENT 2012 TAX YEAR. (SEE STATEMENT B.)

PURSUANT TO IRC § 4942(h)(2) AND TREAS. REGS. §53.4942(a)-3(d)(2), THE FOUNDATION ALSO HEREBY ELECTS TO TREAT THE QUALIFYING DISTRIBUTIONS MADE DURING THE 2 ½ MONTH PERIOD (JANUARY THROUGH MARCH 15, 2013) FOLLOWING THE CLOSE OF THE 2012 TAX YEAR, AS OUT OF CORPUS.

THE AMOUNT FOR THE ABOVE ELECTIONS IS AS FOLLOWS:

ELECTION AMOUNT TREATED AS MADE OUT OF CORPUS FOR THE 2012 TAX YEAR:

\$742,150

THE FOUNDATION MEETS THE REQUIREMENTS OF IRC §§ 170(b)(1)(A)(vii), 170(b)(1)(F)(ii) AND 4942(h)(2) IN THAT QUALIFYING DISTRIBUTIONS OUT OF CORPUS WERE MADE WITHIN 2 MONTHS AND 15 DAYS FOLLOWING THE CLOSE OF THE 2012 TAX YEAR IN AN AMOUNT EQUAL TO 100% OF ALL CONTRIBUTIONS RECEIVED DURING THE 2012 TAX YEAR AND IN THAT THERE IS NO REMAINING UNDISTRIBUTABLE INCOME FOR THE 2011 AND 2012 TAX YEARS. THEREFORE, THE FOUNDATION IS A CONDUIT PRIVATE FOUNDATION AND THE FOUNDATION OUALIFIES AS A 50% CHARITY.

DATED: 10/3/13

Lauren B. Dachs

LAUREN B. DACHS PRESIDENT STEPHEN BECHTEL FUND

STATEMENT D FEIN 20-8680679

STATEMENT REGARDING STATUS AS A CONDUIT PRIVATE FOUNDATION INTERNAL REVENUE CODE SECTION 170(b)(1)(F)(ii) ELECTION INTERNAL REVENUE CODE SECTION 4942(h)(2) ELECTION

PURSUANT TO IRC §170(b)(1)(F)(ii) AND TREAS. REGS. §1.170A-9(h), THE FOUNDATION HEREBY ELECTS TO TREAT THE QUALIFYING DISTRIBUTIONS MADE DURING THE 2½ MONTH PERIOD (JANUARY THROUGH MARCH 15, 2012) FOLLOWING THE CLOSE OF THE 2011 TAX YEAR AS BEING MADE DURING THE CURRENT 2011 TAX YEAR. (SEE STATEMENT B.)

PURSUANT TO IRC § 4942(h)(2) AND TREAS. REGS. §53.4942(a)-3(d)(2), THE FOUNDATION ALSO HEREBY ELECTS TO TREAT THE QUALIFYING DISTRIBUTIONS MADE DURING THE 2 ½ MONTH PERIOD (JANUARY THROUGH MARCH 15, 2012) FOLLOWING THE CLOSE OF THE 2011 TAX YEAR, AS OUT OF CORPUS.

THE AMOUNT FOR THE ABOVE ELECTIONS IS AS FOLLOWS:

ELECTION AMOUNT TREATED AS MADE OUT OF CORPUS FOR THE 2011 TAX YEAR:

\$845,700

THE FOUNDATION MEETS THE REQUIREMENTS OF IRC §§ 170(b)(1)(A)(vii), 170(b)(1)(F)(ii) AND 4942(b)(2) IN THAT QUALIFYING DISTRIBUTIONS OUT OF CORPUS WERE MADE WITHIN 2 MONTHS AND 15 DAYS FOLLOWING THE CLOSE OF THE 2011 TAX YEAR IN AN AMOUNT EQUAL TO 100% OF ALL CONTRIBUTIONS RECEIVED DURING THE 2011 TAX YEAR AND IN THAT THERE IS NO REMAINING UNDISTRIBUTABLE INCOME FOR THE 2010 AND 2011 TAX YEARS. THEREFORE, THE FOUNDATION IS A CONDUIT PRIVATE FOUNDATION AND THE FOUNDATION QUALIFIES AS A 50% CHARITY.

DATED: 10/2/12

Lauren B. Dachs

LAUREN B. DACHS PRESIDENT STEPHEN BECHTEL FUND

CALCULATION FOR STATUS AS A CONDUIT PRIVATE FOUNDATION INTERNAL REVENUE CODE SECTION 170(b)(1)(F)(ii) INTERNAL REVENUE CODE SECTION 4942(h)(2)

A. <u>2012 QUALIFYING DISTRIBUTIONS REQUIREMENTS</u> TO BE TREATED AS A CONDUIT FOUNDATION

| 2012 UNDISTRIBUTED INCOME | \$0 |
|--|---------------------|
| 2012 DISTRIBUTABLE AMOUNT (Part XI, Line 7, Page 8, 2012 Form 990-PF) | \$33,710 |
| 2012 TOTAL CONTRIBUTIONS RECEIVED (Part I, Line 1(a), Page 1, 2012 Form 990-PF) | <u>\$40,000,000</u> |
| TOTAL AMOUNT TO BE DISTRIBUTED BY 3/15/12 TO BE DEEMED A CONDUIT FOUNDATION | <u>\$40,033,710</u> |
| 2012 QUALIFYING DISTRIBUTIONS MADE | |
| TOTAL QUALIFYING DISTRIBUTIONS FOR 2012 (Part I, Line 26(d), Page 1, 2012 Form 990-PF) | \$39,995,263 |
| AMOUNTS PAID TO ACQUIRE ASSETS USED FOR CHARITABLE PURPOSES (Part XII, Line 2, Page 8, 2012 Form 990-PF) | \$142,001 |
| ELECTIONS MADE ON FILED 2011 FORM 990-PF FOR QUALIFYING DISTRIBUTIONS MADE BETWEEN 1/1/12 AND 3/15/12 TO BE TREATED AS MADE IN THE 2011 TAX YEAR (Statement D) | (\$845,700) |
| ELECTIONS MADE ON 2012 FORM 990-PF FOR QUALIFYING DISTRIBUTIONS MADE BETWEEN 1/1/13 AND 3/15/13 TO BE TREATED AS MADE IN THE 2012 TAX YEAR (Statement C) | <u>\$742,150</u> |
| TOTAL AMOUNT DISTRIBUTED BY 3/15/12 | <u>\$40,033,714</u> |

B.

STEPHEN BECHTEL FUND 2012 TAX YEAR

STATEMENT E FEIN 20-8680679 PAGE 2 OF 2

THEREFORE, THE FOUNDATION MEETS THE REQUIREMENTS OF IRC §§ 170(b)(1)(A)(vii), 170(b)(1)(F)(ii) AND 4942(h)(2) IN THAT QUALIFYING DISTRIBUTIONS OUT OF CORPUS WERE MADE WITHIN 2 MONTHS AND 15 DAYS FOLLOWING THE CLOSE OF THE 2012 TAX YEAR IN AN AMOUNT EQUAL TO 100% OF ALL CONTRIBUTIONS RECEIVED DURING THE 2012 TAX YEAR AND IN THAT THERE WAS NO REMAINING UNDISTRIBUTABLE INCOME FOR 2011 AND 2012 TAX YEARS. THUS, THE FOUNDATION IS A CONDUIT PRIVATE FOUNDATION AND THE FOUNDATION QUALIFIES AS A 50% CHARITY.

DATED: 10/3/13

Lauren B. Dachs LAUREN B. DACHS

LAUREN B. DACHS PRESIDENT STEPHEN BECHTEL FUND

| FORM 990-PF INTEREST ON SAVI | NGS AND TEM | PORARY CASH IN | VESTMENTS | STATEMENT 1 |
|---|------------------------------|-----------------------------------|-------------------------------|---------------------------------|
| SOURCE | | | | AMOUNT |
| INTERNAL REVENUE SERVICE | | | - | 29. |
| TOTAL TO FORM 990-PF, PART I, | LINE 3, CO | LUMN A | 9 | 29. |
| FORM 990-PF | LEGAL | FEES | | STATEMENT 2 |
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOMI | |
| LEGAL FEES | 53,571. | 0. | | 53,571. |
| TO FM 990-PF, PG 1, LN 16A = | 53,571. | 0. | | 53,571. |
| FORM 990-PF | ACCOUNTI | NG FEES | | STATEMENT 3 |
| DESCRIPTION | (A) EXPENSES PER BOOKS | | (C) ADJUSTED NET INCOMI | |
| ACCOUNTING FEES | 21,400. | 0. | | |
| TO FORM 990-PF, PG 1, LN 16B | 21,400. | 0. | | 21,400. |
| FORM 990-PF | THER PROFES | SIONAL FEES | | STATEMENT 4 |
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOMI | (D) CHARITABLE E PURPOSES |
| PHILANTHROPIC/CHARITABLE CONSULTANTS | 616,188. | 0. | | 616,188. |
| TO FORM 990-PF, PG 1, LN 16C | 616,188. | 0. | | 616,188. |
| | | | | |

| FORM 990-PF | OTHER EXPENSES | | STATEMENT 5 | | |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|--|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| OTHER PROGRAM COSTS | 10,627. | 0. | | 10,627. | |
| RECORDING & FILING FEES | 338. | 0. | | 338. | |
| OFFICE SUPPLIES | 6,308. | 0. | | 6,308. | |
| COMPUTER SOFTWARE & SUPPORT | 21,388. | 0 | | 21,388. | |
| MEMBERSHIP FEES & | | | | | |
| SUBSCRIPTIONS | 18,784. | 0 . | | 18,784. | |
| MISC OFFICE EXPENSES | 8,490. | 0. | | 8,490. | |
| TO FORM 990-PF, PG 1, LN 23 | 65,935. | 0. | | 65,935. | |

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT

6

| COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE | FAIR MARKET VALUE |
|------------------------|---|--|---|
| 1,134. | 135. | 999. | |
| | | 1,281. | 1,281. |
| 625. | 22. | 603. | 603. |
| 110,005. | 2,619. | 107,386. | 107,386. |
| 13,504. | 161. | 13,343. | 13,343. |
| 15,371. | 0. | 15,371. | 15,371. |
| 142,001. | 3,018. | 138,983. | 138,983. |
| | OTHER BASIS 1,134. 1,362. 625. 110,005. 13,504. 15,371. | OTHER BASIS DEPRECIATION 1,134. 135. 1,362. 81. 625. 22. 110,005. 2,619. 13,504. 161. 15,371. 0. | OTHER BASIS DEPRECIATION BOOK VALUE 1,134. 135. 999. 1,362. 81. 1,281. 625. 22. 603. 110,005. 2,619. 107,386. 13,504. 161. 13,343. 15,371. 0. 15,371. |

| | ST OF OFFICERS, D | | STAT | EMENT 7 |
|--|--------------------------|------------------------|---------------------------------|---------|
| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | | EMPLOYEE BEN PLAN CONTRIB | EXPENSE |
| S.D. BECHTEL, JR. P.O. BOX 193809 SAN FRANCISCO, CA 941193809 | CHAIRMAN 0.00 | 0. | 0. | 0. |
| LAUREN B. DACHS P.O. BOX 193809 SAN FRANCISCO, CA 941193809 | VICE CHAIR/DIR 20.00 | /PRES/E.D. 175,000. | | 0. |
| PATRICIA W. LEICHER P.O. BOX 193809 SAN FRANCISCO, CA 941193809 | CFO/SECRETARY 8.40 | 61,708. | 5,862. | 0. |
| ELIZABETH H. BECHTEL P.O. BOX 193809 SAN FRANCISCO, CA 941193809 | DIRECTOR 0.00 | 0. | 0. | 0. |
| NONIE B. RAMSAY P.O. BOX 193809 SAN FRANCISCO, CA 941193809 | DIRECTOR 0.00 | 0. | 0. | 0. |
| ALAN B. DACHS P.O. BOX 193809 SAN FRANCISCO, CA 941193809 | DIRECTOR 0.00 | 0. | 0. | 0. |
| DEBORAH L. DUNCAN P.O. BOX 193809 SAN FRANCISCO, CA 941193809 | DIRECTOR 0.00 | 0. | 0. | 0. |
| JUDE P. LASPA P.O. BOX 193809 SAN FRANCISCO, CA 941193809 | DIRECTOR 0.00 | 0. | 0. | 0. |
| BOB PECK P.O. BOX 193809 SAN FRANCISCO, CA 941193809 | DIRECTOR 0.00 | 0. | 0 . | 0. |
| JOHN W. WEISER P.O. BOX 193809 SAN FRANCISCO, CA 941193809 | DIRECTOR 0.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE | 6, PART VIII | 236,708. | 6,679. | 0. |