

# FOR PUBLIC INSPECTION

FILED PURSUANT TO NOTICES 2004-35 AND 2004-36

## Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990of](http://www.irs.gov/form990of).

OMB No. 1545-0052

# 2013

Open to Public Inspection

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>S. D. BECHTEL, JR. FOUNDATION</b>		<b>A Employer identification number</b> <b>20-3759208</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P. O. BOX 193809</b>	Room/suite	<b>B Telephone number</b> <b>(415) 284-8670</b>
City or town, state or province, country, and ZIP or foreign postal code <b>SAN FRANCISCO, CA 94119-3809</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>421,626,337.</b>	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received	100,556,764.		N/A	
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	4,187,453.	4,564,212.		STATEMENT 1
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	13,227,420.			
	<b>b</b> Gross sales price for all assets on line 6a				
	<b>7</b> Capital gain net income (from Part IV, line 2)		13,192,881.		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss)					
<b>11</b> Other income	2,775,107.	899,991.		STATEMENT 2	
<b>12 Total.</b> Add lines 1 through 11	120,746,744.	18,657,084.			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	352,928.	79,954.		272,974.
	<b>14</b> Other employee salaries and wages	1,710,446.	68,981.		1,601,999.
	<b>15</b> Pension plans, employee benefits	394,516.	20,976.		334,121.
	<b>16a</b> Legal fees <span style="float: right;">STMT 3</span>	22,068.	124.		25,670.
	<b>b</b> Accounting fees <span style="float: right;">STMT 4</span>	89,325.	0.		89,325.
	<b>c</b> Other professional fees <span style="float: right;">STMT 5</span>	947,794.	434,273.		790,792.
	<b>17</b> Interest				
	<b>18</b> Taxes <span style="float: right;">STMT 6</span>	1,305,145.	72,467.		350.
	<b>19</b> Depreciation and depletion	20,657.	0.		
	<b>20</b> Occupancy	169,182.	8,364.		172,819.
	<b>21</b> Travel, conferences, and meetings	38,456.	1,745.		39,904.
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses <span style="float: right;">STMT 7</span>	2,323,910.	1,712,185.		148,070.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	7,374,427.	2,399,069.		3,476,024.
	<b>25</b> Contributions, gifts, grants paid	77,012,291.			66,295,728.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	84,386,718.	2,399,069.		69,771,752.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements	36,360,026.				
<b>b</b> Net investment income (if negative, enter -0-)		16,258,015.			
<b>c</b> Adjusted net income (if negative, enter -0-)			N/A		

323501  
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	35,204,807.	72,830,861.	72,830,861.
	3 Accounts receivable	3,347,676.		
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	344,746.	156,171.	156,171.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	22,498,097.	35,340,204.	35,340,204.
	c Investments - corporate bonds STMT 11	1,171,995.	0.	0.
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other STMT 12	264,904,628.	308,231,217.	308,231,217.	
14 Land, buildings, and equipment: basis	285,773.			
Less: accumulated depreciation	20,657.	0.	265,116.	
15 Other assets (describe STATEMENT 13)	1,900,077.	1,455,092.	1,455,092.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	339,549,608.	421,626,337.	421,626,337.	
Liabilities	17 Accounts payable and accrued expenses	590,799.	1,784,621.	
	18 Grants payable	83,608,720.	94,336,590.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe )			
23 Total liabilities (add lines 17 through 22)	84,199,519.	96,121,211.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	253,961,650.	324,548,159.	
	25 Temporarily restricted	1,388,439.	956,967.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	255,350,089.	325,505,126.		
31 Total liabilities and net assets/fund balances	339,549,608.	421,626,337.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	255,350,089.
2 Enter amount from Part I, line 27a	2	36,360,026.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 8	3	34,226,483.
4 Add lines 1, 2, and 3	4	325,936,598.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 9	5	431,472.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	325,505,126.

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

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			3,408,755.
<b>b</b>			962,956.
<b>c</b>			8,855,709.
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			3,408,755.
<b>b</b>			962,956.
<b>c</b>			8,855,709.
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ..... }	<b>2</b>	13,188,854.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		<b>3</b>	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	61,734,495.	307,456,563.	.200791
2011	34,816,173.	277,367,302.	.125524
2010	34,396,663.	230,875,750.	.148983
2009	26,874,012.	205,510,769.	.130767
2008	12,226,763.	235,529,991.	.051912

<b>2</b> Total of line 1, column (d)	<b>2</b>	.657977
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.131595
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	354,127,495.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	46,601,408.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	162,580.
<b>7</b> Add lines 5 and 6	<b>7</b>	46,763,988.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	69,771,752.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	162,580.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	162,580.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	162,580.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	137,623.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	110,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	247,623.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	85,043.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 85,043. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA, DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ <b>CONTROLLER</b> Telephone no. ▶ <b>(415) 284-8689</b> Located at ▶ <b>199 FREMONT STREET, 23TH FLOOR, SAN FRANCISCO, CA</b> ZIP+4 ▶ <b>94105</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <b>15</b> N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <b>FREE RENT</b> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <b>IRC SEC 4941(d)(2)(E)</b> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <b>TREAS REG SEC 53.4941(d)-3(c)(2), EX 1</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <b>N/A</b>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> ) <b>N/A</b>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here   N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		325,800.	27,128.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BARBARA CARTIER - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	CONTROLLER 24.00	97,939.	14,477.	0.
BARBARA KIBBE - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	DIR ORG EFFECTIVENES 20.00	99,583.	11,206.	0.
SUSAN M. HARVEY - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM DIRECTOR 16.00	92,063.	16,797.	0.
JULIE KIDD - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM OFFICER 20.00	83,500.	7,907.	0.
JOYA BANERJEE - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM OFFICER 20.00	82,000.	7,608.	0.

Total number of other employees paid over \$50,000   9

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
THE PARTHENON GROUP 200 STATE STREET, BOSTON, MA 02109	CONSULTING SERVICES	270,305.
SARACINO AND MOUNT, LLC 1020 CORONADO BLVD., SACRAMENTO, CA 95864	CONSULTING SERVICES	127,321.
MONTICELLO ASSOCIATES - 1800 LARIMER STREET, SUITE 2100, DENVER, CO 80202	INVESTMENT ADVISORS	110,000.
OSTERWEIS CAPITAL MANAGEMENT - ONE MARITIME PLAZA, SUITE 800, SAN FRANCISCO, CA 94111	INVESTMENT MANAGEMENT & ADVISOR	103,141.
RESOURCES LAW GROUP, LLP - 555 CAPITAL MALL, SUITE 1090, SACRAMENTO, CA 95814	CONSULTING SERVICES	57,938.
<b>Total</b> number of others receiving over \$50,000 for professional services		0

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3	0.



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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	325,661,552.
b	Average of monthly cash balances	1b	33,368,748.
c	Fair market value of all other assets	1c	490,000.
d	<b>Total</b> (add lines 1a, b, and c)	1d	359,520,300.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	359,520,300.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,392,805.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	354,127,495.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	17,706,375.

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

1	Minimum investment return from Part X, line 6	1	17,706,375.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	162,580.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	25,441.
c	Add lines 2a and 2b	2c	188,021.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	17,518,354.
4	Recoveries of amounts treated as qualifying distributions	4	11,307.
5	Add lines 3 and 4	5	17,529,661.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	17,529,661.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	69,771,752.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	69,771,752.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	162,580.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	69,609,172.

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



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

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				17,529,661.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	5,333,244.			
c From 2010	23,134,228.			
d From 2011	21,110,206.			
e From 2012	46,652,573.			
f Total of lines 3a through e	96,230,251.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	69,771,752.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				17,529,661.
e Remaining amount distributed out of corpus	52,242,091.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	148,472,342.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	148,472,342.			
10 Analysis of line 9:				
a Excess from 2009	5,333,244.			
b Excess from 2010	23,134,228.			
c Excess from 2011	21,110,206.			
d Excess from 2012	46,652,573.			
e Excess from 2013	52,242,091.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

**SEE STATEMENT 15**

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

**NONE**

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

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

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

c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE STATEMENT A				66,295,728.
<b>Total</b>			<b>▶ 3a</b>	66,295,728.
<b>b Approved for future payment</b>				
SEE STATEMENT B				41,883,085.
<b>Total</b>			<b>▶ 3b</b>	41,883,085.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-g), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities (14, 4,187,453), 5 Net rental income or (loss) from real estate (a, b), 6 Net rental income or (loss) from personal property, 7 Other investment income (14, 2,775,107), 8 Gain or (loss) from sales of assets other than inventory (18, 13,227,420), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0, 20,189,980), 13 Total (13, 20,189,980).

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

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

<b>1</b>	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		<b>Yes</b>	<b>No</b>
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
<b>b</b>	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
<b>d</b>	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 transfers, transactions, and sharing arrangements
		N/A	

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

**b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

<b>Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			May the IRS discuss this return with the preparer shown below (see instr.?) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee	Date	TITLE		
	SHARON L. ZORBACH	11/14/14			
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶ DELOITTE TAX LLP				P00125475
	Firm's address ▶ 225 WEST SANTA CLARA STREET, SUITE 600 SAN JOSE, CA 95113			Firm's EIN ▶ 86-1065772	Phone no. (408) 704-4000

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No. 1545-0047

**2013**

Name of the organization

S.D. BECHTEL, JR. FOUNDATION

Employer identification number

20-3759208

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$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., contributions 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<p>LAURA P. BECHTEL CHARITABLE UNITRUST II</p> <hr/> <p>P.O. BOX 193809</p> <hr/> <p>SAN FRANCISCO, CA 94119</p>	\$ 272,662.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	<p>MR. AND MRS. STEPHEN D BECHTEL, JR.</p> <hr/> <p>P.O. BOX 193809</p> <hr/> <p>SAN FRANCISCO, CA 94119</p>	\$ 100,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	<p>S.D. BECHTEL CHARITABLE UNITRUST II</p> <hr/> <p>P.O. BOX 193809</p> <hr/> <p>SAN FRANCISCO, CA 94119</p>	\$ 284,102.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<p>*THE FOUNDATION DID NOT PROVIDE ANY GOODS OR SERVICES IN CONSIDERATION FOR ANY PROPERTY CONTRIBUTED AS DESCRIBED ON SCHEDULE B.</p>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<p>_____</p> <hr/> <p>_____</p> <hr/> <p>_____</p>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<p>_____</p> <hr/> <p>_____</p> <hr/> <p>_____</p>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



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

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

Name of organization

Employer identification number

**S.D. BECHTEL, JR. FOUNDATION**

**20-3759208**

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ \_\_\_\_\_  
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee


(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee


(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee


(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee


<b>Name</b> S.D. BECHTEL, JR. FOUNDATION	<b>Employer identification number</b> 20-3759208
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**Note:** Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

<b>Part I Required Annual Payment</b>			
1 Total tax (see instructions) .....		1	162,580.
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 .....	2a		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method .....	2b		
c Credit for federal tax paid on fuels (see instructions) .....	2c		
d <b>Total.</b> Add lines 2a through 2c .....	2d		
3 Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation does not owe the penalty .....	3		162,580.
4 Enter the tax shown on the corporation's 2012 income tax return (see instructions). <b>Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5</b> .....	4		143,660.
5 <b>Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 .....	5		143,660.

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

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

**Part III Figuring the Underpayment**

	(a)	(b)	(c)	(d)	
9 <b>Installment due dates.</b> Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year .....	9	05/15/13	06/15/13	09/15/13	12/15/13
10 <b>Required installments.</b> If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column. ....	10	7,663.	7,663.	7,662.	7,663.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15 .....	11	77,623.		15,000.	45,000.
<b>Complete lines 12 through 18 of one column before going to the next column.</b>					
12 Enter amount, if any, from line 18 of the preceding column .....	12		69,960.	62,297.	69,635.
13 Add lines 11 and 12 .....	13		69,960.	77,297.	114,635.
14 Add amounts on lines 16 and 17 of the preceding column .....	14				
15 Subtract line 14 from line 13. If zero or less, enter -0- .....	15	77,623.	69,960.	77,297.	114,635.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- .....	16		0.	0.	
17 <b>Underpayment.</b> If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18 .....	17				
18 <b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column .....	18	69,960.	62,297.	69,635.	

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

**Part IV Figuring the Penalty**

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2013 and before 7/1/2013	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 3\%}{365}$	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2013 and before 10/1/2013	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 3\%}{365}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2013 and before 1/1/2014	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 3\%}{365}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2013 and before 4/1/2014	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{365}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2014 and before 7/1/2014	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2014 and before 10/01/2014	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2014 and before 1/1/2015	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2014 and before 2/16/2015	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 <b>Penalty.</b> Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns	38	\$		0.

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

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

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

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

Table with 5 columns: (a) First 3 months, (b) First 5 months, (c) First 8 months, (d) First 11 months. Rows include taxable income for various periods (1a-1c, 2), and calculations for alternative minimum tax (14-19).

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**Part II - Annualized Income Installment Method**

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months
20	Annualization periods (see instructions) .....				
21	Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items) ...	510,854.	766,281.	1,532,562.	2,298,843.
22	Annualization amounts (see instructions) .....	6.000000	4.000000	2.000000	1.333330
23a	Annualized taxable income. Multiply line 21 by line 22 ...	3,065,124.	3,065,124.	3,065,124.	3,065,116.
23b	Extraordinary items (see instructions) .....				
23c	Add lines 23a and 23b .....	3,065,124.	3,065,124.	3,065,124.	3,065,116.
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return) .....	30,651.	30,651.	30,651.	30,651.
25	Enter any alternative minimum tax for each payment period (see instructions) .....				
26	Enter any other taxes for each payment period (see instr) .....				
27	Total tax. Add lines 24 through 26 .....	30,651.	30,651.	30,651.	30,651.
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions) .....				
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0- .....	30,651.	30,651.	30,651.	30,651.
30	Applicable percentage .....	25%	50%	75%	100%
31	Multiply line 29 by line 30 .....	7,663.	15,326.	22,988.	30,651.

**Part III - Required Installments**

		1st installment	2nd installment	3rd installment	4th installment
		<b>Note:</b> Complete lines 32 through 38 of one column before completing the next column.			
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the <b>smaller</b> of the amounts in each column from line 19 or line 31 .....	7,663.	15,326.	22,988.	30,651.
33	Add the amounts in all preceding columns of line 32 (see instructions) .....		7,663.	15,326.	22,988.
34	<b>Adjusted seasonal or annualized income installments.</b> Subtract line 33 from line 32. If zero or less, enter -0- ...	7,663.	7,663.	7,662.	7,663.
35	Enter 25% of line 5 on page 1 of Form 2220 in each column. <b>Note:</b> "Large corporations," see the instructions for line 10 for the amounts to enter .....	35,915.	45,375.	40,645.	40,645.
36	Subtract line 38 of the preceding column from line 37 of the preceding column .....		28,252.	65,964.	98,947.
37	Add lines 35 and 36 .....	35,915.	73,627.	106,609.	139,592.
38	<b>Required installments.</b> Enter the <b>smaller</b> of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions) .....	7,663.	7,663.	7,662.	7,663.

Form 2220 (2013)

\*\* ANNUALIZED INCOME INSTALLMENT METHOD USING STANDARD OPTION

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	2,415,970.	0.	2,415,970.	2,883,053.	
INTEREST INCOME	1,771,483.	0.	1,771,483.	1,681,159.	
TO PART I, LINE 4	4,187,453.	0.	4,187,453.	4,564,212.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FROM PARTNERSHIPS	2,762,817.	887,701.	
OTHER INCOME	12,290.	12,290.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,775,107.	899,991.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSE	22,068.	124.		25,670.
TO FM 990-PF, PG 1, LN 16A	22,068.	124.		25,670.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	89,325.	0.		89,325.
TO FORM 990-PF, PG 1, LN 16B	89,325.	0.		89,325.



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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	2,525.	0.		2,525.
MONTICELLO	110,000.	110,000.		0.
NORTHERN TRUST	7,991.	7,991.		0.
OSTERWEIS	103,141.	103,141.		0.
CONSULTANTS	724,137.	213,141.		788,267.
TO FORM 990-PF, PG 1, LN 16C	947,794.	434,273.		790,792.

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FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX PROVISION	1,203,706.	0.		0.
FOREIGN TAX FROM PARTNERSHIPS	100,979.	72,357.		0.
OTHER STATE TAXES	110.	110.		0.
FILING FEES	350.	0.		350.
TO FORM 990-PF, PG 1, LN 18	1,305,145.	72,467.		350.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FROM PARTNERSHIPS	2,173,900.	1,700,032.		0.
SUBSCRIPTION	1,188.	0.		1,953.
INSURANCE	4,161.	380.		4,553.
OFFICE SUPPLIES	19,235.	0.		19,081.
COMPUTER MAINTENANCE AND SUPPORT	13,417.	0.		13,417.
PROFESSIONAL DEVELOPMENT	25,287.	1,595.		26,879.
MEMBERSHIP FEES	22,951.	1,600.		26,280.
MISCELLANEOUS EXPENSE	2,522.	0.		2,522.
INVESTMENT EXPENSES	8,479.	8,479.		0.
OTHER OFFICE EXPENSES	21,503.	0.		21,503.

OTHER PROGRAM COSTS	31,267.	99.	31,882.
TO FORM 990-PF, PG 1, LN 23	2,323,910.	1,712,185.	148,070.

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

DESCRIPTION	AMOUNT
UNREALIZED GAIN/(LOSS) ON INVESTMENTS	34,226,483.
TOTAL TO FORM 990-PF, PART III, LINE 3	34,226,483.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
UNREALIZED GAIN/(LOSS) ON CHARITABLE TRUSTS	431,472.
TOTAL TO FORM 990-PF, PART III, LINE 5	431,472.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ETON PARK OVERSEAS FUND	11,299,677.	11,299,677.
OZ OVERSEAS FUND, LTD	11,146,153.	11,146,153.
VARIOUS COMMON STOCKS	39,896.	39,896.
VARIOUS COMMON STOCKS - OSTERWEIS	12,854,478.	12,854,478.
TOTAL TO FORM 990-PF, PART II, LINE 10B	35,340,204.	35,340,204.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AG SECURITIZED ASSET RECOV HLDGS LP	FMV	13,382,465.	13,382,465.
BAIN CAPITAL	FMV	9,339,331.	9,339,331.
CALERA CAPITAL PARTNERS III	FMV	3,444,575.	3,444,575.
CAPITAL GUARDIAN	FMV	7,295,481.	7,295,481.
CLAYTON, DUBILIER & RICE FUND VII	FMV	3,581,338.	3,581,338.
CLAYTON, DUBILIER & RICE FUND VII CO-INV.	FMV	1,043,914.	1,043,914.
CLAYTON, DUBILIER & RICE FUND VIII WILSONART	FMV	413,568.	413,568.
CLAYTON, DUBILIER & RICE FUND VIII	FMV	5,840,141.	5,840,141.
CONVEXITY CAPITAL OFFSHORE	FMV	37,679,233.	37,679,233.
FORTRESS VRF I LTD	FMV	160,260.	160,260.
FORTRESS VRF TE I LLC	FMV	65,647.	65,647.
DAVIDSON KEMPNER IP	FMV	10,380,633.	10,380,633.
DODGE & COX INTERNATIONAL STOCK FUND	FMV	11,978,599.	11,978,599.
DODGE & COX STOCK FUND	FMV	10,846,257.	10,846,257.
FARALLON CAPITAL PARTNERS	FMV	11,164,216.	11,164,216.
FORTRESS CREDIT OPPORTUNITIES FUND	FMV	3,095,973.	3,095,973.
GMO US EQUITY	FMV	29,878,991.	29,878,991.
HIGHCLERE INTERNATIONAL INVESTORS SMALLER COMPANIES FUND	FMV	6,864,934.	6,864,934.
HIGHFIELDS CAPITAL	FMV	7,006,461.	7,006,461.
HOLOWESKO GLOBAL FUND LTD	FMV	5,213,077.	5,213,077.
INDUS STRUCTURED FINANCE	FMV	1,168,608.	1,168,608.
IP III BLOCKER - I LP (MHR III)	FMV	789,168.	789,168.
LONGLEAF PARTNER SMALL CAP EQUITY FUND	FMV	6,047,189.	6,047,189.
MADISON DEARBORN CAPITAL PARTNERS VI-A	FMV	1,207,550.	1,207,550.
MADISON DEARBORN CAPITAL PARTNERS VI-A GLOBAL	FMV	624,283.	624,283.
MADISON DEARBORN CAPITAL PARTNERS VI-B	FMV	968,295.	968,295.
MADISON DEARBORN PARTNERS V-A	FMV	8,146,743.	8,146,743.
MADISON DEARBORN PARTNERS V-B	FMV	1,132,598.	1,132,598.
MAKENA CAPITAL ASSOCIATES	FMV	25,677,159.	25,677,159.
MAVERICK FUND LTD	FMV	4,665,154.	4,665,154.
MHR INSTITUTIONAL PARTNERS III	FMV	8,110,374.	8,110,374.
NEWPORT ASIA INSTITUTIONAL FUND	FMV	17,099,263.	17,099,263.
OZ STRUCTURED PRODUCTS OVERSEAS FEEDER FUND II, LLP	FMV	14,749,461.	14,749,461.
PIMCO SHORT TERM FUND	FMV	6,188,539.	6,188,539.
RAPTOR PRIVATE HOLDINGS	FMV	95,190.	95,190.
REGIMENT	FMV	6,261,220.	6,261,220.
SPINNAKER GLOBAL EMERGING MARKETS	FMV	11,012,979.	11,012,979.
TIFF PARTNERS IV	FMV	1,202,279.	1,202,279.

TRINITY VENTURES VII	FMV	32,181.	32,181.
WTF-CTF MICRO-CAP EQUITY PORTFOLIO	FMV	11,732,820.	11,732,820.
YORKTOWN ENERGY PARTNERS VI	FMV	859,170.	859,170.
YORKTOWN ENERGY PARTNERS VII	FMV	1,785,900.	1,785,900.

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

308,231,217.

308,231,217.

FORM 990-PF

OTHER ASSETS

STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART	490,000.	490,000.	490,000.
BENEFICIAL INTEREST IN CHARITABLE TRUSTS	1,388,439.	956,967.	956,967.
DUE FROM OTHER PARTIES	21,638.	8,125.	8,125.
TO FORM 990-PF, PART II, LINE 15	1,900,077.	1,455,092.	1,455,092.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE	
			BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEPHEN D. BECHTEL, JR. P.O. BOX 193809 SAN FRANCISCO, CA 94119	CHAIRMAN/DIRECTOR 10.00	0.	0.	0.
LAUREN B. DACHS 199 FREMONT STREET SAN FRANCISCO, CA 94105	PRESIDENT/EXEC DIR /DIRECT 20.00	175,000.	4,694.	0.
ELIZABETH H. BECHTEL P.O. BOX 193809 SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
NONIE B. RAMSAY P.O. BOX 193809 SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
ALAN M. DACHS 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
DEBORAH L. DUNCAN 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
JUDE L. LASPA P.O. BOX 193809 SAN FRANCISCO, CA 94119	DIRECTOR 5.00	0.	0.	0.
BOB PECK 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
JOHN W. WEISER P.O. BOX 193809 SAN FRANCISCO, CA 94119	DIRECTOR 5.00	0.	0.	0.
PATRICIA W. LEICHER 199 FREMONT STREET SAN FRANCISCO, CA 94105	CFO/SECRETARY 23.00	150,800.	22,434.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		325,800.	27,128.	0.

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FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 15

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NAME OF MANAGER

STEPHEN D. BECHTEL, JR.  
ELIZABETH H. BECHTEL

**GRANTS PAID IN 2013**

Ref. #	Organization Legal Name	Organization Address	Foundation Status of Grant Recipient	Project Description	Payment Amount	Payment Date
7047	America Scores	1610 Harrison Street San Francisco, CA 94103	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$500	11/8/2013
6441	American Institutes for Research in the Behavioral Sciences	1000 Thomas Jefferson Street NW Washington, DC 20007-3835	PC	2-year renewable in the total amount of \$250,000 to join researchers, practitioners, policymakers, and funders in ongoing, evidence-based dialogue to improve instruction and student learning for all students in California's urban school systems.	\$125,000	10/25/2013
6442	American Society of Civil Engineers Foundation Inc.	1801 Alexander Bell Drive, Suite 100 Reston, VA 20191	SO II	3-year pledge in the total amount of \$1.5M for the development of a 40-minute IMAX film highlighting engineering wonders of the world; accompanying educational and media programs; and a marketing and distribution campaign to reach 3-5 million people.	\$500,000	10/18/2013
6800	Amnesty International of the USA Inc.	5 Penn Plaza New York, NY 10001	PC	Funds given in response to the Staff Matching Grants Program.	\$400	5/3/2013
7128	Asian Art Museum Foundation of San Francisco	200 Larkin Street San Francisco, CA 94102	PC	Funds for the Jade Circle membership renewal. All benefits waived.	\$5,000	12/20/2013
6831	Audubon Canyon Ranch Inc.	4900 Shoreline Highway One Stinson Beach, CA 94970	PC	Funds given in memory of Marion Bridgman Slusser, per SDB, Jr.	\$5,000	5/24/2013
6705	Bay Area Rescue Mission	P.O. Box 1112 Richmond, CA 94802	PC	Funds given in response to the Staff Matching Grants Program.	\$200	1/18/2013
7109	Bay Area Rescue Mission	P.O. Box 1112 Richmond, CA 94802	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$380	12/20/2013
6842	Berkeley Community Fund	2111 Martin Luther King, Jr. Way Berkeley, CA 94704	PC	Funds given in response to the Staff Matching Gifts Program.	\$10,000	6/7/2013
5030	Boy Scouts of America	1325 West Walnut Hill Lane P. O. Box 152079 Irving, Texas 75038	PC	8-year pledge for a total of \$50 million to support the development of the National Boy Scout Center in West Virginia.	\$10,000,000	10/18/2013
6771	Boys & Girls Clubs of San Francisco	55 Hawthorne Street, Suite 600 San Francisco, CA 94105	PC	2-year pledge in the total amount of \$700,000 for the capital campaign for a new Club House and for Camp Mendocino.	\$300,000	4/15/2013
6338	Brookings Institution	1775 Massachusetts Avenue, NW Washington, DC 20036	PC	3-year pledge in the total amount of \$750,000 (uneven split) for the "Project on the Public Sector Leadership", a study of the current deficit of national public leadership and recommendations for improvement.	\$250,000	9/27/2013
5957	Buck Institute for Research on Aging	8001 Redwood Boulevard Novato, CA 94945	PC	3-year renewable in the total amount of \$600,000 to support an Early-Stage Investigator who does basic research on Alzheimer's disease.	\$200,000	10/25/2013
5734	Cal State East Bay Educational Foundation	25800 Carlos Bee Boulevard Hayward, CA 94542	PC	3-year pledge in the total amount of \$600,000 (uneven payments) to adopt community college transfer pathways systemwide to accelerate production of a pool of new science and math teachers committed to working in the most underserved schools.	\$172,000	10/18/2013
6465	Cal State East Bay Educational Foundation	25800 Carlos Bee Boulevard Hayward, CA 94542	PC	3-year renewable in the total amount of \$660,000 (uneven payments) for expansion of the Foundational Level General Science program.	\$187,000	12/6/2013
7120	California Academy Of Science	55 Music Concourse Drive Golden Gate Park San Francisco, CA 94118	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$500	12/20/2013
6725	California Historical Society	678 Mission Street San Francisco, CA 94105-4014	PC	Funds to support the Curating California project.	\$25,000	2/1/2013
6112	California Institute of Technology	1200 East California Boulevard, Mail Code 202-31 Pasadena, CA 91125	PC	5-year pledge in the total amount of \$25,000,000 to establish the S. D. Bechtel Jr. Foundation Fund I (\$23M) to support student life; and the S. D. Bechtel Jr. Foundation Fund II (\$2M) to support outreach efforts to California students and teachers.	\$5,000,000	11/15/2013
6353	California Missions Foundation	PO Box 23035 Santa Barbara, CA 93121	PC	(2012-2014) 3-year \$75,000 grant to the California Missions Foundation for its monitoring and administrative oversight of the preservation, conservation and restoration work undertaken at the Missions.	\$25,000	7/24/2013
6324	California Missions Foundation	PO Box 23035 Santa Barbara, CA 93121	PC	3-year pledge in the total amount of \$675,000 for restoration work on six Missions, three of which are affiliated with State Parks that are facing closure possibilities.	\$225,000	7/24/2013
6769	California Pacific Medical Center Foundation	P.O. Box 7999 San Francisco, CA 94120-7999	PC	3-year renewable in the total amount of \$450,000 for the Senior Scholar position at Dr. Andereck's Program in Medicine and Human Values.	\$150,000	4/15/2013
6806	California Rangeland Trust	1225 H Street Sacramento, CA 95814-1910	PC	Funds given in response to the Staff Matching Grants Program.	\$200	5/3/2013



GRANTS PAID IN 2013

Ref. #	Organization Legal Name	Organization Address	Foundation Status of Grant Recipient	Project Description	Payment Amount	Payment Date
6655	California Rangeland Trust	1225 H Street Sacramento, CA 95814-1910	PC	2-year renewable grant in the total amount of \$50,000 to build the capacity of CRCC to increase awareness and recognition of the importance of private working ranches in order to enhance the economic viability of ranching in California.	\$25,000	11/8/2013
6449	California School-Based Health Alliance	1203 Preservation Park Way, Suite 302 Oakland, CA 94612	PC	3-year renewable grant in the total amount of \$900,000 to build the capacity and sustainability of the organization charged with expanding health services to children on school campuses throughout California.	\$200,000	12/20/2013
6457	California Science Center Foundation	700 Exposition Park Drive Los Angeles, CA 90037	PC	3-year pledge in the total amount of \$3M to bring the space orbiter Endeavour to the Science Center, build a major expansion to house a world-class air and space collection, and develop educational exhibits and sustain ongoing programs and operations.	\$2,000,000	10/25/2013
6274	California State University Long Beach Research Foundation	6300 State University Drive, Suite 332 Long Beach, CA 90815	PC	4-year renewable in the total amount of \$900,000 (uneven payments) to support the expansion of the innovative teacher induction program in Long Beach.	\$393,651	6/21/2013
7050	California Waterfowl Association	1346 Blue Oaks Boulevard Roseville, CA 95678	PC	Funds to support CWA's Conservation Programs, including Waterfowl, Wetland, Hunting Heritage, and Education.	\$250,000	11/22/2013
6716	California Wildlife Officers Foundation	c/o Blum & Tripp, CPA's 480 Lytton Avenue, Suite 4 Palo Alto, CA 94301	PC	Funds given are to be matched by a Challenge Grant. The mission of the Foundation is to provide financial benefits and citizen support to the California Game Wardens and their families.	\$25,000	2/8/2013
6796	Carmel Ideas Foundation	P. O. Box 2424 Carmel, CA 93921	PC	Funds for general operating support. All benefits waived.	\$10,000	4/26/2013
7043	Catholic Charities CYO of the Archdiocese of San Francisco	180 Howard Street, Suite 100 San Francisco, CA 94105	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$1,000	11/8/2013
6758	Center For Competitive Politics	124 West Street Street, Suite 201 Alexandria, VA 22314	PC	Funds for general operating support.	\$5,000	3/22/2013
6833	Center For Effective Philanthropy Inc.	675 Massachusetts Avenue, 7th Floor Cambridge, MA 02139	PC	Funds for general operating support.	\$10,000	5/31/2013
6570	Center for Land-Based Learning	5265 Putah Creek Road Winters, CA 95694	PC	4-year renewable in the total amount of \$590,000 (uneven payments) for CLBL to build its infrastructure and cultivate new sources of long-term funding.	\$199,000	12/20/2013
6658	Center for Natural Lands Management	27258 Via Industria, Suite B Temecula, CA 92590-3751	PC	2-year renewable grant in the total amount of \$50,000 to identify, develop and publish best practices in calculating perpetual funds needs for conserved lands in the U.S., with a focus on California.	\$25,000	10/11/2013
6781	Center for Strategic and International Studies Inc.	1616 Rhode Island Avenue, NW Washington, DC 20036	PC	Funds for membership renewal for year 2013. Benefits waived.	\$5,000	4/15/2013
6821	Ceres Inc.	99 Chauncy Street, 6th Floor Boston, MA 02111	PC	Funds to support a convening to discuss the challenges and opportunities of water risk in California for businesses and investors.	\$1,138	5/17/2013
7111	Ceres Inc.	99 Chauncy Street, 6th Floor Boston, MA 02111	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$100	12/20/2013
6590	City Parks Alliance Inc.	2121 Ward Court NW, Fifth Floor Washington, DC 20037	PC	4-year renewable grant for a total amount of \$100,000 to build capacity to provide program support for urban parks agencies and organizations in California, and plan for a 2015 California Urban Parks Conference--location TBD.	\$25,000	11/8/2013
6832	Combat Veterans Waterfowl Association	918 Flatiron Land Rockland, CA 95765	PC	Funds to provide combat veterans locations to enjoy the sport of waterfowl hunting in an environment conducive to camaraderie and a healing peer-to-peer interaction with other combat veterans.	\$15,000	5/24/2013
6845	Community Alliance for Learning	P.O. Box 6098 Albany, CA 94706	PC	Funds given in response to the Staff Matching Grants program.	\$200	6/7/2013
5012	Community Hospital Foundation	P. O. Box HH Monterey, CA 93942	PC	5-year pledge in the total amount of \$5,000,000 to support the Primary Care Initiative.	\$1,000,000	9/27/2013
6707	Compassion and Choices	P.O. Box 101810 Denver, CO 80250-1810	PC	Funds given in response to the Staff Matching Grants Program.	\$400	1/18/2013
6971	Compassion and Choices	P.O. Box 101810 Denver, CO 80250-1810	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$600	10/4/2013

GRANTS PAID IN 2013

Ref. #	Organization Legal Name	Organization Address	Foundation Status of Grant Recipient	Project Description	Payment Amount	Payment Date
5629	Connected the California Center for College and Career	2150 Shattuck Avenue, Suite 1200 Berkeley, CA 94704	PC	5-year pledge for a total of \$500,000 to provide STEM-focused pre-algebra and algebra supports for 270 middle school students in West Contra Costa County.	\$137,937	12/20/2013
6885	Conservation Lands Foundation	835 E. 2nd Avenue, Suite 314 Durango, CO 81301	PC	3-year pledge in the total amount of \$250,000 (uneven payments) for CLF's California Field Program to build the capacity of local community groups to promote and steward California's National Conservation Lands.	\$100,000	9/27/2013
6824	Contemporary Jewish Museum	736 Mission Street San Francisco, CA 94103	PC	Funds to support Education and Outreach Programs for the 2013 exhibit Beyond Belief: 100 Years of the Spiritual in Modern Art.	\$5,000	5/24/2013
6704	Council on Foundations Inc.	P.O. Box 75661 Baltimore, MD 21275-5661	PC	Funds for general operating support. Grant amount is \$20,860 plus administrative dues amount of \$500. Check total is \$21,360.	\$20,860	1/18/2013
6335	Curators of the University of Missouri	Center for Character & Citizenship One University Boulevard 402 Marillac Hall St. Louis, MO 63121-4400	PC	3-year renewable grant in the total amount of \$600,000 for a comprehensive online Character Education Evidence Clearinghouse that will use a rigorous methodology and tools to produce and disseminate research summaries and practical implications.	\$200,000	12/13/2013
5802	Delta Waterfowl Foundation	P. O. Box 3128 Bismarck, ND 58502	PC	3-year pledge for a total amount of \$500,000 (uneven payments) to support the addition of a new Chief Operating Officer staff position.	\$150,000	10/4/2013
6774	Developmental Studies Center	1250 53rd Street, Suite 3 Emeryville, CA 94608-2965	PC	3-year renewable in the total amount of \$750,000 to expand and strengthen the Caring School community program so that it can be adopted in school districts on a wider scale across the country.	\$250,000	4/15/2013
6212	Developmental Studies Center	1250 53rd Street, Suite 3 Emeryville, CA 94608-2965	PC	3-year pledge in the total amount of \$1,000,000 to create a complete K-5 literacy/character development program.	\$350,000	5/31/2013
6784	Dinuba Unified School District	1327 E. El Monte Way Dinuba, CA 93618	PC	5-year renewable in the total amount of \$2,447,780 (uneven payments) to support implementation of the CCSS-M in grades K-8, participation in a cross-district community of practice, and engagement in statewide leadership around CCSS-M.	\$499,240	4/26/2013
6473	East Bay Zoological Society	P.O. Box 5238 Oakland, CA 94605	PC	3-year pledge in the total amount of \$4M for public education and construction of the California Interpretive Center, a 3,000 square foot educational space that will extend the California Trail experience and reinforce conservation and science learning.	\$1,500,000	9/27/2013
6787	Elk Grove Unified School District	9510 Elk Grove-Florin Road Elk Grove, CA 95624	PC	5-year renewable in the total amount of \$5,999,950 (uneven payments) to support implementation of the CCSS-M in grades K-8, participation in a cross-district community of practice, and engagement in statewide leadership around CCSS-M.	\$1,313,622	4/26/2013
6656	Elkhorn Slough Foundation	P. O. Box 267 Moss Landing, CA 95039	PC	2-year renewable grant in the total amount of \$100,000 to build organizational capacity to work with California State Parks to maintain and manage Moss Landing State Beach, which was slated for closure in 2012.	\$50,000	12/20/2013
6801	Environmental Defense Fund Incorporated	257 Park Avenue New York, NY 10010	PC	Funds given in response to the Staff Matching Grants Program.	\$400	5/3/2013
6717	Envision Excellence in STEM Education	2108 Lamberton Road Cleveland Heights, OH 44118	PC	Funds for a planning forum to be hosted by the Samueli Foundation on behalf of the STEM Funders Network to assist states that are committed to early adoption of NGSS.	\$10,000	1/31/2013
6802	Episcopal Charities Inc.	1055 Taylor Street San Francisco, CA 94108	PC	Funds given in response to the Staff Matching Grants Program.	\$200	5/3/2013
7116	Episcopal Charities Inc.	1055 Taylor Street San Francisco, CA 94108	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$200	12/20/2013
6137	Family House Inc.	50 Irving Street San Francisco, CA 94122	PC	3-year pledge for a total amount of \$1,000,000 for a new building in Mission Bay that will serve 4,000 families per year.	\$300,000	5/17/2013
6728	Filoli Center	86 Canada Road Woodside, CA 94062-2143	PC	Funds for general operating support and membership renewal.	\$5,000	2/8/2013
6888	Foundation Center	79 Fifth Avenue New York, NY 10003-3076	PC	Funds for general operating support.	\$15,000	8/9/2013
5923	Friends & Foundation of the San Francisco Public Library	391 Grove Street San Francisco, CA 94102	PC	5-year pledge in the total amount of \$300,000 to support the Neighborhood Library Campaign.	\$60,000	9/6/2013

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Ref. #	Organization Legal Name	Organization Address	Foundation Status of Grant Recipient	Project Description	Payment Amount	Payment Date
6790	Garden Grove Unified School District	10331 Stanford Avenue Garden Grove, CA 92840	PC	5-year renewable in the total amount of \$5,375,700 (uneven payments) to support implementation of the CCSS-M in grades K-8, participation in a cross-district community of practice, and engagement in statewide leadership around CCSS-M.	\$1,096,340	4/26/2013
5826	Girls Incorporated Of Alameda County	510 16th Street Oakland, CA 94612	PC	4-year pledge in the total amount of \$1,000,000 to support the Capital Campaign to purchase and renovate a building in downtown Oakland.	\$250,000	9/20/2013
6733	Girls Incorporated Of West Contra Costa County	260 Broadway Richmond, CA 94804	PC	Funds to replace the roof on a building owned by Girls Inc. and to add accessible concrete ramps.	\$20,000	2/8/2013
5809	GLP Corp.	100 Meadiwood Creek Drive Corte Madera, CA 94925	PC	Funds given in response to the Staff Matching Grants Program.	\$200	5/3/2013
5009	Golden Gate National Parks Conservancy	Building 201, Fort Mason San Francisco, CA 94123	PC	5-year pledge for a total amount of \$2,500,000 to support the Presidio Trails, Bikeways and Scenic Overlooks project, including construction of the Golden Gate Overlook.	\$500,000	4/19/2013
6946	Golden Gate National Parks Conservancy	Building 201, Fort Mason San Francisco, CA 94123	PC	5-year pledge in the total amount of \$25,000,000 for the last and most dramatic park building projects in the Presidio: a stunning new landscape on the Presidio Parkway tunnel top and an expanded youth programs campus at Crissy Field.	\$3,000,000	10/4/2013
5953	Golden Gate National Parks Conservancy	Building 201, Fort Mason San Francisco, CA 94123	PC	3-year renewable grant in the total amount of \$450,000 to support the implementation of the "Stewarding Diverse Environmental Leadership" project, which will broaden the impact of existing high school youth leadership and stewardship programs.	\$150,000	10/11/2013
6849	Graduate Theological Union	2400 Ridge Road Berkeley, CA 94709	PC	Funds to honor the legacy of James A. Donahue.	\$5,000	6/21/2013
6722	Grantmakers For Effective Organizations	1725 DeSales Street NW, Suite 404 Washington, DC 20036	PC	Funds given as a grant of \$5,800, plus dues of \$300. Total amount of check is \$6,100.	\$5,800	2/1/2013
5979	Grantmakers For Effective Organizations	1725 DeSales Street NW, Suite 404 Washington, DC 20036	PC	3-year pledge in the total amount of \$75,000 for unrestricted support for work to increase impact and to financially sustain the organization.	\$25,000	11/15/2013
6822	Grantmakers In Health	1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110	PC	Funds for annual access to programs and services provided by GIH and its funding partners.	\$3,375	5/17/2013
6710	Greater Pittsburgh Literacy Council	411 Seventh Avenue Suite 550 Pittsburgh, PA 15219	PC	Funds given in response to the Staff Matching Grants Program.	\$400	1/18/2013
6715	Group Against Smog and Pollution Inc.	5135 Penn Avenue Pittsburgh, PA 15224	PC	Funds given in response to the Staff Matching Grants Program.	\$600	1/18/2013
6966	Hampshire College Trustees	893 West Street Amherst, MA 01002	PC	Funds given in response to the Employee Matching Gift Program.	\$200	10/4/2013
7117	Hanna Boys Center	P.O. Box 100 Sonoma, CA 95476-0100	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$400	12/20/2013
7033	Horizons Foundation	550 Montgomery Street, Suite 700 San Francisco, CA 94111	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$1,000	11/8/2013
7034	Human Rights Watch Inc.	350 Fifth Avenue, 34th Floor New York, NY 10118-3299	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$600	11/8/2013
6767	Icivics Inc	2001 S Street NW, Suite 400 Washington, DC 20009	PC	3-year renewable in the total amount of \$750,000 for increased development capacity, financial sustainability, and continued research and development.	\$300,000	4/15/2013
6723	Independent Sector	1602 L Street, NW Suite 900 Washington, D.C. 20036	PC	Dues of \$15,000 paid, but \$350 is considered administrative costs and \$14,650 is considered to be a grant.	\$14,650	2/1/2013
6823	International Guiding Eyes Inc.	13445 Glenoaks Boulevard Sylmar, CA 91342	PC	Funds given in memory of Glenn Gulvin.	\$1,000	5/24/2013
7032	International Planned Parenthood Federation, Western Hemisphere Region Inc.	125 Maiden Lane, 9th Floor New York, NY 10038	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$600	11/8/2013
6579	Island Press- Center For Resource Economics	2000 M Street, NW, Suite 650 Washington, DC 20036-3319	PC	3-year pledge in the total amount of \$225,000 (uneven payments) for the San Francisco Bay Area Sustainability Knowledge Network, a series of tailored events connecting Island Press authors with local thought leaders and decision makers.	\$75,000	12/13/2013
5832	J David Gladstone Institutes	1650 Owens Street San Francisco, CA 94158-2261	PC	5-year renewable in the total amount of \$6,000,000 to develop the Center for Comprehensive Alzheimer's Disease Research to accelerate progress toward promising Alzheimer's disease treatments.	\$1,200,000	9/20/2013

**GRANTS PAID IN 2013**

Ref. #	Organization Legal Name	Organization Address	Foundation Status of Grant Recipient	Project Description	Payment Amount	Payment Date
5964	J David Gladstone Institutes	1650 Owens Street San Francisco, CA 94158-2261	PC	3-year renewable grant in the total amount of \$600,000 to support a young investigator conducting research on the causes for and treatment of Alzheimer's disease.	\$200,000	12/20/2013
6972	Just Harvest Education Fund	16 Terminal Way Pittsburgh, PA 15219	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$600	10/4/2013
6699	Kickstart-International Inc.	c/o Sandbox Suites 567 Sutter Street, 3rd Floor San Francisco, CA 94102	PC	Funds given in response to the Staff Matching Grants Program.	\$400	1/18/2013
6969	Kickstart-International Inc.	c/o Sandbox Suites 567 Sutter Street, 3rd Floor San Francisco, CA 94102	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$600	10/4/2013
6803	KIPP Foundation	135 Main Street, Suite 1700 San Francisco, CA 94105	PC	Funds given in response to the Staff Matching Grants Program.	\$200	5/3/2013
6867	KQED Inc.	2601 Mariposa Street San Francisco, CA 94110	PC	2-year renewable in the total amount of \$250,000 to expand and enhance NewsHour's science journalism.	\$125,000	8/2/2013
7123	KQED Inc.	2601 Mariposa Street San Francisco, CA 94110	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$1,000	12/20/2013
7045	Lafayette Partners In Education	P. O. Box 923 Lafayette, CA 94549	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$1,600	11/8/2013
6659	Landpaths	618 4th Street, Suite 217 Santa Rosa, CA 95404	PC	2-year renewable grant in the total amount of \$50,000 for capacity building to enhance LandPaths' management and stewardship of state parks with community volunteers and students from Sonoma County.	\$25,000	12/20/2013
6788	Long Beach Unified School District	1515 Hughes Way Long Beach, CA 90810	PC	5-year renewable in the total amount of \$7,500,000 (uneven payments) to support implementation of the CCSS-M in grades K-8, participation in a cross-district community of practice, and engagement in statewide leadership around CCSS-M.	\$2,013,009	4/26/2013
6877	Los Angeles County Education Foundation	448 S. Hill Street, Suite 1001 Los Angeles, CA 90013-1137	PC	3-year renewable grant in the total amount of 99,198 for the expansion of the California Civic Learning Initiative to include two Orange County high schools	\$39,204	7/19/2013
5673	Los Gatos-Saratoga Joint Union High School District	20 High School Court Los Gatos, CA 95030	PC	5-year renewable grant in the total amount of \$150,000 to support an Advanced Science Research course in a project-based learning academy at Los Gatos High School.	\$30,000	6/7/2013
6714	Make The Road New York	301 Grove Street Brooklyn, NY 11237	PC	Funds given in response to the Staff Matching Grants Program.	\$700	1/18/2013
6694	Mathematical Sciences Research Institute	17 Gauss Way Berkeley, CA 94720-5070	PC	Funds for four programs: Math Circles in San Francisco and Oakland; training for aspiring math teachers; a mathematics summer institute for elementary school teachers; and the Julia Robertson Math Competition.	\$350,000	1/11/2013
6213	Mills College	5000 MacArthur Boulevard Oakland, CA 94613	PC	3-year renewable in the total amount of \$1,200,000 to support "Educating for Democracy in the Digital Age" high school civic education initiative at Oakland Unified School District.	\$308,746	8/2/2013
6207	Monterey Bay Aquarium Foundation	886 Cannery Row Monterey, CA 93940-1085	PC	5-year pledge in the total amount of \$5,000,000 to enable California schoolchildren to visit the Aquarium at no charge; these visits are designed to spark children's interest in science and the natural world.	\$1,000,000	2/15/2013
5008	Monterey Bay Aquarium Foundation	886 Cannery Row Monterey, CA 93940-1085	PC	5-year pledge for a total amount of \$5 million paid at \$1 million per year which is to be divided annually as: 60% for capital improvements to the Outer Bay Wing Galleries, and 40% for educational programs.	\$1,000,000	9/27/2013
7122	Montgomery College Foundation Inc	40 West Gude Drive, Suite 220 Rockville, MD 20850	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$400	12/20/2013
6808	Muir Heritage Land Trust	P.O. Box 2452 Martinez, CA 94553	PC	Funds given in response to the Staff Matching Grants Program.	\$200	5/3/2013
4750	Muir Heritage Land Trust	P.O. Box 2452 Martinez, CA 94553	PC	5-year renewable grant for a total amount of \$250,000 to support the Muir Heritage Land Trust's conservation and education activities.	\$50,000	10/11/2013
6749	National Audubon Society Inc.	220 Montgomery Street, Suite 1000 San Francisco, CA 94104-3402	PC	Funds for development of a Business Plan for the Migratory Bird Conservation Partnership.	\$220,000	3/29/2013
6825	National Audubon Society Inc.	225 Varick Street New York, NY 10014	PC	Funds to support the 31st Consecutive Bird-a-Thon.	\$2,500	5/24/2013

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5845	National Audubon Society Inc.	220 Montgomery Street, Suite 1000 San Francisco, CA 94104-3402	PC	3-year renewable grant in the total amount of \$2,000,000 (uneven split) for continued support of the Migratory Bird Conservation Partnership, years 4-6.	\$688,747	10/11/2013
7046	National Audubon Society Inc.	220 Montgomery Street, Suite 1000 San Francisco, CA 94104-3402	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$1,000	11/8/2013
7121	National Institute of Art and Disabilities	551 23rd Street Richmond, CA 94804	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$100	12/20/2013
6905	National Judicial College	c/o National Judicial College Judicial Education Building, MS 358 Reno, NV 89557	PC	3-year renewable grant in the total amount of \$227,500 (uneven payments) to support the judicial education program for judges overseeing complex water litigation and to support DTW's efforts to diversify revenue sources.	\$82,750	8/27/2013
6591	National Trust for Historic Preservation in the United States	The Watergate Office Building 2600 Virginia Avenue NW, Suite 1000 Washington, D.C. 20037	PC	2-year pledge for a total amount of \$200,000 to build NTHP's capacity to protect and enhance California's places of historic and cultural heritage by developing a major donor program.	\$100,000	12/13/2013
5948	Nature Conservancy, Inc.	201 Mission Street, 4th Floor San Francisco, CA 94105	PC	3-year renewable for a total amount of \$2,250,000 to build TNC's Water Program capacity to engage at TNC platform sites, to develop decision support tools, and to sustain its leadership role for statewide water policy.	\$800,000	1/11/2013
6604	Nature Conservancy, Inc.	201 Mission Street, 4th Floor San Francisco, CA 94105	PC	Funds for a Coordinator position for the Migratory Bird Conservation Partnership.	\$142,143	1/11/2013
7019	Nature Conservancy, Inc.	201 Mission Street, 4th Floor San Francisco, CA 94105	PC	4-year pledge in the total amount of \$240,000 to support California Conservation Associates program, which places undergraduate and postgraduate students in fellowships at TNC to feed the pipeline of talented and informed water and conservation.	\$60,000	12/13/2013
6764	Naturebridge	28 Geary Street, Suite 650 San Francisco, CA 94108	PC	2-year pledge in the total amount of \$3M for construction of the Yosemite Environmental Education Center, a state-of-the-art learning campus for science and environmental education.	\$1,500,000	4/26/2013
6861	Navy Seal Foundation Inc.	1619 D Street, Building 5326 Virginia Beach, VA 23459	PC	Funds to support the 2013 Navy SEAL Foundation Tribute Weekend September 27-29, 2013 per the request of Darren Bechtel.	\$5,000	6/21/2013
6724	Northern California Grantmakers	625 Market Street, 3rd Floor San Francisco, CA 94105	PC	Funds for membership dues. Total dues amount of \$15,000 paid can be considered \$500 for administrative dues costs, and grant amount of \$14,500.	\$14,500	2/1/2013
4725	Oakland Museum of California Foundation	1000 Oak Street Oakland, CA 94607-4892	PC	5-year pledge for a total amount of \$1,000,000 for the renovation and expansion of the Oakland Museum of California's Gallery of Natural Sciences.	\$200,000	11/8/2013
6782	Oakland School for the Arts	C/o VentureSpark 2227 Union Street San Francisco, CA 94123	PC	Funds for a Gala Reception benefit.	\$5,000	4/15/2013
7118	Oakland Schools Foundation	746 Grand Avenue Portable 5 Oakland, CA 94610	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$1,000	12/20/2013
6719	Oakland Unified School District	Lakeview Campus 746 Grand Avenue Oakland, CA 94610	PC	Funds to be used to expand the PE Equipment Library.	\$100,000	5/17/2013
7119	Ocean Conservancy Inc.	1300 19th Street NW, 8th Floor Washington, DC 20036	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$5,000	12/20/2013
6786	Oceanside Unified School District	2111 Mission Avenue Oceanside, CA 92058	PC	5-year renewable in the total amount of \$3,482,832 (uneven payments) to support implementation of the CCSS-M in grades K-8, participation in a cross-district community of practice, and engagement in statewide leadership around CCSS-M.	\$936,553	4/26/2013
7126	Oxfam-America Inc.	226 Causeway Street, 5th Floor Boston, MA 02114-2206	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$1,000	12/20/2013
7044	Pacifica Education Foundation	375 Reina Del Mar Avenue Pacifica, CA 94044	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$2,000	11/8/2013
7112	Pacifica Land Trust	P. O. Box 988 Pacifica, CA 94044	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$2,000	12/20/2013
6711	PCI-Media Impact, Inc.	777 United Nations Plaza, 5th Floor New York, NY 10017	PC	Funds given in response to the Staff Matching Grants Program.	\$400	1/18/2013

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6973	PCI-Media Impact, Inc.	777 United Nations Plaza, 5th Floor New York, NY 10017	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$600	10/4/2013
6727	Perpetual Education Fund Inc	50 East North Temple Street Salt Lake City, UT 84150-1521	PC	Funds given in memory of Roland Gardner Reading.	\$5,000	2/8/2013
6909	Pie Ranch	P. O. Box 363 Pescadero, CA 94060	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$1,600	8/9/2013
6718	Piedmont Community Church	400 Highland Avenue Piedmont, CA 94611	PC	Funds given in memory of Norma and Bob Wells.	\$25,000	1/25/2013
5835	Piedmont Community Church	400 Highland Avenue Piedmont, CA 94611	PC	3-year renewable grant in the total amount of \$100,000 (uneven payments) for the salaries of two Student Ministry Interns to develop positive relationships with middle and high school students and involves them in community improvement programs.	\$50,000	9/20/2013
7031	Piedmont Community Church	400 Highland Avenue Piedmont, CA 94611	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$5,000	11/8/2013
5820	Playworks Education Energized	155 Filbert Street, Suite 234 Oakland, CA 94607	PC	3-year renewable grant for a total amount of \$450,000 (uneven split) to build a sustainable program by expanding the revenue generating Training Model and developing more corporate support through the marketing of corporate employee engagement projects.	\$125,000	7/11/2013
6340	Point Blue Conservation Science	3820 Cypress Drive #11 Petaluma, CA 94954	PC	3-year pledge in the total amount of \$1,917,000 to improve California's watersheds by enhancing grazing lands and connecting with valley wetlands, with a focus on the foothills of the Central Valley.	\$639,000	9/20/2013
5848	Point Blue Conservation Science	3820 Cypress Drive #11 Petaluma, CA 94954	PC	3-year renewable grant in the total amount of \$2,000,000 (uneven split) to be used for continued support of the Migratory Bird Conservation Partnership for years 4-6.	\$679,875	10/11/2013
6840	Positive Coaching Alliance	1001 N. Rengstroff Avenue, Suite 100 Mountain View, CA 94043	PC	Funds given in response to the Staff Matching Grants Program.	\$5,000	6/7/2013
6451	Positive Coaching Alliance	1001 N. Rengstroff Avenue, Suite 100 Mountain View, CA 94043	PC	3-year renewable grant in the total amount of \$2,000,000 (uneven split) for technology infrastructure to support growing expansion and for convening staff members around the country to motivate them and ensure high quality program is sustained.	\$630,000	11/8/2013
3498	President & Trustees of Colby College	4342 Mayflower Hill Waterville, Maine 04901-8843	PC	4-year pledge of \$200,000 to support incremental summer research awards/internships in the areas of physics and astronomy, geology and physical chemistry. (Note: Payment for 2009 skipped so all remaining payments extended by one year--final payment 2012)	\$50,000	6/7/2013
6974	Prison University Project Inc.	P.O. Box 492 San Quentin, CA 94964	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$400	10/4/2013
7110	PTA California Congress of Parents Teachers & Students Inc.	561 Merriwood Drive Lafayette, CA 94549	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$400	12/20/2013
6253	Public Policy Institute of California	500 Washington Street, Suite 600 San Francisco, CA 94111	PC	3-year pledge for a total amount of \$750,000 for research, leadership convenings, and public outreach to spark conversation among Californians about the role of government in responding to the state's future challenges.	\$250,000	6/21/2013
6967	Puente A La Salud Comunitaria	24 Waterway, Suite 300 The Woodlands, TX 77380	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$200	10/4/2013
7085	Purdue Foundation Inc.	Department of Engineering Education Neil Armstrong Hall of Engineering, Rm 1317 701 W. Stadium Avenue West Lafayette, IN 47906-2045	SO I	3-year pledge in the total amount of \$5 million to support the creation of the Innovation Design Center that will provide a hands-on environment for Purdue engineering and technology students that expands their collaborative learning.	\$2,000,000	12/20/2013
6708	Reality San Francisco Church	1504 Bryant Street, Suite 301 San Francisco, CA 94103	PC	Funds given in response to the Staff Matching Grants Program.	\$5,000	1/18/2013
5814	Rector & Visitors of The University of Virginia	School of Engineering and Applied Science P.O. Box 400256 Charlottesville, VA 22904-4256	PC	4-year pledge for a total amount of \$600,000 to support a study of the interest and engagement in STEM of students in grades 3-12.	\$150,000	11/8/2013

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6633	Regents of the University of California at Berkeley	College of Natural Resources 2115 Milvia Street, Suite 3 University of California Mail Code 7430 Berkeley, CA 94704	PC	Funds for the Center's capacity to improve children's nutrition.	\$150,000	3/22/2013
6467	Regents of the University of California at Berkeley	One Centennial Drive, MS 5200 Berkeley, CA 94720-5200	PC	3-year renewable in the total amount of \$1,304,141 (uneven payments) for professional and curriculum development for residential outdoor science programs to advance Better Environmental Education Teaching, Learning, Expertise, and Sharing (BEETLES).	\$422,752	11/8/2013
6264	Regents of the University of California, Davis	Office of Research, Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618	PC	4-year renewable in the total amount of \$1,600,000 (uneven payments) for the development and implementation of a partnership between UC Davis and two local school districts to strengthen integrated STEM education.	\$517,000	11/1/2013
6805	Regional Parks Foundation	P.O. Box 21074 Crestmont Station Oakland, CA 94620	PC	Funds given in response to the Staff Matching Grants Program.	\$1,000	5/3/2013
6630	Resources For The Future Inc.	1616 P Street, NW Washington, DC 20036-1400	PC	4-year pledge in the total amount of \$1,200,000 (uneven payments) for energy policy research and communications capacity.	\$288,000	12/20/2013
6778	Resources Legacy Fund	Resources Legacy Fund 555 Capitol Mall, Suite 1095 Sacramento, CA 95814		3-year renewable in the total amount of \$9 million to support the California Water Foundation, a ten-year philanthropic initiative designed to advance sustainable water management in California.	\$3,000,000	5/3/2013
6317	Ronald Reagan Presidential Foundation	40 Presidential Drive, Suite 200 Simi Valley, CA 93065	PC	5-year pledge in the total amount of \$1,500,000 for the underwriting of the Peace Through Strength Exhibit in the Ronald Reagan Presidential Library and Museum in honor of former Secretary of State George Shultz.	\$300,000	10/25/2013
6653	Sacramento-San Joaquin Delta Conservancy	3500 Industrial Boulevard, Second Floor West Sacramento, CA 95691	PC	Funds for Delta Conservancy, NewFields, and Palantir to demonstrate a new technology and process for water resource planning by working in parallel with the Sacramento & San Joaquin Basins Study.	\$250,000	3/29/2013
6740	San Francisco Food Bank	900 Pennsylvania Avenue San Francisco, CA 94107	PC	Funds given in response to the Staff Matching Grants Program.	\$200	2/15/2013
6799	San Francisco Food Bank	900 Pennsylvania Avenue San Francisco, CA 94107	PC	Funds given to support fundraising efforts by Fremont Group on behalf of the San Francisco Food Bank.	\$5,000	5/3/2013
6913	San Francisco Food Bank	900 Pennsylvania Avenue San Francisco, CA 94107	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$600	8/9/2013
7048	San Francisco Foundation	One Embarcadero Center, Suite 1400 San Francisco, CA 94111	PC	Funds given in response to the Staff Matching Grants Program.	\$1,000	11/8/2013
6368	Sand County Foundation Inc.	16 North Carroll Street, Suite 450 Madison, WI 53703	PC	2-year renewable in the total amount of \$30,000 (uneven split) for the Leopold Award, which recognizes agricultural landowners in California who practice exemplary land and water stewardship and management.	\$10,000	7/19/2013
6785	Sanger Unified School District	1905 Seventh Street Sanger, CA 93657	PC	5-year renewable in the total amount of \$2,476,645 (uneven payments) to support implementation of the CCSS-M in grades K-8, participation in a cross-district community of practice, and engagement in statewide leadership around CCSS-M.	\$640,021	4/26/2013
6789	Santa Ana Unified School District	1601 East Chestnut Avenue Santa Ana, CA 92701	PC	5-year renewable in the total amount of \$6,060,386 (uneven payments) to support implementation of the CCSS-M in grades K-8, participation in a cross-district community of practice, and engagement in statewide leadership around CCSS-M.	\$1,199,194	5/3/2013
6768	Santa Catalina School	1500 Mark Thomas Drive Monterey, CA 93940-5291	PC	5-year pledge in the total amount of \$8,000,000 for a new Science and Math Building.	\$1,600,000	4/15/2013
6807	Save Mount Diablo	1901 Olympic Boulevard, Suite 320 Walnut Creek, CA 94596	PC	Funds given in response to the Staff Matching Grants Program.	\$200	5/3/2013
5666	Scripps College	1030 Columbia Avenue Claremont, CA 91711	PC	4-year pledge in the total amount of \$1,460,000 (uneven payments) to support development of interdisciplinary multi subject science curriculum and faculty.	\$355,000	9/27/2013



## GRANTS PAID IN 2013

Ref. #	Organization Legal Name	Organization Address	Foundation Status of Grant Recipient	Project Description	Payment Amount	Payment Date
5541	Silicon Valley Education Foundation	1400 Parkmoor Avenue, Suite 200 San Jose, CA 95126	PC	3-year renewable grant to support three key SVEF goals: serving as the first regional alliance in the California STEM Learning Network; developing integrated STEM programming; and expanding fundraising and development efforts.	\$250,000	10/25/2013
6844	Sing For America Foundation	463 Buena Vista East - #3 San Francisco, CA 94117	PC	Funds given in response to the Staff Matching Grants Program.	\$800	6/7/2013
6798	Skiff Sailing Foundation	501 Cesar Chavez Street San Francisco, CA 94124	PC	Funds for challenge to win the RedBull Youth America's Cup on San Francisco Bay.	\$10,000	5/3/2013
6804	Sonoma Land Trust	966 Sonoma Avenue Santa Rosa, CA 95404	PC	Funds given in response to the Staff Matching Grants Program.	\$200	5/3/2013
7114	Spirit Rock Meditation Center	P.O. Box 169 Woodacre, CA 94973	PC	Funds given in response to the Staff Matching Grants Program.	\$350	12/20/2013
6701	Stanford University Board of Trustees of the Leland Stanford Junior University	366 Galvez Street Stanford, CA 94305-6015	PC	Funds for membership. Benefits waived.	\$10,000	1/11/2013
6744	Stanford University Board of Trustees of the Leland Stanford Junior University	Knight Management Center 655 Knight Way Stanford, CA 94305-7298	PC	Funds given in response to the Staff Matching Grants Program.	\$700	2/22/2013
6745	Stanford University Board of Trustees of the Leland Stanford Junior University	School of Humanities and Sciences Office of External Relations Frances C. Arrillaga Alumni Center 326 Galvez Street Stanford, CA 94305-5018	PC	Funds given in response to the Staff Matching Grants program.	\$200	2/22/2013
6968	Stanford University Board of Trustees of the Leland Stanford Junior University	School of Humanities and Sciences Office of External Relations Frances C. Arrillaga Alumni Center 326 Galvez Street Stanford, CA 94305-5018	PC	Funds given in response to the Employee Matching Gift Program designated for the Graduate School of Business.	\$1,000	10/4/2013
7035	Stanford University Board of Trustees of the Leland Stanford Junior University	School of Humanities and Sciences Office of External Relations Frances C. Arrillaga Alumni Center 326 Galvez Street Stanford, CA 94305-5018	PC	Funds given in response to the Staff Matching Grants Program.	\$2,000	11/8/2013
7028	Stanford University Board of Trustees of the Leland Stanford Junior University	School of Humanities and Sciences Office of External Relations Frances C. Arrillaga Alumni Center 326 Galvez Street Stanford, CA 94305-5018	PC	Funds given in response to the Staff Matching Grants Program.	\$2,000	11/8/2013
7115	Stanford University Board of Trustees of the Leland Stanford Junior University	School of Humanities and Sciences Office of External Relations Frances C. Arrillaga Alumni Center 326 Galvez Street Stanford, CA 94305-5018	PC	Funds given in response to the Employee Matching Gift Program.	\$2,000	12/20/2013
6775	Stanford University Board of Trustees of the Leland Stanford Junior University	Stanford Graduate School of Education 365 Lasuen Mall Stanford, CA 94305-3096	PC	3-year renewable in total amount of \$650,000 (uneven payments) for research into Bay Area broad-access postsecondary institutions and their impact on the economy of Silicon Valley.	\$250,000	5/10/2013
6326	Stanford University Board of Trustees of The Leland Stanford Junior University	Stanford University 34 Galvez Mall Stanford, CA 94305-6010	PC	5-year pledge in the total amount of \$5,000,000 for the new building at the Hoover Institution.	\$1,000,000	6/21/2013
6602	Stanford University Board of Trustees of the Leland Stanford Junior University	Jerry Yang & Akiko Yamazaki Environment & Energy Building - MC 4205 473 Via Ortega Stanford, CA 94305	PC	3-year pledge in the total amount of \$150,000 for the Leopold Leadership Program, a fellowship program for researchers designed to build the skills necessary to better integrate scientific findings into practice.	\$50,000	10/18/2013
6129	Stanford University Board of Trustees of the Leland Stanford Junior University	Jerry Yang & Akiko Yamazaki Environment & Energy Building - MC 4205 473 Via Ortega Stanford, CA 94305	PC	4-year renewable grant in the total amount of \$1,406,897 to support environmental education research that supports Bay Area practice and strengthens the field in California and beyond.	\$271,593	12/20/2013
6210	Strategic Education Research Partnership Institute	1101 14th Street, N. W., Suite 300 Washington, DC 20005	PC	2-year renewable in the total amount of \$1,450,000 payable at \$716,000 and \$734,000 for implementation of Common Core State Standards-Math in SFUSD and OUSD middle schools, and science program in OUSD elementary schools.	\$734,000	4/26/2013
6721	Student Conservation Association Inc.	P. O. Box 550 Charlestown, NH 03603-0550	PC	Funds given in response to the Staff Matching Grants Program.	\$800	1/25/2013
6372	Student Conservation Association Inc.	P. O. Box 550 Charlestown, NH 03603-0550	PC	3-year renewable in the total amount of \$500,000 (uneven payments) to strengthen and expand conservation service and environmental education programs for California youth, with a particular focus on the urban Bay Area.	\$200,000	7/19/2013

GRANTS PAID IN 2013

Ref. #	Organization Legal Name	Organization Address	Foundation Status of Grant Recipient	Project Description	Payment Amount	Payment Date
6706	Summer Search	500 Sansome Street, Suite 350 San Francisco, CA 94111	PC	Funds given in response to the Staff Matching Grants Program.	\$200	1/18/2013
6703	Super Stars Literacy Inc.	333 Heegenberger Road, Suite 503 Oakland, CA 94621	PC	Funds given in response to the Staff Matching Grants Program.	\$200	1/18/2013
6738	Sustainable Conservation	98 Battery Street, Suite 302 San Francisco, CA 94111	PC	Funds given in response to the Staff Matching Grants Program.	\$1,500	2/15/2013
6312	Sustainable Conservation	98 Battery Street, Suite 302 San Francisco, CA 94111	PC	3-year pledge for a total amount of \$539,000 (uneven payments) for capacity-building efforts to design and implement a multi-year fundraising initiative that can increase visibility, diversify the funding base and increase financial security.	\$174,000	8/2/2013
6914	Sustainable Conservation	98 Battery Street, Suite 302 San Francisco, CA 94111	PC	5-year pledge in the total amount of \$3,000,000 (uneven payments) in support of Sustainable Conservation's "Making Big Ideas Work" campaign.	\$700,000	8/30/2013
7113	Sustainable Conservation	98 Battery Street, Suite 302 San Francisco, CA 94111	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$2,000	12/20/2013
6330	Sutter Buttes Regional Land Trust	P.O. Box 3359 Yuba City, CA 95992	PC	4-year renewable grant for Sutter Buttes Regional Land Trust to build their fund development and organizational capacity to preserve and steward lands in the Sutter Buttes region. [FINAL GRANT].	\$30,000	7/19/2013
6713	The Alameda County Community Food Bank Inc.	P.O. Box 2599 Oakland, CA 94614-0599	PC	Funds given in response to the Staff Matching Grants Program.	\$350	1/18/2013
7125	The Alameda County Community Food Bank Inc.	P.O. Box 2599 Oakland, CA 94614-0599	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$380	12/20/2013
6780	The Bird Dog Foundation Inc.	P.O. Box 774 505 West Highway 57 Grand Junction, TN 38039	PC	Funds to support the Bird Dog Hall of Fame, as well as general operating expenses.	\$25,000	4/15/2013
7071	The Breakthrough Collaborative Inc.	545 Sansome Street, Suite 700 San Francisco, CA 94111	PC	Funds to implement Breakthrough's strategic growth and expansion plan in California.	\$75,000	12/13/2013
6734	The Bridge Fellowship	802 Brooks Street Sugar Land, TX 77478	PC	Funds given in response to Staff Matching Grants program.	\$5,000	2/8/2013
6585	The Exploratorium	Pier 15 San Francisco, CA 94111	PC	5-year pledge in the total amount of \$5,000,000 for the construction of a new Exploratorium at Piers 15 and 17 on the Embarcadero in San Francisco.	\$1,000,000	11/15/2013
6737	The UCLA Foundation	10920 Wilshire Boulevard, 11th Floor Los Angeles, CA 90024	PC	Funds given in response to the Staff Matching Grants Program.	\$300	2/8/2013
6903	Trout Unlimited Inc.	4221 Hollis Street Emeryville, CA 94608	PC	3-year renewable grant in the total amount of \$532,429 (uneven payments) to build Trout Unlimited's organizational capacity to sustainably expand and fund its California programs.	\$198,633	8/30/2013
6454	Trust For Public Land	National Office 101 Montgomery Street, Suite 900 San Francisco, CA 94104	PC	3-year pledge for work with schools, local neighborhood associations, city administrators and maintenance crews to design, fund raise for, and supervise construction on urban parks in the San Francisco Bay Area.	\$500,000	11/1/2013
6876	Trustees of Boston University	1 Sherborn Street, 7th Floor Boston, MA 02215	PC	Funds for the construction of a 15,000 square foot engineering facility to advance product innovation and serve as a model for transforming engineering education.	\$250,000	8/9/2013
5669	Trustees of The Smith College	76 Elm Street Northampton, MA 01063	PC	4-year renewable grant in the total amount of \$180,000 to support two undergraduate Bechtel Engineering Scholarships.	\$45,000	5/24/2013
6810	United States Conference of Catholic Bishops	322 St. James Drive Piedmont, CA 94611	PC	Funds given in response to the Staff Matching Grants Program.	\$2,240	5/3/2013
6843	University of California Berkeley Foundation	2080 Addison Street, Suite 4200 Berkeley, CA 94720-4200	PC	Funds given in response to the Staff Matching Grants Program.	\$500	6/7/2013
7029	University of California Berkeley Foundation	2080 Addison Street, Suite 4200 Berkeley, CA 94720-4200	PC	Funds given in response to the Employee Matching Gift Program.	\$2,500	11/8/2013
7030	University of California Berkeley Foundation	2080 Addison Street, Suite 4200 Berkeley, CA 94720-4200	PC	Funds given in response to the Employee Matching Gift Program.	\$2,500	11/8/2013
6944	University of California Davis Foundation	Watershed Sciences Building, 1st Floor One Shields Avenue Davis, CA 95616		4-year pledge in the total amount of \$2,585,106 (uneven payments) to support the hiring of partial and full water faculty in order to build and sustain the Center for Watershed Sciences' technical capacity to inform California water management and policy.	\$517,021	10/11/2013

**GRANTS PAID IN 2013**

Ref. #	Organization Legal Name	Organization Address	Foundation Status of Grant Recipient	Project Description	Payment Amount	Payment Date
6642	University of California Davis Foundation	Watershed Sciences Building, 1st Floor One Shields Avenue Davis, CA 95616		5-year pledge in the total amount of \$7,414,894 (uneven payments) to build and sustain the Center for Watershed Sciences' technical capacity to inform California water management and policy.	\$1,000,000	12/20/2013
6891	University of California San Francisco Foundation	3333 California Street, Suite 380 San Francisco, CA 94143-1265	PC	3-year pledge in the total amount of \$4,000,000 (uneven payments) to transform the health care of older adults.	\$1,400,000	8/23/2013
7012	University of California San Francisco Foundation	220 Montgomery Street, 5th Floor San Francisco, CA 94104	PC	Funds to support Fremont Group's fund raising efforts for breast cancer on behalf of UCSF's Athena Breast Health Network.	\$1,000	10/25/2013
5963	University of California San Francisco Foundation	3333 California Street, Suite 380 San Francisco, CA 94143-1265	PC	3-year renewable grant for a total amount of \$600,000 to support an Early-Stage Investigator who does basic research on Alzheimer's disease.	\$200,000	11/8/2013
6581	University of California San Francisco Foundation	675 Nelson Rising Lane San Francisco, CA 94143-0518		2-year pledge for a total amount of \$500,000 for two early stage investigators who will conduct research on neurodegenerative diseases at the new IND Center.	\$250,000	11/15/2013
6871	University Of Colorado Foundation	College of Engineering and Applied Science 422 UCB Boulder, CO 80309	PC	3-year renewable in the total amount of \$1,527,508 (uneven payments) to implement an undergraduate teaching pathway that will allow students to pursue both an engineering degree and a STEM teaching credential.	\$444,324	8/2/2013
6709	University of Puget Sound	1500 N. Warner St., #1056 Tacoma, WA 98416-1056	PC	Funds given in response to the Staff Matching Grants Program.	\$1,500	1/18/2013
6970	Vipassana Hawaii	P. O. Box 551681 Kapahuu, HI 96755	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$600	10/4/2013
6975	Water Education Foundation	717 K Street, Suite 317 Sacramento, CA 95814	PC	2-year pledge in the total amount of \$40,000 (uneven payments) for support of Aquaforonia.com, a daily California water news website.	\$25,000	11/1/2013
7092	Water Education Foundation	717 K Street, Suite 317 Sacramento, CA 95814	PC	3-year pledge in the total amount of \$175,000 (uneven payments) to strengthen WEF's digital presence, increase organizational capacity, and improve financial sustainability.	\$130,000	12/20/2013
6910	Wei Eu Chinese American Resources For Education Inc	10439 SE 14th Street Bellevue, WA 98004	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$3,400	8/9/2013
6712	Western Reserve Land Conservancy	3850 Chagrin River Road Moreland Hills, OH 44022	PC	Funds given in response to the Staff Matching Grants Program.	\$400	1/18/2013
6859	Wounded Warrior Project Inc	P.O. Box 758517 Topeka, Kansas 66675	PC	Funds given in memory of William Mutch, Jr., M.D.	\$5,000	6/21/2013
5671	Yale University	Office of Development P.O. Box 2038 New Haven, CT 06521-2038	PC	4-year renewable grant in the total amount of \$180,000 paid at \$45,000 each year to be used to support the Bechtel Engineering Scholarships.	\$45,000	6/28/2013
6852	Young Mens Christian Association Of The East Bay	263 South 20th Street Richmond, CA 94801	PC	Funds to build capacity and infrastructure, deliver program, and develop a sustainable model at the West Contra Costa Branch in order to provide greater access to summer camp and enrichment activities for youth.	\$100,000	7/11/2013
6720	Youth Enrichment Strategies	3029 Macdonald Avenue Richmond, CA 94804	PC	Funds given in response to the Staff Matching Grants Program.	\$2,000	1/25/2013
6908	Youth Enrichment Strategies	3029 Macdonald Avenue Richmond, CA 94804	PC	Funds given in response to the Employee Matching Gift Program for unrestricted general support.	\$1,250	8/9/2013
					<b>\$66,295,728</b>	

**GRANTS APPROVED FOR FUTURE PAYMENT**

<b>Recipient name and address</b>	<b>Purpose of grant</b>	<b>Recipient Status</b>	<b>Amount</b>
Breakthrough Collaborative 545 Sansome Street, Suite 700 San Francisco, CA 94111	Support to implement strategic growth and expansion plan in California.	PC	75,000
Nature Conservancy of California 201 Mission Street, 4th Floor San Francisco, CA 94105	Support for the California Conservation Associates program, which places undergraduate and postgraduate students in fellowships at TNC	PC	180,000
Sustainable Conservation 98 Battery Street, Suite 302 San Francisco, CA 94111	Support for Sustainable Conservation's first campaign.	PC	2,300,000
Santa Catalina School 1500 Mark Thomas Drive Monterey, CA 93940-5291	Support for a new Science and Math Building.	PC	6,400,000
Boys and Girls Clubs of San Francisco 55 Hawthorne Street, Suite 600 San Francisco, CA 94105	Support capital campaign for new Clubhouse and for Camp Mendocino.	PC	400,000
NatureBridge 28 Geary Street, Suite 650 San Francisco, CA 94108	Support construction of the Yosemite Environmental Education Center	PC	1,500,000
Golden Gate National Parks Conservancy Building 201, Fort Mason San Francisco, CA 94123	Support two building projects in the Presidio: the new landscape on the Presidio Parkway tunnel top and an expanded youth programs campus at Crissy Field.	PC	22,000,000
Water Education Foundation 717 K Street, Suite 317 Sacramento, CA 95814	Support to strengthen WEF's digital presence, increase organizational capacity, and improve financial sustainability.	PC	45,000
Trustees of Boston University 1 Sherborn Street, 7th Floor Boston, MA 02215	Construction of a 15,000 square foot engineering facility to advance product innovation and serve as a model for transforming engineering education.	PC	750,000
Conservation Lands Foundation 835 E. 2nd Avenue, Suite 314 Durango, CO 81301	Support for CLF's California Field Program to build the capacity of local community groups to promote and steward California's National Conservation Lands.	PC	150,000
Purdue Foundation Department of Engineering Education Neil Armstrong Hall of Engineering, Rm 1317 701 W. Stadium Avenue West Lafayette, IN 47906-2045	Support for creation of a hands-on environment for Purdue engineering and technology students that expands their collaborative learning experiences	PC	3,000,000
Water Education Foundation 717 K Street, Suite 317 Sacramento, CA 95814	Support for Aquaforia.com, a daily California water news website.	PC	15,000
Ocean Exploration Trust P. O. Box 42 Old Lyme, CT 06371	Construction of a Data Processing and Visualization Center on the ocean exploration ship, Nautilus, a ship-based research and educational outreach vessel.	PC	250,000
Youth Employment Partnership, Inc. 2300 International Blvd. Oakland, CA 94601	Support improving and sustaining an OST youth leadership program, staff training, and fund development and diversification to foster long-term	PC	150,000
The UC Davis Foundation Watershed Sciences Building, 1st Floor One Shields Avenue Davis, CA 95616	Support for the hiring of partial and full water faculty in order to build and sustain the Center for Watershed Sciences' technical capacity.	PC	2,068,085
University of California San Francisco Foundation 675 Nelson Rising Lane San Francisco, CA 94158	Support to transform the health care of older adults.	PC	2,600,000

**Joint Pledges Note**

The Foundation made multiple year pledges to give ("pledges") to IRC 501(c)(3) organizations jointly with an affiliated 501(c)(3) organization totaling \$97,339,000 which includes the \$41,883,085 of current year joint pledges. These pledges were made by the Foundation with the affiliated organization on a joint and several liability basis, which legally obligates both entities for the full amount of the pledges. For financial reporting purposes, the Foundation has reported its estimated expected payments under its own and joint pledge agreements on a discounted basis, which reflects the pledge agreement's fair value of \$94,337,000. These estimated payments may not necessarily reflect the ultimate payments to be made by the Foundation under the pledge agreements, not do they change either entity's legal obligation for payment under such joint pledge agreements.

**Total \$41,883,085**