

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation S. D. BECHTEL, JR. FOUNDATION		A Employer identification number 20-3759208
Number and street (or P.O. box number if mail is not delivered to street address) P. O. BOX 193809	Room/suite	B Telephone number (415) 284-8670
City or town, state, and ZIP code SAN FRANCISCO, CA 94119-3809		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 311,573,209.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <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)
Revenue	1 Contributions, gifts, grants, etc., received	80,516,375.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,991,968.	3,964,946.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,783,255.			STATEMENT 1
	b Gross sales price for all assets on line 6a	9,890,538.			
	7 Capital gain net income (from Part IV, line 2)		4,685,447.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	16,485.	1,419,576.		STATEMENT 3	
12 Total. Add lines 1 through 11	90,308,083.	10,069,969.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	225,100.	69,200.		155,900.
	14 Other employee salaries and wages	751,266.	48,730.		702,536.
	15 Pension plans, employee benefits	219,823.	21,883.		155,247.
	16a Legal fees STMT 4	83,271.	0.		95,263.
	b Accounting fees STMT 5	90,866.	0.		90,866.
	c Other professional fees STMT 6	426,047.	194,862.		219,263.
	17 Interest				
	18 Taxes STMT 7	344,893.	59,096.		16,687.
	19 Depreciation and depletion				
	20 Occupancy	104,392.	10,866.		86,776.
	21 Travel, conferences, and meetings	22,614.	0.		22,518.
	22 Printing and publications				
	23 Other expenses STMT 8	1,952,872.	1,545,418.		62,273.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,221,144.	1,950,055.		1,607,329.
	25 Contributions, gifts, grants paid	53,737,754.			33,290,043.
26 Total expenses and disbursements. Add lines 24 and 25	57,958,898.	1,950,055.		34,897,372.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	32,349,185.				
b Net investment income (if negative, enter -0-)		8,119,914.			
c Adjusted net income (if negative, enter -0-)			N/A		

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123501 12-02-11

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

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		22,894,959.	9,555,283.	9,555,283.
	3	Accounts receivable	2,169,070.			
		Less: allowance for doubtful accounts		2,081,253.	2,169,070.	2,169,070.
	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		307,016.	219,123.	219,123.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 10	30,994,106.	27,859,158.	27,859,158.
	c	Investments - corporate bonds	STMT 11	616,026.	1,193,365.	1,193,365.
11	Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 12	211,043,002.	268,739,325.	268,739,325.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation					
15	Other assets (describe)	STATEMENT 13)	2,260,018.	1,837,885.	1,837,885.	
16	Total assets (to be completed by all filers)		270,196,380.	311,573,209.	311,573,209.	
Liabilities	17	Accounts payable and accrued expenses		822,228.	712,593.	
	18	Grants payable		53,721,784.	68,772,695.	
	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)		54,544,012.	69,485,288.		
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		213,583,415.	240,441,374.	
	25	Temporarily restricted		2,068,953.	1,646,547.	
	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		215,652,368.	242,087,921.		
31	Total liabilities and net assets/fund balances		270,196,380.	311,573,209.		

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	215,652,368.
2	Enter amount from Part I, line 27a	2	32,349,185.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	248,001,553.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 9	5	5,913,632.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	242,087,921.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		-387,267.	387,267.
b 9,890,538.		10,017,177.	-126,639.
c		-4,424,819.	4,424,819.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(f) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			387,267.
b			-126,639.
c			4,424,819.
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	4,685,447.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
2010	34,396,663.	230,875,750.	.148983
2009	26,874,012.	205,510,769.	.130767
2008	12,226,763.	235,529,991.	.051912
2007	8,838,238.	247,536,669.	.035705
2006	6,414,129.	194,028,031.	.033058

2 Total of line 1, column (d)	2	.400425
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.080085
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	277,367,302.
5 Multiply line 4 by line 3	5	22,212,960.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	81,199.
7 Add lines 5 and 6	7	22,294,159.
8 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.	8	34,897,372.

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	81,199.
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	81,199.
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	81,199.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	310,699.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	310,699.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	229,500.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 229,500. 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 definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		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? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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? <i>If "No," attach explanation</i>	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of CONTROLLER Telephone no. (415) 284-8689
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
16 At any time during calendar year 2011, 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?

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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 2011?
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income?
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?
b If "Yes," did it have excess business holdings in 2011 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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2011?

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 propoganda, 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)? **N/A**

5b

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? **N/A** Yes No

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

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

6b X

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

7b

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		225,100.	34,438.	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 22.00	81,125.	14,798.	0.
SUSAN M. HARVEY - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM DIRECTOR 16.00	67,250.	20,809.	0.
JOYA BANERJEE - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM OFFICER 20.00	66,521.	10,822.	0.
JULIE KIDD - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM OFFICER 20.00	65,021.	9,556.	0.
ANGIE CHEN - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM OFFICER 20.00	64,021.	8,914.	0.
Total number of other employees paid over \$50,000				6

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
BE THE CHANGE CONSULTING 3237 MONTEREY BLVD., OAKLAND, CA 94602	CONSULTING SERVICES	104,425.
MONTICELLO ASSOCIATES - 1800 LARIMER STREET, SUITE 2100, DENVER, CO 80202	INVESTMENT ADVISORS	100,000.
BF FUND LTD 199 FREMONT ST, SAN FRANCISCO, CA 94105	LEGAL	95,263.
OSTERWEIS CAPITAL MANAGEMENT - ONE MARITIME PLAZA, SUITE 800, SAN FRANCISCO, CA 94111	INVESTMENT MANAGEMENT & ADVISOR	87,007.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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	265,974,754.
b	Average of monthly cash balances	1b	15,426,416.
c	Fair market value of all other assets	1c	190,000.
d	Total (add lines 1a, b, and c)	1d	281,591,170.
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	281,591,170.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,223,868.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	277,367,302.
6	Minimum investment return. Enter 5% of line 5	6	13,868,365.

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	13,868,365.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	81,199.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	81,199.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,787,166.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	13,787,166.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	13,787,166.

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	34,897,372.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	34,897,372.
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	81,199.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	34,816,173.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				13,787,166.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009	5,333,244.			
e From 2010	23134228.			
f Total of lines 3a through e	28,467,472.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	34,897,372.			
a Applied to 2010, 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 2011 distributable amount				13,787,166.
e Remaining amount distributed out of corpus	21,110,206.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	49,577,678.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	49,577,678.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	5,333,244.			
d Excess from 2010	23134228.			
e Excess from 2011	21110206.			

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 2011, enter the date of the ruling

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

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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)

3 Grants and Contributions Paid During the Year or Approved for Future Payment					
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)					
a Paid during the year					
SEE STATEMENT A					38,686,843.
Total				▶ 3a	38,686,843.
b Approved for future payment					
SEE STATEMENT B					24,461,000.
Total				▶ 3b	24,461,000.

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-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income from real estate (a-b), 6 Net rental income from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income from special events, 10 Gross profit from sales of inventory, 11 Other revenue (a-e), 12 Subtotal, 13 Total.

(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

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

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content is mostly 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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content is mostly N/A.

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

Paid Preparer Use Only Print/Type preparer's name SHARON ZORBACH Preparer's signature Sharon Zorbach Date 11/13/12 Check self-employed if PTIN P00125475 Firm's name DELOITTE TAX LLP Firm's EIN 86-1065772 Firm's address 225 WEST SANTA CLARA ST., SUITE 600 SAN JOSE, CA 95113 Phone no. (408) 704-4000

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

123622 12-02-11

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2011

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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LAURA P. BECHTEL CHARITABLE UNITRUST II <hr/> P.O. BOX 193809 <hr/> SAN FRANCISCO, CA 94119-3809	\$ 240,623.*	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	MR. AND MRS. STEPHEN D BECHTEL, JR. <hr/> P.O. BOX 193809 <hr/> SAN FRANCISCO, CA 94119-3809	\$ 80,000,000.*	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	S.D. BECHTEL CHARITABLE UNITRUST II <hr/> P.O. BOX 193809 <hr/> SAN FRANCISCO, CA 94119-3809	\$ 275,752.*	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	* THE FOUNDATION DID NOT PROVIDE ANY GOODS OR SERVICES IN CONSIDERATION FOR ANY PROPERTY CONTRIBUTED AS DESCRIBED ON SCHEDULE B. <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

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

FORM 990-PF **GAIN OR (LOSS) FROM SALE OF ASSETS** **STATEMENT 1**

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MUTUAL FUND DISTRIBUTIONS			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	-387,267.	0.	0.	387,267.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
9,890,538.	10,255,211.	0.	0.	-364,673.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN FROM K-1S			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	-5,760,661.	0.	0.	5,760,661.	

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<u>5,783,255.</u>

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	2,968,473.	0.	2,968,473.
INTEREST INCOME	1,023,495.	0.	1,023,495.
TOTAL TO FM 990-PF, PART I, LN 4	3,991,968.	0.	3,991,968.

FORM 990-PF	OTHER INCOME	STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER K-1 INCOME	0.	1,411,546.	
MISCELLANEOUS INVESTMENT INCOME	8,030.	8,030.	
MISCELLANEOUS INCOME	8,455.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	16,485.	1,419,576.	

FORM 990-PF	LEGAL FEES	STATEMENT	4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSE	83,271.	0.		95,263.
TO FM 990-PF, PG 1, LN 16A	83,271.	0.		95,263.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT AND TAX RETURN PREPARATION FEES	90,866.	0.		90,866.
TO FORM 990-PF, PG 1, LN 16B	90,866.	0.		90,866.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	2,000.	0.		2,000.
NORTHERN TRUST	94,862.	94,862.		0.
MONTICELLO	100,000.	100,000.		0.
CONSULTANTS	229,185.	0.		217,263.
TO FORM 990-PF, PG 1, LN 16C	426,047.	194,862.		219,263.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX PROVISION	268,793.	0.		0.
FOREIGN TAX	59,413.	59,096.		0.
OTHER STATE TAXES	16,327.	0.		16,327.
MISC. ANNUAL FILING FEES	360.	0.		360.
TO FORM 990-PF, PG 1, LN 18	344,893.	59,096.		16,687.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
K-1 DEDUCTIONS	1,887,078.	1,543,528.		0.
SUBSCRIPTION	474.	0.		474.
INSURANCE	2,448.	0.		2,448.
OFFICE SUPPLIES	4,991.	0.		4,617.
COMPUTER MAINTENANCE AND SUPPORT	12,305.	0.		11,318.
PROFESSIONAL DEVELOPMENT	12,201.	0.		12,241.
MEMBERSHIP FEES	12,517.	0.		12,517.
MISC. EXPENSES	18,968.	0.		18,658.
MISC. INVESTMENT EXPENSES	1,890.	1,890.		0.
TO FORM 990-PF, PG 1, LN 23	1,952,872.	1,545,418.		62,273.

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

DESCRIPTION	AMOUNT
UNREALIZED GAIN/(LOSS) ON INVESTMENTS	5,491,229.
UNREALIZED GAIN/(LOSS) ON CHARITABLE TRUSTS	422,403.
TOTAL TO FORM 990-PF, PART III, LINE 5	5,913,632.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OZ OVERSEAS FUND, LTD	5,188,392.	5,188,392.
CLOVIS CAPITAL PARTNERS LTD	8,156,943.	8,156,943.
ETON PARK OVERSEAS FUND	7,744,728.	7,744,728.
VARIOUS COMMON STOCKS - OSTERWEIS	6,769,095.	6,769,095.
TOTAL TO FORM 990-PF, PART II, LINE 10B	27,859,158.	27,859,158.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,193,365.	1,193,365.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,193,365.	1,193,365.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PIMCO DISTRESSED MORTGAGE FUND	FMV	3,791,011.	3,791,011.
INDUS STRUCTURED FINANCE	FMV	3,323,654.	3,323,654.
DODGE & COX STOCK FUND	FMV	6,324,750.	6,324,750.
GMO US EQUITY	FMV	21,279,886.	21,279,886.
CONVEXITY CAPITAL OFFSHORE	FMV	23,868,903.	23,868,903.
LONGLEAF PARTNER SMALL CAP EQUITY FUND	FMV	3,769,949.	3,769,949.
FORTRESS VALUE RECOVERY FUND TE I LLC	FMV	156,527.	156,527.

FORTRESS VALUE RECOVERY FUND I LTD	FMV	250,370.	250,370.
CLAYTON, DUBLIER & RICE FUND VII CO-INV.	FMV	780,802.	780,802.
CALERA CAPITAL PARTNERS III	FMV	2,623,179.	2,623,179.
CLAYTON, DUBLIER & RICE FUND VIII	FMV	2,983,100.	2,983,100.
FARRALLON CAPITAL PARTNERS	FMV	7,497,152.	7,497,152.
FORTRESS CREDIT OPPORTUNITIES FUND	FMV	3,814,315.	3,814,315.
HIGHCLERE INTERNATIONAL	FMV	4,587,423.	4,587,423.
HIGHFIELDS CAPITAL	FMV	5,636,166.	5,636,166.
MADISON DEARBORN PARTNERS V-A	FMV	7,655,359.	7,655,359.
MADISON DEARBORN PARTNERS V-B	FMV	1,069,777.	1,069,777.
MADISON DEARBORN CAPITAL PARTNERS VI-A	FMV	1,536,460.	1,536,460.
MAKENA CAPITAL ASSOCIATES	FMV	23,383,293.	23,383,293.
MHR INSTITUTIONAL PARTNERS III	FMV	6,115,681.	6,115,681.
NEWPORT ASIA INSTITUTIONAL FUND	FMV	7,073,312.	7,073,312.
TRINITY VENTURES VII	FMV	619,941.	619,941.
SPINNAKER GLOBAL EMERGING MARKETS	FMV	4,530,010.	4,530,010.
TIFF PARTNERS IV	FMV	1,478,824.	1,478,824.
WTF-CTF MICRO-CAP EQUITY PORTFOLIO	FMV	9,308,027.	9,308,027.
YORKTOWN ENERGY PARTNERS VI	FMV	839,293.	839,293.
YORKTOWN ENERGY PARTNERS VII	FMV	1,323,408.	1,323,408.
RAPTOR PRIVATE HOLDINGS	FMV	414,532.	414,532.
PIMCO TOTAL RETURN FUND	FMV	14,473,027.	14,473,027.
PIMCO SHORT TERM FUND	FMV	63,873,335.	63,873,335.
IP III BLOCKER - I LP (MHR III)	FMV	1,175,778.	1,175,778.
MAVERICK FUND LTD	FMV	3,522,496.	3,522,496.
HOLOWESKO GLOBAL FUND LTD	FMV	3,983,367.	3,983,367.
DODGE & COX INTERNATIONAL STOCK FUND	FMV	7,835,420.	7,835,420.
CLAYTON, DUBLIER & RICE FUND VII REGIMENT	FMV	5,435,582.	5,435,582.
DAVIDSON KEMPNER IP	FMV	2,545,600.	2,545,600.
OCCITAN FEEDER FUND, INC.	FMV	5,072,540.	5,072,540.
		4,787,076.	4,787,076.
TOTAL TO FORM 990-PF, PART II, LINE 13		268,739,325.	268,739,325.

FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART	190,000.	190,000.	190,000.
BENEFICIAL INTEREST IN CHARITABLE TRUSTS	2,068,953.	1,646,547.	1,646,547.
DUE FROM OTHER PARTIES	1,065.	1,338.	1,338.
TO FORM 990-PF, PART II, LINE 15	2,260,018.	1,837,885.	1,837,885.

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. DIRECTOR/DIRECTOR 16.00	104,000.	11,583.	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 18.20	121,100.	22,855.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		225,100.	34,438.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 15

NAME OF MANAGER

STEPHEN D. BECHTEL, JR.
ELIZABETH H. BECHTEL

S. D. Bechtel, Jr. Foundation

Grants Paid in 2011

<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Tax Status</u>	<u>Grant Amount</u>	<u>Payment Date</u>	<u>Program Area</u>	<u>Type of Support</u>	<u>Fund</u>
Girl Scouts of Northern California	7700 Edgewater Drive Suite 340 Oakland, CA 94621	501c(3)	\$500,000	12/16/2011	Character/Citizenship Development	Capital	S. D. Bechtel, Jr. Foundation
Girls Incorporated of Alameda County	13666 East 14th Street San Leandro, CA 94578	501c(3)	\$250,000	7/8/2011	Character/Citizenship Development	Capital	S. D. Bechtel, Jr. Foundation
Big Brothers Big Sisters of America	230 North 13th Street Philadelphia, PA 19107	501c(3)	\$200,000	10/14/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
Boys & Girls Clubs of Oakland	P. O. Box 23203 Oakland, CA 94623	501c(3)	\$50,000	12/9/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
City Fields Foundation	1714 Stockton Street Suite 400 San Francisco, CA 94133	501c(3)	\$100,000	12/9/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
Developmental Studies Center	2000 Embarcadero, Suite 305 Oakland, CA 94606-5300	501c(3)	\$400,000	7/8/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
First Place for Youth	519 17th Street Oakland, CA 94612	501c(3)	\$125	1/21/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
Girl Scouts of Northern California	7700 Edgewater Drive Suite 340 Oakland, CA 94621	501c(3)	\$5,000	8/19/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
Girls on the Run of the Bay Area, Inc.	3543 18th Street, #31 San Francisco, CA 94110	501c(3)	\$25,000	11/4/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
GirlVentures	3543 18th St. #18 San Francisco, CA 94110	501c(3)	\$25,000	2/18/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
Grantmakers for Children, Youth and Families Inc.	8757 Georgia Avenue, Suite 540 Silver Spring, MD 20910	501c(3)	\$7,500	6/21/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
Handful Players, Inc.	1700 California Street, Suite 335 San Francisco, CA 94109	501c(3)	\$10,000	11/4/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
Hanna Boys Center	P.O. Box 100 Sonoma, CA 95476	501c(3)	\$800	8/12/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
Larkin Street Youth Services	701 Sutter Street, 2nd floor San Francisco, CA 94109-6453	501c(3)	\$100,000	11/4/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
National Center for Youth Law	405 14th Street Oakland, CA 94612-2701	501c(3)	\$200,000	3/18/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
Oakland Schools Foundation	P.O. Box 20238 Oakland, CA 94620-0238	501c(3)	\$10,000	2/4/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
Piedmont Community Church	400 Highland Avenue Piedmont, CA 94611	501c(3)	\$25,000	6/3/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
Playworks Education Energized	380 Washington Street Oakland, CA 94607	501c(3)	\$200,000	7/8/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
Positive Coaching Alliance	1001 N. Rengstroff Ave. Suite 100 Mountain View, CA 94043	501c(3)	\$168,500	7/8/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
Positive Coaching Alliance	1001 N. Rengstroff Ave. Suite 100 Mountain View, CA 94043	501c(3)	\$1,000	8/12/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
Positive Coaching Alliance	1001 N. Rengstroff Ave. Suite 100 Mountain View, CA 94043	501c(3)	\$1,000	12/16/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
Regents of the University of California at Berkeley	Office of Development & External Relations 3615 Tolman Hall, #1670 Berkeley, CA 94720-1670	501c(3)	\$15,000	12/16/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
Team Up For Youth	310 Eighth Street Oakland, CA 94607	501c(3)	\$200,000	11/4/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
The Character Education Partnership Inc.	1025 Connecticut Avenue Suite 1011 Washington, DC 20036	501c(3)	\$100,000	4/8/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
The First Tee of Oakland	11425 Golf Links Road Oakland, CA 94605	501c(3)	\$25,000	11/4/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
The School for Ethics and Global Leadership	1528 18th Street, NW Washington, D.C. 20036	501c(3)	\$60,000	3/25/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
Urban Strategies Council	1720 Broadway Street, Second Floor Oakland, CA 94612	501c(3)	\$50,000	11/4/2011	Character/Citizenship Development	Program	S. D. Bechtel, Jr. Foundation
CHP 11-99 Foundation	2244 North State College Boulevard Fullerton, CA 92831	501c(3)	\$1,000	12/22/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
Corpus Christi Church	322 St. James Drive Piedmont, CA 94611	501c(3)	\$1,870	2/25/2011	Civic	Program	S. D. Bechtel, Jr. Foundation

Corpus Christi Church	322 St. James Drive Piedmont, CA 94611	501c(3)	\$4,282	12/16/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
Council on Foundations	2121 Crystal Drive, Suite 700 Arlington, VA 22202	501c(3)	\$23,730	2/4/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
Foundation Center, The	79 Fifth Avenue New York, NY 10003-3076	501c(3)	\$10,000	7/29/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
Friends and Foundation of the San Francisco Public Library	391 Grove Street San Francisco, CA 94102	501c(3)	\$60,000	9/26/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
Fritz Institute	50 Fremont Street, Suite 1150 San Francisco, CA 94105	501c(3)	\$50,000	11/18/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
Graduate Theological Union	2400 Ridge Road Berkeley, CA 94709	501c(3)	\$100,000	7/29/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
Grantmakers for Effective Organizations	1725 DeSales Street, NW Suite 404 Washington, DC 20036	501c(3)	\$5,450	2/11/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
Grantmakers for Effective Organizations	1725 DeSales Street, NW Suite 404 Washington, DC 20036	501c(3)	\$25,000	9/30/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
Guidestar USA Inc.	4801 Courthouse Street, Suite 220 Williamsburg, VA 23188	501c(3)	\$10,000	5/6/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
Independent Sector	1602 L St., NW Suite 900 Washington, D.C. 20036	501c(3)	\$12,150	2/28/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
KQED Inc.	2601 Mariposa Street San Francisco, CA 94110	501c(3)	\$250	2/25/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
KQED Inc.	2601 Mariposa Street San Francisco, CA 94110	501c(3)	\$500	7/22/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
National Disaster Search Dog Foundation Inc.	501 East Ojai Avenue Ojai, CA 93023	501c(3)	\$25,000	12/2/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
Northern California Grantmakers	625 Market Street, 15th Floor San Francisco, CA 94105	501c(3)	\$13,000	3/11/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
Oakland Metropolitan Chamber of Commerce Foundation	475 14th Street Oakland, CA 94612	501c(3)	\$500	7/22/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
Peninsula Humane Society and SPCA	12 Airport Blvd. San Mateo, CA 94401	501c(3)	\$200	12/9/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
Piedmont Community Church	400 Highland Avenue Piedmont, CA 94611	501c(3)	\$8,000	8/5/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
Piedmont Community Church	400 Highland Avenue Piedmont, CA 94611	501c(3)	\$25,000	11/4/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
Piedmont Garden Club	P. O. Box 11110 Piedmont, CA 94611	501c(3)	\$1,000	3/11/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
Royal Oak Foundation, Inc. The	35 West 35th Street Suite 1200 New York, New York 10001	501c(3)	\$2,500	3/25/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
San Francisco Fire Fighters Toy Program	1139 Mission Street San Francisco, CA 94103	501c(3)	\$5,000	12/16/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
San Francisco Parks Alliance	McLaren Lodge Golden Gate Park, 501 Stanyan Street San Francisco, CA 94117	501c(3)	\$5,000	5/20/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
Smithsonian Institution	P.O. Box 37012, MRC 712 Washington, D.C. 20013	501c(3)	\$5,000	11/30/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
Support for International Change	P. O. Box 25803 Los Angeles, CA 90025	501c(3)	\$100	2/11/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
Taproot Foundation	466 Geary Street, Suite 206 San Francisco, CA 94102	501c(3)	\$75,000	4/15/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
The Friends of The Bancroft Library	University of California Berkeley, CA 94720	501c(3) Non-profit organization	\$1,000	12/9/2011	Civic	Program	S. D. Bechtel, Jr. Foundation
California Missions Foundation	26555 Carmel Rancho Blvd., Suite 7 Carmel, CA 93923	501c(3)	\$106,000	12/2/2011	Cultural	Capital	S. D. Bechtel, Jr. Foundation
American Associates of the Royal Academy Trust, Inc.	555 Madison Avenue Suite 1300 New York, New York 10022	501c(3)	\$1,000	12/9/2011	Cultural	Program	S. D. Bechtel, Jr. Foundation
Asian Art Museum Foundation of San Francisco	200 Larkin Street San Francisco, CA 94102	501c(3)	\$5,000	5/20/2011	Cultural	Program	S. D. Bechtel, Jr. Foundation
Berkeley Repertory Theatre	2025 Addison Street Berkeley, CA 94704	501c(3)	\$500	6/8/2011	Cultural	Program	S. D. Bechtel, Jr. Foundation
Carmel Bach Festival, Inc.	P. O. Box 575 Carmel-By-The-Sea, CA 93921	501c(3)	\$10,000	9/23/2011	Cultural	Program	S. D. Bechtel, Jr. Foundation
Filoli Center	86 Canada Road Woodside, CA 94062-2143	501c(3)	\$5,000	2/25/2011	Cultural	Program	S. D. Bechtel, Jr. Foundation
Gualala Arts, Inc.	46501 Gualala Road P. O. Box 244 Gualala, CA 95445	501c(3)	\$250	1/21/2011	Cultural	Program	S. D. Bechtel, Jr. Foundation

Merola Opera Program	301 Van Ness Avenue San Francisco, CA 94102	501c(3)	\$200	8/12/2011	Cultural	Program	S. D. Bechtel, Jr. Foundation
Monterey County Symphony Association, Inc.	2560 Garden Road, Suite 101 Monterey, CA 93940	501c(3)	\$10,000	12/9/2011	Cultural	Program	S. D. Bechtel, Jr. Foundation
Monterey Museum of Art	559 Pacific Street Monterey, CA 93940	501c(3)	\$7,500	12/9/2011	Cultural	Program	S. D. Bechtel, Jr. Foundation
National Trust for Historic Preservation	The Hearst Building 5 Third Street, Suite 707 San Francisco, CA 94103	501c(3)	\$45,000	12/16/2011	Cultural	Program	S. D. Bechtel, Jr. Foundation
Peabody Historical Society	1556 N. 59th Peabody, KS 66866-9485	501c(3)	\$5,000	9/23/2011	Cultural	Program	S. D. Bechtel, Jr. Foundation
San Francisco Ballet Association	455 Franklin Street San Francisco, CA 94102	501c(3)	\$5,000	5/20/2011	Cultural	Program	S. D. Bechtel, Jr. Foundation
San Francisco Ballet Association	455 Franklin Street San Francisco, CA 94102	501c(3)	\$350	8/12/2011	Cultural	Program	S. D. Bechtel, Jr. Foundation
San Francisco Museum of Modern Art	151 Third Street San Francisco, CA 94103-3159	501c(3)	\$10,000	12/9/2011	Cultural	Program	S. D. Bechtel, Jr. Foundation
San Francisco Museum of Modern Art	151 Third Street San Francisco, CA 94103-3159	501c(3)	\$210	12/16/2011	Cultural	Program	S. D. Bechtel, Jr. Foundation
San Francisco Opera Guild	301 Van Ness Avenue San Francisco, CA 94102	501c(3)	\$1,350	7/22/2011	Cultural	Program	S. D. Bechtel, Jr. Foundation
San Francisco Symphony	Davies Symphony Hall 201 Van Ness Ave San Francisco, CA 94102-4585	501c(3)	\$860	7/22/2011	Cultural	Program	S. D. Bechtel, Jr. Foundation
San Francisco Symphony	Davies Symphony Hall 201 Van Ness Ave San Francisco, CA 94102-4585	501c(3)	\$5,000	12/9/2011	Cultural	Program	S. D. Bechtel, Jr. Foundation
Golden Gate National Parks Conservancy	Building 201, Fort Mason San Francisco, CA 94123	501c(3)	\$500,000	4/15/2011	Environment	Capital	S. D. Bechtel, Jr. Foundation
American Rivers Inc.	1101 14th Street, NW Suite 1400 Washington, DC 20005	501c(3)	\$170,000	11/4/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
American Rivers Inc.	1101 14th Street, NW Suite 1400 Washington, DC 20005	501c(3)	\$200,000	12/9/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Cal/EPA Environmental Education	P. O. Box 2815 Sacramento, CA 95812-2815	Other	\$49,225	11/4/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
California League of Conservation Voters Education Fund	6310 San Vicente Blvd. Los Angeles, CA 90048	501c(3)	\$25,000	11/4/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
California State Parks Foundation	50 Francisco Street, Suite 110 San Francisco, CA 94133	501c(3)	\$100,000	11/18/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
California State Parks Foundation	50 Francisco Street, Suite 110 San Francisco, CA 94133	501c(3)	\$150,000	12/9/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Center for Land-Based Learning	5265 Putah Creek Road Winters, CA 95694	501c(3)	\$25,000	11/4/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Delta Waterfowl Foundation	P. O. Box 3128 Bismarck, ND 58502	501c(3)	\$40,000	2/11/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Delta Waterfowl Foundation	P. O. Box 3128 Bismarck, ND 58502	501c(3)	\$138,000	6/17/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Delta Waterfowl Foundation	P. O. Box 3128 Bismarck, ND 58502	501c(3)	\$200,000	12/2/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
District Ten Wild Duck Eggs	9512 Mathews Lane Marysville, CA 95901	501c(3)	\$1,500	11/4/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
East Bay Zoological Society	P. O. Box 5238 Oakland, CA 94605	501c(3)	\$5,000	10/28/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Friends of Bear River Refuge	45 North 100 East Brigham City, Utah 84302	501c(3)	\$150,000	12/29/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Golden Gate National Parks Conservancy	Building 201, Fort Mason San Francisco, CA 94123	501c(3)	\$150,000	10/7/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Land Trust Alliance, Inc.	1660 L St. NW Suite 1100 Washington, DC 20036	501c(3)	\$300,000	7/29/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Massachusetts Institute of Technology	77 Massachusetts Avenue Cambridge, MA 02139-4307	501c(3)	\$1,283,695	6/24/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Massachusetts Institute of Technology	77 Massachusetts Avenue Cambridge, MA 02139-4307	501c(3)	\$1,431,057	11/11/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Monterey Bay Sanctuary Foundation	299 Foam St., Suite D Monterey, CA 93940	501c(3)	\$49,967	11/4/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Muir Heritage Land Trust	P. O. Box 2452 Martinez, CA 94553	501c(3)	\$50,000	7/15/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
National Audubon Society	225 Varick Street 7th floor New York, NY 10014	501c(3)	\$2,500	5/20/2011	Environment	Program	S. D. Bechtel, Jr. Foundation

National Audubon Society, Inc.	4225 Hollis St, Emeryville, CA 94608	501c(3)	\$578,986	7/1/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
National Parks Conservation Association	777 Sixth Street NW, Suite 700 Washington, DC 20001	501c(3)	\$200,000	12/2/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Point Reyes Bird Observatory	3820 Cypress Drive #11 Petaluma, CA 94954	501c(3)	\$617,205	7/1/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Political Economy Research Center	2048 Analysis Drive Suite A Bozeman, MT 59718	501c(3)	\$50,000	8/19/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Public Policy Institute of California	500 Washington Street Suite 600 San Francisco, CA 94111	501c(3)	\$510,000	6/3/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Public Policy Institute of California	500 Washington Street Suite 600 San Francisco, CA 94111	501c(3)	\$140,000	9/30/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Regents of the University of California	One Centennial Drive Berkeley, CA 94720-5200	501c(3)	\$150,000	12/9/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Resource Media A Nonprofit Corporation	Resource Media 159 Western Avenue W, Suite 480 Seattle, WA 98119	501c(3)	\$117,500	5/27/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Resources for the Future, Inc.	1616 P Street, NW Washington, DC 20036	501c(3)	\$250,000	10/14/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Resources for the Future, Inc.	1616 P Street, NW Washington, DC 20036	501c(3)	\$160,000	12/9/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Rising Sun Energy Center	1900 Addison Street, Suite 100 Berkeley, CA 94704	501c(3)	\$50,000	11/4/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
San Francisco Botanical Garden at Strybing Arboretum	Golden Gate Park Ninth Avenue at Lincoln Way San Francisco, CA 94122	501c(3)	\$200	12/9/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
San Francisco Unified School District	750 25th Avenue San Francisco, CA 94121	501c(3)	\$150,000	4/15/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Sustainable Conservation	98 Battery Street, Suite 302 San Francisco, CA 94111	501c(3)	\$1,000	12/9/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
The Board of Trustees of Leland Stanford Junior University	Frances C. Arrillaga Alumni Center 326 Galvez Street Stanford, CA 94305-6105	501c(3)	\$793,152	7/29/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
The Board of Trustees of Leland Stanford Junior University	Frances C. Arrillaga Alumni Center 326 Galvez Street Stanford, CA 94305-6105	501c(3)	\$407,405	12/16/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
The Board of Trustees of Leland Stanford Junior University	Frances C. Arrillaga Alumni Center 326 Galvez Street Stanford, CA 94305-6105	501c(3)	\$213,912	12/21/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
The Board of Trustees of Leland Stanford Junior University	Frances C. Arrillaga Alumni Center 326 Galvez Street Stanford, CA 94305-6105	501c(3)	\$25,000	12/21/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
The Nature Conservancy	201 Mission Street, 4th Floor San Francisco, CA 94105	501c(3)	\$664,130	7/1/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
The Nature Conservancy	201 Mission Street, 4th Floor San Francisco, CA 94105	501c(3)	\$450,000	10/21/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Trout Unlimited	2239 5th street Berkeley, CA 94710	501c(3)	\$140,000	11/4/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Trout Unlimited	2239 5th street Berkeley, CA 94710	501c(3)	\$65,000	11/4/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
UC Davis Foundation	Watershed Sciences Building, 1st Floor One Shields Avenue Davis, CA 95616	501c(3)	\$75,000	11/4/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
United States Sportsmen's Alliance Foundation	801 Kingsmill Parkway Columbus, Ohio 43229-1137	501c(3)	\$15,000	11/4/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Urban Tilth	401 1st Street, Suite 215 Richmond, CA 94801	501c(3)	\$39,079	11/4/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Water Education Foundation	717 K Street, Suite 317 Sacramento, CA 95814	501c(3)	\$160,000	12/9/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
Wood River Land Trust Company	119 E. Bullion Street Hailey, Idaho 83333	501c(3)	\$10,000	11/4/2011	Environment	Program	S. D. Bechtel, Jr. Foundation
East Bay Zoological Society	P. O. Box 5238 Oakland, CA 94605	501c(3)	\$50,000	10/28/2011	General Education\Other	Capital	S. D. Bechtel, Jr. Foundation
Marine Mammal Center	2000 Bunker Road, Fort Cronkhite Sausalito, CA 94965-2619	501c(3)	\$100,000	4/22/2011	General Education\Grades P-8	Capital	S. D. Bechtel, Jr. Foundation
Marine Mammal Center	2000 Bunker Road, Fort Cronkhite Sausalito, CA 94965-2619	501c(3)	\$100,000	4/22/2011	General Education\Grades P-8	Capital	S. D. Bechtel, Jr. Foundation

1200 Foundation	P.O. Box 22584 Oakland, CA 94609	501c(3)	\$1,200	3/25/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
Berkeley Public Education Foundation	1835 Allston Way Berkeley, CA 94703-1764	501c(3)	\$10,000	3/18/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
Center for the Future of Teaching and Learning at WestEd	133 Mission Street Suite 220 Santa Cruz, CA 95060	501c(3)	\$500,000	5/27/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
College Preparatory School	6100 Broadway Oakland, CA 94618	501c(3)	\$10,000	8/5/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
EdSource Inc.	520 San Antonio Road, Suite 200 Mountain View, CA 94040-1217	501c(3)	\$100,000	11/4/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
Education Pioneers Inc.	1970 Broadway, Suite 1140 Oakland, CA 94612	501c(3)	\$200	4/15/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
Great Oakland Public Schools Information Center	472 Water Street Oakland, CA 94607	501c(3)	\$10,000	10/28/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
Great Oakland Public Schools Information Center	472 Water Street Oakland, CA 94607	501c(3)	\$15,000	10/28/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
Head-Royce School	4315 Lincoln Avenue Oakland, CA 94602	501c(3)	\$50,000	4/15/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
KIPP Foundation	135 Main Street, Suite 1700 San Francisco, CA 94105	501c(3)	\$200	3/25/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
Live Oak Foundation Inc	30 Keystone Avenue Morgan Hill, CA 95037	501c(3)	\$2,000	4/15/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
Oakland Museum of California Foundation	1000 Oak Street Oakland, CA 94607-4892	501c(3)	\$40,000	4/15/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
President and Trustees of Colby College	4342 Mayflower Hill Waterville, Maine 04901-8843	501c(3)	\$50,000	10/7/2011	General Education\Higher Ed	Program	S. D. Bechtel, Jr. Foundation
Regents of the University of California	2449 Bancroft Way #4200 Berkeley, CA 94720-4200	501c(3)	\$10,000	11/4/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
San Francisco School Alliance Foundation	114 Sansome Street, Suite 800 San Francisco, CA 94104	501c(3)	\$250,000	12/9/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
Santa Catalina School	1500 Mark Thomas Drive Monterey, CA 93940-5291	501c(3)	\$10,000	5/27/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
Schools of the Sacred Heart	2222 Broadway San Francisco, CA 94115	501c(3)	\$5,000	11/18/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
SRI International	333 Ravenswood Avenue Menlo Park, CA 94025-3493	501c(3)	\$50,000	11/4/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
Super Stars Literacy Inc.	675 Hegenberger Road, Suite 250 Oakland, CA 94621	501c(3)	\$250	2/25/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
Super Stars Literacy Inc.	675 Hegenberger Road, Suite 250 Oakland, CA 94621	501c(3)	\$500	12/16/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
Thacher School, Inc.	5025 Thacher Road Ojai, CA 93023-9001	501c(3)	\$7,500	11/18/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
The Board of Trustees of Leland Stanford Junior University	The President's Fund 301 Encina Hall Stanford, CA 94305-6076	501c(3)	\$25,000	6/3/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
The Board of Trustees of Leland Stanford Junior University	Stanford, CA 94305	501c(3)	\$200	6/8/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
The Board of Trustees of Leland Stanford University	Policy Analysis for California Education 520 Galvez Mall MC: 3084 Stanford, CA 94305-3084	501c(3)	\$20,000	8/19/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
The East Bay Community Foundation	De Domenico Building 200 Frank H. Ogawa Plaza Oakland, CA 94612	501c(3)	\$112,904	6/24/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
UC Berkeley Foundation	University Relations 2080 Addison St., #4200 Berkeley, CA 94720-4200 CA	501c(3)	\$500	12/16/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
UCLA Foundation	10920 Wilshire Boulevard, 11th Floor Los Angeles, CA 90024, CA	501c(3)	\$300	3/25/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
Year Up Inc.	210 Spear Street San Francisco, CA 94105	501c(3)	\$75,000	10/28/2011	General Education	Program	S. D. Bechtel, Jr. Foundation
Community Hospital Foundation	40 Ryan Court, Suite 200 Monterey, CA 93940	501c(3)	\$1,000,000	9/23/2011	Health	Capital	S. D. Bechtel, Jr. Foundation
Family House, Inc.	50 Irving Street San Francisco, CA 94122	501c(3)	\$350,000	12/16/2011	Health	Capital	S. D. Bechtel, Jr. Foundation
Young Mens Christian Association of the East Bay	El Cerrito High School 540 Ashbury Avenue El Cerrito, CA 94530	501c(3)	\$25,000	3/18/2011	Health	Capital	S. D. Bechtel, Jr. Foundation
A Home Within Inc.	2500 18th Street San Francisco, CA 94110	501c(3)	\$25,000	1/28/2011	Health	Program	S. D. Bechtel, Jr. Foundation

Alameda County Community Food Bank	P.O. Box 2599 Oakland, CA 94614	501c(3)	\$100,000	2/25/2011	Health	Program	S. D. Bechtel, Jr. Foundation
Bay Area Women's and Children's Center	318 Leavenworth Street San Francisco, CA 94102	501c(3)	\$100,000	3/11/2011	Health	Program	S. D. Bechtel, Jr. Foundation
Berkeley Community Fund	2111 Martin Luther King, Jr. Way Berkeley, CA 94704	501c(3)	\$10,000	4/15/2011	Health	Program	S. D. Bechtel, Jr. Foundation
Buck Institute for Age Research	8001 Redwood Blvd. Novato, CA 94945	501c(3)	\$200,000	10/28/2011	Health	Program	S. D. Bechtel, Jr. Foundation
California Pacific Medical Center Foundation	P. O. Box 7999 San Francisco, CA 94120-7999	501c(3)	\$25,000	11/4/2011	Health	Program	S. D. Bechtel, Jr. Foundation
Canine Companions for Independence	2965 Dutton Avenue P.O. Box 446 Santa Rosa, CA 95402-0446	501c(3)	\$15,000	2/25/2011	Health	Program	S. D. Bechtel, Jr. Foundation
Chronicle Season of Sharing Fund	c/o San Francisco Chronicle P. O. Box 44740 San Francisco, CA 94144	501c(3)	\$150	2/25/2011	Health	Program	S. D. Bechtel, Jr. Foundation
Chronicle Season of Sharing Fund	c/o San Francisco Chronicle P. O. Box 44740 San Francisco, CA 94144	501c(3)	\$15,000	11/4/2011	Health	Program	S. D. Bechtel, Jr. Foundation
East Bay Asian Youth Center	2025 East 12th Street Oakland, CA 94606	501c(3)	\$50,000	11/4/2011	Health	Program	S. D. Bechtel, Jr. Foundation
Family Violence Prevention Fund	383 Rhode Island Street Suite 304 San Francisco, CA 94103	501c(3)	\$500	6/8/2011	Health	Program	S. D. Bechtel, Jr. Foundation
Foundation for Osteoporosis Research & Education	1814 Franklin Street Suite 620 Oakland, CA 94612	501c(3)	\$43,000	2/11/2011	Health	Program	S. D. Bechtel, Jr. Foundation
J. David Gladstone Institutes	1650 Owens Street San Francisco, CA 94158	501c(3)	\$1,200,000	7/8/2011	Health	Program	S. D. Bechtel, Jr. Foundation
J. David Gladstone Institutes	1650 Owens Street San Francisco, CA 94158	501c(3)	\$200,000	10/7/2011	Health	Program	S. D. Bechtel, Jr. Foundation
Jamestown Community Center Inc.	3382 26th Street San Francisco, CA 94110	501c(3)	\$25,000	12/2/2011	Health	Program	S. D. Bechtel, Jr. Foundation
National Assembly on School Based Health Care	1100 G. Street, N.W. Suite 735 Washington, DC 20005	501c(3)	\$100,000	4/15/2011	Health	Program	S. D. Bechtel, Jr. Foundation
Nuru International	71 Manzanita Road Alherton, CA	501c(3)	\$200	3/25/2011	Health	Program	S. D. Bechtel, Jr. Foundation
Oakland Schools Foundation	Wellness Bars P.O. Box 20238 Oakland, CA 94620-0238	501c(3)	\$50,000	11/18/2011	Health	Program	S. D. Bechtel, Jr. Foundation
Oxfam-America Inc.	226 Causeway Street Boston, MA 02114-2171	501c(3)	\$400	1/21/2011	Health	Program	S. D. Bechtel, Jr. Foundation
Oxfam-America Inc.	226 Causeway Street Boston, MA 02114-2171	501c(3)	\$1,000	6/8/2011	Health	Program	S. D. Bechtel, Jr. Foundation
Peer Health Exchange, Inc.	545 Sansome Street, Suite 900 San Francisco, CA 94111	501c(3)	\$25,000	3/18/2011	Health	Program	S. D. Bechtel, Jr. Foundation
Pogo Park	2604 Roosevelt Avenue Richmond, CA 94804-1623	501c(3)	\$50,000	2/4/2011	Health	Program	S. D. Bechtel, Jr. Foundation
Richmond Rescue Mission	P.O. Box 1112 Richmond, CA 94802	501c(3)	\$150	2/25/2011	Health	Program	S. D. Bechtel, Jr. Foundation
San Francisco Aids Foundation	1035 Market Street, Suite 400 San Francisco, CA 94103, CA	501c(3)	\$1,000	3/11/2011	Health	Program	S. D. Bechtel, Jr. Foundation
San Francisco Food Bank	900 Pennsylvania Avenue San Francisco, CA 94107	501c(3)	\$5,000	4/29/2011	Health	Program	S. D. Bechtel, Jr. Foundation
San Francisco Food Bank	900 Pennsylvania Avenue San Francisco, CA 94107	501c(3)	\$95,000	12/2/2011	Health	Program	S. D. Bechtel, Jr. Foundation
San Francisco Free Clinic	4900 California Street San Francisco, CA 94118	501c(3)	\$50,000	11/4/2011	Health	Program	S. D. Bechtel, Jr. Foundation
The Christopher Reeve Foundation	636 Morris Turnpike #3-A Short Hills, NJ 07078	501c(3)	\$400	3/18/2011	Health	Program	S. D. Bechtel, Jr. Foundation
The Leukemia and Lymphoma Society	221 Main Street, Suite 1650 San Francisco, CA 94105	501c(3)	\$400	3/18/2011	Health	Program	S. D. Bechtel, Jr. Foundation
The Leukemia and Lymphoma Society	221 Main Street, Suite 1650 San Francisco, CA 94105	501c(3)	\$1,000	3/18/2011	Health	Program	S. D. Bechtel, Jr. Foundation
The Susan G. Komen Breast Cancer Foundation	26 O'Farrell Street, Suite 900 San Francisco, CA 94108	501c(3)	\$1,000	10/21/2011	Health	Program	S. D. Bechtel, Jr. Foundation
The Susan G. Komen Breast Cancer Foundation	26 O'Farrell Street, Suite 900 San Francisco, CA 94108	501c(3)	\$5,000	12/16/2011	Health	Program	S. D. Bechtel, Jr. Foundation
United Way of the Bay Area	221 Main Street, Suite 300 San Francisco, CA 94105	501c(3)	\$7,500	2/4/2011	Health	Program	S. D. Bechtel, Jr. Foundation
University of California, San Francisco Foundation	3333 California Street, Suite 380 San Francisco, CA 94143-1265	501c(3)	\$700,000	9/16/2011	Health	Program	S. D. Bechtel, Jr. Foundation

University of California, San Francisco Foundation	3333 California Street, Suite 380 San Francisco, CA 94143-1265	501c(3)	\$200,000	10/14/2011	Health	Program	S. D. Bechtel, Jr. Foundation
University of California, San Francisco Foundation	3333 California Street, Suite 380 San Francisco, CA 94143-1265	501c(3)	\$100,000	12/9/2011	Health	Program	S. D. Bechtel, Jr. Foundation
California Institute of Technology	1200 E. California Blvd. Pasadena, CA 91125	501c(3)	\$5,000,000	12/2/2011	STEM	Capital	S. D. Bechtel, Jr. Foundation
Monterey Bay Aquarium Foundation	886 Cannery Row Monterey, CA 93940-1085	501c(3)	\$1,000,000	9/16/2011	STEM	Capital	S. D. Bechtel, Jr. Foundation
Oakland Museum of California Foundation	1000 Oak Street Oakland, CA 94607-4892	501c(3)	\$200,000	7/22/2011	STEM	Capital	S. D. Bechtel, Jr. Foundation
Regents of the University of California	320 McLaughlin Hall, #1700 Berkeley, CA 94720-1722	501c(3)	\$600,000	3/18/2011	STEM	Capital	S. D. Bechtel, Jr. Foundation
Regents of the University of California	320 McLaughlin Hall, #1700 Berkeley, CA 94720-1722	501c(3)	\$600,000	3/18/2011	STEM	Capital	S. D. Bechtel, Jr. Foundation
Trustees of The Smith College	76 Elm Street Northampton, MA 01063	501c(3)	\$500,000	10/14/2011	STEM	Capital	S. D. Bechtel, Jr. Foundation
American Chemical Society - Project SEED	2950 Merced Street, Suite 225 San Leandro, CA 94577-5669	501c(3)	\$10,000	4/15/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
American University in Cairo	420 Fifth Avenue 3rd Floor New York, NY 10018-2729	501c(3)	\$34,000	9/16/2011	STEM/Higher Ed	Program	S. D. Bechtel, Jr. Foundation
California Council on Science and Technology	5005 La Mart Drive, Suite 105 Riverside, CA 92507	501c(3)	\$80,000	11/4/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
California Institute of Technology	1200 E. California Blvd. Pasadena, CA 91125	501c(3)	\$110,929	6/3/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
California Institute of Technology	1200 E. California Blvd. Pasadena, CA 91125	501c(3)	\$45,000	7/29/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
California Institute of Technology	1200 E. California Blvd. Pasadena, CA 91125	501c(3)	\$50,000	11/4/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
California Maritime Academy Foundation, Inc.	200 Maritime Academy Drive Vallejo, CA 94590-8181	501c(3)	\$40,000	6/24/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
California Polytechnic State University Foundation	1 Grand Avenue San Luis Obispo, CA 93407	501c(3)	\$45,000	5/27/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
California Polytechnic State University Foundation	1 Grand Avenue San Luis Obispo, CA 93407	501c(3)	\$265,000	5/27/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
California State University East Bay Foundation	25800 Carlos Bee Blvd. Hayward, CA 94542	501c(3)	\$216,000	4/29/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
California State University East Bay Foundation	25800 Carlos Bee Blvd. Hayward, CA 94542	501c(3)	\$471,400	4/29/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Californians Dedicated to Education Foundation	5429 Madison Avenue Sacramento, CA 95841	501c(3)	\$25,000	11/23/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Center for the Future of Teaching and Learning at WestEd	133 Mission Street Suite 220 Santa Cruz, CA 95060	501c(3)	\$500,000	6/10/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Change the Equation	c/o Meridian Park Enterprises, LLC 8726 S. Sepulveda Blvd., #B52 Los Angeles, CA 90045	501c(3)	\$50,000	10/21/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Chi Epsilon	University of Texas at Arlington Box 19316 Arlington, TX 76019-0316	501c(3)	\$5,000	11/11/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Citizen Schools Inc.	308 Congress St., 5th Floor Boston, MA 02210	501c(3)	\$75,000	11/4/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
ConnectEd: The California Center for College and Career	2150 Shattuck Ave. Suite 1200 Berkeley, CA 94704	501c(3)	\$68,936	12/9/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
CSLNet	199 Fremont St., 20th Floor San Francisco, CA 94105	501c(3)	\$750,000	11/4/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
EnCorps Inc	323 Geary St., Suite 418 San Francisco, CA 94102	501c(3)	\$50,000	2/18/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Foundation of City College of San Francisco	50 Phelan Avenue San Francisco, CA 94112	501c(3)	\$30,000	5/6/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Georgia Tech Foundation, Inc	School of Civil & Environmental Engineering 790 Atlantic Drive Atlanta, GA 30332-0355	501c(3)	\$45,000	7/15/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Girl Scouts of Northern California	7700 Edgewater Drive Suite 340 Oakland, CA 94621	501c(3)	\$100,000	11/11/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Hispanic Scholarship Fund	55 Second Street, Suite 1500 San Francisco, CA 94105	501c(3)	\$12,500	7/29/2011	STEM/Higher Ed	Program	S. D. Bechtel, Jr. Foundation

Industry Initiatives for Science and Math Education	5301 Stevens Creek Blvd. P. O. Box 58059; MS WO Santa Clara, CA 95052	501c(3)	\$250,000	5/27/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
KQED Inc.	2801 Mariposa Street San Francisco, CA 94110	501c(3)	\$125,000	7/15/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
KQED Inc.	2801 Mariposa Street San Francisco, CA 94110	501c(3)	\$125,000	11/18/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Los Gatos-Saratoga Joint Union High School District	20 High School Court Los Gatos, CA 95030	Non-profit	\$30,000	5/6/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Mathematical Sciences Research Institute	17 Gauss Way Berkeley, CA 94720-5070	501c(3)	\$350,000	11/18/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
MentorNet	840 W. California Ave., Suite 200 Sunnyvale, CA 94086	501c(3)	\$50,000	4/15/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
National Engineers Week Foundation	1420 King Street Alexandria, VA 22314	501c(3)	\$250,000	11/23/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
National Society of Black Engineers	205 Daingerfield Road Alexandria, VA 22314	501c(3)	\$45,000	9/2/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
National Society of Black Engineers	205 Daingerfield Road Alexandria, VA 22314	501c(3)	\$100,000	4/29/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Oakland Unified School District	Superintendent's Office 1025 2nd Avenue, Room 301 Oakland, CA 94606	Non-profit	\$600,000	6/10/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Oakland Unified School District	Superintendent's Office 1025 2nd Avenue, Room 301 Oakland, CA 94606	Non-profit	\$868,134	10/28/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Partnership for Children and Youth	1611 Telegraph Ave., Suite 404 Oakland, CA 94612	501c(3)	\$250,000	11/4/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
President-Board of Trustees Santa Clara College	500 El Camino Real Santa Clara, CA 95053-0015	501c(3)	\$45,000	6/24/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Regents of the University of California	Engineering Scholarship 320 McLaughlin Hall, #1700 Berkeley, CA 94720	501c(3)	\$45,000	10/7/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Regents of the University of California	Lawrence Berkeley National Lab Cyclotron Road MS7R0222 Berkeley, CA 94720	501c(3)	\$200,000	4/1/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Regents of the University of California	Walter A. Haas School of Business 545 Student Services Building #1900 Berkeley, CA 94720-1900	501c(3)	\$40,000	11/4/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Regents of the University of California	University of California - Office of the President 1111 Franklin Street, Room 7202 Oakland, CA 94607-5200	501c(3)	\$200,000	11/23/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Regents of the University of California	University of California Office of the President 300 Lakeside Drive, 7th Floor Oakland, CA 94612-3550	501c(3)	\$160,000	12/16/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Regents of the University of California	One Centennial Drive Berkeley, CA 94720-5200	501c(3)	\$51,500	12/9/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
San Francisco School Alliance Foundation	114 Sansome Street, Suite 800 San Francisco, CA 94104	501c(3)	\$180,000	6/10/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
San Francisco School Alliance Foundation	114 Sansome Street, Suite 800 San Francisco, CA 94104	501c(3)	\$739,800	9/30/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Scripps College	1020 Columbia Avenue Claremont, CA 91711-3905	501c(3)	\$385,000	4/15/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Strategic Education Research Partnership Institute	1101 14th Street, N. W., Suite 300 Washington, DC 20005	501c(3)	\$125,000	6/24/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Strategic Education Research Partnership Institute	1101 14th Street, N. W., Suite 300 Washington, DC 20005	501c(3)	\$65,000	12/9/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Texas A&M Foundation	401 George Bush Drive College Station, TX 77840-2811	501c(3)	\$45,000	6/24/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
The Breakthrough Collaborative Inc.	545 Sansome Street, Suite 700 San Francisco, CA 94111	501c(3)	\$75,000	10/21/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
The California State University Foundation	401 Golden Shore, 6th Floor Long Beach, CA 90802-4210	501c(3)	\$57,500	5/20/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
The MK Level Playing Field Institute	543 Howard Street, 5th Floor San Francisco, CA 94105	501c(3) 7/25/2005	\$100,000	7/1/2011	STEM	Program	S. D. Bechtel, Jr. Foundation

The Pennsylvania State University	17 Old Main University Park, PA 16801	501c(3)	\$45,000	6/3/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
The Regents of the University of California	Office of Research, Sponsored Programs UC Davis 1850 Research Park Drive, Suite 300 Davis, CA 95618	501c(3)	\$450,000	12/9/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
The University Corporation San Francisco State	Office of the President 1600 Holloway Avenue San Francisco, CA 94132	501c(3)	\$70,000	11/4/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Trustees of Boston University	1 Sherborn Street 7th Floor Boston, MA 02215	501c(3)	\$45,000	4/15/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Trustees of The Smith College	76 Elm Street Northampton, MA 01063	501c(3)	\$50,000	4/15/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Trustees of The Smith College	76 Elm Street Northampton, MA 01063	501c(3)	\$45,000	5/6/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
United Negro College Fund, Inc.	Mills Building 220 Montgomery Street, Suite 1120 San Francisco, CA 94104	501c(3)	\$12,500	4/15/2011	STEM/Higher Ed	Program	S. D. Bechtel, Jr. Foundation
University of Maryland College Park Foundation	3207 Jeong H. Kim Engineering Building College Park, MD 20742-2831	501c(3)	\$45,000	4/15/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
University of Texas at Austin	P.O. Box 7726 Austin, TX 78713-7726	501c(3)	\$45,000	7/29/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Virginia Engineering Foundation	School of Engineering and Applied Science P.O. Box 400256 Charlottesville, VA 22904-4256	501c(3)	\$150,000	9/16/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Virginia Tech Foundation Inc.	University Development (0336) Blacksburg, VA 24061	501c(3)	\$45,000	10/7/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Yale University	c/o Yale Office of Development 157 Church St. New Haven, CT 06510-2100	501c(3)	\$45,000	6/3/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
Yale University	c/o Yale Office of Development 157 Church St. New Haven, CT 06510-2100	501c(3)	\$250,000	12/2/2011	STEM	Program	S. D. Bechtel, Jr. Foundation
			\$38,686,843				

Grants and Contributions Approved for Future Payment

FORM 990 PF

Recipient name and address	Recipient relationship and purpose of grant	Recipient Status	Amount
California State University East Bay Foundation 25976 Carlos Bee Blvd. Hayward, CA 94542	NONE	501(C)(3)	384,000
California Institute of Technology 1200 E. California Blvd. Pasadena, CA 91125	NONE PROGRAM	501(C)(3)	20,000,000
Delta Waterfowl Foundation P. O. Box 3128 Bismarck, ND 58502	NONE PROGRAM	501(C)(3)	362,000
Family House, Inc. 50 Irving Street San Francisco, CA 94122	NONE PROGRAM	501(C)(3)	650,000
Friends of the San Francisco Public Library 391 Grove Street San Francisco, CA 94102	NONE PROGRAM	501(C)(3)	240,000
Girl Scouts of Northern California 7700 Edgewater Drive Suite 340 Oakland, CA 94621	NONE PROGRAM	501(C)(3)	500,000
Girls Incorporated of Alameda County 13666 East 14th Street San Leandro, CA 94578	NONE CAPITAL	501(C)(3)	750,000
Grantmakers for Effective Organizations 1725 DeSales Street, NW Suite 404 Washington, DC 20036	NONE PROGRAM	501(C)(3)	50,000
Scripps College 1020 Columbia Avenue Claremont, CA 91711-3905	NONE PROGRAM	501(C)(3)	1,075,000
The Rectors & Visitors of the University of Virginia 1001 North Emmet Street P. O. Box 400195 Charlottesville, VA 22904-4195	NONE CAPITAL	501(C)(3)	450,000
Total			<u>\$24,461,000</u>

Joint Pledges Note

The Foundation made multiple year pledges to give ("pledges") to IRC 501(c)(3) organizations jointly with an affiliated IRC 501(c)(3) organization totaling \$75,362,000 which includes the \$24,461,000 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 \$68,773,000. These estimated payments may not necessarily reflect the ultimate payments to be made by the Foundation under these pledge agreements, nor do they change either entity's legal obligation for payment under such joint pledge agreements.