

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

**2011**

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>STEPHEN BECHTEL FUND</b>		A Employer identification number <b>20-8680679</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 193809</b>	Room/suite	B Telephone number <b>415-284-8568</b>
City or town, state, and ZIP code <b>SAN FRANCISCO, CA 94119-3809</b>		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, 2. 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) \$ <b>657,566.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	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	35,000,000.		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	158.	158.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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					
12 Total. Add lines 1 through 11	35,000,158.	158.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	155,900.	0.		155,900.
	14 Other employee salaries and wages	763,744.	0.		763,744.
	15 Pension plans, employee benefits	100,930.	0.		100,930.
	16a Legal fees <b>STMT 2</b>	95,263.	0.		95,263.
	b Accounting fees <b>STMT 3</b>	21,000.	0.		21,000.
	c Other professional fees <b>STMT 4</b>	217,263.	0.		217,263.
	17 Interest				
	18 Taxes <b>STMT 5</b>	2.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy	97,642.	0.		97,642.
	21 Travel, conferences, and meetings	34,758.	0.		34,758.
	22 Printing and publications				
	23 Other expenses <b>STMT 6</b>	47,871.	0.		47,871.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,534,373.	0.		1,534,371.
	25 Contributions, gifts, grants paid <b>See Stmt A</b>	43,360,493.			43,360,493.
26 Total expenses and disbursements. Add lines 24 and 25	44,894,866.	0.		44,894,864.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-9,894,708.				
b Net investment income (if negative, enter -0-)		158.			
c Adjusted net income (if negative, enter -0-)			N/A		

\* See Statement C regarding Conduit Private Foundation Elections

\*\* See Statement E regarding calculation for status as a Conduit Private Foundation for 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	10,546,227.	641,282.	641,282.
	2 Savings and temporary cash investments			
	3 Accounts receivable	8,336.		
	Less: allowance for doubtful accounts	48.	8,336.	8,336.
	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	5,999.	7,948.	7,948.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis				
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
15 Other assets (describe)				
<b>16 Total assets (to be completed by all filers)</b>	<b>10,552,274.</b>	<b>657,566.</b>	<b>657,566.</b>	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	10,552,274.	657,566.		
<b>30 Total net assets or fund balances</b>	<b>10,552,274.</b>	<b>657,566.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>10,552,274.</b>	<b>657,566.</b>		

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	10,552,274.
2 Enter amount from Part I, line 27a	2	-9,894,708.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	657,566.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	657,566.

**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			
b	NONE		
c			
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			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss) <span style="font-size: small;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>	2	
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	

**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	23,571,771.	1,387,990.	16.982666
2009	15,704,894.	702,339.	22.360846
2008	12,589,711.	364,755.	34.515527
2007	0.	98,500.	.000000
2006			

2 Total of line 1, column (d)	2	73.859039
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	18.464760
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,608,820.
5 Multiply line 4 by line 3	5	29,706,475.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2.
7 Add lines 5 and 6	7	29,706,477.
8 Enter qualifying distributions from Part XII, line 4	8	44,894,864.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2.
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	2.
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	2.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	564.
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	564.
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	562.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 562. Refunded <input checked="" 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
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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
4b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
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) ▶ CA, DE		
8b 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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► CFO/SECRETARY Telephone no. ► 415-284-8570 Located at ► 199 FREMONT STREET, 25TH FLOOR, SAN FRANCISCO, CA ZIP+4 ► 94105			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <u>IRC Sec 4941(d)(2)(E)</u> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available <u>Reg 53.4941(d)-3(c)(2) Ex. 1</u> for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  N/A

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

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

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

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

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

**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 7		155,900.	21,378.	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
SUSAN M. HARVEY - P.O. BOX 193809, SAN FRANCISCO, CA 941193809	PROGRAM DIRECTOR 16.00	67,250.	20,809.	0.
JOYA BANERJEE - P.O. BOX 193809, SAN FRANCISCO, CA 941193809	PROGRAM OFFICER 20.00	66,521.	10,822.	0.
JULIE KIDD - P.O. BOX 193809, SAN FRANCISCO, CA 941193809	PROGRAM OFFICER 20.00	65,021.	9,556.	0.
ANGIE CHEN - P.O. BOX 193809, SAN FRANCISCO, CA 941193809	PROGRAM OFFICER 20.00	64,021.	8,914.	0.
ALLISON H. TURNER - P.O. BOX 193809, SAN FRANCISCO, CA 941193809	PROGRAM OFFICER 18.00	60,300.	12,322.	0.
<b>Total number of other employees paid over \$50,000</b>				<b>0</b>

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">0.</span>	

**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	0.
b	Average of monthly cash balances .....	1b	1,633,320.
c	Fair market value of all other assets .....	1c	
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	1,633,320.
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	1,633,320.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) .....	4	24,500.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	1,608,820.
6	<b>Minimum investment return.</b> Enter 5% of line 5 .....	6	80,441.

**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	80,441.
2a	Tax on investment income for 2011 from Part VI, line 5 .....	2a	2.
b	Income tax for 2011. (This does not include the tax from Part VI.) .....	2b	
c	Add lines 2a and 2b .....	2c	2.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	80,439.
4	Recoveries of amounts treated as qualifying distributions .....	4	0.
5	Add lines 3 and 4 .....	5	80,439.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	80,439.

**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	44,894,864.
b	Program-related investments - total from Part IX-B .....	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes .....	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required) .....	3a	
b	Cash distribution test (attach the required schedule) .....	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 .....	4	44,894,864.
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	2.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	44,894,862.

**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				80,439.
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				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 44,894,864.				
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)	10,660,100. (1)			
d Applied to 2011 distributable amount				80,439.
e Remaining amount distributed out of corpus	34,154,325.			
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	44,814,425.			
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)	44,814,425. (2)			
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	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

(1) See Statement D regarding 2010 Conduit Private Foundation elections made on the Fund's 2010 filed 990-PF

(2) See Statement E regarding calculation for status as a Conduit Private Foundation for 2011

(3) See Statement C regarding 2011 Conduit Private Foundation elections

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

NONE

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a The name, address, and telephone number 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
SEE STATEMENT A				43,360,493.
<b>Total</b>				<b>43,360,493.</b>
<b>b Approved for future payment</b>				
CAL STATE UNIVERSITY FOUNDATION 401 GOLDEN SHORE, 6TH FLOOR LONG BEACH, CA 90802	NONE	501(C)(3)	PROGRAM	300,000.
KANSAS UNIVERSITY ENDOWMENT ASSOCIATION 1891 CONSTANT AVENUE LAWRENCE, KS 66044	NONE	501(C)(3)	PROGRAM	25,000.
KQED 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	501(C)(3)	PROGRAM	200,000.
<b>Total</b>				<b>2,975,000.</b>

SEE CONTINUATION SHEET(S)





**Part XV Supplementary Information****3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAND TRUST ALLIANCE 1660 L STREET NW, SUITE 1100 WASHINGTON, DC 20036	NONE	501(C)(3)	PROGRAM	500,000.
OCEAN EXPLORATION TRUST P.O. BOX 42 OLD LYME, CT 06371	NONE	501(C)(3)	PROGRAM	250,000.
BUCK INSTITUTE FOR RESEARCH ON AGING 8001 REDWOOD BLVD NOVATO, CA 94945	NONE	501(C)(3)	PROGRAM	1,000,000.
CITY OF RICHMOND, CITY MANAGER'S OFFICE 450 CIVIC CENTER PLAZA, SUITE 300 RICHMOND, CA 94804	NONE	NON-PROFIT ORGANIZATION	PROGRAM	200,000.
COMMONWEALTH CLUB OF CALIFORNIA 595 MARKET STREET, 2ND FLOOR SAN FRANCISCO, CA 94105	NONE	501(C)(3)	PROGRAM	250,000.
EAST BAY CENTER FOR THE PERFORMING ARTS 339 11TH STREET RICHMOND, CA 94801	NONE	501(C)(3)	PROGRAM	250,000.
<b>Total from continuation sheets</b>				<b>2,450,000.</b>

**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

STEPHEN BECHTEL FUND

Employer identification number

20-8680679

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

Employer identification number

**STEPHEN BECHTEL FUND**

**20-8680679**

**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	STEPHEN D. BECHTEL JR. P.O. BOX 193809 SAN FRANCISCO, CA 941193809	\$ 35,000,000*	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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

**STEPHEN BECHTEL FUND**  
**2011 TAX YEAR**

**STATEMENT A**  
**20-8680679**

**Grants Paid from Jan 1, 2011 - December 31, 2011**

<b>Grantee Legal Name</b>	<b>Grantee Address</b>	<b>Tax Status</b>	<b>Program Area</b>	<b>Type of Support</b>	<b>Payment Date</b>	<b>Grant Amount</b>
The Board of Trustees of Leland Stanford Junior University	Frances C. Arrillaga Alumni Center 326 Galvez Street Stanford, CA 94305-6105	501c(3)	Environment	Program	1/7/2011	\$100,000
SEE College Prep Inc.	145 Natoma St., 3rd Floor San Francisco, CA 94105	501c(3)	General Education	Program	1/14/2011	\$25,000
Oakland Military Institute	c/o VentureSpark 2269 Chestnut St., Suite 500 San Francisco, CA 94123	501c(3)	General Education	Underwrite Benefit	1/14/2011	\$5,000
Massachusetts Institute of Technology	77 Massachusetts Avenue Cambridge, MA 02139-4307	501c(3)	STEM	Program	1/14/2011	\$45,000
The Board of Trustees of Leland Stanford Junior University	Office of Development Frances C. Arrillaga Alumni Center 326 Galvez Street Stanford, CA 94305	501c(3)	STEM	Program	1/14/2011	\$45,000
San Francisco Parks Alliance	McLaren Lodge Golden Gate Park, 501 Stryan Street San Francisco, CA 94117	501c(3)	Environment	Program	1/21/2011	\$50,000
Open Table Inc.	7000 North 16th Street Suite 120-238 Phoenix, AZ 85020-5547	501c(3)	Character/Citizenship Development	Program	2/4/2011	\$5,000
National Audubon Society, Inc.	4225 Hollis St. Emeryville, CA 94608	501c(3)	Environment	Program	2/4/2011	\$35,000
Public Policy Institute of California	500 Washington Street Suite 600 San Francisco, CA 94111	501c(3) 501c(3)	Environment	Program	2/4/2011	\$25,000
San Francisco School Alliance Foundation	135 Van Ness Ave., Room 408 San Francisco, CA 94102	501c(3)	Environment	Program	2/4/2011	\$100,000
Foundation For Teaching Economics	260 Russell Blvd., Suite B Davis, CA 95616	501c(3)	General Education	Program	2/4/2011	\$10,000
Oakland Unified School District	Superintendent's Office 1025 2nd Avenue, Room 301 Oakland, CA 94606	501c(3)	STEM	Program	2/4/2011	\$130,000
Boy Scouts of America	1325 West Walnut Hill Lane P.O. Box 152079 Irving, Texas 75038	501c(3)	Character/Citizenship Development	Capital	2/11/2011	\$10,000,000
Youth Radio	1701 Broadway Oakland, CA 94612	501c(3)	Environment	Program	2/18/2011	\$100,000
Samaritan House	4031 Pacific Boulevard San Mateo, CA 94403	501c(3)	Health	Capital	2/18/2011	\$50,000
Afterschool Alliance	1616 H Street, Suite 820 Washington, DC 20006	501c(3)	STEM	Program	3/11/2011	\$60,000
Kansas University Endowment Association	1891 Constant Avenue Lawrence, KS 66044	501c(3)	Civic	Endowment	3/18/2011	\$25,000
The Yosemite Foundation	155 Montgomery Street Suite 1104 San Francisco, CA 94104	501c(3)	Civic	Program	3/18/2011	\$5,000
Whitman College Board of Trustees	345 Boyer Avenue Walla Walla, WA 99362	501c(3)	Civic	Program	3/18/2011	\$5,000
Business for the Environment Global Futures Foundation	335 Powell Street 14th Floor San Francisco, CA 94102	501c(3)	Environment	Program	3/18/2011	\$50,000
La Clinica de La Raza Inc.	1515 Fruitvale Avenue Oakland, CA 94601	501c(3)	Health	Program	3/18/2011	\$50,000
Heyday Institute	P.O. Box 9145 Berkeley, CA 94709	501c(3)	Civic	Capital	3/25/2011	\$80,000
Bay Area Community Resources	171 Carlos Drive San Rafael, CA 94903-2005	501c(3)	Health	Program	3/25/2011	\$25,000
Student Conservation Association, Inc., The	P. O. Box 550 Charlestown, NH 03603-0550	501c(3)	Environment	Program	4/1/2011	\$50,000

**STEPHEN BECHTEL FUND**  
**2011 TAX YEAR**

**STATEMENT A**  
**20-8680679**

**Grants Paid from Jan 1, 2011 - December 31, 2011**

<b>Grantee Legal Name</b>	<b>Grantee Address</b>	<b>Tax Status</b>	<b>Program Area</b>	<b>Type of Support</b>	<b>Payment Date</b>	<b>Grant Amount</b>
Institute for Eastwest Studies Inc.	11 East 26th Street 20th Floor New York, NY 10010	501c(3)	Civic	Program	4/15/2011	\$25,000
The Conservation Fund	1655 North Fort Myer Drive, Suite 1300 Arlington, VA 22209-3199	501c(3)	Environment	Capital	4/15/2011	\$500,000
Western Rivers Conservancy	71 SW Oak Street Suite 100 Portland, OR 97204	501c(3)	Environment	Capital	4/15/2011	\$650,000
Grist Magazine, Inc.	710 Second Ave., Suite 860 Seattle, WA 98104	501c(3)	Environment	Program	4/15/2011	\$75,000
Point Reyes Bird Observatory	3820 Cypress Drive #11 Petaluma, CA 94954	501c(3)	Environment	Program	4/15/2011	\$300,000
Seven Tepees Youth Program	3177 17th Street San Francisco, CA 94110	501c(3)	Environment	Program	4/15/2011	\$30,000
Sustainable Conservation	98 Battery Street, Suite 302 San Francisco, CA 94111	501c(3)	Environment	Program	4/15/2011	\$300,000
Ocean Exploration Trust Inc.	P.O. Box 42 Old Lyme, CT 06371	501c(3)	STEM	Capital	4/15/2011	\$250,000
Big Brothers Big Sisters of the Bay Area	731 Market Street, 6th Floor San Francisco, CA 94103	501c(3)	Character/Citizenship Development	Program	4/22/2011	\$100,000
iFoster Inc.	10089 East Alder Creek Road Truckee, CA 96161	501c(3)	Character/Citizenship Development	Program	4/22/2011	\$25,000
Positive Coaching Alliance	1001 N. Rengstroff Ave. Suite 100 Mountain View, CA 94043	501c(3)	Character/Citizenship Development	Program	4/22/2011	\$144,000
Piedmont Beautification Foundation	Piedmont City Hall 120 Vista Avenue Piedmont, CA 94611	501c(3)	Civic	Capital	4/22/2011	\$20,000
Sustainable Conservation	98 Battery Street, Suite 302 San Francisco, CA 94111	501c(3)	Environment	Program	4/22/2011	\$100,000
Larkin Street Youth Services	5190 Third Street San Francisco, CA 94124	501c(3)	Health	Capital	4/22/2011	\$100,000
Alta Bates Summit Foundation	2450 Ashby Avenue Berkeley, CA 94705	501c(3)	Health	Program	4/22/2011	\$25,000
Family House, Inc.	50 Irving Street San Francisco, CA 94122	501c(3)	Health	Program	4/22/2011	\$100,000
Northern California Institute for Bone Health Inc.	3100 Telegraph Avenue, Suite 3000 Oakland, CA 94609-3223	501c(3)	Health	Program	4/22/2011	\$25,000
American Academy of Arts and Sciences	Norton's Woods 136 Irving Street Cambridge, MA 02138-1996	501c(3)	Character/Citizenship Development	Program	5/6/2011	\$400,000
Boys & Girls Clubs of San Francisco	55 Hawthorne Street, Suite 600 San Francisco, CA 94105	501c(3)	Character/Citizenship Development	Program	5/6/2011	\$100,000
Young Men's Christian Association of San Francisco	631 Howard Street Suite 500 San Francisco, CA 94105	501c(3)	Character/Citizenship Development	Program	5/6/2011	\$100,000
AARP Foundation	P.O. Box 93207 Long Beach, CA 90809-3207	501c(3)	Civic	Program	5/6/2011	\$1,000
San Francisco Parks Alliance	McLaren Lodge Golden Gate Park, 501 Stanyan Street San Francisco, CA 94117	501c(3)	Civic	Program	5/6/2011	\$5,000
Huckleberry Youth Programs, Inc.	3310 Geary Blvd San Francisco, CA 94118	501c(3)	Health	Program	5/6/2011	\$25,000
California Forward	1107 9th Street, Suite 650 Sacramento, CA 95814	501c(3)	Character/Citizenship Development	Program	5/20/2011	\$200,000
East Oakland Youth Development Center	8200 International Boulevard Oakland, CA 94621	501c(3)	Character/Citizenship Development	Program	5/20/2011	\$100,000
East Oakland Youth Development Center	8200 International Boulevard Oakland, CA 94621	501c(3)	Character/Citizenship Development	Program	5/20/2011	\$250,000

**STEPHEN BECHTEL FUND**  
**2011 TAX YEAR**

**STATEMENT A**  
**20-8680679**

**Grants Paid from Jan 1, 2011 - December 31, 2011**

<b>Grantee Legal Name</b>	<b>Grantee Address</b>	<b>Tax Status</b>	<b>Program Area</b>	<b>Type of Support</b>	<b>Payment Date</b>	<b>Grant Amount</b>
San Francisco Court Appointed Special Advocate Program	100 Bush Street Suite 650 San Francisco, CA 94104	501c(3)	Character/Citizenship Development	Program	5/20/2011	\$50,000
Young Men's Christian Association of the East Bay	4175 Lakeside Drive, #110 Richmond, CA 94806	501c(3)	Character/Citizenship Development	Program	5/20/2011	\$57,500
George Mark Children's Fund	2121 George Mark Lane San Leandro, CA 94578	501c(3)	Health	Program	5/20/2011	\$25,000
Huckleberry Youth Programs, Inc.	3310 Geary Blvd San Francisco, CA 94118	501c(3)	Health	Program	5/20/2011	\$100,000
San Francisco Food Bank	900 Pennsylvania Avenue San Francisco, CA 94107	501c(3)	Health	Program	5/20/2011	\$75,000
City and County of San Francisco FBO the War Memorial Gift Fund	401 Van Ness Avenue, Suite 110 San Francisco, CA 94102	Non-profit organization	Civic	Capital	5/27/2011	\$1,500,000
Carmel Ideas Foundation	P.O. Box 2424 c/o James & Cynthia McGillen Carmel, CA 93921	501c(3)	Cultural	Program	5/27/2011	\$10,000
Boys & Girls Clubs of San Francisco	55 Hawthorne Street, Suite 600 San Francisco, CA 94105	501c(3)	Character/Citizenship Development	Capital	6/3/2011	\$750,000
Summer Search Foundation	500 Sansome Street, Suite 350 San Francisco, CA 94111	501c(3)	Character/Citizenship Development	Program	6/3/2011	\$25,000
The Character Education Partnership Inc.	1025 Connecticut Avenue Suite 1011 Washington, DC 20036	501c(3)	Character/Citizenship Development	Program	6/3/2011	\$50,000
Young Men's Christian Association of San Francisco	631 Howard Street Suite 500 San Francisco, CA 94105	501c(3)	Character/Citizenship Development	Program	6/3/2011	\$1,400,000
Youth Enrichment Strategies	2811 Macdonald Avenue Richmond, CA 94804	501c(3)	Character/Citizenship Development	Program	6/3/2011	\$50,000
Mercatus Center Inc.	3301 North Fairfax Drive, Suite 450 Arlington, VA 22201	501c(3)	Civic	Program	6/3/2011	\$300,000
Piedmont Community Church	400 Highland Avenue Piedmont, CA 94611	501c(3)	Civic	Program	6/3/2011	\$25,000
National Audubon Society, Inc.	4225 Hollis St. Emeryville, CA 94608	501c(3)	Environment	Program	6/3/2011	\$750,000
County of Alameda, Piedmont Unified School District	760 Magnolia Avenue Piedmont, CA 94611-4088	501c(3)	Health	Program	6/8/2011	\$30,000
Nature Conservancy, Inc.	559 East South Temple Salt Lake City, UT 84102	501c(3)	Environment	Program	6/10/2011	\$50,000
Girls Incorporated of West Contra Costa County	260 Broadway Richmond, CA 94804	501c(3)	Character/Citizenship Development	Program	6/17/2011	\$50,000
Piedmont Beautification Foundation	Piedmont City Hall 120 Vista Avenue Piedmont, CA 94611	501c(3)	Civic	Capital	6/24/2011	\$12,000
The Commonwealth Club of California	595 Market Street, 2nd Floor San Francisco, CA 94105	501c(3)	Civic	Capital	6/24/2011	\$250,000
American Red Cross	Bay Area Chapter 85 Second Street, Seventh Floor San Francisco, CA 94105	501c(3)	Civic	Program	6/24/2011	\$10,000
Philanthropy Roundtable	1730 M St., NW Suite 601 Washington, DC 20036	501c(3)	Civic	Program	6/24/2011	\$100,000
U. S. Department of State	2100 Pennsylvania Avenue, NW, Suite 535 Washington, DC 20037	Non-profit organization	Civic	Program	6/24/2011	\$250,000
California Waterfowl Association	4630 Northgate Blvd, Suite 150 Sacramento, CA 95834	501c(3)	Environment	Program	6/24/2011	\$70,000
Earth Island Institute	1771 Alcatraz Avenue Berkeley, CA 94703	501c(3)	Environment	Program	6/24/2011	\$20,000
Land Trust Alliance, Inc.	1660 L St. NW Suite 1100 Washington, DC 20036	501c(3)	Environment	Program	6/24/2011	\$500,000

**STEPHEN BECHTEL FUND**  
**2011 TAX YEAR**

**STATEMENT A**  
**20-8680679**

**Grants Paid from Jan 1, 2011 - December 31, 2011**

<b>Grantee Legal Name</b>	<b>Grantee Address</b>	<b>Tax Status</b>	<b>Program Area</b>	<b>Type of Support</b>	<b>Payment Date</b>	<b>Grant Amount</b>
Natural Resources Defense Council, Inc.	40 West 20 Street New York, NY 10011	501c(3)	Environment	Program	6/24/2011	\$100,000
Resources Legacy Fund	555 Capitol Mall, Ste 675 Sacramento, CA 95814	501c(3)	Environment	Program	6/24/2011	\$2,650,000
The Outdoor Foundation	1502 Sixth Street, NW Washington, DC 20001	501c(3)	Environment	Program	6/24/2011	\$50,000
The Colorado Museum of Natural History	2001 Colorado Boulevard Denver, CO 80205	501c(3)	STEM	Program	6/24/2011	\$1,000
Oakland Schools Foundation	P.O. Box 20238 Oakland, CA 94620-0238	501c(3)	General Education	Program	6/30/2011	\$25,000
Columbia River Maritime Museum Inc.	1792 Marine Drive Astoria, OR 97103	501c(3)	Civic	Program	7/1/2011	\$5,000
Marine Corps Heritage Foundation	P.O. Box 420 Quantico, VA 22134-0420	501c(3)	Civic	Program	7/1/2011	\$5,000
Camp Augusta, Incorporated	17530 Lake Vera Road Nevada City, CA 95959	501c(3)	Character/Citizenship Development	Capital	7/8/2011	\$100,000
Girls Incorporated of Alameda County	13666 East 14th Street San Leandro, CA 94578	501c(3)	Character/Citizenship Development	Program	7/8/2011	\$50,000
RYSE Inc.	205 41st Street Richmond, CA 94805	501c(3)	Character/Citizenship Development	Program	7/8/2011	\$100,000
Trustees of The Smith College	76 Elm Street Northampton, MA 01063	501c(3)	Civic	Program	7/8/2011	\$100,000
United Religions	P.O. Box 29242 San Francisco, CA 94129	501c(3)	Civic	Program	7/8/2011	\$100,000
Food Runners	2579 Washington Street San Francisco, CA 94115	501c(3)	Health	Program	7/8/2011	\$10,000
Volunteers in Medicine-San Francisco	4871 Mission Street San Francisco, CA 94112	501c(3)	Health	Program	7/8/2011	\$50,000
The Bay Area News Project	126 Post Street, 5th Floor San Francisco, CA 94108	501c(3)	Civic	Program	7/15/2011	\$125,000
Exploratorium, The	At the Palace of Fine Arts 3601 Lyon Street San Francisco, CA 94123-1099	501c(3)	Environment	Program	7/15/2011	\$65,000
Pie Ranch	P. O Box 363 Pescadero, CA 94060	501c(3)	Environment	Program	7/15/2011	\$30,000
San Francisco Parks Alliance	314 Rutledge Street San Francisco, CA 94110	501c(3)	Environment	Program	7/15/2011	\$30,000
UC Davis Foundation	One Shields Avenue Davis, CA 95616	501c(3)	General Education	Program	7/15/2011	\$25,000
La Clinica de La Raza Inc.	1515 Fruitvale Avenue Oakland, CA 94601	501c(3)	Health	Program	7/15/2011	\$5,500
American Society of Civil Engineers Foundation	Third Floor 1801 Alexander Bell Drive Reston, VA 20191-4400	501c(3)	STEM	Program	7/15/2011	\$90,000
DonorsChoose Inc.	323 Geary Street Suite 510 San Francisco, CA 94102	501c(3) 3/8/2005	STEM	Program	7/15/2011	\$50,000
Tau Beta Pi Association, Inc., The	P. O. Box 2697 Knoxville, TN 37901-2697	501c(3)	STEM	Program	7/15/2011	\$25,000
Aim High for High School	P.O. Box 410715 San Francisco, CA 94141-0715	501c(3)	Character/Citizenship Development	Program	7/22/2011	\$50,000
Community Initiatives	c/o Community Initiatives 354 Pine Street, Suite 700 San Francisco, CA 94104	501c(3)	Character/Citizenship Development	Program	7/22/2011	\$30,000
East Oakland Youth Development Center	8200 International Boulevard Oakland, CA 94621	501c(3)	Character/Citizenship Development	Program	7/22/2011	\$10,000
First Place for Youth	519 17th Street Oakland, CA 94612	501c(3)	Character/Citizenship Development	Program	7/22/2011	\$150,000
Girl Scouts of Northern California	7700 Edgewater Drive Suite 340 Oakland, CA 94621	501c(3)	Character/Citizenship Development	Program	7/22/2011	\$200,000
Joseph and Edna Josephson Institute for the Advancement of Ethics	9841 Airport Blvd., Suite 300 Los Angeles, CA 90045	501c(3)	Character/Citizenship Development	Program	7/22/2011	\$25,000

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KQED Inc.	2601 Mariposa Street San Francisco, CA 94110	501c(3)	Character/Citizenship Development	Program	7/22/2011	\$200,000
Oakland Kids First	610 16th Street, Suite 310 Oakland, CA 94612	501c(3)	Character/Citizenship Development	Program	7/22/2011	\$80,000
Oakland Schools Foundation	P.O. Box 20238 Oakland, CA 94620-0238	501c(3)	Character/Citizenship Development	Program	7/22/2011	\$40,000
Plan USA	155 Plan Way Warwick, RI 02886	501c(3)	Civic	Program	7/22/2011	\$5,000
Garden Conservancy, The	P. O. Box 219 Albany Post Road Cold Spring, NY 10516	501c(3)	Cultural	Capital	7/22/2011	\$25,000
National Marine Sanctuary Foundation	8601 Georgia Avenue, Suite 201 Silver Spring, MD 20910	501c(3)	Environment	Program	7/22/2011	\$50,000
PTA California Congress of Parents Teachers & Students Inc.	4351 Broadway Oakland, CA 94611	501c(3)	General Education	Capital	7/22/2011	\$100,000
Alzheimer's Disease and Related Disorders Association	1060 La Avenida Street Mountain View, CA 94043-1422	501c(3)	Health	Program	7/22/2011	\$150,000
Ambulatory Surgery Access Coalition	115 Sansome Street, Ste 1205 San Francisco, CA 94104	501c(3)	Health	Program	7/22/2011	\$50,000
Children's Hospital and Research Center at Oakland	747 Fifty Second Street Oakland, CA 94609-1809	501c(3)	Health	Program	7/22/2011	\$150,000
Boy Scouts of America, San Francisco Bay Area Council	1001 Davis Street San Leandro, CA 94577-1514	501c(3)	Character/Citizenship Development	Program	7/29/2011	\$200,000
The Salvation Army	San Francisco City Administration Office 832 Folsom Street P. O. Box 193465 San Francisco, CA 94119-3465	501c(3)	Character/Citizenship Development	Program	7/29/2011	\$60,000
Youth Homes Incorporated	P.O. Box 5759 1855 Olympic Blvd. Walnut Creek, CA 94596	501c(3)	Character/Citizenship Development	Program	7/29/2011	\$50,000
United Religions	P.O. Box 29242 San Francisco, CA 94129	501c(3)	Civic	Program	7/29/2011	\$100,000
Corporation of the Fine Arts Museums	De Young, Golden Gate Park 50 Hagiwara Tea Garden Drive San Francisco, CA 94118-4501	501c(3)	Cultural	Program	7/29/2011	\$15,000
Carpe Diem West	325 Pine Street Sausalito, CA 94965	501c(3)	Environment	Program	7/29/2011	\$92,000
The Nature Conservancy	201 Mission Street, 4th Floor San Francisco, CA 94105	501c(3)	Environment	Program	7/29/2011	\$60,000
California School Health Centers Association	660 13th Street, Suite 202 Oakland, CA 94612	501c(3)	Health	Program	7/29/2011	\$100,000
National Assembly on School-Based Health Care	1100 G. Street, N.W. Suite 735 Washington, DC 20005	501c(3)	Health	Program	7/29/2011	\$100,000
Junior Engineering Technical Society, Inc.	1420 King Street, Ste 405 Alexandria, VA 22314-2794	501c(3)	STEM	Program	7/29/2011	\$75,000
National Action Council for Minorities in Engineering, Inc.	440 Hamilton Ave., Suite 302 White Plains, NY 10601-1813	501c(3)	STEM	Program	7/29/2011	\$65,000
Oakland Metropolitan Chamber of Commerce Foundation	475 14th Street Oakland, CA 94612	501c(3)	Character/Citizenship Development	Program	8/19/2011	\$50,000
Volunteer Center of San Francisco	1675 California Street San Francisco, CA 94109	501c(3)	Character/Citizenship Development	Program	8/19/2011	\$40,000
The California Museum of History, Women and The Arts	1020 O Street Sacramento, CA 95814	501c(3)	Civic	Program	8/19/2011	\$5,000
CBEE Foundation	1215 K Street, Suite 1570 Sacramento, CA 95814	501c(3)	General Education	Program	8/19/2011	\$50,000
The Athenian School	2100 Mt. Diablo Scenic Blvd. Danville, CA 94506-2002	501c(3)	General Education	Program	8/19/2011	\$5,000
The Board of Trustees of Leland Stanford Junior University	Suite 131C Stanford, CA 94305-5015	501c(3)	General Education	Program	8/19/2011	\$25,000
Dental Health Foundation	520 3rd Street, Suite 108 Oakland, CA 94607	501c(3)	Health	Program	8/19/2011	\$50,000

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University of California, San Francisco Foundation	3333 California Street, Suite 380 San Francisco, CA 94143-1265	501c(3)	Health	Program	8/19/2011	\$100,000
Girls Incorporated of Alameda County	13666 East 14th Street San Leandro, CA 94578	501c(3)	STEM	Program	8/19/2011	\$75,000
Girls Incorporated of Alameda County	13666 East 14th Street San Leandro, CA 94578	501c(3)	STEM	Program	8/19/2011	\$75,000
California School Health Centers Association	660 13th Street, Suite 202 Oakland, CA 94612	501c(3)	Health	Program	8/23/2011	\$75,000
California Symphony Orchestra, Inc.	877 Ygnacio Valley Road, Suite 200 Pleasant Hill, CA 94596	501c(3)	Cultural	Program	8/26/2011	\$5,000
The Board of Trustees of Leland Stanford Junior University	579 Serra Mall Landau Building Stanford, CA 94305	501c(3)	Health	Program	8/26/2011	\$200,000
Earth Island Institute Inc.	215 Lisbon Street San Francisco, CA 94112	501c(3)	Environment	Program	9/2/2011	\$32,500
Sand County Foundation Inc.	16 North Carroll Street, Suite 450 Madison, WI 53703	501c(3)	Environment	Program	9/2/2011	\$20,000
Pi Beta Phi Foundation	1154 Town & Country Commons Drive Town & Country, MO 63017	501c(3)	General Education	Program	9/2/2011	\$2,500
Eastside College Preparatory School, Inc.	1041 Myrtle Street East Palo Alto, CA 94303	501c(3)	STEM	Program	9/2/2011	\$50,000
Congressional Coalition on Adoption Institute	P.O. Box 2343 San Francisco, CA 94126	501c(3)	Character/Citizenship Development	Program	9/9/2011	\$15,000
Elderhostel, Inc.	11 Avenue de Lafayette Boston, MA 02111-1746	501c(3)	Character/Citizenship Development	Program	9/9/2011	\$25,000
Youth Employment Partnership, Inc.	2300 International Boulevard Oakland, CA 94601	501c(3)	Character/Citizenship Development	Program	9/9/2011	\$100,000
Contemporary Jewish Museum	736 Mission Street San Francisco, CA 94103	501c(3)	Cultural	Program	9/9/2011	\$5,000
Bay Area Wilderness Training	2301 Broadway, Suite B Oakland, CA 94612	501c(3)	Environment	Program	9/16/2011	\$50,000
San Francisco School Alliance Foundation	135 Van Ness Ave., Room 408 San Francisco, CA 94102	501c(3)	Environment	Program	9/16/2011	\$100,000
Water Education Foundation	717 K Street, Suite 317 Sacramento, CA 95814	501c(3)	Environment	Program	9/16/2011	\$25,000
Regents of the University of California	545 Student Services, #1900 Berkeley, CA 94720-1900	501c(3)	General Education	Program	9/16/2011	\$20,000
UC San Francisco Foundation	Young Adult and Family Center Langley Porter Psychiatric Institute 401 Parnassus Avenue San Francisco, CA 94143	501c(3)	Health	Program	9/16/2011	\$50,000
Citizen Schools Inc.	308 Congress St., 5th Floor Boston, MA 02210	501c(3)	STEM	Program	9/16/2011	\$200,000
REDF	221 Main Street, Suite 1550 San Francisco, CA 94105	501c(3)	Civic	Program	9/20/2011	\$100,000
Community Initiatives	5645 Oakgrove Avenue Oakland, CA 94618	501c(3)	Character/Citizenship Development	Program	9/23/2011	\$25,000
Jumpstart for Young Children, Inc.	965 Mission Street Suite 300 San Francisco, CA 94103	501c(3)	Character/Citizenship Development	Program	9/23/2011	\$75,000
Public Policy Institute of California	500 Washington Street Suite 600 San Francisco, CA 94111	501c(3) 501c(3)	Character/Citizenship Development	Program	9/23/2011	\$100,000
Pacific Legal Foundation	930 G Street Sacramento, CA 95814	501c(3)	Civic	Program	9/23/2011	\$5,000
Golden Gate National Parks Conservancy	Building 201, Fort Mason San Francisco, CA 94123	501c(3)	Environment	Capital	9/23/2011	\$300,000

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Farallones Marine Sanctuary Association	The Presidio P.O. Box 29386 San Francisco, CA 94129	501c(3)	Environment	Program	9/23/2011	\$80,000
Schmahl Science Workshops	171 Branham Lane, Suite 10, PMB 223 San Jose, CA 95136	501c(3)	STEM	Program	9/23/2011	\$25,000
Harvey Mudd College	301 Platt Boulevard Claremont, CA 91711	501c(3)	STEM	Capital	9/29/2011	\$50,000
Scripps College	1020 Columbia Avenue Claremont, CA 91711-3905	501c(3)	STEM	Capital	9/29/2011	\$50,000
East Bay Center for the Performing Arts	339 11th Street Richmond, CA 94801-3105	501c(3)	Character/Citizenship Development	Capital	9/30/2011	\$250,000
Mills College	5000 MacArthur Blvd, Oakland, CA 94613	501c(3)	Character/Citizenship Development	Program	9/30/2011	\$74,408
Playworks Education Energized	380 Washington Street Oakland, CA 94607	501c(3)	Character/Citizenship Development	Program	9/30/2011	\$50,000
City Parks Alliance Inc.	2121 Ward Ct., NW Fifth Floor Washington, DC 20037	501c(3)	Environment	Program	9/30/2011	\$25,000
South Coast Wildlands Project	P.O. Box 1052 Fair Oaks, CA 95628	501c(3)	Environment	Program	9/30/2011	\$100,000
New School Fund	49 Stevenson Street, #575 San Francisco, CA 94105	501c(3)	STEM	Program	9/30/2011	\$350,000
The California State University Foundation	401 Golden Shore, 6th Floor Long Beach, CA 90802-4210	501c(3)	STEM	Program	9/30/2011	\$300,000
NatureBridge	28 Geary Street Suite 650 San Francisco, CA 94108	501c(3)	Environment	Program	10/7/2011	\$155,000
Parents for Public Schools Inc.	3543 18th Street San Francisco, CA 94110	501c(3)	General Education	Program	10/7/2011	\$25,000
La Clinica de La Raza Inc.	1515 Fruitvale Avenue Oakland, CA 94601	501c(3)	Health	Program	10/7/2011	\$150,000
Oakland Unified School District	Family, Schools and Community Partnerships Brookfield Annex 495 Jones Ave. Oakland, CA 94603	501c(3)	Health	Program	10/7/2011	\$50,000
Trustees of Boston University	1 Sherborn Street 7th Floor Boston, MA 02215	501c(3)	Health	Program	10/7/2011	\$75,000
Science Friday Initiative Inc	4 West 43rd Street, Suite 306 New York, NY 10036	501c(3)	STEM	Program	10/7/2011	\$125,000
Society of Women Engineers	203 North La Salle Street, Suite 1675 Chicago, IL 60601	501c(3)	STEM	Program	10/7/2011	\$45,000
Community Initiatives	354 Pine Street, Suite 700 San Francisco, CA 94104	501c(3)	STEM	Program	10/12/2011	\$75,000
Boy Scouts of America	10 Highland Way Piedmont, CA 94611	501c(3)	Character/Citizenship Development	Program	10/14/2011	\$25,000
California Forward	1107 9th Street, Suite 650 Sacramento, CA 95814	501c(3)	Character/Citizenship Development	Program	10/14/2011	\$25,000
City of Richmond	450 Civic Center Plaza Richmond, CA 94804-1630	Non-profit organization	Character/Citizenship Development	Program	10/14/2011	\$50,000
Ignite	251 28th Street San Francisco, CA 94131-2303	501c(3)	Character/Citizenship Development	Program	10/14/2011	\$50,000
United Way of the Bay Area	221 Main Street, Suite 300 San Francisco, CA 94105	501c(3)	Civic	Program	10/14/2011	\$50,000
California Rangeland Trust	1225 H Street Sacramento, CA 95814-1910	501c(3)	Environment	Program	10/14/2011	\$53,350
Center for Land-Based Learning	5265 Putah Creek Road Winters, CA 95694	501c(3)	Environment	Program	10/14/2011	\$15,000
National Wildlife Refuge Association	1250 Connecticut Ave., NW Suite 600 Washington, DC 20036	501c(3)	Environment	Program	10/14/2011	\$25,000

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Theodore Roosevelt Conservation Partnership Inc.	1660 L Street NW, Suite 208 Washington, DC 20036	501c(3)	Environment	Program	10/14/2011	\$25,000
UC Davis Foundation	Watershed Sciences Building, 1st Floor One Shields Avenue Davis, CA 95616	501c(3)	Environment\Other	Program	10/14/2011	\$500,000
Architectural Foundation of San Francisco	160 Pine Street, Suite 505 San Francisco, CA 94111	501c(3)	General Education	Program	10/14/2011	\$50,000
Head-Royce School	4315 Lincoln Avenue Oakland, CA 94602	501c(3)	General Education	Program	10/14/2011	\$7,500
President and Trustees of Colby College	4342 Mayflower Hill Waterville, Maine 04901-8843	501c(3)	General Education	Program	10/14/2011	\$10,000
Buck Institute for Age Research	8001 Redwood Blvd. Novato, CA 94945	501c(3)	Health	Program	10/14/2011	\$1,000,000
Community Hospital Foundation	40 Ryan Court, Suite 200 Monterey, CA 93940	501c(3)	Health	Program	10/14/2011	\$2,500
NARAL Pro-Choice California Foundation	111 Pine Street, 1500 San Francisco, CA 94111-5617	501c(3)	Health	Program	10/14/2011	\$25,000
Tides Center	2140 Shattuck Avenue, Suite 610 Berkeley, CA 94707	501c(3)	Health	Program	10/14/2011	\$40,000
National Academy of Sciences	500 5th Street NW Room NAS 218 Washington, D.C. 20001	501c(3)	STEM	Program	10/14/2011	\$50,000
American Academy of Arts and Sciences	Norton's Woods 136 Irving Street Cambridge, MA 02138-1996	501c(3)	Civic	Program	10/21/2011	\$50,000
National Association of Independent Schools, Inc.	1620 L Street, NW, Suite 1100 Washington, DC 20036-5650	501c(3)	Environment	Program	10/21/2011	\$7,500
The National Environmental Education and Training Foundation	4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008	501c(3)	Environment	Program	10/21/2011	\$35,000
Tides Center	300 Page Street San Francisco, CA 94102	501c(3)	Environment	Program	10/21/2011	\$20,000
Resonate Inc.	251 Rhode Island Street, Suite 205 San Francisco, CA 94103	501c(3)	General Education	Program	10/21/2011	\$25,000
Wilderness Arts and Literacy Collaborative	695 Paris Street San Francisco, CA 94112	501c(3)	General Education	Program	10/21/2011	\$30,000
Northern California Congregational Retirement Homes, Inc.	Carmel Valley Manor 8545 Carmel Valley Road Carmel, CA 93923-9556	501c(3)	Health	Capital	10/21/2011	\$100,000
Children's Hospital and Research Center at Oakland	747 Fifty Second Street Oakland, CA 94609-1809	501c(3)	Health	Program	10/21/2011	\$100,000
LifeLong Medical Care	2344 Sixth Street Berkeley, CA 94710	501c(3)	Health	Program	10/21/2011	\$50,000
Young Men's Christian Association of the East Bay	4175 Lakeside Drive, #110 Richmond, CA 94806	501c(3)	Health	Program	10/21/2011	\$50,000
Grantmakers for Education	720 SW Washington Street, Suite 605 Portland, OR 97205	501c(3)	STEM	Program	10/24/2011	\$39,500
University of California San Francisco Foundation	220 Montgomery Street, 5th Floor San Francisco, CA 94104	501c(3)	STEM	Program	10/24/2011	\$10,000
Civic Ventures	114 Sansome Street, Suite 850 San Francisco, CA 94104	501c(3)	Character/Citizenship Development	Program	10/28/2011	\$50,000
Foundation For Students Rising Above	P.O. Box 29174 San Francisco, CA 94129	501c(3)	Character/Citizenship Development	Program	10/28/2011	\$50,000
National Council for the Social Studies	8555 16th Street, Suite 500 Silver Spring, MD 20910	501c(3)	Character/Citizenship Development	Program	10/28/2011	\$200,000
Partners in School Innovation	1060 Tennessee Street San Francisco, CA	501c(3)	Character/Citizenship Development	Program	10/28/2011	\$50,000
Faith Network of the East Bay, Inc.	2633 Telegraph Avenue, #409 Oakland, CA 94612	501c(3)	Environment	Program	10/28/2011	\$20,000

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National Audubon Society, Inc.	4225 Hollis St. Emeryville, CA 94608	501c(3)	Environment	Program	10/28/2011	\$45,000
Regents of the University of California	Dept of Environmental Science, Policy, & Management 130 Mulford Hall #3114 Berkeley, CA 94720	501c(3)	Environment	Program	10/28/2011	\$98,588
San Francisco Botanical Garden at Strybing Arboretum	Golden Gate Park Ninth Avenue at Lincoln Way San Francisco, CA 94122	501c(3)	Environment	Program	10/28/2011	\$75,000
San Francisco Zoological Society	1 Zoo Road San Francisco, CA 94132-1098	501c(3)	Environment	Program	10/28/2011	\$20,000
Environmental Volunteers, Inc.	3921 East Bayshore Road Palo Alto, CA 94303	501c(3)	General Education	Program	10/28/2011	\$100,000
Head-Royce School	4315 Lincoln Avenue Oakland, CA 94602	501c(3)	General Education	Program	10/28/2011	\$25,000
Oakland Schools Foundation	LIFE Academy of Health and Bioscience P.O. Box 20238 Oakland, CA 94620-0238	501c(3)	General Education	Program	10/28/2011	\$20,000
Oakland Schools Foundation	Think College Now P.O. Box 20238 Oakland, CA 94620-0238	501c(3)	General Education	Program	10/28/2011	\$30,000
Phillips Brooks School, The	2245 Avy Avenue Menlo Park, CA 94025	501c(3)	General Education	Program	10/28/2011	\$5,000
San Francisco Education Fund	727 Golden Gate Avenue, Second Floor San Francisco, CA 94102	501c(3)	General Education	Program	10/28/2011	\$60,000
Center for Ecoliteracy	David Brower Center 2150 Allston Way, Suite 270 Berkeley, CA 94704-1377	501c(3)	Health	Program	10/28/2011	\$50,000
Center for Ecoliteracy	David Brower Center 2150 Allston Way, Suite 270 Berkeley, CA 94704-1377	501c(3)	Health	Program	10/28/2011	\$70,000
Regents of the University of California at Berkeley	College of Natural Resources 9 Morgan Hall #3104 Berkeley, CA 94720-3100	501c(3)	Health	Program	10/28/2011	\$200,000
Achievement Rewards for College Scientists Foundation, Inc.	Northern California Chapter P. O. Box 29405 San Francisco, CA 94129-0405	501c(3)	STEM	Program	10/28/2011	\$20,000
California State University East Bay Foundation	25800 Carlos Bee Blvd. Hayward, CA 94542	501c(3)	STEM	Program	10/28/2011	\$200,000
Community Resources for Science	1611 San Pablo Avenue, Suite 10B Berkeley, CA 94702	501c(3)	STEM	Program	10/28/2011	\$35,000
International Computer Science Institute	1947 Center Street 6th Floor Berkeley, CA 94704	501c(3)	STEM	Program	10/28/2011	\$50,000
Reasoning Mind, Inc.	3050 Post Oak Blvd, Suite 1200 Houston, TX 77056	501c(3)	STEM	Program	10/28/2011	\$165,000
Techbridge Girls	7700 Edgewater Drive, Suite 519 Oakland, CA 94621	501c(3)	STEM	Program	10/28/2011	\$300,000
The University of Chicago	6030 S. Ellis Avenue, ED-114 Chicago, IL 60637	501c(3)	STEM	Program	10/28/2011	\$100,000
California Council on Science and Technology	5005 La Mart Drive, Suite 105 Riverside, CA 92507	501c(3)	STEM\Other	Program	11/4/2011	\$200,000
National Academy of Sciences	500 5th Street NW Room NAS 218 Washington, D.C. 20001	501c(3)	STEM	Program	11/4/2011	\$500,000
California Academy of Sciences	55 Music Concourse Drive Golden Gate Park San Francisco, CA 94118	501c(3)	STEM	Program	11/11/2011	\$250,000

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Community Initiatives	354 Pine Street, Suite 700 San Francisco, CA 94104	501c(3)	STEM	Program	11/11/2011	\$250,000
Museum of Science	Science Park Boston, MA 02114-1099	501c(3)	STEM	Program	11/11/2011	\$500,000
Boy Scouts of America, San Francisco Bay Area Council	1001 Davis Street San Leandro, CA 94577-1514	501c(3)	Character/Citizenship Development	Program	11/18/2011	\$30,000
National Disaster Search Dog Foundation Inc.	501 East Ojai Avenue Ojai, CA 93023	501c(3)	Civic	Capital	11/18/2011	\$100,000
California Historical Society	678 Mission Street San Francisco, CA 94105-4014	501c(3)	Cultural	Program	11/18/2011	\$50,000
American Farmland Trust	1200 18th Street, N.W. Suite 800 Washington, DC 20036	501c(3)	Environment	Program	11/18/2011	\$100,000
California Waterfowl Association	4630 Northgate Blvd, Suite 150 Sacramento, CA 95834	501c(3)	Environment	Program	11/18/2011	\$250,000
National Fish and Wildlife Foundation	Western Partnership Field Office 90 New Montgomery Street Suite 1010 San Francisco, CA 94105	501c(3)	Environment	Program	11/18/2011	\$150,000
Sustainable Conservation	98 Battery Street, Suite 302 San Francisco, CA 94111	501c(3)	Environment	Program	11/18/2011	\$80,000
California Pacific Medical Center Foundation	P.O. Box 7999 San Francisco, CA 94120-7999	501c(3)	Health	Program	11/18/2011	\$100,000
Growth Sector	2625 Polk Street, Suite 4 San Francisco, CA 94109	501c(3)	STEM	Program	11/18/2011	\$450,000
Sustainable Conservation	98 Battery Street, Suite 302 San Francisco, CA 94111	501c(3)	Environment	Program	12/2/2011	\$100,000
The National Judicial College	c/o The National Judicial College Judicial College Building/MS 358 REno, NV 89557	501c(3)	Environment	Program	12/2/2011	\$100,000
La Clinica de La Raza Inc.	1515 Fruitvale Avenue Oakland, CA 94601	501c(3)	Health	Program	12/2/2011	\$100,000
Chabot Space & Science Center Foundation	10000 Skyline Blvd. Oakland, CA 94619	501c(3)	STEM	Program	12/2/2011	\$125,000
Regents of the University of California	100 Medical Center Way Woods Building, UCSF Box 0905 San Francisco, CA 94143-0905	501c(3)	STEM	Program	12/2/2011	\$150,000
Regents of the University of California	100 Medical Center Way Woods Building, UCSF Box 0905 San Francisco, CA 94143-0905	501c(3)	STEM	Program	12/2/2011	\$100,000
Regents of the University of California	One Centennial Drive Berkeley, CA 94720-5200	501c(3)	STEM	Program	12/2/2011	\$150,000
Trustees of Boston University	1 Sherborn Street 7th Floor Boston, MA 02215	501c(3)	STEM	Program	12/2/2011	\$100,000
Santa Catalina School	1500 Mark Thomas Drive Monterey, CA 93940-5291	501c(3)	General Education	Program	12/8/2011	\$100,000
Pacific Institute for Studies in Development, Environment and Security	654 13th Street Oakland, CA 94612	501c(3)	Environment	Program	12/9/2011	\$250,000
Teach For America	22 Fourth Street, 7th Floor San Francisco, CA 94103	501c(3)	General Education	Program	12/9/2011	\$100,000
Oakland Unified School District	Superintendent's Office 1025 2nd Avenue, Room 301 Oakland, CA 94606	501c(3)	STEM	Program	12/9/2011	\$20,000
Regents of the University of California	Department of Statistics 367 Evans Hall, #3860 Berkeley, CA 94720-3860	501c(3)	STEM	Program	12/9/2011	\$140,000

**STEPHEN BECHTEL FUND  
2011 TAX YEAR**

**STATEMENT A  
20-8680679**

**Grants Paid from Jan 1, 2011 - December 31, 2011**

<b>Grantee Legal Name</b>	<b>Grantee Address</b>	<b>Tax Status</b>	<b>Program Area</b>	<b>Type of Support</b>	<b>Payment Date</b>	<b>Grant Amount</b>
California Forward	1107 9th Street, Suite 650 Sacramento, CA 95814	501c(3)	Character/Citizenship Development	Program	12/16/2011	\$100,000
Regents of the University of California	Office of Research, Sponsored Programs UC Davis 1850 Research Park, Suite 300 Davis, CA 95618	501c(3)	Environment	Program	12/16/2011	\$109,942
Regents of the University of California	One Centennial Drive Berkeley, CA 94720-5200	501c(3)	Environment	Program	12/16/2011	\$313,330
Santa Catalina School	1500 Mark Thomas Drive Monterey, CA 93940-5291	501c(3)	General Education	Program	12/16/2011	\$50,000
Northern California Congregational Retirement Homes, Inc.	Carmel Valley Manor 8545 Carmel Valley Road Carmel, CA 93923-9556	501c(3)	Health	Program	12/16/2011	\$50,000
University of California San Francisco Foundation	220 Montgomery Street, 5th Floor San Francisco, CA 94104	501c(3)	Health	Program	12/16/2011	\$100,000
ConnectEd: The California Center for College and Career	2150 Shattuck Ave. Suite 1200 Berkeley, CA 94704	501c(3)	STEM	Program	12/16/2011	\$40,875
Exploratorium, The	At the Palace of Fine Arts 3601 Lyon Street San Francisco, CA 94123-1099	501c(3)	STEM	Program	12/16/2011	\$500,000
Growth Sector	2625 Polk Street, Suite 4 San Francisco, CA 94109	501c(3)	STEM	Program	12/16/2011	\$390,000
Regents of the University of California	One Centennial Drive Berkeley, CA 94720-5200	501c(3)	STEM	Program	12/16/2011	\$600,000
The Board of Trustees of Leland Stanford University	Policy Analysis for California Education 520 Galvez Mall MC: 3084 Stanford, CA 94305-3084	501c(3)	STEM	Program	12/16/2011	\$35,000
University Enterprises, Inc.	CSUS Research Administration 6000 J. St. Sacramento, CA 95819-6111	501c(3)	STEM	Program	12/16/2011	\$300,000

**Total Charitable Distribution Paid 1/01/11 - 12/31/11**

**\$43,360,493**

**STEPHEN BECHTEL FUND  
2011 TAX YEAR**

**STATEMENT B  
20-8680679**

**Grants Paid from Jan 1, 2012 - March 15, 2012**

<b>Grantee Legal Name</b>	<b>Grantee Address</b>	<b>Tax Status</b>	<b>Program Area</b>	<b>Type of Support</b>	<b>Payment Date</b>	<b>Grant Amount</b>
Alternatives in Action	1900 Third Street Alameda, CA 94501	501c(3)	Character/Citizenship Development	Capital	2/10/2012	\$40,000
American Enterprise Institute for Public Policy Research	1150 Seventeenth Street, N. W. Washington, DC 20036	501c(3)	Character/Citizenship Development	Program	2/24/2012	\$400,000
Boys & Girls Clubs of San Francisco	55 Hawthorne Street, Suite 600 San Francisco, CA 94105	501c(3)	Character/Citizenship Development	Program	2/10/2012	\$150,000
CACS Government Research	4962 El Camino Real, Suite 126 Los Altos, CA 94022	501c(3)	Character/Citizenship Development	Program	2/10/2012	\$75,000
Martin Luther King Jr. Freedom Center	333 East 8th Street Oakland, CA 94606	501c(3)	Character/Citizenship Development	Program	2/10/2012	\$30,000
San Francisco Planning and Urban Research Association	654 Mission Street San Francisco, CA 94105	501c(3)	Character/Citizenship Development	Program	2/24/2012	\$100,000
The Brookings Institution	1775 Massachusetts Avenue, NW Washington, DC 20036	501c(3)	Character/Citizenship Development	Program	1/20/2012	\$50,000
California Academy of Sciences	55 Music Concourse Drive Golden Gate Park San Francisco, CA 94118	501c(3)	Environment	Program	2/10/2012	\$250,000
California State Parks Foundation	50 Francisco Street, Suite 110 San Francisco, CA 94133	501c(3)	Environment	Program	2/3/2012	\$25,000
California State Parks Foundation	50 Francisco Street, Suite 110 San Francisco, CA 94133	501c(3)	Environment	Program	2/17/2012	\$100,000
California State Parks Foundation	50 Francisco Street, Suite 110 San Francisco, CA 94133	501c(3)	Environment	Program	2/24/2012	\$250,000
San Francisco Parks Alliance	2150 Allston Way, Suite 320 Berkeley, CA 94704	501c(3)	Environment	Program	2/17/2012	\$50,000
San Francisco School Alliance Foundation	135 Van Ness Ave., Room 408 San Francisco, CA 94102	501c(3)	Environment	Program	3/9/2012	\$200,000
Youth Radio	1701 Broadway Oakland, CA 94612	501c(3)	Environment	Program	2/17/2012	\$200,000
Californians Dedicated to Education Foundation	5429 Madison Avenue Sacramento, CA 95841	501c(3)	General Education	Program	1/27/2012	\$60,000
Foundation For Teaching Economics	260 Russell Blvd., Suite B Davis, CA 95616	501c(3)	General Education	Program	2/3/2012	\$10,000
Oakland Military Institute	c/o VentureSpark 2269 Chestnut St., Suite 500 San Francisco, CA 94123	501c(3)	General Education	Program	1/13/2012	\$5,000
SEE College Prep Inc.	145 Natoma St., 3rd Floor San Francisco, CA 94105	501c(3)	General Education	Program	2/3/2012	\$25,000
Buck Institute for Age Research	8001 Redwood Blvd. Novato, CA 94945	501c(3)	Health	Program	2/10/2012	\$1,000,000
Canine Companions for Independence	2965 Dutton Avenue P.O. Box 446 Santa Rosa, CA 95402-0446	501c(3)	Health	Program	2/10/2012	\$15,000
Seva Foundation	c/o Seva Foundation 1786 Fifth Street Berkeley, CA 94710	501c(3)	Health	Program	2/10/2012	\$5,000

**STEPHEN BECHTEL FUND  
2011 TAX YEAR**

**STATEMENT B  
20-8680679**

**Grants Paid from Jan 1, 2012 - March 15, 2012**

<b>Grantee Legal Name</b>	<b>Grantee Address</b>	<b>Tax Status</b>	<b>Program Area</b>	<b>Type of Support</b>	<b>Payment Date</b>	<b>Grant Amount</b>
American Chemical Society - Project SEED	2950 Merced Street, Suite 225 San Leandro, CA 94577-5669	501c(3)	STEM	Program	2/17/2012	\$15,000
Marines' Memorial Association	c/o the Marines' Memorial Club 609 Sutter Street San Francisco, CA 94102	501c(3)	STEM	Program	1/13/2012	\$25,000
National Academy of Sciences	500 Fifth Street, NW Washington, DC 20001	501c(3)	STEM	Program	2/17/2012	\$250,000

**Total Charitable Distribution Paid 1/01/12 - 3/15/12** **\$3,330,000**

**Less: Grants to be treated as Qualifying Distributions for the 2012 Tax year** **(\$2,484,300)**

**Grants Paid in 2012 - Elected as being made in the 2011 tax year (See Statement C)** **\$845,700**

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

STEPHEN BECHTEL FUND  
2011 TAX YEAR

STATEMENT C  
FEIN 20-8680679

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

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

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

THE AMOUNT FOR THE ABOVE ELECTIONS IS AS FOLLOWS:

ELECTION AMOUNT TREATED AS MADE OUT OF CORPUS FOR  
THE 2011 TAX YEAR: \$845,700

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

DATED: 10/2/12

Lauren B. Dachs  
LAUREN B. DACHS  
PRESIDENT  
STEPHEN BECHTEL FUND

STEPHEN BECHTEL FUND  
2010 TAX YEAR

STATEMENT D  
FEIN 20-8680679

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

PURSUANT TO IRC §170(b)(1)(F)(ii) AND TREAS. REGS. §1.170A-9(h), THE FOUNDATION HEREBY ELECTS TO TREAT THE QUALIFYING DISTRIBUTIONS MADE DURING THE 2½ MONTH PERIOD (JANUARY THROUGH MARCH 15, 2011) FOLLOWING THE CLOSE OF THE 2010 TAX YEAR AS BEING MADE DURING THE CURRENT 2010 TAX YEAR. (SEE STATEMENT B.)

PURSUANT TO IRC § 4942(h)(2) AND TREAS. REGS. §53.4942(a)-3(d)(2), THE FOUNDATION ALSO HEREBY ELECTS TO TREAT THE QUALIFYING DISTRIBUTIONS MADE DURING THE 2 ½ MONTH PERIOD (JANUARY THROUGH MARCH 15, 2011) FOLLOWING THE CLOSE OF THE 2010 TAX YEAR, AS OUT OF CORPUS.

THE AMOUNT FOR THE ABOVE ELECTIONS IS AS FOLLOWS:

ELECTION AMOUNT TREATED AS MADE OUT OF CORPUS FOR  
THE 2010 TAX YEAR:

\$10,660,100

THE FOUNDATION MEETS THE REQUIREMENTS OF IRC §§ 170(b)(1)(A)(vii), 170(b)(1)(F)(ii) AND 4942(h)(2) IN THAT QUALIFYING DISTRIBUTIONS OUT OF CORPUS WERE MADE WITHIN 2 MONTHS AND 15 DAYS FOLLOWING THE CLOSE OF THE 2010 TAX YEAR IN AN AMOUNT EQUAL TO 100% OF ALL CONTRIBUTIONS RECEIVED DURING THE 2010 TAX YEAR AND IN THAT THERE IS NO REMAINING UNDISTRIBUTABLE INCOME FOR THE 2009 AND 2010 TAX YEARS. THEREFORE, THE FOUNDATION IS A CONDUIT PRIVATE FOUNDATION AND THE FOUNDATION QUALIFIES AS A 50% CHARITY.

DATED: 9-29-11

Lauren B. Dachs  
LAUREN B. DACHS  
PRESIDENT  
STEPHEN BECHTEL FUND

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

**A. 2011 QUALIFYING DISTRIBUTIONS REQUIREMENTS  
TO BE TREATED AS A CONDUIT FOUNDATION**

2011 UNDISTRIBUTED INCOME	\$0
2011 DISTRIBUTABLE AMOUNT (Part XI, Line 7, Page 8, 2011 Form 990-PF)	\$80,439
2011 TOTAL CONTRIBUTIONS RECEIVED (Part I, Line 1(a), Page 1, 2011 Form 990-PF)	<u>\$35,000,000</u>
<b>TOTAL AMOUNT TO BE DISTRIBUTED BY 3/15/12 TO BE DEEMED A CONDUIT FOUNDATION</b>	<b><u>\$35,080,439</u></b>

**B. 2011 QUALIFYING DISTRIBUTIONS MADE**

TOTAL QUALIFYING DISTRIBUTIONS FOR 2011 (Part I, Line 26(d), Page 1 and Part XII, Line 4, Page 8, 2011 Form 990-PF)	\$44,894,864
ELECTIONS MADE ON FILED 2010 FORM 990-PF FOR QUALIFYING DISTRIBUTIONS MADE BETWEEN 1/1/11 AND 3/15/11 TO BE TREATED AS MADE IN THE 2010 TAX YEAR (Statement D)	(\$10,660,100)
ELECTIONS MADE ON 2011 FORM 990-PF FOR QUALIFYING DISTRIBUTIONS MADE BETWEEN 1/1/12 AND 3/15/12 TO BE TREATED AS MADE IN THE 2011 TAX YEAR (Statement C)	<u>\$845,700</u>
<b>TOTAL AMOUNT DISTRIBUTED BY 3/15/12</b>	<b><u>\$35,080,464</u></b>

**STEPHEN BECHTEL FUND  
2011 TAX YEAR**

**STATEMENT E  
FEIN 20-8680679  
PAGE 2 OF 2**

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

DATED: 10/2/12

Lauren B. Dachs  
LAUREN B. DACHS  
PRESIDENT  
STEPHEN BECHTEL FUND

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
WELLS FARGO BANK	158.	0.	158.	
TOTAL TO FM 990-PF, PART I, LN 4	158.	0.	158.	

FORM 990-PF	LEGAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	95,263.	0.		95,263.	
TO FM 990-PF, PG 1, LN 16A	95,263.	0.		95,263.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	21,000.	0.		21,000.	
TO FORM 990-PF, PG 1, LN 16B	21,000.	0.		21,000.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PHILANTHROPIC/CHARITABLE CONSULTANTS	217,263.	0.		217,263.	
TO FORM 990-PF, PG 1, LN 16C	217,263.	0.		217,263.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	2.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	2.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER PROGRAM COSTS	18,026.	0.		18,026.	
RECORDING & FILING FEES	338.	0.		338.	
OFFICE SUPPLIES	4,617.	0.		4,617.	
COMPUTER SOFTWARE & SUPPORT	10,580.	0.		10,580.	
MEMBERSHIP FEES & SUBSCRIPTIONS	12,992.	0.		12,992.	
MISC OFFICE EXPENSES	580.	0.		580.	
COMPUTER EQUIPMENT	738.	0.		738.	
TO FORM 990-PF, PG 1, LN 23	47,871.	0.		47,871.	

FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS                      STATEMENT      7  
    TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
S.D. BECHTEL, JR. P.O. BOX 193809 SAN FRANCISCO, CA 941193809	CHAIRMAN 0.00	0.	0.	0.
LAUREN B. DACHS P.O. BOX 193809 SAN FRANCISCO, CA 941193809	VICE CHAIR/DIR/PRES/EXEC DIR 16.00	104,000.	11,583.	0.
PATRICIA W. LEICHER P.O. BOX 193809 SAN FRANCISCO, CA 941193809	CFO/SECRETARY 8.00	51,900.	9,795.	0.
ELIZABETH H. BECHTEL P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
NONIE B. RAMSAY P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
ALAN B. DACHS P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
DEBORAH L. DUNCAN P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
JUDE P. LASPA P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
BOB PECK P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
JOHN W. WEISER P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		155,900.	21,378.	0.