

# FOR PUBLIC INSPECTION

FILED PURSUANT TO NOTICES 2004-35 AND 2004-36

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

OMB No. 1545-0052

# 2012

Open to public inspection

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.

For calendar year 2012 or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

Name of foundation <b>S.D. BECHTEL, JR. FOUNDATION</b>		A Employer identification number <b>20-3759208</b>	
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 193809</b>		Room/suite	B Telephone number <b>(415) 284-8670</b>
City or town, state, and ZIP code <b>SAN FRANCISCO, CA 94119-3809</b>			
G Check all that apply:		C If exemption application is pending, check here <input type="checkbox"/>	
<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"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		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>339,549,608.</b> (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual			
<input type="checkbox"/> Other (specify) _____			

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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received	63,317,809.		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	4,828,651.	5,324,762.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,707,966.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		9,674,793.		
	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	1,916,529.	1,645,379.		STATEMENT 2	
12 Total. Add lines 1 through 11	77,770,955.	16,644,934.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	337,328.	64,605.		272,724.
	14 Other employee salaries and wages	1,079,786.	31,127.		882,210.
	15 Pension plans, employee benefits	269,128.	10,683.		210,887.
	16a Legal fees <b>STMT 3</b>	24,417.	0.		53,571.
	b Accounting fees <b>STMT 4</b>	88,325.	0.		88,325.
	c Other professional fees <b>STMT 5</b>	906,289.	211,997.		618,188.
	17 Interest				
	18 Taxes <b>STMT 6</b>	118,080.	81,926.		340.
	19 Depreciation and depletion				
	20 Occupancy	81,143.	10,866.		59,411.
	21 Travel, conferences, and meetings	32,372.	0.		31,745.
	22 Printing and publications				
	23 Other expenses <b>STMT 7</b>	2,777,685.	1,867,775.		237,939.
	24 Total operating and administrative expenses. Add lines 13 through 23	5,714,553.	2,278,979.		2,455,340.
	25 Contributions, gifts, grants paid	74,258,840.			59,422,815.
26 Total expenses and disbursements. Add lines 24 and 25	79,973,393.	2,278,979.		61,878,155.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-2,202,438.				
b Net investment income (if negative, enter -0-)		14,365,955.			
c Adjusted net income (if negative, enter -0-)			N/A		

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12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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	9,555,283.	35,204,807.	35,204,807.
	3 Accounts receivable ▶ 13,525,258.			
	Less: allowance for doubtful accounts ▶	2,169,070.	13,525,258.	13,525,258.
	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	219,123.	344,746.	344,746.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	27,859,158.	22,498,097.	22,498,097.
	c Investments - corporate bonds STMT 11	1,193,365.	1,171,995.	1,171,995.
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 12	268,739,325.	264,904,628.	264,904,628.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 13)	1,837,885.	1,900,077.	1,900,077.	
16 Total assets (to be completed by all filers)	311,573,209.	339,549,608.	339,549,608.	
Liabilities	17 Accounts payable and accrued expenses	712,593.	590,799.	
	18 Grants payable	68,772,695.	83,608,720.	
	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)	69,485,288.	84,199,519.	
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	240,441,374.	253,961,650.	
	25 Temporarily restricted	1,646,547.	1,388,439.	
	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	242,087,921.	255,350,089.		
31 Total liabilities and net assets/fund balances	311,573,209.	339,549,608.		

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	242,087,921.
2 Enter amount from Part I, line 27a	2	-2,202,438.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	15,722,714.
4 Add lines 1, 2, and 3	4	255,608,197.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	258,108.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	255,350,089.

**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>MUTUAL FUND DISTRIBUTION</b>		VARIOUS	VARIOUS
b <b>SALE OF SECURITIES</b>		VARIOUS	VARIOUS
c <b>FROM PARTNERSHIPS</b>		VARIOUS	VARIOUS
d <b>REDEMPTIONS</b>		VARIOUS	VARIOUS
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			2,160,865.
b			1,864,812.
c			5,525,100.
d			124,016.
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			2,160,865.
b			1,864,812.
c			5,525,100.
d			124,016.
e			1,966,827.

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	9,674,793.
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	34,816,173.	277,367,302.	.125524
2010	34,396,663.	230,875,750.	.148983
2009	26,874,012.	205,510,769.	.130767
2008	12,226,763.	235,529,991.	.051912
2007	8,838,238.	247,536,669.	.035705

2 Total of line 1, column (d) .....	2	.492891
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	.098578
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 .....	4	307,456,563.
5 Multiply line 4 by line 3 .....	5	30,308,453.
6 Enter 1% of net investment income (1% of Part I, line 27b) .....	6	143,660.
7 Add lines 5 and 6 .....	7	30,452,113.
8 Enter qualifying distributions from Part XII, line 4 .....	8	61,878,155.

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)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments (6a-6d), total credits, penalty, tax due, overpayment, and amount of line 10 to be credited to 2013 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about political campaigns, spending for political purposes, filing Form 1120-POL, political expenditures, reimbursement, activities not previously reported, changes in governing instruments, unrelated business gross income, liquidation, requirements of section 508(e), assets, states reported to, and substantial contributors.

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 2012, 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 2012?
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?
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 2012 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 2012?

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here  Yes  No

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No **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 6b

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

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 7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **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 14		318,984.	18,345.	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	85,006.	10,198.	0.
SUSAN M. HARVEY - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM DIRECTOR 16.00	75,000.	19,393.	0.
JOYA BANERJEE - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM OFFICER 20.00	78,000.	7,052.	0.
ALLISON HARVEY-TURNER - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM DIRECTOR 18.00	71,294.	9,814.	0.
ANGIE CHEN - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM OFFICER 20.00	70,697.	6,712.	0.
<b>Total</b> number of other employees paid over \$50,000				<b>10</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
LFA GROUP		
P.O. BOX 411490, SAN FRANCISCO, CA 94141	CONSULTING SERVICES	200,000.
MONTICELLO ASSOCIATES - 1800 LARIMER STREET, SUITE 2100, DENVER, CO 80202	INVESTMENT ADVISORS	125,000.
THE PARTHENON GROUP		
200 STATE STREET, BOSTON, MA 02109	CONSULTING SERVICES	125,000.
OSTERWEIS CAPITAL MANAGEMENT - ONE MARITIME PLAZA, SUITE 800, SAN FRANCISCO, CA 94111	INVESTMENT MANAGEMENT & ADVISOR	79,678.
BE THE CHANGE CONSULTING		
3237 MONTEREY BLVD., OAKLAND, CA 94602	CONSULTING SERVICES	75,000.
Total number of others receiving over \$50,000 for professional services		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant 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	295,532,083.
b	Average of monthly cash balances	1b	16,404,060.
c	Fair market value of all other assets	1c	202,500.
d	<b>Total</b> (add lines 1a, b, and c)	1d	312,138,643.
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	312,138,643.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,682,080.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	307,456,563.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	15,372,828.

**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	15,372,828.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	143,660.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	3,586.
c	Add lines 2a and 2b	2c	147,246.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15,225,582.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	15,225,582.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	15,225,582.

**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	61,878,155.
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	61,878,155.
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	143,660.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	61,734,495.

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



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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				15,225,582.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	5,333,244.			
d From 2010	23,134,228.			
e From 2011	21,110,206.			
f Total of lines 3a through e	49,577,678.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 61,878,155.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				15,225,582.
e Remaining amount distributed out of corpus	46,652,573.			
5 Excess distributions carryover applied to 2012 (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	96,230,251.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	96,230,251.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	5,333,244.			
c Excess from 2010	23,134,228.			
d Excess from 2011	21,110,206.			
e Excess from 2012	46,652,573.			

**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 2012, enter the date of the ruling ▶

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

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

**SEE STATEMENT 15**

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

**NONE**

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

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

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

c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE STATEMENT A				59,422,815.
<b>Total</b>			<b>▶ 3a</b>	59,422,815.
<b>b Approved for future payment</b>				
SEE STATEMENT B				32,756,809.
<b>Total</b>			<b>▶ 3b</b>	32,756,809.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies .....					
2 Membership dues and assessments .....					
3 Interest on savings and temporary cash investments .....					
4 Dividends and interest from securities .....			14	4,828,651.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property .....					
b Not debt-financed property .....					
6 Net rental income or (loss) from personal property .....					
7 Other investment income .....			14	1,916,529.	
8 Gain or (loss) from sales of assets other than inventory .....			18	7,707,966.	
9 Net income or (loss) from special events .....					
10 Gross profit or (loss) from sales of inventory .....					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e) .....		0.		14,453,146.	0.
13 Total. Add line 12, columns (b), (d), and (e) .....					13 14,453,146.

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

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

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**

		Yes	No
<b>1</b>	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

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

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

**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: \_\_\_\_\_

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>SHARON L. ZORBACH</b>	Preparer's signature <i>Sharon Zorbach</i>	Date <b>11/14/13</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00125475</b>
	Firm's name ▶ <b>DELOITTE TAX LLP</b>			Firm's EIN ▶ <b>86-1065772</b>	
	Firm's address ▶ <b>225 WEST SANTA CLARA STREET, SUITE 600 SAN JOSE, CA 95113</b>			Phone no. <b>(408) 704-4000</b>	

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	3,212,560.	0.	3,212,560.
INTEREST INCOME	1,616,091.	0.	1,616,091.
TOTAL TO FM 990-PF, PART I, LN 4	4,828,651.	0.	4,828,651.

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FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM PARTNERSHIPS	1,672,845.	1,401,695.	
OTHER INCOME	243,684.	243,684.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,916,529.	1,645,379.	

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FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSE	24,417.	0.		53,571.
TO FM 990-PF, PG 1, LN 16A	24,417.	0.		53,571.

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	88,325.	0.		88,325.
TO FORM 990-PF, PG 1, LN 16B	88,325.	0.		88,325.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	2,000.	0.		2,000.
MONTICELLO	125,000.	125,000.		0.
NORTHERN TRUST	86,997.	86,997.		0.
CONSULTANTS	692,292.	0.		616,188.
TO FORM 990-PF, PG 1, LN 16C	906,289.	211,997.		618,188.

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FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX PROVISION	33,751.	0.		0.
FOREIGN TAX FROM PARTNERSHIPS	83,656.	81,593.		0.
OTHER STATE TAXES	333.	333.		0.
FILING FEES	340.	0.		340.
TO FORM 990-PF, PG 1, LN 18	118,080.	81,926.		340.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FROM PARTNERSHIPS	2,661,841.	1,860,693.		0.
SUBSCRIPTION	1,652.	0.		1,652.
INSURANCE	4,018.	0.		4,018.
OFFICE SUPPLIES	6,350.	0.		6,307.
COMPUTER MAINTENANCE AND SUPPORT	20,234.	0.		21,388.
PROFESSIONAL DEVELOPMENT	22,311.	0.		22,226.
MEMBERSHIP FEES	7,449.	0.		17,132.
MISCELLANEOUS EXPENSE	9,176.	0.		8,491.
INVESTMENT EXPENSES	7,082.	7,082.		0.
FURNITURE	26,486.	0.		146,098.
OTHER PROGRAM COSTS	11,086.	0.		10,627.
TO FORM 990-PF, PG 1, LN 23	2,777,685.	1,867,775.		237,939.

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

DESCRIPTION	AMOUNT
UNREALIZED GAIN/(LOSS) ON INVESTMENTS	15,722,714.
TOTAL TO FORM 990-PF, PART III, LINE 3	15,722,714.

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

DESCRIPTION	AMOUNT
UNREALIZED GAIN/(LOSS) ON CHARITABLE TRUSTS	258,108.
TOTAL TO FORM 990-PF, PART III, LINE 5	258,108.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OZ OVERSEAS FUND, LTD	5,739,251.	5,739,251.
ETON PARK OVERSEAS FUND	8,432,751.	8,432,751.
VARIOUS COMMON STOCKS - OSTERWEIS	8,326,095.	8,326,095.
TOTAL TO FORM 990-PF, PART II, LINE 10B	22,498,097.	22,498,097.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,171,995.	1,171,995.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,171,995.	1,171,995.



FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

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

CLAYTON, DUBLIER & RICE FUND VII (CREDIT)	FMV	567,919.	567,919.
CLAYTON, DUBLIER & RICE FUND VII (CO-INV) CREDIT	FMV	18,969.	18,969.
CLAYTON, DUBLIER & RICE FUND VII WILSON	ARMV		
D.B. ZWIRN SPECIAL OP LTD		432,907.	432,907.
D.B. ZWIRN SPECIAL OP TE	FMV	227,045.	227,045.
	FMV	127,211.	127,211.

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

264,904,628.

264,904,628.

FORM 990-PF	OTHER ASSETS	STATEMENT	13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART	190,000.	490,000.	490,000.
BENEFICIAL INTEREST IN CHARITABLE TRUSTS	1,646,547.	1,388,439.	1,388,439.
DUE FROM OTHER PARTIES	1,338.	21,638.	21,638.
TO FORM 990-PF, PART II, LINE 15	1,837,885.	1,900,077.	1,900,077.

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

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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEPHEN D. BECHTEL, JR. P.O. BOX 193809 SAN FRANCISCO, CA 94119	CHAIRMAN/DIRECTOR 10.00	0.	0.	0.
LAUREN B. DACHS 199 FREMONT STREET SAN FRANCISCO, CA 94105	PRESIDENT/EXEC DIR /DIRECTOR 20.00	175,000.	817.	0.
ELIZABETH H. BECHTEL P.O. BOX 193809 SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
NONIE B. RAMSAY P.O. BOX 193809 SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
ALAN M. DACHS 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
DEBORAH L. DUNCAN 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
JUDE L. LASPA P.O. BOX 193809 SAN FRANCISCO, CA 94119	DIRECTOR 5.00	0.	0.	0.
BOB PECK 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
JOHN W. WEISER P.O. BOX 193809 SAN FRANCISCO, CA 94119	DIRECTOR 5.00	0.	0.	0.
PATRICIA W. LEICHER 199 FREMONT STREET SAN FRANCISCO, CA 94105	CFO/SECRETARY 20.00	143,984.	17,528.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>318,984.</u>	<u>18,345.</u>	<u>0.</u>

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FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 15

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NAME OF MANAGER

STEPHEN D. BECHTEL, JR.  
ELIZABETH H. BECHTEL

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No. 1545-0047

**2012**

Name of the organization

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) (2012)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<p><b>LAURA P. BECHTEL CHARITABLE UNITRUST II</b></p> <hr/> <p>P.O. BOX 193809</p> <hr/> <p>SAN FRANCISCO, CA 94119</p>	\$ 244,238.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<p><b>MR. AND MRS. STEPHEN D BECHTEL, JR.</b></p> <hr/> <p>P.O. BOX 193809</p> <hr/> <p>SAN FRANCISCO, CA 94119</p>	\$ 62,500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	<p><b>S.D. BECHTEL CHARITABLE UNITRUST II</b></p> <hr/> <p>P.O. BOX 193809</p> <hr/> <p>SAN FRANCISCO, CA 94119</p>	\$ 273,571.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	<p><b>FREMONT GROUP</b></p> <hr/> <p>199 FREMONT STREET</p> <hr/> <p>SAN FRANCISCO, CA 94105</p>	\$ 300,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<p>*THE FOUNDATION DID NOT PROVIDE ANY GOODS OR SERVICES IN CONSIDERATION FOR ANY PROPERTY CONTRIBUTED AS DESCRIBED ON SCHEDULE B.</p>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<p>_____</p> <hr/> <p>_____</p> <hr/> <p>_____</p>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>4</u>	ART _____ _____ _____	\$ <u>300,000.</u>	<u>12/21/12</u>
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization

Employer identification number

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

**20-3759208**

**Part III**

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(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	



List of grants paid in 2012

Grantee Legal Name	Grantee Address	Tax Status	Amount	Payment Date	Type of Support
Zero1	c/o Zero1 152 N. 3rd Street, Suite 201 San Jose, CA 95112	501c(3)	\$10,000.00	7/27/2012	Capital
Youth Speaks	1663 Mission Street, Suite 604 San Francisco, CA 94103 San Francisco, CA 94103	501c(3)	\$100,000.00	11/16/2012	Program
Youth Employment Partnership, Inc.	2300 International Boulevard Oakland, CA 94601	501c(3)	\$100,000.00	11/2/2012	Program
Young Men's Christian Association of the East Bay	263 South 20th Street Richmond, CA 94801	501c(3)	\$50,000.00	11/16/2012	Program
Yosemite Conservancy	101 Montgomery Street Suite 1700 San Francisco, CA 94104-4129	501c(3)	\$250,000.00	11/2/2012	Program
Year Up Inc.	210 Spear Street San Francisco, CA 94105	501c(3)	\$75,000.00	9/21/2012	Program
Yale University	Office of Development PO Box 2038 New Haven, CT 06521-2038	501c(3)	\$45,000.00	6/15/2012	Program
Woodrow Wilson International Center for Scholars	Washington, D.C.	501c(3)	\$25,000.00	4/27/2012	Program
Wilderness Arts and Literacy Collaborative	695 Paris Street San Francisco, CA 94112	501c(3)	\$30,000.00	11/2/2012	Program
Wei Eu Chinese American Resources for Education Inc.	10439 SE 14th Street Bellevue, WA 98004	501c(3)	\$6,700.00	5/18/2012	Program
Virginia Engineering Foundation	School of Engineering and Applied Science P.O. Box 400256 Charlottesville, VA 22904-4256	501c(3)	\$150,000.00	11/21/2012	Program
Vassar College	124 Raymond Avenue, Box 725 Poughkeepsie, NY 12604-0725	501c(3)	\$10,000.00	2/24/2012	Program
Urban Strategies Council	1720 Broadway Street, Second Floor Oakland, CA 94612	501c(3)	\$100,000.00	11/30/2012	Program
University of Texas at Austin	P.O. Box 7726 Austin, TX 78713-7726	501c(3)	\$45,000.00	8/17/2012	Program
University of Maryland College Park Foundation	3207 Jeong H. Kim Engineering Building College Park, MD 20742-2831	501c(3)	\$45,000.00	4/27/2012	Program
University of California, San Francisco Foundation	3333 California Street, Suite 380 San Francisco, CA 94143-1265	501c(3)	\$600,000.00	11/16/2012	Program
University of California, San Francisco Foundation	3333 California Street, Suite 380 San Francisco, CA 94143-1265	501c(3)	\$200,000.00	11/30/2012	Program
University of California San Francisco Foundation	UCSF Mission Bay Campus 675 Nelson Rising Lane San Francisco, CA 94158-0518	501c(3)	\$250,000.00	12/19/2012	Program
University of California San Francisco Foundation	220 Montgomery Street, 5th Floor San Francisco, CA 94104	501c(3)	\$1,000.00	10/31/2012	Program
University of California Berkeley Foundation	University Relations 2080 Addison St., #4200 Berkeley, CA 94720-4200	501c(3)	\$5,000.00	12/7/2012	Program
University of California Berkeley Foundation	University Relations 2080 Addison St., #4200 Berkeley, CA 94720-4200	501c(3)	\$2,500.00	12/7/2012	Program
University of California Berkeley Foundation	University Relations 2080 Addison St., #4200 Berkeley, CA 94720-4200	501c(3)	\$400.00	11/30/2012	Program
United Way of the Bay Area	221 Main Street, Suite 300 San Francisco, CA 94105	501c(3)	\$50,000.00	11/2/2012	Program

List of grants paid in 2012

United States Sportsmen's Alliance Foundation	801 Kingsmill Parkway Columbus, Ohio 43229-1137	501c(3)	\$15,000.00	12/12/2012	Program
UCLA Foundation	10920 Wilshire Boulevard, 11th Floor Los Angeles, CA 90024	501c(3)	\$300.00	3/30/2012	Program
UC Davis Foundation	Watershed Sciences Building, 1st Floor One Shields Avenue Davis, CA 95616	501c(3)	\$968,065.00	12/21/2012	Program
UC Davis Foundation	Watershed Sciences Building, 1st Floor One Shields Avenue Davis, CA 95616	501c(3)	\$20,000.00	4/20/2012	Program
U. S. Civilian Research & Development Foundation	1530 Wilson Blvd., Suite 300 Arlington, VA 22209	501c(3)	\$25,000.00	6/22/2012	Program
Trustees of The Smith College	76 Elm Street Northampton, MA 01063	501c(3)	\$500,000.00	9/21/2012	Capital
Trustees of The Smith College	76 Elm Street Northampton, MA 01063	501c(3)	\$50,000.00	4/6/2012	Program
Trustees of The Smith College	76 Elm Street Northampton, MA 01063	501c(3)	\$45,000.00	5/18/2012	Program
Trustees of Columbia University in the City of New York	622 West 113th Street Mail Code 4524 New York, NY 10025	501c(3)	\$500.00	6/29/2012	Program
Trustees of Columbia University in the City of New York	622 West 113th Street Mail Code 4524 New York, NY 10025	501c(3)	\$200.00	11/30/2012	Program
Trout Unlimited	2239 5th Street Berkeley, CA 94710	501c(3)	\$140,000.00	11/2/2012	Program
Tri-Valley Conservancy	1736 Holmes Street, Bldg. B Livermore, CA 94551	501c(3)	\$25,000.00	12/7/2012	Program
Tides Center	300 Page Street San Francisco, CA 94102	501c(3)	\$20,000.00	10/19/2012	Program
The University of Chicago	6030 S. Ellis Avenue, ED-114 Chicago, IL 60637	501c(3)	\$250,000.00	12/21/2012	Program
The Trust for Public Land	Western Division Office 101 Montgomery Street, Suite 900 San Francisco, CA 94104	501c(3)	\$500,000.00	11/2/2012	Program
The Susan G. Komen Breast Cancer Foundation	26 O'Farrell Street, Suite 900 San Francisco, CA 94108	501c(3)	\$5,000.00	12/19/2012	Program
The Regents of the University of California	Office of Research, Sponsored Programs 1850 Research Park Drive, Suite 300 Davis, CA 95618	501c(3)	\$487,000.00	5/25/2012	Program
The Pennsylvania State University	17 Old Main University Park, PA 16801	501c(3)	\$45,000.00	5/18/2012	Program
The National Environmental Education and Training Foundation	4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008	501c(3)	\$100,000.00	11/30/2012	Program
The National Environmental Education and Training Foundation	4301 Connecticut Ave. NW, Suite 160 Washington, DC 20008	501c(3)	\$10,000.00	2/10/2012	Program
The MK Level Playing Field Institute	2201 Broadway, Suite 101 Oakland, CA 94612	501c(3)	\$125,000.00	11/2/2012	Program
The Institute for Educational Leadership Inc.	4455 Connecticut Avenue, NW Suite 310 Washington, DC 20008	501c(3)	\$20,000.00	2/24/2012	Program
The Friends of the Oakland Public Library	721 Washington Street Oakland, CA 94607	501c(3)	\$250.00	11/30/2012	Program
The Dawn Redwoods Charitable Trust	One Blackfield Drive, Suite 331 Tiburon, CA 94920	501c(3)	\$10,000.00	7/13/2012	Program
The Center for the Future of Teaching and Learning	1000 G Street, Suite 500 Sacramento, CA 95814	501c(3)	\$85,000.00	11/30/2012	Program

List of grants paid in 2012

The Center for Effective Philanthropy	675 Massachusetts Avenue, 7th Floor Cambridge, MA 02139	501c(3)	\$10,000.00	12/19/2012	Program
The CCC Foundation	5295 Broadway Terrace Oakland, CA 94618-1498	501c(3)	\$5,000.00	4/13/2012	Program
The California Education Partners	One Lombard Street, Suite 305 San Francisco, CA 94111	501c(3)	\$250,000.00	11/16/2012	Program
The Brookings Institution	1775 Massachusetts Avenue, NW Washington, DC 20036	501c(3)	\$300,000.00	7/20/2012	Program
The Breakthrough Collaborative Inc.	545 Sansome Street, Suite 700 San Francisco, CA 94111	501c(3)	\$75,000.00	9/14/2012	Program
The Board of Trustees of Leland Stanford Junior University	Stanford University 34 Galvez Mall Stanford, CA 94305-6010	501c(3)	\$1,000,000.00	6/22/2012	Capital
The Board of Trustees of Leland Stanford Junior University	Jerry Yang & Akiko Yamazaki Environment & Energy Building - MC 4205 473 Via Ortega Stanford, CA 94305	501c(3)	\$652,752.00	10/12/2012	Program
The Board of Trustees of Leland Stanford Junior University	Jerry Yang & Akiko Yamazaki Environment & Energy Building - MC 4205 473 Via Ortega Stanford, CA 94305	501c(3)	\$345,750.00	12/7/2012	Program
The Board of Trustees of Leland Stanford Junior University	Jerry Yang & Akiko Yamazaki Environment & Energy Building - MC 4205 473 Via Ortega Stanford, CA 94305	501c(3)	\$50,000.00	12/19/2012	Program
The Board of Trustees of Leland Stanford Junior University	Office of Development 326 Galvez Street Stanford, CA 94305	501c(3)	\$45,000.00	2/17/2012	Program
The Board of Trustees of Leland Stanford Junior University	Jerry Yang & Akiko Yamazaki Environment & Energy Building - MC 4205 473 Via Ortega Stanford, CA 94305	501c(3)	\$20,000.00	1/13/2012	Program
The Board of Trustees of Leland Stanford Junior University	579 Serra Mall at Galvez Street Stanford, CA 94305-6015	501c(3)	\$10,000.00	1/13/2012	Program
The Board of Trustees of Leland Stanford Junior University	450 Serra Mall Stanford, CA 94305-2004	501c(3)	\$2,700.00	2/24/2012	Program
The Athenian School	2100 Mt. Diablo Scenic Blvd. Danville, CA 94506-2002	501c(3)	\$5,000.00	11/16/2012	Program
Thacher School, Inc.	5025 Thacher Road Ojai, CA 93023-9001	501c(3)	\$10,000.00	11/16/2012	Program
Techbridge Girls	7700 Edgewater Drive, Suite 519 Oakland, CA 94621	501c(3)	\$300,000.00	11/30/2012	Program
Tech Museum of Innovation, The	201 South Market Street San Jose, CA 95113-2008	501c(3)	\$220,000.00	11/9/2012	Program
Tau Beta Pi Association, Inc., The	P. O. Box 2697 Knoxville, TN 37901-2697	501c(3)	\$25,000.00	11/9/2012	Program
Sustainable Conservation	98 Battery Street, Suite 302 San Francisco, CA 94111	501c(3)	\$228,000.00	6/15/2012	Program
Student Conservation Association, Inc.	P. O. Box 550 Charlestown, NH 03603-0550	501c(3)	\$175,000.00	7/13/2012	Program
Strategic Education Research Partnership Institute	1101 14th Street, N. W., Suite 300 Washington, DC 20005	501c(3)	\$716,000.00	3/9/2012	Program
Stanford Jazz Workshop	P. O. Box 20454 Stanford, CA 94309	501c(3)	\$1,000.00	6/29/2012	Program
Society of Women Engineers	203 North La Salle Street, Suite 1675 Chicago, IL 60601	501c(3)	\$50,000.00	10/19/2012	Program
Smithsonian Institution	P.O. Box 37012, MRC 712 Washington, D.C. 20013	501c(3)	\$5,000.00	7/20/2012	Program
Silicon Valley Education Foundation	1400 Parkmoor Avenue, Suite 200 San Jose, CA 95126	501c(3)	\$577,748.00	3/9/2012	Program

List of grants paid in 2012

Sheriff's Advisory Board of Santa Clara County	P.O. Box 28037 San Jose, CA 95159-8037	501c(3)	\$5,000.00	5/18/2012	Capital
Scripps College	1020 Columbia Avenue Claremont, CA 91711-3905	501c(3)	\$470,000.00	5/25/2012	Program
Schools of the Sacred Heart	2222 Broadway San Francisco, CA 94115	501c(3)	\$5,000.00	11/16/2012	Program
Schmahl Science Workshops	171 Branham Lane, Suite 10, PMB 223 San Jose, CA 95136	501c(3)	\$50,000.00	12/7/2012	Program
Santa Clara County Open Space Authority	6980 Santa Teresa Boulevard, Suite 100 San Jose, CA 95119	Non-profit organization	\$55,000.00	11/16/2012	Program
Santa Catalina School	1500 Mark Thomas Drive Monterey, CA 93940-5291	501c(3)	\$10,000.00	11/2/2012	Program
Sand County Foundation Inc.	16 North Carroll Street, Suite 450 Madison, WI 53703	501c(3)	\$20,000.00	6/22/2012	Program
San Francisco Zoological Society	1 Zoo Road San Francisco, CA 94132-1098	501c(3)	\$20,000.00	10/19/2012	Program
San Francisco Unified School District	750 25th Avenue San Francisco, CA 94121	501c(3)	\$250,000.00	11/30/2012	Program
San Francisco Symphony	Davies Symphony Hall 201 Van Ness Ave San Francisco, CA 94102-4585	501c(3)	\$25,000.00	12/19/2012	Program
San Francisco School Alliance Foundation	114 Sansome Street, Suite 800 San Francisco, CA 94104	501c(3)	\$969,400.00	9/7/2012	Program
San Francisco School Alliance Foundation	114 Sansome Street, Suite 800 San Francisco, CA 94104	501c(3)	\$250,000.00	11/2/2012	Program
San Francisco Police Activities League	350 Amber Drive San Francisco, CA 94131-1698	501c(3)	\$5,000.00	12/19/2012	Program
San Francisco Opera Guild	301 Van Ness Avenue San Francisco, CA 94102	501c(3)	\$1,400.00	12/7/2012	Program
San Francisco Opera Association	301 Van Ness Avenue San Francisco, CA 94102-1729	501c(3)	\$248.00	7/6/2012	Program
San Francisco Museum of Modern Art	151 Third Street San Francisco, CA 94103-3159	501c(3)	\$50,000.00	12/19/2012	Program
San Francisco Free Clinic	4900 California Street San Francisco, CA 94118	501c(3)	\$50,000.00	12/14/2012	Program
San Francisco Food Bank	900 Pennsylvania Avenue San Francisco, CA 94107	501c(3)	\$100,000.00	11/30/2012	Program
San Francisco Food Bank	900 Pennsylvania Avenue San Francisco, CA 94107	501c(3)	\$25,000.00	8/24/2012	Program
San Francisco Food Bank	900 Pennsylvania Avenue San Francisco, CA 94107	501c(3)	\$5,000.00	5/18/2012	Program
San Francisco Fire Fighters Toy Program	1139 Mission Street San Francisco, CA 94103	501c(3)	\$5,000.00	12/19/2012	Program
San Francisco Botanical Garden at Strybing Arboretum	Golden Gate Park Ninth Avenue at Lincoln Way San Francisco, CA 94122	501c(3)	\$75,000.00	11/2/2012	Program
San Francisco Ballet Association	455 Franklin Street San Francisco, CA 94102	501c(3)	\$5,000.00	6/15/2012	Program
San Francisco America's Cup Organizing Committee	Pier 1, The Embarcadero San Francisco, CA 94111	501c(3)	\$100,000.00	9/17/2012	Program
Sacramento City Unified School District	5735 47th Avenue Sacramento, CA 95824	501c(3)	\$1,000,000.00	10/12/2012	Program
Royal Oak Foundation, Inc. The	35 West 35th Street Suite 1200 New York, New York 10001	501c(3)	\$2,500.00	12/6/2012	Program
Ronald Reagan Presidential Foundation	40 Presidential Drive, Suite 200 Simi Valley, CA 93065	501c(3)	\$300,000.00	6/22/2012	Program
Rising Sun Energy Center	1900 Addison Street, Suite 100 Berkeley, CA 94704	501c(3)	\$50,000.00	11/9/2012	Program
Richmond District Neighborhood Center Inc.	741 30th Avenue San Francisco, CA 94121	501c(3)	\$21,000.00	10/19/2012	Program

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Resources for the Future, Inc.	1616 P Street, NW Washington, DC 20036	501c(3)	\$525,000.00	12/19/2012	Program
Regional Parks Foundation	P.O. Box 21074 Crestmont Station Oakland, CA 94620	501c(3)	\$1,000.00	5/4/2012	Program
Regents of the University of California	320 McLaughlin Hall, #1700 Berkeley, CA 94720-1722	501c(3)	\$600,000.00	10/12/2012	Capital
Regents of the University of California	320 McLaughlin Hall, #1700 Berkeley, CA 94720-1722	501c(3)	\$600,000.00	10/12/2012	Capital
Regents of the University of California	One Centennial Drive Berkeley, CA 94720-5200	501c(3)	\$393,325.00	10/12/2012	Program
Regents of the University of California	University of California - Office of the President 1111 Franklin Street, Room 7202 Oakland, CA 94607-5200	501c(3)	\$250,000.00	11/2/2012	Program
Regents of the University of California	One Centennial Drive Berkeley, CA 94720-5200	501c(3)	\$150,000.00	12/7/2012	Program
Regents of the University of California	One Centennial Drive Berkeley, CA 94720-5200	501c(3)	\$150,000.00	12/7/2012	Program
Regents of the University of California	Engineering Scholarship 320 McLaughlin Hall, #1700 Berkeley, CA 94720	501c(3)	\$45,000.00	9/7/2012	Program
Regents of the University of California	Walter A. Haas School of Business 545 Student Services Building #1900 Berkeley, CA 94720-1900	501c(3)	\$40,000.00	10/19/2012	Program
Regents of the University of California	Institute for Health Policy Studies 3333 California Street, Suite 265 San Francisco, CA 94143- 0936	501c(3)	\$25,000.00	3/16/2012	Program
Regents of the University of California	545 Student Services, #1900 Berkeley, CA 94720-1900	501c(3)	\$10,000.00	11/16/2012	Program
Regents of the University of California	2449 Bancroft Way #4200 Berkeley, CA 94720-4200	501c(3)	\$10,000.00	11/30/2012	Program
Public Policy Institute of California	500 Washington Street Suite 600 San Francisco, CA 94111	501c(3)	\$250,000.00	4/27/2012	Program
Public Policy Institute of California	500 Washington Street Suite 600 San Francisco, CA 94111	501c(3)	\$60,000.00	4/27/2012	Program
Public Policy Institute of California	500 Washington Street Suite 600 San Francisco, CA 94111	501c(3)	\$10,000.00	1/13/2012	Program
Public Agenda Foundation Inc.	6 East 39th Street New York, NY 10016-0112	501c(3)	\$188,621.00	12/19/2012	Program
Prison University Project Inc.	P.O. Box 492 San Quentin, CA 94964	501c(3)	\$200.00	6/29/2012	Program
President-Board of Trustees Santa Clara College	500 El Camino Real Santa Clara, CA 95053-0015	501c(3)	\$45,000.00	10/26/2012	Program
Positive Coaching Alliance	1001 N. Rengstroff Ave. Suite 100 Mountain View, CA 94043	501c(3)	\$660,000.00	10/5/2012	Program
Positive Coaching Alliance	1001 N. Rengstroff Ave. Suite 100 Mountain View, CA 94043	501c(3)	\$160,000.00	7/13/2012	Program
Positive Coaching Alliance	1001 N. Rengstroff Ave. Suite 100 Mountain View, CA 94043	501c(3)	\$1,500.00	12/19/2012	Program
Political Economy Research Center	2048 Analysis Drive Suite A Bozeman, MT 59718	501c(3)	\$50,000.00	10/19/2012	Program
Point Reyes Bird Observatory	3820 Cypress Drive #11 Petaluma, CA 94954	501c(3)	\$702,920.00	8/31/2012	Program
Point Reyes Bird Observatory	3820 Cypress Drive #11 Petaluma, CA 94954	501c(3)	\$639,000.00	6/22/2012	Program
Playworks Education Energized	380 Washington Street Oakland, CA 94607	501c(3)	\$125,000.00	7/13/2012	Program
Piedmont Historical Society	358 Hillside Avenue Piedmont, CA 94611	501c(3)	\$5,000.00	12/21/2012	Program
Piedmont Educational Foundation	P. O. Box 11192 Piedmont, CA 94611	501c(3)	\$250.00	12/7/2012	Program

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Piedmont Community Church	400 Highland Avenue Piedmont, CA 94611	501c(3)	\$40,000.00	11/16/2012	Program
Piedmont Community Church	400 Highland Avenue Piedmont, CA 94611	501c(3)	\$25,000.00	8/24/2012	Program
Piedmont Community Church	400 Highland Avenue Piedmont, CA 94611	501c(3)	\$25,000.00	8/24/2012	Program
Piedmont Community Church	400 Highland Avenue Piedmont, CA 94611	501c(3)	\$5,000.00	12/7/2012	Program
Pie Ranch	P. O. Box 363 Pescadero, CA 94060	501c(3)	\$50,000.00	10/19/2012	Program
Pie Ranch	P. O. Box 363 Pescadero, CA 94060	501c(3)	\$1,400.00	12/7/2012	Program
Pi Beta Phi Foundation	1154 Town & Country Commons Drive Town & Country, MO 63017	501c(3)	\$2,500.00	10/19/2012	Program
Peabody Historical Society	1556 N. 59th Peabody, KS 66866-9485	501c(3)	\$5,000.00	12/21/2012	Program
Partnership for Children and Youth	1330 Broadway, Suite 601 Oakland, CA 94612	501c(3)	\$10,000.00	12/12/2012	Program
Partners in School Innovation	1060 Tennessee Street San Francisco, CA	501c(3)	\$50,000.00	11/16/2012	Program
Parisi House on the Hill Inc.	P. O. Box 21826 San Jose, CA 95151	501c(3)	\$500.00	11/30/2012	Program
Pacific Legal Foundation	930 G Street Sacramento, CA 95814	501c(3)	\$5,000.00	2/24/2012	Program
Pacific Institute for Studies in Development, Environment and Security	654 13th Street Oakland, CA 94612	501c(3)	\$110,000.00	1/6/2012	Program
Ocean Exploration Trust Inc.	P. O. Box 42 Old Lyme, CT 06371	501c(3)	\$100,000.00	10/19/2012	Program
Oakland Schools Foundation	P. O. Box 27148 Oakland, CA 94620-0148	501c(3)	\$75,000.00	11/16/2012	Program
Oakland Schools Foundation	Wellness Bars P. O. Box 27148 Oakland, CA 94620-0148	501c(3)	\$50,000.00	11/16/2012	Program
Oakland School for the Arts	C/o VentureSpark 2227 Union Street San Francisco, CA 94123	501c(3)	\$5,000.00	4/13/2012	Program
Oakland Museum of California Foundation	1000 Oak Street Oakland, CA 94607-4892	501c(3)	\$200,000.00	8/17/2012	Capital
Oakland Museum of California Foundation	1000 Oak Street Oakland, CA 94607-4892	501c(3)	\$40,000.00	10/19/2012	Program
Nuru International	71 Manzanita Road Atherton, CA	501c(3)	\$200.00	2/24/2012	Program
Northern California Grantmakers	625 Market Street, 15th Floor San Francisco, CA 94105	501c(3)	\$12,000.00	2/24/2012	Program
Net Impact	150 Spear Street, Suite 500 San Francisco, CA 94105	501c(3)	\$75,000.00	1/13/2012	Program
NatureBridge	28 Geary Street, Suite 650 San Francisco, CA 94108	501c(3)	\$175,000.00	12/21/2012	Program
Nature Conservancy	201 Mission Street, 4th Floor San Francisco, CA 94105	501c(3)	\$683,237.00	9/7/2012	Program
National Trust For Historical Preservation in the U.S.	1785 Massachusetts Avenue, NW Washington, D.C. 20036	501c(3)	\$100,000.00	12/14/2012	Program
National Society of Black Engineers	205 Daingerfield Road Alexandria, VA 22314	501c(3)	\$45,000.00	10/26/2012	Program
National Fish and Wildlife Foundation	Western Partnership Field Office 90 New Montgomery Street Suite 1010 San Francisco, CA 94105	501c(3)	\$200,000.00	12/19/2012	Program
National Engineers Week Foundation	1420 King Street Alexandria, VA 22314	501c(3)	\$250,000.00	11/2/2012	Program
National Audubon Society, Inc.	220 Montgomery Street, Suite 1000 San Francisco, CA 94104-3402	501c(3)	\$732,267.00	8/31/2012	Program
National Audubon Society	225 Varick Street New York, NY 10014	501c(3)	\$10,000.00	10/5/2012	Program
National Audubon Society	225 Varick Street New York, NY 10014	501c(3)	\$2,500.00	5/4/2012	Program

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National Action Council for Minorities in Engineering, Inc.	440 Hamilton Ave., Suite 302 White Plains, NY 10601-1813	501c(3)	\$70,000.00	10/19/2012	Program
National Academy of Sciences	500 5th Street NW Room NAS 218 Washington, D.C. 20001	501c(3)	\$100,000.00	12/14/2012	Program
National Academy of Sciences	500 5th Street NW Room NAS 218 Washington, D.C. 20001	501c(3)	\$50,000.00	11/9/2012	Program
NARAL Pro-Choice California	335 South Van Ness Avenue San Francisco, CA 94103	501c(3)	\$25,000.00	11/9/2012	Program
Multiple Myeloma Research Foundation, Inc.	383 Main Avenue, 5th Floor Norwalk, CT 06851	501c(3)	\$500.00	6/29/2012	Program
Muir Heritage Land Trust	P.O. Box 2452 Martinez, CA 94553	501c(3)	\$50,000.00	9/17/2012	Program
Muir Heritage Land Trust	P.O. Box 2452 Martinez, CA 94553	501c(3)	\$300.00	3/16/2012	Program
Monterey Museum of Art	559 Pacific Street Monterey, CA 93940	501c(3)	\$45,000.00	12/14/2012	Program
Monterey County Symphony Association, Inc.	2560 Garden Road, Suite 101 Monterey, CA 93940	501c(3)	\$7,500.00	7/20/2012	Program
Monterey Bay Aquarium Foundation	886 Cannery Row Monterey, CA 93940-1085	501c(3)	\$1,000,000.00	9/14/2012	Capital
Monterey Bay Aquarium Foundation	886 Cannery Row Monterey, CA 93940-1085	501c(3)	\$1,000,000.00	3/9/2012	Program
Monte Rio School Foundation	P.O. Box 77 Monte Rio, CA 95462	501c(3)	\$5,000.00	11/9/2012	Program
Mills College	5000 MacArthur Boulevard Oakland, CA 94613	501c(3)	\$550,267.00	3/23/2012	Program
Middle Mountain Foundation	P.O. Box 3359 Yuba City, CA 95992	501c(3)	\$30,000.00	6/1/2012	Program
Merola Opera Program	301 Van Ness Avenue San Francisco, CA 94102	501c(3)	\$1,800.00	11/30/2012	Program
Massachusetts Institute of Technology	77 Massachusetts Avenue Cambridge, MA 02139-4307	501c(3)	\$79,000.00	12/21/2012	Program
Massachusetts Institute of Technology	77 Massachusetts Avenue Cambridge, MA 02139-4307	501c(3)	\$45,000.00	1/13/2012	Program
Los Gatos-Saratoga Joint Union High School District	20 High School Court Los Gatos, CA 95030	501c(3)	\$30,000.00	6/15/2012	Program
Los Gatos-Saratoga Joint Union High School District	20 High School Court Los Gatos, CA 95030	501c(3)	\$15,000.00	6/22/2012	Program
Los Angeles County Museum of Natural History Foundation	900 Exposition Boulevard Los Angeles, CA 90007	501c(3)	\$75,000.00	11/16/2012	Program
Los Angeles County Education Foundation	448 S. Hill Street, Suite 1001 Los Angeles, CA 90013-1137	501c(3)	\$445,447.00	12/7/2012	Program
LifeLong Medical Care	P. O. Box 11247 Berkeley, CA 94712-2247	501c(3)	\$50,000.00	10/19/2012	Program
LandPaths	P.O. Box 4648 Santa Rosa, CA 95402-4648	501c(3)	\$25,000.00	12/7/2012	Program
Land Trust of Santa Cruz County	617 Water Street Sant Cruz, CA 95060	501c(3)	\$50,000.00	11/30/2012	Program
Land Trust Alliance, Inc.	1660 L St. NW, Suite 1100 Washington, DC 20036-5635	501c(3)	\$300,000.00	10/12/2012	Program
La Clinica de La Raza Inc.	1515 Fruitvale Avenue Oakland, CA 94601	501c(3)	\$100,000.00	11/30/2012	Program
KQED Inc.	2601 Mariposa Street San Francisco, CA 94110	501c(3)	\$125,000.00	11/30/2012	Program
KQED Inc.	2601 Mariposa Street San Francisco, CA 94110	501c(3)	\$125,000.00	8/31/2012	Program
KQED Inc.	2601 Mariposa Street San Francisco, CA 94110	501c(3)	\$1,000.00	11/30/2012	Program
KQED Inc.	2601 Mariposa Street San Francisco, CA 94110	501c(3)	\$200.00	3/23/2012	Program
KIPP Foundation	135 Main Street, Suite 1700 San Francisco, CA 94105	501c(3)	\$200.00	3/16/2012	Program

List of grants paid in 2012

J. David Gladstone Institutes	1650 Owens Street San Francisco, CA 94158-2261	501c(3)	\$1,200,000.00	7/13/2012	Program
J. David Gladstone Institutes	1650 Owens Street San Francisco, CA 94158-2261	501c(3)	\$200,000.00	11/2/2012	Program
Island Press - Center for Resource Economics	2000 M Street, NW, Suite 650 Washington, DC 20036	501c(3)	\$100,000.00	12/7/2012	Program
International Computer Science Institute	1947 Center Street 6th Floor Berkeley, CA 94704	501c(3)	\$50,000.00	11/2/2012	Program
Independent Sector	1602 L St., NW Suite 900 Washington, D.C. 20036	501c(3)	\$12,150.00	1/20/2012	Program
Independent Sector	1602 L St., NW Suite 900 Washington, D.C. 20036	501c(3)	\$10,000.00	7/20/2012	Underwrite Benefit
Humane Society of Truckee Tahoe	P.O. Box 9041 Truckee, CA 96162	501c(3)	\$400.00	5/4/2012	Program
Heyday Institute	P.O. Box 9145 Berkeley, CA 94709	501c(3)	\$50,000.00	11/30/2012	Program
Head-Royce School	4315 Lincoln Avenue Oakland, CA 94602	501c(3)	\$25,000.00	10/19/2012	Program
Hastings College of the Law, University of California	200 McAllister Street San Francisco, CA 94102	Non-profit organization	\$5,000.00	11/27/2012	Program
Hanna Boys Center	P.O. Box 100 Sonoma, CA 95476	501c(3)	\$800.00	7/6/2012	Program
Handful Players, Inc.	1700 California Street, Suite 335 San Francisco, CA 94109	501c(3)	\$10,000.00	11/20/2012	Program
Haight Ashbury Neighborhood Council	451 Hayes Street, 2nd Floor San Francisco, CA 94102	501c(3)	\$50,000.00	11/16/2012	Program
Guidestar USA Inc.	4801 Courthouse Street, Suite 220 Williamsburg, VA 23188-2678	501c(3)	\$10,000.00	7/20/2012	Program
Great Oakland Public Schools Information Center	472 Water Street Oakland, CA 94607	501c(3)	\$50,000.00	11/16/2012	Program
Grantmakers in Health	1100 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-4110	501c(3)	\$3,375.00	6/15/2012	Program
Grantmakers for Effective Organizations	1725 DeSales Street, NW Suite 404 Washington, DC 20036	501c(3)	\$25,000.00	10/12/2012	Program
Grantmakers for Effective Organizations	1725 DeSales Street, NW Suite 404 Washington, DC 20036	501c(3)	\$5,450.00	2/10/2012	Program
Grantmakers for Education	720 SW Washington Street, Suite 605 Portland, OR 97205	501c(3)	\$19,500.00	11/30/2012	Program
Graduate Theological Union	2400 Ridge Road Berkeley, CA 94709	501c(3)	\$100,000.00	8/17/2012	Program
Golden Gate National Parks Conservancy	Building 201, Fort Mason San Francisco, CA 94123	501c(3)	\$500,000.00	5/18/2012	Capital
Golden Gate National Parks Conservancy	Building 201, Fort Mason San Francisco, CA 94123	501c(3)	\$150,000.00	10/12/2012	Program
Girls Incorporated of Alameda County	510 16th Street Oakland, CA 94612	501c(3)	\$250,000.00	5/18/2012	Capital
Girl Scouts of Northern California	1650 Harbor Bay Parkway Alameda, CA 94502	501c(3)	\$500,000.00	10/19/2012	Capital
Girl Scouts of Northern California	1650 Harbor Bay Parkway Alameda, CA 94502	501c(3)	\$125,000.00	11/16/2012	Program
Georgia Tech Foundation, Inc	School of Civil & Environmental Engineering 790 Atlantic Drive Atlanta, GA 30332-0355	509a(1)	\$45,000.00	11/9/2012	Program
Garden Conservancy, The	P. O. Box 219 Cold Spring, NY 10516	501c(3)	\$45,000.00	12/19/2012	Program
Futures Without Violence	100 Montgomery Street The Presidio San Francisco, CA 94129	501c(3)	\$200.00	3/16/2012	Program



List of grants paid in 2012

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

List of grants paid in 2012

County of Alameda, Piedmont Unified School District	760 Magnolia Avenue Piedmont, CA 94611-4088	501c(3)	\$30,000.00	11/9/2012	Program
Council on Foundations	2121 Crystal Drive, Suite 700 Arlington, VA 22202	501c(3)	\$20,860.00	2/10/2012	Program
Corporation of the Fine Arts Museums	De Young, Golden Gate Park 50 Hagiwara Tea Garden Drive San Francisco, CA 94118-4501	501c(3)	\$20,000.00	12/19/2012	Program
Conservation Lands Foundation	160 E. 12th Street, Suite 2 Durango, CO 81301	501c(3)	\$50,000.00	11/16/2012	Program
ConnectEd: The California Center for College and Career	2150 Shattuck Ave. Suite 1200 Berkeley, CA 94704	501c(3)	\$134,703.00	12/14/2012	Program
Community Resources for Science	1611 San Pablo Avenue, Suite 10B Berkeley, CA 94702	501c(3)	\$35,000.00	10/26/2012	Program
Community Initiatives	354 Pine Street, Suite 700 San Francisco, CA 94104	501c(3)	\$150,000.00	12/7/2012	Program
Community Initiatives	354 Pine Street, Suite 700 San Francisco, CA 94104	501c(3)	\$75,000.00	10/26/2012	Program
Community Initiatives	354 Pine Street, Suite 700 San Francisco, CA 94104	501c(3)	\$30,000.00	10/19/2012	Program
Community Hospital Foundation	P. O. Box HH Monterey, CA 93942	501c(3)	\$1,000,000.00	10/5/2012	Capital
Combat Veterans Waterfowl Association	918 Flatiron Land Rockland, CA 95765	501c(3)	\$15,000.00	11/16/2012	Program
Colonial Williamsburg Foundation	Raleigh Tavern Society P.O. Box 1776 Williamsburg, VA 23187-1776	501c(3)	\$5,000.00	5/4/2012	Program
Coaching Corps	310 Eighth Street Oakland, CA 94607	501c(3)	\$200,000.00	12/7/2012	Program
City Parks Alliance Inc.	2121 Ward Ct., NW Fifth Floor Washington, DC 20037	509a(1)	\$25,000.00	11/16/2012	Program
City of San Rafael	P.O. Box 151560 San Rafael, CA 94915-1560	Non-profit organization	\$5,000.00	10/5/2012	Capital
City Fields Foundation	1714 Stockton Street Suite 400 San Francisco, CA 94133	501c(3)	\$100,000.00	12/19/2012	Program
Citizen Schools Inc.	Sobrato Nonprofit Center 330 Twin Dolphin Dr, Suite 115 Redwood City, CA 94065	501c(3)	\$200,000.00	12/7/2012	Program
Citizen Schools Inc.	Sobrato Nonprofit Center 330 Twin Dolphin Dr, Suite 115 Redwood City, CA 94065	501c(3)	\$75,000.00	12/7/2012	Program
Chronicle Season of Sharing Fund	P. O. Box 44740 San Francisco, CA 94144	501c(3)	\$15,000.00	11/16/2012	Program
Children's Hospital and Research Center at Oakland	747 Fifty Second Street Oakland, CA 94609-1809	501c(3)	\$100,000.00	12/21/2012	Program
Children Now	1404 Franklin Street, Suite 700 Oakland, CA 94612	501c(3)	\$35,000.00	11/2/2012	Program
Change the Equation	Change the Equation 1101 K Street, NW, Suite 610 Washington, DC 20005	501c(3)	\$50,000.00	11/30/2012	Program
Chabot Space & Science Center Foundation	10000 Skyline Blvd. Oakland, CA 94619	501c(3)	\$125,000.00	11/9/2012	Program
Center for Strategic and International Studies, Inc.	1800 K Street NW, Suite 400 Washington, DC 20006	501c(3)	\$5,000.00	9/28/2012	Program
Center for Natural Lands Management	27258 Via Industria, Suite B Temecula, CA 92590-3751	501c(3)	\$25,000.00	12/7/2012	Program
Center for Land-Based Learning	5265 Putah Creek Road Winters, CA 95694	501c(3)	\$234,000.00	11/30/2012	Program

List of grants paid in 2012

Center for Ecoliteracy	David Brower Center 2150 Allston Way, Suite 270 Berkeley, CA 94704-1377	501c(3)	\$100,000.00	12/7/2012	Program
Center for Ecoliteracy	David Brower Center 2150 Allston Way, Suite 270 Berkeley, CA 94704-1377	501c(3)	\$70,000.00	11/2/2012	Program
Carmel Ideas Foundation	P.O. Box 2424 c/o James & Cynthia McGillen Carmel, CA 93921	501c(3)	\$10,000.00	12/19/2012	Program
Carmel Bach Festival, Inc.	P. O. Box 575 Carmel-By-The-Sea, CA 93921	501c(3)	\$50,000.00	12/19/2012	Program
Californians Dedicated to Education Foundation	5429 Madison Avenue Sacramento, CA 95841	501c(3)	\$250,000.00	12/14/2012	Program
California Waterfowl Association	1346 Blue Oaks Boulevard Roseville, CA 95678	501c(3)	\$4,000,000.00	10/5/2012	Program
California Waterfowl Association	1346 Blue Oaks Boulevard Roseville, CA 95678	501c(3)	\$250,000.00	12/19/2012	Program
California Waterfowl Association	1346 Blue Oaks Boulevard Roseville, CA 95678	501c(3)	\$100,000.00	9/11/2012	Underwrite Benefit
California State University Long Beach Research Foundation	6300 State University Dr., Suite 332 Long Beach, CA 90815	501c(3)	\$247,000.00	5/18/2012	Program
California State University East Bay Foundation	25800 Carlos Bee Blvd. Hayward, CA 94542	501c(3)	\$212,000.00	4/27/2012	Program
California State University East Bay Foundation	25800 Carlos Bee Blvd. Hayward, CA 94542	501c(3)	\$200,000.00	10/12/2012	Program
California State University East Bay Foundation	25800 Carlos Bee Blvd. Hayward, CA 94542	501c(3)	\$154,810.00	12/7/2012	Program
California State Parks Foundation	50 Francisco Street, Suite 110 San Francisco, CA 94133	501c(3)	\$60,000.00	11/2/2012	Program
California State Parks Foundation	50 Francisco Street, Suite 110 San Francisco, CA 94133	501c(3)	\$200.00	3/30/2012	Program
California Science Center Foundation	700 Exposition Park Drive Los Angeles, CA 90037	501c(3)	\$1,000,000.00	10/12/2012	Program
California School Health Centers Association	1203 Preservation Park Way, Suite 302 Oakland, CA 94612	501c(3)	\$312,000.00	9/21/2012	Program
California School Health Centers Association	1203 Preservation Park Way, Suite 302 Oakland, CA 94612	501c(3)	\$75,000.00	11/16/2012	Program
California Rangeland Trust	1225 H Street Sacramento, CA 95814-1910	501c(3)	\$100,000.00	12/14/2012	Program
California Rangeland Trust	1225 H Street Sacramento, CA 95814-1910	501c(3)	\$25,000.00	12/7/2012	Program
California Pacific Medical Center Foundation	P.O. Box 7999 San Francisco, CA 94120- 7999	501c(3)	\$250,000.00	11/30/2012	Program
California Pacific Medical Center Foundation	P.O. Box 7999 San Francisco, CA 94120- 7999	501c(3)	\$100,000.00	11/2/2012	Program
California Missions Foundation	PO Box 23035 Santa Barbara, CA 93121	501c(3)	\$225,000.00	6/22/2012	Capital
California Missions Foundation	PO Box 23035 Santa Barbara, CA 93121	501c(3)	\$25,000.00	6/15/2012	Program
California League of Conservation Voters Education Fund	6310 San Vicente Blvd. Los Angeles, CA 90048	501c(3)	\$25,000.00	11/16/2012	Program
California Institute of Technology	1200 E. California Blvd. Pasadena, CA 91125	501c(3)	\$5,000,000.00	10/12/2012	Capital
California Institute of Technology	1200 E. California Blvd. Pasadena, CA 91125	501c(3)	\$50,000.00	11/30/2012	Program
California Institute of Technology	1200 E. California Blvd. Pasadena, CA 91125	501c(3)	\$45,000.00	7/27/2012	Program
California Council on Science and Technology	5005 La Mart Drive, Suite 105 Riverside, CA 92507	501c(3)	\$79,500.00	12/7/2012	Program

List of grants paid in 2012

California Bar Foundation	180 Howard Street, Suite 330 San Francisco, CA 94105	501c(3)	\$150,000.00	11/2/2012	Program
Buck Institute for Age Research	8001 Redwood Boulevard Novato, CA 94945	501c(3)	\$200,000.00	11/2/2012	Program
Boys & Girls Clubs of Oakland	P. O. Box 23203 Oakland, CA 94623	501c(3)	\$30,000.00	11/16/2012	Program
Boy Scouts of America, San Francisco Bay Area Council	1001 Davis Street San Leandro, CA 94577-1514	501c(3)	\$40,000.00	1/13/2012	Program
Boy Scouts of America, San Francisco Bay Area Council	1001 Davis Street San Leandro, CA 94577-1514	501c(3)	\$25,000.00	11/9/2012	Program
Boy Scouts of America, San Francisco Bay Area Council	1001 Davis Street San Leandro, CA 94577-1514	501c(3)	\$550.00	12/12/2012	Program
Boy Scouts of America	1325 West Walnut Hill Lane P.O. Box 152079 Irving, Texas 75038	501c(3)	\$5,000,000.00	11/16/2012	Capital
Boy Scouts of America	10 Highland Way Piedmont, CA 94611	501c(3)	\$25,000.00	10/19/2012	Program
Boy Scouts of America	10 Highland Way Piedmont, CA 94611	501c(3)	\$5,000.00	10/26/2012	Program
Big Sur Land Trust	P. O. Box 4071 Monterey, CA 93942	501c(3)	\$100,000.00	12/19/2012	Program
Berkeley Repertory Theatre	2025 Addison Street Berkeley, CA 94704	501c(3)	\$250.00	7/6/2012	Program
Berkeley Community Fund	2111 Martin Luther King, Jr. Way Berkeley, CA 94704	501c(3)	\$10,000.00	2/24/2012	Program
Bay Area Wilderness Training	1050 E. 8th Street Oakland, CA 94606	501c(3)	\$50,000.00	10/19/2012	Program
Asian Art Museum Foundation of San Francisco	200 Larkin Street San Francisco, CA 94102	501c(3)	\$5,000.00	7/27/2012	Program
American University in Cairo	420 Fifth Avenue 3rd Floor New York, NY 10018-2729	501c(3)	\$44,000.00	8/17/2012	Program
American Society of Civil Engineers Foundation	Third Floor 1801 Alexander Bell Drive Reston, VA 20191-4400	501c(3)	\$500,000.00	11/2/2012	Program
American Rivers Inc.	1101 14th Street, NW Suite 1400 Washington, DC 20005	501c(3)	\$250,000.00	12/21/2012	Program
American Rivers Inc.	1101 14th Street, NW Suite 1400 Washington, DC 20005	501c(3)	\$100,000.00	11/16/2012	Program
American Institutes for Research	1000 Thomas Jefferson Street NW Washington, DC 20007-3835	501c(3)	\$125,000.00	10/12/2012	Program
Alzheimer's Disease and Related Disorders Association	1060 La Avenida Street Mountain View, CA 94043-1422	509a(1)	\$150,000.00	12/7/2012	Program
Alliance for Climate Education Inc.	360 22nd Street, Suite 730 Oakland, CA 94612	501c(3)	\$1,000.00	11/30/2012	Program
Ag Innovations	101 Morris Street, Suite 212 Sebastopol, CA 95472	501c(3)	\$77,500.00	11/27/2012	Program
Achievement Rewards for College Scientists Foundation, Inc.	Northern California Chapter P. O. Box 29405 San Francisco, CA 94129-0405	501c(3)	\$20,000.00	10/19/2012	Program
Sierra Foothill Conservancy	P. O. Box 529 Prather, Ca 93619	501c(3)	\$25,000.00	12/07/2012	Program
		Total	\$59,422,815.00		

Grants and Contributions Approved for Future Payment			
FORM 990 PF			
Recipient name and address	Recipient relationship and purpose of grant	Recipient Status	Amount
American Society of Civil Engineers Foundation 1801 Alexander Bell Drive Reston, VA 20191	PROGRAM	501(C)(3)	1,000,000
Brookings Institution 1775 Massachusetts Ave NW Washington, DC 20036	PROGRAM	501(C)(3)	450,000
California Missions Foundation P. O. Box 23035 Santa Barbara, CA 93121	CAPITAL	501(C)(3)	500,000
California Pacific Medical Center Foundation P.O. Box 7999 San Francisco CA 94120	PROGRAM	501(C)(3)	750,000
California Science Center 700 Exposition Park Drive Los Angeles CA 90037	CAPITAL	501(C)(3)	2,000,000
Developmental Studies Center 1250 53rd Street Ste 3 Emeryville, CA 94608	PROGRAM	501(C)(3)	650,000
East Bay Zoological Society P.O. Box 9238 Oakland, CA 94605	CAPITAL	501(C)(3)	2,500,000
Exploratorium 3801 Lyon St San Francisco, CA 94123	CAPITAL	501(C)(3)	4,000,000
Island Press 2000 M Street NW Ste 650 Washington, DC 20036	PROGRAM	501(C)(3)	125,000
Massachusetts Institute of Technology 77 Massachusetts Ave Cambridge, MA 02139	PROGRAM	501(C)(3)	421,000
Monterey Bay Aquarium 886 Cannery Road Monterey, CA 93940	PROGRAM	501(C)(3)	4,000,000
National Trust for Historical Preservation 1785 Massachusetts Ave NW Washington, DC 20036	PROGRAM	501(C)(3)	100,000
Point Reyes Bird Observatory 3820 Cypress Drive #11 Petaluma, CA 94954	PROGRAM	501(C)(3)	1,278,000
Public Policy Institute of California 500 Washington St, Ste 600 San Francisco, CA 94111	PROGRAM	501(C)(3)	500,000
Resources for the Future 1616 P Street NW Washington, DC 20036	PROGRAM	501(C)(3)	675,000
The Board of Trustees of Leland Stanford Junior University Stanford University 34 Galvez Mall Stanford, CA 94305	CAPITAL/PROGRAM	501(C)(3)	4,100,000
Sustainable Conservation 98 Battery Ste 302 San Francisco, CA 94111	PROGRAM	501(C)(3)	311,000
The Ronald Reagan Presidential Foundation 40 Presidential Drive Ste 200 Simi Valley, CA 93065	PROGRAM	501(C)(3)	1,200,000
Trust for Public Land 101 Montgomery Street Ste 900 San Francisco CA 94104	PROGRAM	501(C)(3)	1,500,000
The Regents of the University of California 1850 Research Park Dr Ste 300 Davis, CA 95618	PROGRAM	501(C)(3)	6,446,809
University of California San Francisco Foundation 675 Nelson Rising Lane San Francisco, CA 94158	PROGRAM	501(C)(3)	250,000

Total \$32,756,809

**Joint Pledges Note**

The Foundation made multiple year pledges to give ("pledges") to IRC 501(c)(3) organizations jointly with an affiliated IRC 501(c)(3) organization totaling \$88,217,000 which includes the \$32,756,809 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 \$83,609,000. 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.