

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

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation STEPHEN BECHTEL FUND		A Employer identification number 20-8680679
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 193809	Room/suite	B Telephone number 415-284-8568
City or town, state, and ZIP code SAN FRANCISCO, CA 94119-3809		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 659,314	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	40,000,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	29.	29.		STATEMENT 1
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		40,000,029.	29.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	236,708.	0.		236,708.
	14 Other employee salaries and wages	1,098,195.	0.		1,098,195.
	15 Pension plans, employee benefits	140,957.	0.		140,957.
	16a Legal fees STMT 2	53,571.	0.		53,571.
	b Accounting fees STMT 3	21,400.	0.		21,400.
	c Other professional fees STMT 4	616,188.	0.		616,188.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion	3,018.	0.		
	20 Occupancy	81,143.	0.		81,143.
	21 Travel, conferences, and meetings	53,971.	0.		53,971.
	22 Printing and publications				
	23 Other expenses STMT 5	65,935.	0.		65,935.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,371,086.	0.		2,368,068.
	25 Contributions, gifts, grants paid See Stmt A	37,627,195.			37,627,195.
26 Total expenses and disbursements. Add lines 24 and 25	39,998,281.	0.		39,995,263.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,748.				
b Net investment income (if negative, enter -0-)		29.			
c Adjusted net income (if negative, enter -0-)			N/A		

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	641,282.	514,163.	514,163.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 144.			
	Less: allowance for doubtful accounts ▶	8,336.	144.	144.
	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	7,948.	6,024.	6,024.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ 142,001.				
Less: accumulated depreciation STMT 6 ▶ 3,018.	0.	138,983.	138,983.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	657,566.	659,314.	659,314.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	657,566.	659,314.	
30 Total net assets or fund balances	657,566.	659,314.		
31 Total liabilities and net assets/fund balances	657,566.	659,314.		

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	657,566.
2 Enter amount from Part I, line 27a	2	1,748.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	659,314.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	659,314.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	NONE			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	44,894,862.	1,608,820.	27.905460
2010	23,571,771.	1,387,990.	16.982666
2009	15,704,894.	702,339.	22.360846
2008	12,589,711.	364,755.	34.515527
2007	0.	98,500.	.000000

2	Total of line 1, column (d)	2	101.764499
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	20.352900
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	674,196.
5	Multiply line 4 by line 3	5	13,721,844.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7	Add lines 5 and 6	7	13,721,844.
8	Enter qualifying distributions from Part XII, line 4	8	40,137,264.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	198.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	198.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	198.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 198. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA, DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ CFO/SECRETARY Telephone no. ▶ 415-284-8570 Located at ▶ 199 FREMONT STREET, 25TH FLOOR, SAN FRANCISCO, CA ZIP+4 ▶ 94105			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <i>IRC Sec 4941(d)(2)(E)</i> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available <i>Reg. 53.4941(d)-3(c)(2) Ex. 1</i> for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). **N/A**

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		236,708.	6,679.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUSAN M. HARVEY - P.O. BOX 193809, SAN FRANCISCO, CA 941193809	PROGRAM DIRECTOR 16.00	75,000.	19,393.	0.
JOYA BANERJEE - P.O. BOX 193809, SAN FRANCISCO, CA 941193809	DIRECTOR, LEGAL & COMMUNICATIONS 20.00	78,000.	7,052.	0.
ALLISON H. TURNER - P.O. BOX 193809, SAN FRANCISCO, CA 941193809	PROGRAM DIRECTOR 18.00	71,294.	9,814.	0.
ANGIE CHEN - P.O. BOX 193809, SAN FRANCISCO, CA 941193809	PROGRAM OFFICER 20.00	70,697.	6,712.	0.
JULIE KIDD - P.O. BOX 193809, SAN FRANCISCO, CA 941193809	PROGRAM OFFICER 20.00	66,138.	4,269.	0.
Total number of other employees paid over \$50,000				0

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

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

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

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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	0.
b	Average of monthly cash balances	1b	684,463.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	684,463.
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	684,463.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,267.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	674,196.
6	Minimum investment return. Enter 5% of line 5	6	33,710.

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	33,710.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
2b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	33,710.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	33,710.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	33,710.

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	39,995,263.
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	142,001.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	40,137,264.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	40,137,264.

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				33,710.
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				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 40,137,264.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	845,700.	(1)		
d Applied to 2012 distributable amount				33,710.
e Remaining amount distributed out of corpus	39,257,854.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	40,103,554.			
b Prior years' undistributed income. Subtract 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)	40,103,554.	(2)		
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	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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				(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).)

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

NONE

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

- a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
- b The form in which applications should be submitted and information and materials they should include:
- c Any submission deadlines:
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT A				37,627,195.
Total ▶ 3a				
b Approved for future payment				
DELTA WATERFOWL FOUNDATION 1305 E CENTRAL AVENUE BISMARCK, ND 58501	NONE	501(C)(3)	PROGRAM	225,000.
NATIONAL ACADEMY OF SCIENCES 2101 CONSTITUTION AVENUE NW WASHINGTON, DC 520418	NONE	501(C)(3)	PROGRAM	300,000.
CALIFORNIA FORWARD 1107 9TH STREET, SUITE 650 SACRAMENTO, CA 95814	NONE	501(C)(3)	PROGRAM	250,000.
Total ▶ 3b SEE CONTINUATION SHEET(S) 3,322,500.				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YMCA OF SAN FRANCISCO 631 HOWARD STREET, SUITE 500 SAN FRANCISCO, CA 94105	NONE	501(C)(3)	PROGRAM	375,000.
EAST OAKLAND YOUTH DEVELOPMENT CENTER 8200 INTERNATIONAL BOULEVARD OAKLAND, CA 94621	NONE	501(C)(3)	CAPITAL	375,000.
BETA THETA PI FOUNDATION 5134 BONHAM ROAD OXFORD, OH 45056	NONE	501(C)(3)	PROGRAM	500,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY 2195 HEARST AVE ROOM 120 MC 1104 BERKELEY, CA 94720	NONE	501(C)(3)	PROGRAM	970,000.
BIPARTISAN POLICY CENTER 1225 EYE STREET NW SUITE 1000 WASHINGTON, DC 20005	NONE	501(C)(3)	PROGRAM	200,000.
CALIFORNIA WATERFOWL ASSOCIATION 1346 BLUE OAKS BOULEVARD ROSEVILLE, CA 95678	NONE	501(C)(3)	PROGRAM	127,500.
Total from continuation sheets				2,547,500.

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

STEPHEN BECHTEL FUND

Employer identification number

20-8680679

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization STEPHEN BECHTEL FUND	Employer identification number 20-8680679
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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	STEPHEN D. BECHTEL JR. P.O. BOX 193809 SAN FRANCISCO, CA 941193809	\$ 40,000,000*	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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

Name of organization

Employer identification number

STEPHEN BECHTEL FUND

20-8680679

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

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

Name of organization STEPHEN BECHTEL FUND	Employer identification number 20-8680679
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Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

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

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis*	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	FURNITURE	022912	SL	7.00	16	1,134.			1,134.			135.
2	FURNITURE	073112	SL	7.00	16	1,362.			1,362.			81.
3	FURNITURE	093012	SL	7.00	16	625.			625.			22.
4	FURNITURE	103112	SL	7.00	16	110,005.			110,005.			2,619.
5	FURNITURE	113012	SL	7.00	16	13,504.			13,504.			161.
6	FURNITURE	122112	SL	7.00	16	15,371.			15,371.			0.
	* TOTAL 990-PF PG 1 DEPR					142,001.		0.	142,001.	0.	0.	3,018.

STEPHEN BECHTEL FUND

STATEMENT A

2012 TAX YEAR

20-8680679

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

Grantee Legal Name	Grantee Address	Tax Status	Program Area	Type of Support	Payment Date	Grant Amount
Alternatives in Action	1900 Third Street Alameda, CA 94501	501c(3)	Character/Citizenship Development	Capital	2/10/2012	\$40,000
East Bay Center for the Performing Arts	339 11th Street Richmond, CA 94801-3105	501c(3)	Character/Citizenship Development	Capital	11/30/2012	\$250,000
East Oakland Youth Development Center	8200 International Boulevard Oakland, CA 94621	501c(3)	Character/Citizenship Development	Capital	6/22/2012	\$375,000
Young Men's Christian Association of San Francisco	50 California Street, #650 San Francisco, CA 94111	501c(3)	Character/Citizenship Development	Capital	6/29/2012	\$375,000
100 Black Men of the Bay Area, Inc.	1638 12th Street Oakland, CA 94607	501c(3)	Character/Citizenship Development	Program	9/17/2012	\$50,000
Aim High for High School	P.O. Box 410715 San Francisco, CA 94141-0715	501c(3)	Character/Citizenship Development	Program	3/16/2012	\$40,000
American Enterprise Institute for Public Policy Research	1150 Seventeenth Street, N. W. Washington, DC 20036	501c(3)	Character/Citizenship Development	Program	2/24/2012	\$400,000
Be A Mentor, Inc.	714 B Street Hayward, CA 94541	501c(3)	Character/Citizenship Development	Program	7/13/2012	\$75,000
Be the Change Inc.	112 Water Street, Suite 500 Boston, MS 02109	501c(3)	Character/Citizenship Development	Program	8/24/2012	\$100,000
Beta Theta Pi Foundation	5134 Bonham Road P. O. Box 6277 Oxford, Ohio 45056-6277	501c(3)	Character/Citizenship Development	Program	7/13/2012	\$500,000
Big Brothers Big Sisters of America	230 North 13th Street Philadelphia, PA 19107	501c(3)	Character/Citizenship Development	Program	7/13/2012	\$150,000
Big Brothers Big Sisters of the Bay Area	731 Market Street, 6th Floor San Francisco, CA 94103	501c(3) 501c(3)	Character/Citizenship Development	Program	6/29/2012	\$160,000
Bipartisan Policy Center Inc.	1225 Eye Street, NW Suite 1000 Washington, DC 20005	501c(3)	Character/Citizenship Development	Program	10/5/2012	\$200,000
Boy Scouts of America, Marin Council	225 West End Avenue San Rafael, CA 94901	501c(3)	Character/Citizenship Development	Program	6/15/2012	\$90,000
Boy Scouts of America, San Francisco Bay Area Council	1001 Davis Street San Leandro, CA 94577-1514	501c(3)	Character/Citizenship Development	Program	7/20/2012	\$200,000
Boys & Girls Clubs of San Francisco	55 Hawthorne Street, Suite 600 San Francisco, CA 94105	501c(3)	Character/Citizenship Development	Program	2/10/2012	\$150,000
CACS Government Research	4962 El Camino Real, Suite 126 Los Altos, CA 94022	501c(3)	Character/Citizenship Development	Program	2/10/2012	\$75,000
California Forward	1107 9th Street, Suite 650 Sacramento, CA 95814	501c(3)	Character/Citizenship Development	Program	4/20/2012	\$50,000
California Symphony Orchestra, Inc.	1475 North Broadway, Suite 420 Walnut Creek, CA 94596	501c(3)	Character/Citizenship Development	Program	8/24/2012	\$30,000
City of Richmond	450 Civic Center Plaza Richmond, CA 94804-1630	Non-profit organization	Character/Citizenship Development	Program	3/16/2012	\$100,000

STEPHEN BECHTEL FUND

2012 TAX YEAR

STATEMENT A

20-8680679

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

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

STEPHEN BECHTEL FUND

STATEMENT A

2012 TAX YEAR

20-8680679

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

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

STEPHEN BECHTEL FUND

STATEMENT A

2012 TAX YEAR

20-8680679

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

Grantee Legal Name	Grantee Address	Tax Status	Program Area	Type of Support	Payment Date	Grant Amount
RYSE Inc.	205 41st Street Richmond, CA 94805	501c(3)	Character/Citizenship Development	Program	8/24/2012	\$50,000
San Francisco Court Appointed Special Advocate Program	100 Bush Street Suite 650 San Francisco, CA 94104	501c(3)	Character/Citizenship Development	Program	6/1/2012	\$50,000
San Francisco Planning and Urban Research Association	654 Mission Street San Francisco, CA 94105	501c(3)	Character/Citizenship Development	Program	2/24/2012	\$100,000
Street Law Inc.	1010 Wayne Avenue, Suite 870 Silver Spring, MD 20910	501c(3)	Character/Citizenship Development	Program	3/16/2012	\$48,000
Summer Search Foundation	500 Sansome Street, Suite 350 San Francisco, CA 94111	501c(3)	Character/Citizenship Development	Program	6/15/2012	\$25,000
Taproot Foundation	466 Geary Street, Suite 206 San Francisco, CA 94102	501c(3)	Character/Citizenship Development	Program	6/8/2012	\$125,000
The Bay Area News Project	126 Post Street, 5th Floor San Francisco, CA 94108	501c(3)	Character/Citizenship Development	Program	4/13/2012	\$125,000
The Board of Trustees of Leland Stanford Junior University	505 Lasuen Mall Stanford, CA 94305-3083	501c(3)	Character/Citizenship Development	Program	4/13/2012	\$117,700
The Brookings Institution	1775 Massachusetts Avenue, NW Washington, DC 20036	501c(3)	Character/Citizenship Development	Program	1/20/2012	\$50,000
The Character Education Partnership Inc.	1025 Connecticut Avenue Suite 1011 Washington, DC 20036	501c(3)	Character/Citizenship Development	Program	4/27/2012	\$100,000
The Eisenhower Foundation	94 Campbell Drive Stamford, CT 06903	501c(3)	Character/Citizenship Development	Program	6/8/2012	\$125,000
The Salvation Army	San Francisco City Administration Office 832 Folsom Street P. O. Box 193465 San Francisco, CA 94119-3465	501c(3)	Character/Citizenship Development	Program	4/13/2012	\$50,000
The School for Ethics and Global Leadership	1528 18th Street, NW Washington, D.C. 20036	501c(3)	Character/Citizenship Development	Program	7/20/2012	\$60,000
Trustees of Tufts University	Ballou Hall Medford, MA 02155	501c(3)	Character/Citizenship Development	Program	4/13/2012	\$115,000
United Religions	P.O. Box 29242 San Francisco, CA 94129	501c(3)	Character/Citizenship Development	Program	6/15/2012	\$100,000
Volunteer Center of San Francisco	1675 California Street San Francisco, CA 94109	501c(3)	Character/Citizenship Development	Program	9/17/2012	\$50,000
Young Men's Christian Association of San Francisco	50 California Street, #650 San Francisco, CA 94111	501c(3)	Character/Citizenship Development	Program	6/15/2012	\$12,000
Young Men's Christian Association of San Francisco	50 California Street, #650 San Francisco, CA 94111	501c(3)	Character/Citizenship Development	Program	9/21/2012	\$100,000
Youth Homes Incorporated	P.O. Box 5759 1855 Olympic Blvd. Walnut Creek, CA 94596	501c(3)	Character/Citizenship Development	Program	9/7/2012	\$50,000

STEPHEN BECHTEL FUND

2012 TAX YEAR

STATEMENT A

20-8680679

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

Grantee Legal Name	Grantee Address	Tax Status	Program Area	Type of Support	Payment Date	Grant Amount
Youth United for Community Action	2135 Clarke Avenue East Palo Alto, CA 94303	501c(3)	Character/Citizenship Development	Program	10/5/2012	\$25,000
National Disaster Search Dog Foundation Inc.	501 East Ojai Avenue Ojai, CA 93023	501c(3)	Civic	Capital	11/30/2012	\$200,000
National Disaster Search Dog Foundation Inc.	501 East Ojai Avenue Ojai, CA 93023	501c(3)	Civic	Capital	10/4/2012	\$100,000
The Commonwealth Club of California	595 Market Street, 2nd Floor San Francisco, CA 94105	501c(3)	Civic	Capital	6/22/2012	\$250,000
Kansas University Endowment Association	1891 Constant Avenue Lawrence, KS 66044	501c(3)	Civic	Endowment	4/13/2012	\$25,000
American Academy of Arts and Sciences	Norton's Woods 136 Irving Street Cambridge, MA 02138-1996	501c(3)	Civic	Program	10/12/2012	\$50,000
California Forward	1107 9th Street, Suite 650 Sacramento, CA 95814	501c(3)	Civic	Program	4/27/2012	\$150,000
Elderhostel, Inc.	11 Avenue de Lafayette Boston, MA 02111-1746	501c(3)	Civic	Program	3/16/2012	\$100,000
National Disaster Search Dog Foundation Inc.	501 East Ojai Avenue Ojai, CA 93023	501c(3)	Civic	Program	12/12/2012	\$25,000
The Board of Trustees of Leland Stanford Junior University	Stanford University Stanford, CA 94305-6010	501c(3)	Civic	Program	7/20/2012	\$600,000
Scripps College	1020 Columbia Avenue Claremont, CA 91711-3905	501c(3)	Environment	Capital	8/24/2012	\$50,000
Ag Innovations	101 Morris Street, Suite 212 Sebastopol, CA 95472	501c(3)	Environment	Program	4/13/2012	\$85,000
Bay Area Ridge Trail Council	1007 General Kennedy Avenue, Suite 3 San Francisco, CA 94129-1400	501c(3)	Environment	Program	9/28/2012	\$25,000
Bay Area Wilderness Training	1050 E. 8th Street Oakland, CA 94606	501c(3)	Environment	Program	6/15/2012	\$10,000
Brentwood Agricultural Land Trust	1120 Second Street, #108 P.O. Box 2046 Brentwood, CA 94513	501c(3)	Environment	Program	9/28/2012	\$25,000
California Academy of Sciences	55 Music Concourse Drive Golden Gate Park San Francisco, CA 94118	501c(3)	Environment	Program	2/10/2012	\$250,000
California Council of Land Trusts	1029 K Street, Suite 48 Sacramento, CA 95814	501c(3)	Environment	Program	8/3/2012	\$100,000
California Council of Land Trusts	1029 K Street, Suite 48 Sacramento, CA 95814	501c(3)	Environment	Program	9/17/2012	\$50,000
California Council of Land Trusts	1029 K Street, Suite 48 Sacramento, CA 95814	501c(3)	Environment	Program	10/12/2012	\$50,000

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California Council on Science and Technology	5005 La Mart Drive, Suite 105 Riverside, CA 92507	501c(3)	Environment	Program	5/11/2012	\$173,000
California Desert Land Conservancy	61732 29 Palms Hwy. Joshua Tree, CA 92252	501c(3)	Environment	Program	8/17/2012	\$25,000
California League of Conservation Voters Education Fund	6310 San Vicente Blvd. Los Angeles, CA 90048	501c(3)	Environment	Program	5/18/2012	\$10,000
California State Parks Foundation	50 Francisco Street, Suite 110 San Francisco, CA 94133	501c(3)	Environment	Program	2/3/2012	\$25,000
California State Parks Foundation	50 Francisco Street, Suite 110 San Francisco, CA 94133	501c(3)	Environment	Program	2/17/2012	\$100,000
California State Parks Foundation	50 Francisco Street, Suite 110 San Francisco, CA 94133	501c(3)	Environment	Program	2/24/2012	\$250,000
California Waterfowl Association	1346 Blue Oaks Blvd. Roseville, CA 95678	501c(3)	Environment	Program	12/12/2012	\$127,500
Carpe Diem West	209 Caledonia Street, Second Floor Sausalito, CA 94965	501c(3)	Environment	Program	10/12/2012	\$250,000
Center for Land-Based Learning	5265 Putah Creek Road Winters, CA 95694	501c(3)	Environment	Program	9/21/2012	\$30,000
Ceres, Inc.	99 Chauncy Street, 6th Floor Boston, MA 02111	501c(3)	Environment	Program	12/12/2012	\$75,000
Civic Assets	2716 Benvenue Avenue Berkeley, CA 94705	501c(3)	Environment	Program	9/7/2012	\$100,000
Community Economic Development Assistance Corporation	One Center Plaza, Suite 350 Boston, MA 02108	501c(3)	Environment	Program	9/21/2012	\$100,000
County of Sonoma	Office of the County Administrator 575 Administration Drive - Room 104A Santa Rosa, CA 95403-2431	Non-profit organization	Environment	Program	9/28/2012	\$50,000
Defenders of Wildlife	1303 J Street, Suite 270 Sacramento, CA 95814	501c(3)	Environment	Program	6/15/2012	\$150,000
Delta Waterfowl Foundation	P. O. Box 3128 Bismarck, ND 58502	501c(3)	Environment	Program	3/23/2012	\$60,000
Delta Waterfowl Foundation	P. O. Box 3128 Bismarck, ND 58502	501c(3)	Environment	Program	6/15/2012	\$187,500
Earth Island Institute	1771 Alcatraz Avenue Berkeley, CA 94703	501c(3)	Environment	Program	3/30/2012	\$45,000
Exploratorium, The	At the Palace of Fine Arts 3601 Lyon Street San Francisco, CA 94123-1099	501c(3)	Environment	Program	6/1/2012	\$65,000
Golden Gate National Parks Conservancy	Building 201, Fort Mason San Francisco, CA 94123	501c(3)	Environment	Program	6/22/2012	\$25,000

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Grist Magazine, Inc.	710 Second Ave., Suite 860 Seattle, WA 98104	501c(3)	Environment	Program	5/11/2012	\$150,000
KQED Inc.	2601 Mariposa Street San Francisco, CA 94110	501c(3)	Environment	Program	12/14/2012	\$25,000
Land Trust Alliance, Inc.	1660 L St. NW Suite 1100 Washington, DC 20036	501c(3)	Environment	Program	10/12/2012	\$500,000
Marin Agricultural Land Trust	Post Office Box 809 Point Reyes Station, CA 94956	501c(3)	Environment	Program	6/1/2012	\$25,000
Mendocino Land Trust Inc.	P.O. Box 1094 Mendocino, CA 95460	501c(3)	Environment	Program	8/3/2012	\$25,000
Muir Heritage Land Trust	P.O. Box 2452 Martinez, CA 94553	501c(3)	Environment	Program	9/28/2012	\$20,000
Napa County Land Trust	1700 Soscol Avenue, Suite 20 Napa, CA 94559	501c(3)	Environment	Program	6/1/2012	\$25,000
Napa County Land Trust	1700 Soscol Avenue, Suite #20 Napa, CA 94559	501c(3)	Environment	Program	9/17/2012	\$25,000
Napa County Regional Park and Open Space District	1195 Third Street, Room 210 Napa, CA 94559	Non-profit organization	Environment	Program	7/13/2012	\$50,000
National Audubon Society, Inc.	4225 Hollis St. Emeryville, CA 94608	501c(3)	Environment	Program	11/16/2012	\$750,000
National Audubon Society, Inc.	4225 Hollis St. Emeryville, CA 94608	501c(3)	Environment	Program	5/25/2012	\$100,000
National Audubon Society, Inc.	4225 Hollis St. Emeryville, CA 94608	501c(3)	Environment	Program	10/5/2012	\$250,000
National Park Foundation	1201 Eye Street, NW Suite 550B Washington, DC 20005	501c(3)	Environment	Program	5/18/2012	\$100,000
Nature Conservancy, Inc.	559 East South Temple Salt Lake City, UT 84102	501c(3)	Environment	Program	9/17/2012	\$50,000
NatureBridge	28 Geary Street Suite 650 San Francisco, CA 94108	501c(3)	Environment	Program	9/14/2012	\$233,638
Nevada County Land Trust	12183 Auburn Road Grass Valley, CA 95949	501c(3)	Environment	Program	9/28/2012	\$25,000
North American Association for Environmental Education	2000 P Street NW, Suite 549 Washington, DC 20036	501c(3)	Environment	Program	4/27/2012	\$100,000
Northcoast Regional Land Trust	P.O. Box 398 Bayside, CA 95524	501c(3)	Environment	Program	9/17/2012	\$35,000
Pacific News Service	275 9th Street San Francisco, CA 94103	501c(3)	Environment	Program	8/17/2012	\$50,000
Peninsula Open Space Trust	222 High Street Palo Alto, CA 94301	501c(3)	Environment	Program	6/1/2012	\$50,000

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Pie Ranch	P. O Box 363 Pescadero, CA 94060	501c(3)	Environment	Program	6/28/2012	\$100,000
Resource Media A Nonprofit Corporation	Resource Media 159 Western Avenue W, Suite 480 Seattle, WA 98119	501c(3)	Environment	Program	6/15/2012	\$150,000
Resources First Foundation	189 Main Street Yarmouth, ME 04222	501c(3)	Environment	Program	3/30/2012	\$50,000
Resources for the Future, Inc.	1616 P Street, NW Washington, DC 20036	501c(3)	Environment	Program	8/31/2012	\$75,000
Resources Legacy Fund	555 Capitol Mall, Ste 1095 Sacramento, CA 95814	501c(3)	Environment	Program	3/30/2012	\$3,000,000
Resources Legacy Fund	555 Capitol Mall, Ste 1095 Sacramento, CA 95814	501c(3)	Environment	Program	6/15/2012	\$200,000
Rural California Broadcasting Company	5850 Labath Avenue Rohnert Park, CA 94928	501c(3)	Environment	Program	6/28/2012	\$50,000
Sacramento-San Joaquin Delta Conservancy:	3500 Industrial Boulevard, Second Floor West Sacramento, CA 95691	Non-profit organization	Environment	Program	4/27/2012	\$25,000
Sacramento-San Joaquin Delta Conservancy:	3500 Industrial Boulevard, Second Floor West Sacramento, CA 95691	Non-profit organization	Environment	Program	6/22/2012	\$125,000
San Francisco Parks Alliance	2150 Allston Way, Suite 320 Berkeley, CA 94704	501c(3)	Environment	Program	2/17/2012	\$50,000
San Francisco Parks Alliance	McLaren Lodge Golden Gate Park, 501 Stanyan Street San Francisco, CA 94117	501c(3)	Environment	Program	3/30/2012	\$100,000
San Francisco Parks Alliance	314 Rutledge Street San Francisco, CA 94110	501c(3)	Environment	Program	7/27/2012	\$30,000
San Francisco Parks Alliance	2150 Allston Way, Suite 320 Berkeley, CA 94704	501c(3)	Environment	Program	9/17/2012	\$25,000
San Francisco School Alliance Foundation	135 Van Ness Ave., Room 408 San Francisco, CA 94102	501c(3)	Environment	Program	3/9/2012	\$200,000
Save Mount Diablo	1901 Olympic Blvd., #320 Walnut Creek, CA 94596	501c(3)	Environment	Program	5/18/2012	\$50,000
Save the Redwoods League	114 Sansome Street Room 1200 San Francisco, CA 94104- 3823	501c(3)	Environment	Program	4/13/2012	\$125,000
Schoodic Education and Research Center Institute	P. O. Box 277 Winter Harbor, ME 04693	501c(3)	Environment	Program	3/23/2012	\$150,000
Sempervirens Fund	419 South San Antonio Road, Suite 211 Los Altos, CA 94022-3640	501c(3)	Environment	Program	3/30/2012	\$50,000

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Seven Tepees Youth Program	3177 17th Street San Francisco, CA 94110	501c(3)	Environment	Program	6/15/2012	\$50,000
Shasta Land Trust	P.O. Box 992026 Redding, CA 96099-2026	501c(3)	Environment	Program	12/14/2012	\$25,000
Solano Land Trust	1001 Texas Street, Suite C Fairfield, CA 94533-5723	501c(3)	Environment	Program	9/28/2012	\$50,000
Sonoma Land Trust	966 Sonoma Ave. Santa Rosa, CA 95404	501c(3)	Environment	Program	4/27/2012	\$50,000
Sustainable Conservation	98 Battery Street, Suite 302 San Francisco, CA 94111	501c(3)	Environment	Program	4/27/2012	\$325,000
Sustainable Conservation	98 Battery Street, Suite 302 San Francisco, CA 94111	501c(3)	Environment	Program	12/12/2012	\$75,000
The Nature Conservancy	201 Mission Street, 4th Floor San Francisco, CA 94105	501c(3)	Environment	Program	8/3/2012	\$60,000
The Outdoor Foundation	1502 Sixth Street, NW Washington, DC 20001	501c(3)	Environment	Program	5/11/2012	\$50,000
Trustees of The Smith College	76 Elm Street Northampton, MA 01063	501c(3)	Environment	Program	6/7/2012	\$100,000
United Roots	2781 Telegraph Ave. Oakland, CA 94612	501c(3)	Environment	Program	3/16/2012	\$40,000
University of California Merced Foundation	University of California, Merced Attn: Gift Administration 5200 North Lake Road Merced, CA 95343	501c(3)	Environment	Program	6/8/2012	\$100,000
Urban Tilth	401 1st Street, Suite 215 Richmond, CA 94801	501c(3)	Environment	Program	12/14/2012	\$40,000
Water Education Foundation	717 K Street, Suite 317 Sacramento, CA 95814	501c(3)	Environment	Program	8/31/2012	\$25,000
Wood River Land Trust Company	119 E. Bullion Street Hailey, Idaho 83333	501c(3)	Environment	Program	12/14/2012	\$10,000
Yolo Land Trust	P.O. Box 1196 Woodland, CA 95776	501c(3)	Environment	Program	6/22/2012	\$25,000
Youth Enrichment Strategies	3029 Macdonald Avenue Richmond, CA 94804	501c(3)	Environment	Program	8/17/2012	\$50,000
Youth Radio	1701 Broadway Oakland, CA 94612	501c(3)	Environment	Program	2/17/2012	\$200,000
Zoological Society of San Diego	P. O. Box 120551 San Diego, CA 92112-0551	501c(3)	Environment	Program	4/13/2012	\$96,000
Thacher School, Inc.	5025 Thacher Road Ojai, CA 93023-9001	501c(3)	General Education	Endowment	12/21/2012	\$40,000
Californians Dedicated to Education Foundation	5429 Madison Avenue Sacramento, CA 95841	501c(3)	General Education	Program	1/27/2012	\$60,000

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CBEE Foundation	1215 K Street, Suite 1570 Sacramento, CA 95814	509a(1)	General Education	Program	9/7/2012	\$50,000
Education Pioneers Inc.	1625 Clay Street, Suite 300 Oakland, CA 94612	501c(3)	General Education	Program	8/31/2012	\$50,000
Foundation For Teaching Economics	260 Russell Blvd., Suite B Davis, CA 95616	501c(3)	General Education	Program	2/3/2012	\$10,000
Head-Royce School	4315 Lincoln Avenue Oakland, CA 94602	501c(3)	General Education	Program	8/31/2012	\$10,000
Live Oak Foundation Inc	30 Keystone Avenue Morgan Hill, CA 95037	501c(3)	General Education	Program	8/17/2012	\$2,000
Oakland Military Institute	c/o VentureSpark 2269 Chestnut St., Suite 500 San Francisco, CA 94123	501c(3)	General Education	Program	1/13/2012	\$5,000
Oakland Schools Foundation	P.O. Box 27148 Oakland, CA 94620-0148	501c(3)	General Education	Program	6/28/2012	\$25,000
Parents for Public Schools Inc.	3543 18th Street San Francisco, CA 94110	501c(3)	General Education	Program	10/19/2012	\$25,000
Phillips Brooks School, The	2245 Avy Avenue Menlo Park, CA 94025	501c(3)	General Education	Program	9/7/2012	\$5,000
San Francisco Education Fund	2730 Bryant Street, Second Floor San Francisco, CA 94110	501c(3)	General Education	Program	9/21/2012	\$30,000
Santa Catalina School	1500 Mark Thomas Drive Monterey, CA 93940-5291	501c(3)	General Education	Program	10/4/2012	\$100,000
SEE College Prep Inc.	145 Natoma St., 3rd Floor San Francisco, CA 94105	501c(3)	General Education	Program	2/3/2012	\$25,000
Spark Program Inc.	251 Rhode Island Street, Suite 205 San Francisco, CA 94103	501c(3)	General Education	Program	10/19/2012	\$25,000
The Board of Trustees of Leland Stanford Junior University	The President's Fund 301 Encina Hall Stanford, CA 94305-8076	501c(3)	General Education	Program	6/1/2012	\$25,000
The Board of Trustees of Leland Stanford Junior University	Suite 131C Stanford, CA 94305-5015	501c(3)	General Education	Program	7/20/2012	\$25,000
The Center for the Future of Teaching and Learning at WestEd	1000 G Street, Suite 500 Sacramento, CA 95814	501c(3)	General Education	Program	9/14/2012	\$300,000
The East Bay Community Foundation	De Domenico Building 200 Frank H. Ogawa Plaza Oakland, CA 94612	501c(3)	General Education	Program	7/13/2012	\$115,000
UC Davis Foundation	One Shields Avenue Davis, CA 95616	501c(3)	General Education	Program	8/31/2012	\$25,000
Hearing and Speech Center of Northern California	1234 Divisadero Street San Francisco, CA 94115	501c(3)	Health	Capital	5/4/2012	\$31,500
A Home Within Inc.	2500 18th Street San Francisco, CA 94110	501c(3)	Health	Program	4/13/2012	\$25,000

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Alameda County Community Food Bank	P.O. Box 2599 Oakland, CA 94614	501c(3)	Health	Program	3/16/2012	\$100,000
Alameda County Health Care Foundation	2001 Broadway, Wuite M Oakland, CA 94612-2312	501c(3)	Health	Program	9/21/2012	\$25,000
Ambulatory Surgery Access Coalition	115 Sansome Street, Ste 1205 San Francisco, CA 94104	501c(3)	Health	Program	7/27/2012	\$50,000
Bay Area Women's and Children's Center	318 Leavenworth Street San Francisco, CA 94102	501c(3)	Health	Program	7/13/2012	\$100,000
Buck Institute for Age Research	8001 Redwood Blvd. Novato, CA 94945	501c(3)	Health	Program	2/10/2012	\$1,000,000
California School Health Centers Association	1203 Preservation Park Way, Suite 302 Oakland, CA 94612	501c(3)	Health	Program	6/8/2012	\$100,000
Canine Companions for Independence	2965 Dutton Avenue P.O. Box 446 Santa Rosa, CA 95402-0446	501c(3)	Health	Program	2/10/2012	\$15,000
Children Now	1404 Franklin Street, Suite 700 Oakland, CA 94612, CA	501c(3)	Health	Program	4/13/2012	\$75,000
Dental Health Foundation	520 3rd Street, Suite 108 Oakland, CA 94607	501c(3)	Health	Program	8/24/2012	\$100,000
East Bay Asian Youth Center	2025 East 12th Street Oakland, CA 94606	501c(3)	Health	Program	7/27/2012	\$50,000
Family House, Inc.	50 Irving Street San Francisco, CA 94122	501c(3)	Health	Program	4/6/2012	\$100,000
Foundation for Osteoporosis Research & Education	1814 Franklin Street Suite 620 Oakland, CA 94612	501c(3)	Health	Program	9/7/2012	\$25,000
Huckleberry Youth Programs, Inc.	3310 Geary Blvd San Francisco, CA 94118	501c(3)	Health	Program	6/8/2012	\$125,000
Jamestown Community Center Inc.	3382 26th Street San Francisco, CA 94110	501c(3)	Health	Program	6/8/2012	\$125,000
La Clinica de La Raza Inc.	1515 Fruitvale Avenue Oakland, CA 94601	501c(3)	Health	Program	10/12/2012	\$150,000
National Assembly on School-Based Health Care	1010 Vermont Avenue, NW Suite 600 Washington, DC 20005	501c(3)	Health	Program	6/22/2012	\$200,000
Northern California Institute for Bone Health Inc.	3100 Telegraph Avenue, Suite 3000 Oakland, CA 94609-3223	501c(3)	Health	Program	4/13/2012	\$25,000
Oakland Unified School District	Family, Schools, and Community Partnerships (FSCP) Lakeview Campus 746 Grand Avenue Oakland, CA 94610	501c(3)	Health	Program	6/1/2012	\$90,000

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Oakland Unified School District	Family, Schools, and Community Partnerships (FSCP) Lakeview Campus 746 Grand Avenue Oakland, CA 94610	501c(3)	Health	Program	5/18/2012	\$50,000
Oakland Unified School District	Family, Schools, and Community Partnerships (FSCP) Lakeview Campus 746 Grand Avenue Oakland, CA 94610	501c(3)	Health	Program	9/28/2012	\$60,000
Oakland Unified School District	Family, Schools, and Community Partnerships (FSCP) Lakeview Campus 746 Grand Avenue Oakland, CA 94610	501c(3)	Health	Program	9/28/2012	\$50,000
Partnership for Children and Youth	1611 Telegraph Ave., Suite 404 Oakland, CA 94612	501c(3)	Health	Program	6/15/2012	\$60,000
Peer Health Exchange, Inc.	545 Sansome Street, Suite 900 San Francisco, CA 94111	501c(3)	Health	Program	4/13/2012	\$25,000
Peralta Parent Group Inc.	Peralta Elementary School 460 63rd Street Oakland, CA 94609	501c(3)	Health	Program	6/1/2012	\$20,000
Pogo Park	2604 Roosevelt Avenue Richmond, CA 94804-1623	501c(3)	Health	Program	3/23/2012	\$100,000
San Francisco Food Bank	900 Pennsylvania Avenue San Francisco, CA 94107	501c(3)	Health	Program	6/1/2012	\$75,000
Seva Foundation	c/o Seva Foundation 1786 Fifth Street Berkeley, CA 94710	501c(3)	Health	Program	2/10/2012	\$5,000
UC San Francisco Foundation	Young Adult and Family Center Langley Porter Psychiatric Institute 401 Parnassus Avenue San Francisco, CA 94143	501c(3)	Health	Program	8/24/2012	\$75,000
University of California San Francisco Foundation	220 Montgomery Street, 5th Floor San Francisco, CA 94104	501c(3)	Health	Program	11/30/2012	\$60,000
University of California, San Francisco Foundation	3333 California Street, Suite 380 San Francisco, CA 94143- 1265	501c(3)	Health	Program	8/24/2012	\$75,000
Volunteers in Medicine-San Francisco	4877 Mission Street San Francisco, CA 94112	501c(3)	Health	Program	7/27/2012	\$50,000
Youth Leadership Institute	28 2nd Street, Suite 400 San Francisco, CA 94105	501c(3)	Health	Program	3/30/2012	\$60,000
Exploratorium, The	At the Palace of Fine Arts 3601 Lyon Street San Francisco, CA 94123- 1099	501c(3)	STEM/Other	Capital	10/12/2012	\$1,000,000

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Harvey Mudd College	301 Platt Boulevard Claremont, CA 91711	501c(3)	STEM	Capital	8/24/2012	\$50,000
Ocean Exploration Trust Inc.	P.O. Box 42 Old Lyme, CT 06371	501c(3)	STEM	Capital	6/22/2012	\$250,000
Afterschool Alliance	1616 H Street, Suite 820 Washington, DC 20006	501c(3)	STEM	Program	4/6/2012	\$100,000
America Achieves	95 Morton St Ground Floor New York, NY 10014	501c(3)	STEM	Program	7/20/2012	\$100,000
American Academy of Arts and Sciences	Norton's Woods 136 Irving Street Cambridge, MA 02138-1996	501c(3)	STEM	Program	3/16/2012	\$200,000
American Chemical Society - Project SEED	2950 Merced Street, Suite 225 San Leandro, CA 94577-5669	501c(3)	STEM	Program	2/17/2012	\$15,000
California Congress of Parents, Teachers and Students, Inc.	2327 L Street Sacramento, CA 95816-5014	501c(3)	STEM	Program	12/14/2012	\$115,000
California Council on Science and Technology	5005 La Mart Drive, Suite 105 Riverside, CA 92507	501c(3)	STEM\Other	Program	11/21/2012	\$200,000
California Maritime Academy Foundation, Inc.	200 Maritime Academy Drive Vallejo, CA 94590-8181	501c(3)	STEM	Program	4/27/2012	\$40,000
California Polytechnic State University Foundation	1 Grand Avenue San Luis Obispo, CA 93407	501c(3)	STEM	Program	5/11/2012	\$265,000
ConnectEd: The California Center for College and Career	2150 Shattuck Ave. Suite 1200 Berkeley, CA 94704	501c(3)	STEM	Program	5/4/2012	\$258,000
CSLNet	One Embarcadero Center, Suite 500 San Francisco, CA 94111	501c(3)	STEM	Program	12/14/2012	\$1,250,000
Eastside College Preparatory School, Inc.	1041 Myrtle Street East Palo Alto, CA 94303	501c(3)	STEM	Program	8/31/2012	\$50,000
Education Development Center, Inc.	770 North Halsted Street, Suite 205 Chicago, IL 60642	501c(3)	STEM	Program	4/13/2012	\$30,000
Foundation of City College of San Francisco	50 Phelan Avenue San Francisco, CA 94112	501c(3)	STEM	Program	4/27/2012	\$25,000
Girls Incorporated of Alameda County	13666 East 14th Street San Leandro, CA 94578	501c(3)	STEM	Program	9/14/2012	\$75,000
Girls Incorporated of Alameda County	13666 East 14th Street San Leandro, CA 94578	501c(3)	STEM	Program	10/19/2012	\$75,000
Growth Sector	2625 Polk Street, Suite 4 San Francisco, CA 94109	501c(3)	STEM	Program	12/14/2012	\$350,000
Industry Initiatives for Science and Math Education	5301 Stevens Creek Blvd. P. O. Box 58059; MS WO Santa Clara, CA 95052	501c(3)	STEM	Program	8/31/2012	\$250,000

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Grantee Legal Name	Grantee Address	Tax Status	Program Area	Type of Support	Payment Date	Grant Amount
Institute for Teaching	5333 Mission Center Road, Suite 200 San Diego, CA 92108	501c(3)	STEM	Program	10/12/2012	\$375,000
Lafayette Library and Learning Center Foundation	3491 Mt. Diablo Rd. Lafayette, CA 94549-3915	501c(3)	STEM	Program	6/15/2012	\$25,000
Marines' Memorial Association	c/o the Marines' Memorial Club 609 Sutter Street San Francisco, CA 94102	501c(3)	STEM	Program	1/13/2012	\$25,000
National 4-H Council	7100 Connecticut Ave. Chevy Chase, MD 20815	501c(3)	STEM	Program	4/13/2012	\$30,000
National Academy of Sciences	500 Fifth Street, NW Washington, DC 20001	501c(3)	STEM	Program	2/17/2012	\$250,000
National Academy of Sciences	500 Fifth Street, NW Washington, DC 20001	501c(3)	STEM	Program	5/4/2012	\$300,000
National Society of Black Engineers	205 Daingerfield Road Alexandria, VA 22314	501c(3)	STEM	Program	4/27/2012	\$75,000
Oakland Schools Foundation	Think College Now P.O. Box 27148 Oakland, CA 94602	501c(3)	STEM	Program	9/7/2012	\$30,000
Oakland Unified School District	Superintendent's Office 1025 2nd Avenue, Room 301 Oakland, CA 94606	501c(3)	STEM	Program	4/27/2012	\$50,000
Oakland Unified School District	Superintendent's Office 1025 2nd Avenue, Room 301 Oakland, CA 94606	501c(3)	STEM	Program	5/11/2012	\$9,500
Oakland Unified School District	Superintendent's Office 1025 2nd Avenue, Room 301 Oakland, CA 94606	501c(3)	STEM	Program	8/17/2012	\$100,000
Oakland Unified School District	Superintendent's Office 1025 2nd Avenue, Room 301 Oakland, CA 94606	501c(3)	STEM	Program	8/17/2012	\$250,000
Oakland Unified School District	Superintendent's Office 1025 2nd Avenue, Room 301 Oakland, CA 94606	501c(3)	STEM	Program	6/8/2012	\$868,000
Oakland Unified School District	Superintendent's Office 1025 2nd Avenue, Room 301 Oakland, CA 94606	501c(3)	STEM	Program	6/8/2012	\$857,000
Partnership for Children and Youth	1611 Telegraph Ave., Suite 404 Oakland, CA 94612	501c(3)	STEM	Program	12/14/2012	\$350,000
Reasoning Mind, Inc.	3050 Post Oak Blvd, Suite 1200 Houston, TX 77056	501c(3)	STEM	Program	11/30/2012	\$165,000
Regents of the University of California	Lawrence Berkeley National Lab Cyclotron Road MS7R0222 Berkeley, CA 94720	501c(3)	STEM	Program	7/27/2012	\$200,000

STEPHEN BECHTEL FUND

STATEMENT A

2012 TAX YEAR

20-8680679

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

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

STEPHEN BECHTEL FUND
2012 TAX YEAR

STATEMENT A
20-8680679

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

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

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

\$37,627,195

STEPHEN BECHTEL FUND

STATEMENT B

2012 TAX YEAR

20-8680679

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

<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Tax Status</u>	<u>Program Area</u>	<u>Type of Support</u>	<u>Payment Date</u>	<u>Grant Amount</u>
Aim High for High School	P.O. Box 410715 San Francisco, CA 94141-0715	501c(3)	Character/Citizenship Development	Program	1/11/2013	\$25,000
Public Policy Institute of California	500 Washington Street Suite 600 San Francisco, CA 94111	501c(3) 501c(3)	Character/Citizenship Development	Program	1/11/2013	\$10,000
San Francisco Court Appointed Special Advocate Program	100 Bush Street Suite 650 San Francisco, CA 94104	501c(3)	Character/Citizenship Development	Program	2/8/2013	\$28,800
The Guardsmen	P.O. Box 29250 San Francisco, CA 94129	501c(3)	Character/Citizenship Development	Program	2/22/2013	\$50,000
Proposition 8 Legal Defense Fund	P. O. Box 162849 Sacramento, CA 95816	501c(3)	Civic	Program	2/8/2013	\$200,000
REDF	221 Main Street, Suite 1550 San Francisco, CA 94105	501c(3)	Civic	Program	2/15/2013	\$50,000
California Council of Land Trusts	1029 K Street, Suite 48 Sacramento, CA 95814	501c(3)	Environment	Program	2/22/2013	\$35,000
Earth Island Institute	1771 Alcatraz Avenue Berkeley, CA 94703	501c(3)	Environment	Program	2/8/2013	\$45,000
San Francisco Parks Alliance	2150 Allston Way, Suite 320 Berkeley, CA 94704	501c(3)	Environment	Program	2/22/2013	\$5,000
The National Judicial College	c/o The National Judicial College Judicial College Building/MS 358 REno, NV 89557	501c(3)	Environment	Program	2/28/2013	\$17,250
Zoological Society of San Diego	P. O. Box 120551 San Diego, CA 92112-0551	501c(3)	Environment	Program	2/22/2013	\$96,000
Day School Foundation	St. Matthew's Episcopal Day School 16 Baldwin Avenue San Mateo, CA 94401	501c(3)	General Education	Program	2/15/2013	\$50,000
Oakland Military Institute	c/o VentureSpark 2269 Chestnut St., Suite 500 San Francisco, CA 94123	501c(3)	General Education	Program	1/11/2013	\$10,000
San Francisco Department of Children, Youth and Their Families	1390 Market Street, Suite 900 San Francisco, CA 94102	Non-profit organization	Health	Program	2/1/2013	\$85,000
American Chemical Society - Project SEED	2950 Merced Street, Suite 225 San Leandro, CA 94577-5669	501c(3)	STEM	Program	2/1/2013	\$15,000
EdSource Inc.	520 San Antonio Road, Suite 200 Mountain View, CA 94040-1217	501c(3)	STEM	Program	1/11/2013	\$100,000
Foundation For Teaching Economics	260 Russell Blvd., Suite B Davis, CA 95616	501c(3)	STEM	Program	2/1/2013	\$10,000
Regents of the University of California	100 Medical Center Way Woods Building, UCSF Box 0905 San Francisco, CA 94143-0905	501c(3)	STEM	Program	2/1/2013	\$100,000

Total Charitable Distribution Paid 1/01/13 - 3/15/13

\$932,050

Less: Grants to be treated as Qualifying Distributions for the 2013 Tax year

(\$189,900)

Grants Paid in 2013 - Elected as being made in the 2012 tax year (See Statement C)

\$742,150

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

STEPHEN BECHTEL FUND
2012 TAX YEAR

STATEMENT C
FEIN 20-8680679

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

PURSUANT TO IRC §170(b)(1)(F)(ii) AND TREAS. REGS. §1.170A-9(h), THE FOUNDATION HEREBY ELECTS TO TREAT THE QUALIFYING DISTRIBUTIONS MADE DURING THE 2½ MONTH PERIOD (JANUARY THROUGH MARCH 15, 2013) FOLLOWING THE CLOSE OF THE 2012 TAX YEAR AS BEING MADE DURING THE CURRENT 2012 TAX YEAR. (SEE STATEMENT B.)

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

THE AMOUNT FOR THE ABOVE ELECTIONS IS AS FOLLOWS:

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

\$742,150

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

DATED: 10/3/13

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

STEPHEN BECHTEL FUND
2011 TAX YEAR

STATEMENT D
FEIN 20-8680679

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

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

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

THE AMOUNT FOR THE ABOVE ELECTIONS IS AS FOLLOWS:

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

\$845,700

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

DATED: 10/2/12

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

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

**A. 2012 QUALIFYING DISTRIBUTIONS REQUIREMENTS
TO BE TREATED AS A CONDUIT FOUNDATION**

2012 UNDISTRIBUTED INCOME	\$0
2012 DISTRIBUTABLE AMOUNT (Part XI, Line 7, Page 8, 2012 Form 990-PF)	\$33,710
2012 TOTAL CONTRIBUTIONS RECEIVED (Part I, Line 1(a), Page 1, 2012 Form 990-PF)	<u>\$40,000,000</u>
TOTAL AMOUNT TO BE DISTRIBUTED BY 3/15/12 TO BE DEEMED A CONDUIT FOUNDATION	<u>\$40,033,710</u>

B. 2012 QUALIFYING DISTRIBUTIONS MADE

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

**STEPHEN BECHTEL FUND
2012 TAX YEAR**

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

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

DATED: 10/3/13

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTERNAL REVENUE SERVICE	29.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	29.

FORM 990-PF LEGAL FEES STATEMENT 2

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

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	21,400.	0.		21,400.
TO FORM 990-PF, PG 1, LN 16B	21,400.	0.		21,400.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PHILANTHROPIC/CHARITABLE CONSULTANTS	616,188.	0.		616,188.
TO FORM 990-PF, PG 1, LN 16C	616,188.	0.		616,188.

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

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	6
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
FURNITURE	1,134.	135.	999.	999.
FURNITURE	1,362.	81.	1,281.	1,281.
FURNITURE	625.	22.	603.	603.
FURNITURE	110,005.	2,619.	107,386.	107,386.
FURNITURE	13,504.	161.	13,343.	13,343.
FURNITURE	15,371.	0.	15,371.	15,371.
TO 990-PF, PART II, LN 14	142,001.	3,018.	138,983.	138,983.

