

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2016 or tax year beginning , and ending

Name of foundation: **S.D. BECHTEL, JR. FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address): **P.O. BOX 193809**

Room/suite: \_\_\_\_\_

City or town, state or province, country, and ZIP or foreign postal code: **SAN FRANCISCO, CA 94119-3809**

A Employer identification number: **20-3759208**

B Telephone number: **(415) 284-8670**

C If exemption application is pending, check here

D 1. Foreign organizations, check here   
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 313,832,022.** (Part I, column (d) must be on cash basis.)

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

Part I Analysis of Revenue and Expenses		(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	50,227,427.		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	4,560,516.	8,977,981.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	21,999,621.			
b	Gross sales price for all assets on line 6a: 174,430,755.				
7	Capital gain net income (from Part IV, line 2)		20,610,967.		
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	2,150,423.	1,285,514.		STATEMENT 2
12	<b>Total. Add lines 1 through 11</b>	<b>78,937,987.</b>	<b>30,874,462.</b>		
<b>Operating and Administrative Expenses</b>					
13	Compensation of officers, directors, trustees, etc.	691,797.	64,600.		627,197.
14	Other employee salaries and wages	4,179,313.	124,050.		4,051,864.
15	Pension plans, employee benefits	1,206,531.	39,613.		1,076,294.
16a	Legal fees STMT 3	143,730.	0.		150,515.
b	Accounting fees STMT 4	138,927.	0.		138,927.
c	Other professional fees STMT 5	1,872,031.	91,076.		1,671,254.
17	Interest				
18	Taxes STMT 6	273,111.	40,202.		350.
19	Depreciation and depletion	58,718.	0.		
20	Occupancy	693,654.	34,683.		606,389.
21	Travel, conferences, and meetings	151,058.	0.		151,928.
22	Printing and publications				
23	Other expenses STMT 7	1,945,597.	1,365,087.		423,264.
24	<b>Total operating and administrative expenses. Add lines 13 through 23</b>	<b>11,354,467.</b>	<b>1,759,311.</b>		<b>8,897,982.</b>
25	Contributions, gifts, grants paid	156,344,838.			116,202,315.
26	<b>Total expenses and disbursements. Add lines 24 and 25</b>	<b>167,699,305.</b>	<b>1,759,311.</b>		<b>125,100,297.</b>
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-88,761,318.			
b	<b>Net investment income</b> (if negative, enter -0-)		29,115,151.		
c	<b>Adjusted net income</b> (if negative, enter -0-)			N/A	

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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		21,857,613.	47,320,707.	47,320,707.
	3	Accounts receivable	22,142,319.			
		Less: allowance for doubtful accounts		14,591,027.	22,142,319.	22,142,319.
	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		239,466.	126,472.	126,472.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 9	18,227,048.	5,827,675.	5,827,675.
	c	Investments - corporate bonds	STMT 10	720,763.	0.	0.
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 11	325,730,701.	236,777,116.	236,777,116.	
14	Land, buildings, and equipment: basis	377,069.				
	Less: accumulated depreciation	171,617.	255,016.	205,452.	205,452.	
15	Other assets (describe)	STATEMENT 12)	1,521,770.	1,432,281.	1,432,281.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)		383,143,404.	313,832,022.	313,832,022.	
Liabilities	17	Accounts payable and accrued expenses		1,439,626.	1,495,219.	
	18	Grants payable		85,901,478.	126,044,001.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)				
	23	<b>Total liabilities</b> (add lines 17 through 22)		87,341,104.	127,539,220.	
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		294,773,642.	185,338,017.	
	25	Temporarily restricted		1,028,658.	954,785.	
	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	<b>Total net assets or fund balances</b>		295,802,300.	186,292,802.		
31	<b>Total liabilities and net assets/fund balances</b>		383,143,404.	313,832,022.		

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	295,802,300.
2	Enter amount from Part I, line 27a	2	-88,761,318.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	207,040,982.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 8	5	20,748,180.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>186,292,802.</b>

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>	P		
<b>b FROM PARTNERSHIPS</b>	P		
<b>c PARTNERSHIP DISPOSITIONS</b>	P		
<b>d PARTNERSHIP SECTION 731 GAINS</b>	P		
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a 165,860,731.</b>		<b>153,833,101.</b>	<b>12,027,630.</b>
<b>b 8,321,474.</b>			<b>8,321,474.</b>
<b>c 22,907,792.</b>		<b>22,894,479.</b>	<b>13,313.</b>
<b>d 248,550.</b>			<b>248,550.</b>
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			<b>12,027,630.</b>
<b>b</b>			<b>8,321,474.</b>
<b>c</b>			<b>13,313.</b>
<b>d</b>			<b>248,550.</b>
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	<b>2</b>	<b>20,610,967.</b>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	<b>3</b>	<b>N/A</b>

**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))
2015	110,907,879.	368,656,625.	.300843
2014	117,688,932.	404,997,104.	.290592
2013	69,609,172.	354,127,495.	.196565
2012	61,734,495.	307,456,563.	.200791
2011	34,816,173.	277,367,302.	.125524

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>1.114315</b>
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	<b>.222863</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	<b>4</b>	<b>340,719,220.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>75,933,708.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>291,152.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>76,224,860.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	<b>125,109,452.</b>

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	291,152.
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	291,152.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	291,152.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	319,502.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	50,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	369,502.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	78,350.
11	Enter the amount of line 10 to be: <b>Credited to 2017 estimated tax</b> <input checked="" type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		<input checked="" type="checkbox"/>
1b		<input checked="" type="checkbox"/>
<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>		
1c		<input checked="" type="checkbox"/>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 type="checkbox"/> \$ 0.	
2		<input checked="" type="checkbox"/>
<i>If "Yes," attach a detailed description of the activities.</i>		
3		<input checked="" type="checkbox"/>
4a	<input checked="" type="checkbox"/>	
4b	<input checked="" type="checkbox"/>	
5		<input checked="" type="checkbox"/>
<i>If "Yes," attach the statement required by General Instruction T.</i>		
6	<input checked="" type="checkbox"/>	
7	<input checked="" type="checkbox"/>	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>CA, DE</u>	
8b	<input checked="" type="checkbox"/>	
9		<input checked="" type="checkbox"/>
10		<input checked="" type="checkbox"/>

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? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of THE FOUNDATION Telephone no. (415) 284-8689
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 2016, 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 FinCEN Form 114. If "Yes," enter the name of the 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? (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.)
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
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 2016?
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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.)
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 2016 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 2016.)
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 2016?

**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 4945(d)(4)(A)? (see instructions)  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

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? **SEE STATEMENT 14**  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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

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

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

**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
<b>SEE STATEMENT 13</b>		639,327.	52,471.	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 KIBBE - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	DIR ORG EFFECTIVENESS 40.00	300,000.	58,778.	0.
SUSAN M. HARVEY - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM DIRECTOR 36.00	271,242.	34,308.	0.
ALLISON HARVEY TURNER - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM DIRECTOR 40.00	201,734.	37,543.	0.
BARBARA CARTIER - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	CONTROLLER 40.00	192,000.	38,250.	0.
GARY KNOBLOCK - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM OFFICER 40.00	194,000.	35,046.	0.
<b>Total</b> number of other employees paid over \$50,000				32

**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
LA PIANA CONSULTING - 5858 HORTON STREET, SUITE 272, EMERYVILLE, CA 94608	CONSULTING SERVICES	368,071.
WILLIAMS GROUP - 70 IONIA AVE SW, SUITE 200, GRAND RAPIDS, MI 49503	CONSULTING SERVICES	170,740.
PRICEWATERHOUSECOOPERS ADVISORY SERVICES LLC P.O. BOX 514038, LOS ANGELES, CA 90051	CONSULTING SERVICES	125,000.
TEMESCAL ASSOCIATES 467 RICH STREET, OAKLAND, CA 94609	CONSULTING SERVICES	118,233.
ADLER & COLVIN - 235 MONTGOMERY STREET, SUITE 1220, SAN FRANCISCO, CA 94104	LEGAL FEES	92,082.
Total number of others receiving over \$50,000 for professional services		7

**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	
3 All other program-related investments. See instructions.	
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	284,068,392.
b	Average of monthly cash balances	1b	61,349,446.
c	Fair market value of all other assets	1c	490,000.
d	<b>Total</b> (add lines 1a, b, and c)	1d	345,907,838.
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	345,907,838.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,188,618.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	340,719,220.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	17,035,961.

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

1	Minimum investment return from Part X, line 6	1	17,035,961.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	291,152.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	314,572.
c	Add lines 2a and 2b	2c	605,724.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	16,430,237.
4	Recoveries of amounts treated as qualifying distributions	4	899.
5	Add lines 3 and 4	5	16,431,136.
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	16,431,136.

**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	125,100,297.
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	9,155.
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	125,109,452.
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	291,152.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	124,818,300.

**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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				16,431,136.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	21,110,206.			
b From 2012	46,652,573.			
c From 2013	52,242,091.			
d From 2014	42,599,051.			
e From 2015				
f Total of lines 3a through e	162,603,921.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$125,109,452.				
a Applied to 2015, 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 2016 distributable amount				16,431,136.
e Remaining amount distributed out of corpus	108,678,316.			
5 Excess distributions carryover applied to 2016 (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	271,282,237.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	21,110,206.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	250,172,031.			
10 Analysis of line 9:				
a Excess from 2012	46,652,573.			
b Excess from 2013	52,242,091.			
c Excess from 2014	42,599,051.			
d Excess from 2015				
e Excess from 2016	108,678,316.			

**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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

**SEE STATEMENT 15**

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

**NONE**

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

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
<b>a Paid during the year</b>				
826 VALENCIA 826 VALENCIA STREET SAN FRANCISCO, CA 94110	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	7,500.
ADVANCEMENT PROJECT 1910 W. SUNSET BOULEVARD, SUITE 500 LOS ANGELES, CA 90026	NONE	PC	FUNDS TO SUPPORT THE FORMATION OF HIGH-LEVEL K-12 POLICYMAKER AND STAKEHOLDER ROUNDTABLE	200,000.
AFTERSCHOOL ALLIANCE 1616 H STREET NW, SUITE 820 WASHINGTON, DC 20006	NONE	PC	FUNDS FOR PHASE I OF SETTING A CHARACTER DEVELOPMENT POLICY AND ADVOCACY AGENDA FOR A NATIONAL CHARACTER	38,138.
AG INNOVATIONS 101 MORRIS STREET, SUITE 212 SEBASTREETOPOL, CA 95472	NONE	PC	FUNDS FOR IMPLEMENTATION OF CAPACITY BUILDING ACTIVITIES TARGETING GOVERNANCE, FINANCIAL	74,000.
AMERICAN ACADEMY OF ARTS AND SCIENCES NORTON'S WOODS, 136 IRVING STREET CAMBRIDGE, MA 02138	NONE	PC	FUNDS TO SUPPORT THE ACADEMY'S ANNUAL FUND.	50,000.
<b>Total SEE CONTINUATION SHEET(S)</b>				<b>▶ 3a 116,202,315.</b>
<b>b Approved for future payment</b>				
BOYS & GIRLS CLUBS OF AMERICA NATIONAL HEADQUARTERS, 1275 PEACHTREE STREET NE ALANTA, GA 30309	NONE	PC	FUNDS TO SUPPORT BGCA'S STRATEGY FOR IMPROVING THE CLUB EXPERIENCE: A \$67 MILLION FIVE-YEAR	19,990,586.
CAL POLY CORPORATION ONE GRAND AVENUE SAN LUIS OBISPO, CA 93407	NONE	PC	FUNDS TO SUPPORT CAL POLY, SAN LUIS OBISPO AND LUCIA MAR UNIFIED SCHOOL DISTRICT TO REFORM TEACHER	600,000.
CALIFORNIA ACADEMY OF SCIENCES 55 MUSIC CONCOURSE DRIVE, GOLDEN GATE PARK SAN FRANCISCO, CA 94118	NONE	PC	FUNDS TO SUPPORT THE ENVIRONMENTAL LITERACY INITIATIVE, A COMBINATION OF IN-PERSON AND DIGITAL	1,500,000.
<b>Total SEE CONTINUATION SHEET(S)</b>				<b>▶ 3b 124,650,641.</b>





**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
AMERICAN CANCER SOCIETY INC P.O. BOX 22718 OKLAHOMA CITY, OK 73123	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	100.
AMERICAN ENTERPRISE INSTITUTE FOR PUBLIC POLICY RESEARCH 789 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20036	NONE	PC	FUNDS FOR CAPITAL SUPPORT.	500,000.
AMERICAN SOCIETY OF CIVIL ENGINEERS FOUNDATION INC. 1801 ALEXANDER BELL DRIVE, SUITE 100 RESTON, VA 20191	NONE	SO II	FUNDS TO DEVELOP AND PRODUCE "DREAM BIG!", AN IMAX FILM AND COMPLEMENTARY EDUCATIONAL MATERIALS THAT WILL HIGHLIGHT ENGINEERING WONDERS OF THE WORLD.	3,905,000.
AT THE CROSSROADS 333 VALENCIA STREET, SUITE 320 SAN FRANCISCO, CA 94103	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	400.
BAY AREA YOUNG SURVIVORS BAYS INC P.O. BOX 190056 SAN FRANCISCO, CA 94119	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
BERKELEY COMMUNITY FUND 2111 MARTIN LUTHER KING, JR. WAY BERKELEY, CA 94704	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	10,000.
BETA THETA PI FOUNDATION 5134 BONHAM ROAD, P.O. BOX 6277 OXFORD, OH 45056	NONE	PC	FUNDS TO SUPPORT THE DESIGNATED EDUCATIONAL AREA COMPONENTS OF THE BETA MU CHAPTER'S CAPITAL CAMPAIGN AT PURDUE UNIVERSITY.	250,000.
<b>Total from continuation sheets</b>				115,832,677.

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
BIG BROTHERS BIG SISTERS OF AMERICA NATIONAL HEADQUARTERS 2202 N. WEST SHORE BOULEVARD, SUITE 455 TAMPA, FL 33607	NONE	PC	FUNDS FOR THE DEVELOPMENT OF A STRATEGIC PLAN.	250,000.
BIG LIFE FOUNDATION USA 24010 NE TREEHILL DRIVE WOOD VILLAGE, OR 97060	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	2,000.
BIG SUR LAND TRUST P.O. BOX 4071 MONTEREY, CA 93942	NONE	PC	FUNDS TO HELP DEVELOP CARR LAKE URBAN PARK.	100,000.
BOY SCOUTS OF AMERICA P.O. BOX 152079 IRVING, TX 75015	NONE	PC	FUNDS TO SUPPORT THE DEVELOPMENT AND IMPLEMENTATION OF A RESEARCH AGENDA TO CLARIFY CHARACTER DEVELOPMENT WITHIN BSA PROGRAMMING, AND TO USE RESEARCH FINDINGS TO IMPROVE TRAININGS FOR VOLUNTEER SCOUT LEADERS.	929,000.
BOYS & GIRLS CLUBS OF AMERICA NATIONAL HEADQUARTERS 1275 PEACHTREE STREET NE, SUITE 100 ALANTA, GA 30309	NONE	PC	FUNDS TO SUPPORT BGCA'S STRATEGY FOR IMPROVING THE CLUB EXPERIENCE.	3,950,000.
CAL POLY CORPORATION ONE GRAND AVENUE SAN LUIS OBISPO, CA 93407	NONE	PC	FUNDS TO SUPPORT CAL POLY, SAN LUIS OBISPO AND LUCIA MAR UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	200,000.
CAL STATE EAST BAY EDUCATIONAL FOUNDATION 25800 CARLOS BEE BOULEVARD HAYWARD, CA 94542	NONE	PC	FUNDS TO SUPPORT THE RENOVATION PLANS OF THREE CAMPUS BUILDINGS THAT WILL ENHANCE STEM EDUCATION, RESEARCH AND COLLABORATION AMONG THOSE WORKING IN SCIENCE, ENGINEERING AND STEM EDUCATION.	1,250,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)

**3a Grants and Contributions Paid During the Year**

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
CALIFORNIA ACADEMY OF SCIENCES 55 MUSIC CONCOURSE DRIVE GOLDEN GATE PARK SAN FRANCISCO, CA 94118	NONE	PC	FUNDS TO SUPPORT THE ENVIRONMENTAL LITERACY INITIATIVE, A COMBINATION OF IN-PERSON AND DIGITAL SCIENCE EDUCATION ACTIVITIES DESIGNED FOR K-12 STUDENTS, TEACHERS, AND THE GENERAL PUBLIC THROUGHOUT CALIFORNIA AND THE U.S.	750,000.
CALIFORNIA BAR FOUNDATION 180 HOWAROAD STREET, SUITE 330 SAN FRANCISCO, CA 94105	NONE	SO I	FUNDS FOR K-12 LEARNING ADVOCACY, AWARENESS, AND CHAMPION-BUILDING ACTIVITIES.	50,000.
CALIFORNIA COMMUNITY FOUNDATION 221 S FIGUEROA STREET, SUITE 400 LOS ANGELES, CA 90012	NONE	PC	FUNDS TO JOIN THE COMMUNITY FOUNDATION WATER COHORT.	50,000.
CALIFORNIA COUNCIL OF LAND TRUSTS 1029 J STREET, SUITE 120 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR THE CALIFORNIA COUNCIL OF LAND TRUSTS, WHICH WORKS TO BUILD A STRONG, EFFECTIVE LAND TRUST COMMUNITY WITH THE FINANCIAL AND POLICY RESOURCES TO PROTECT CALIFORNIA'S LANDSCAPES.	140,000.
CALIFORNIA COUNCIL ON SCIENCE AND TECHNOLOGY 5005 LA MART DRIVE, SUITE 200 RIVERSIDE, CA 92507	NONE	PC	FUNDS TO SUPPORT A PROGRAM THAT INTEGRATES SCIENTISTS INTO THE LEGISLATIVE POLICYMAKING PROCESS BY PLACING TEN PH.D. SCIENTISTS AS STAFF IN THE CALIFORNIA LEGISLATURE.	100,000.
CALIFORNIA COUNTY SUPERINTENDENTS EDUCATIONAL SERVICES ASSOCIATION 1121 L STREET, SUITE 510 SACRAMENTO, CA 95814	NONE	PC	FUNDS TO SUPPORT CCSESA'S TWO COMMUNITIES OF PRACTICE, IN MATH AND SCIENCE, SO THAT CALIFORNIA'S 58 COUNTY OFFICES OF EDUCATION CAN BETTER SUPPORT MATH AND SCIENCE STANDARDS IMPLEMENTATION ACROSS ALL DISTRICTS IN THE STATE.	350,000.
CALIFORNIA COUNTY SUPERINTENDENTS EDUCATIONAL SERVICES ASSOCIATION 1121 L STREET, SUITE 510 SACRAMENTO, CA 95814	NONE	PC	FUNDS TO SUPPORT CCSESA'S TWO COMMUNITIES OF PRACTICE, IN MATH AND SCIENCE, SO THAT CALIFORNIA'S 58 COUNTY OFFICES OF EDUCATION CAN BETTER SUPPORT MATH AND SCIENCE STANDARDS IMPLEMENTATION ACROSS ALL DISTRICTS IN THE STATE.	600,000.
Total from continuation sheets				



**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 EAST CALIFORNIA BOULEVARD, MAIL CODE 202-31 PASADENA, CA 91125	NONE	PC	FUNDS TO SUPPORT THE 2017 TRUSTEE ANNUAL FUND.	50,000.
CALIFORNIA LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 350 FRANK H. OGAWA PLAZA, SUITE 1100 OAKLAND, CA 94612	NONE	PC	FUNDS FOR GREEN CALIFORNIA, A NETWORK OF MORE THAN 90 ENVIRONMENTAL ORGANIZATIONS THAT PLAN, STRATEGIZE, AND WORK COLLABORATIVELY TO SPEAK TO DECISION-MAKERS WITH A UNIFIED VOICE ON ENVIRONMENTAL ISSUES.	20,000.
CALIFORNIA MISSIONS FOUNDATION P.O. BOX 23035 SANTA BARBARA, CA 93121	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	25,000.
CALIFORNIA PACIFIC MEDICAL CENTER FOUNDATION 2015 STEINER STREET SAN FRANCISCO, CA 94120	NONE	PC	FUNDS TO SUPPORT THE SMART HOSPITALS PROGRAM, WHICH WILL USE TECHNOLOGY TO CHANGE THE WAY HEALTH CARE IS DELIVERED AT TWO NEW HOSPITALS IN SAN FRANCISCO.	250,000.
CALIFORNIA PACIFIC MEDICAL CENTER FOUNDATION 2015 STEINER STREET SAN FRANCISCO, CA 94120	NONE	PC	FUNDS FOR THE BRAIN HEALTH CENTER INTEGRATED CARE INITIATIVE THAT COMBINES MULTI-DISCIPLINARY TEAMWORK, INFORMATION MANAGEMENT SYSTEMS AND TARGETED EDUCATION.	250,000.
CALIFORNIA SCHOOL AGE CONSORTIUM 1918 UNIVERSITY AVENUE, SUITE 4B BERKELEY, CA 94704	NONE	PC	FUNDS FOR CALSAC TO INFUSE A CHARACTER DEVELOPMENT FOCUS INTO ITS TRAINER NETWORK, TRAINING OF THE TRAINER, AND LEADERSHIP DEVELOPMENT INSTITUTE.	245,300.
CALIFORNIA SCHOOL BOARDS FOUNDATION 3251 BEACON BOULEVARD WEST SACRAMENTO, CA 95691	NONE	PC	FUNDS TO PROVIDE SCHOOL BOARD MEMBERS WITH INFORMATION AND TRAINING THAT SUPPORTS SUCCESSFUL IMPLEMENTATION OF MATH AND SCIENCE STANDARDS IN THEIR LOCAL SCHOOL DISTRICTS AND COUNTY OFFICES OF EDUCATION.	49,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
CALIFORNIA STATE PARKS FOUNDATION 50 FRANCISCO STREET, SUITE 110 SAN FRANCISCO, CA 94133	NONE	PC	FUNDS TO SUPPORT PHASE 2 OF THE YOSEMITE SLOUGH RESTORATION AND DEVELOPMENT PROJECT INCLUDING AN ENVIRONMENTAL EDUCATION PAVILION AND SITE AMENITIES TO IMPROVE THE VISITOR EXPERIENCE.	500,000.
CALIFORNIA STATE UNIVERSITY CHANNEL ISLANDS FOUNDATION ONE UNIVERSITY DRIVE CAMARILLO, CA 93012	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, CHANNEL ISLANDS, UNIVERSITY PREPARATION CHARTER SCHOOL, AND OCEAN VIEW SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	200,000.
CALIFORNIA STATE UNIVERSITY DOMINGUEZ HILLS FOUNDATION 1000 EAST VICTORIA STREET CARSON, CA 90747	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, DOMINGUEZ HILLS AND LOS ANGELES UNIFIED HIGH SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	399,873.
CALIFORNIA STATE UNIVERSITY FOUNDATION 401 GOLDEN SHORE LONG BEACH, CA 90802	NONE	PC	FUNDS FOR HARVARD STRATEGIC DATA FELLOW TO BUILD CAPACITY FOR THE CSU CENTER FOR TEACHER QUALITY TO IMPROVE SYSTEM-WIDE DATA SYSTEMS.	75,000.
CALIFORNIA STATE UNIVERSITY FOUNDATION 401 GOLDEN SHORE LONG BEACH, CA 90802	NONE	PC	FUNDS TO SUPPORT THE CSU CHANCELLOR'S OFFICE TO DISSEMINATE AND SCALE BEST PRACTICES FROM THE CSU NEW GENERATION OF EDUCATORS INITIATIVE THROUGHOUT THE CSU SYSTEM.	75,000.
CALIFORNIA STATE UNIVERSITY FRESNO FOUNDATION OFFICE OF RESEARCH AND SPONSORED PROGRAMS, 4910 N. CHESTNUT AVENUE FRESNO, CA 93726	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, FRESNO, FRESNO UNIFIED SCHOOL DISTRICT, SANGER UNIFIED SCHOOL DISTRICT, AND CENTRAL UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS	400,000.
CALIFORNIA STATE UNIVERSITY LONG BEACH RESEARCH FOUNDATION 6300 STATE UNIVERSITY DRIVE, SUITE #332 LONG BEACH, CA 90815	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, LONG BEACH AND LONG BEACH UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	400,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
CALIFORNIA STATE UNIVERSITY, STANISLAUS ONE UNIVERSITY CIRCLE TURLOCK, CA 95382	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, STANISLAUS, TURLOCK UNIFIED SCHOOL DISTRICT, AND CERES UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	300,000.
CALIFORNIA TROUT 360 PINE STREET, 4TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR OPERATIONAL INFRASTRUCTURE INVESTMENT AND STRATEGIC PLANNING.	40,000.
CALIFORNIA WATERFOWL ASSOCIATION 1346 BLUE OAKS BOULEVARD ROSEVILLE, CA 95678	NONE	PC	FUNDS TO BUILD CAPACITY, REDUCE DEPENDENCE ON FOUNDATION FUNDS, AND ENABLE CWA'S CONSERVATION PROGRAMS INCLUDING WATERFOWL, WETLAND, HUNTING HERITAGE, AND EDUCATION.	400,000.
CALIFORNIA WATERFOWL ASSOCIATION 1346 BLUE OAKS BOULEVARD ROSEVILLE, CA 95678	NONE	PC	FUNDS FOR CWA'S ANNUAL DINNER ON SEPTEMBER 29, 2016. NO TICKETS WERE ACCEPTED FOR SUCH CONTRIBUTION.	5,000.
CALIFORNIA WATERFOWL ASSOCIATION 1346 BLUE OAKS BOULEVARD ROSEVILLE, CA 95678	NONE	PC	FUNDS TO ADVANCE POLICY AND COMMUNICATION EFFORTS RELATED TO WATER FOR WILDLIFE REFUGES.	230,000.
CALIFORNIANS DEDICATED TO EDUCATION FOUNDATION 585 BROADWAY STREET REDWOOD CITY, CA 94063	NONE	PC	FUNDS TO SUPPORT THE CALIFORNIA SEL TEAM PARTICIPATING IN THE CASEL COLLABORATING STATES INITIATIVE.	62,475.
CALIFORNIANS DEDICATED TO EDUCATION FOUNDATION 585 BROADWAY STREET REDWOOD CITY, CA 94063	NONE	PC	FUNDS TO SUPPORT THE THIRD YEAR OF IMPLEMENTATION OF THE CALIFORNIA DEPARTMENT OF EDUCATION EXPANDED LEARNING DIVISION'S STRATEGIC PLAN.	215,501.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
CARMEL MISSION FOUNDATION INC P.O. BOX 221351 CARMEL, CA 93923	NONE	PC	FUNDS FOR CAPITAL SUPPORT TO RENOVATE THE QUADRANGLE COURTYARD.	1,500,000.
CARNEGIE FOUNDATION FOR ADVANCEMENT TEACHING W COAST OFFICE EDUCATION ATTN: SUMMIT ON IMPROVEMENT IN EDUCATION, 51 VISTA LANE STANFORD, CA 94305	NONE	EOF	FUNDS TO SUPPORT THE ANNUAL CARNEGIE SUMMIT ON IMPROVEMENT IN EDUCATION HELD MARCH 27- 29, 2017.	5,000.
CARNEGIE INSTITUTION OF WASHINGTON 1530 P STREET NW WASHINGTON, DC 20005	NONE	PC	FUNDS TO BUILD ON THE PROGRESS MADE IN CONDUCTING AN ASSESSMENT OF NATURAL, WORKING, AND AGRICULTURAL LANDS IN ORDER TO PROVIDE A MODEL FOR FUTURE NATIONAL AND INTERNATIONAL CLIMATE CHANGE EFFORTS.	248,860.
CATHEDRAL PARISH OF CHRIST THE LIGHT 2121 HARRISON STREET, SUITE 130 OAKLAND, CA 94612	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
CATHOLIC CHARITIES CYO OF THE ARCHDIOCESE OF SAN FRANCISCO 990 EDDY STREET SAN FRANCISCO, CA 94109	NONE	PC	FUNDS FOR STAR COMMUNITY HOUSE.	500.
CATHOLIC FOUNDATION FOR THE DIOCESE OF OAKLAND 2121 HARRISON STREET, SUITE 100 OAKLAND, CA 94612	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,667.
CEC SEABEE HISTORICAL FOUNDATION INC. P.O. BOX 657 GULFPORT, MS 39502	NONE	PC	FUNDS FOR CAPITAL SUPPORT FOR EXHIBITS.	100,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
CENTER FOR EFFECTIVE PHILANTHROPY INC. 675 MASSACHUSETTS AVENUE, SUITE 7 CAMBRIDGE, MA 02139	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	400.
CENTER FOR EFFECTIVE PHILANTHROPY INC. 675 MASSACHUSETTS AVENUE, SUITE 7 CAMBRIDGE, MA 02139	NONE	PC	FUNDS TO SUPPORT CEP'S "LEADING EFFECTIVE FOUNDATIONS" CONFERENCE, A TWO-DAY EVENT EXPLORING HOW FOUNDATIONS CAN BETTER DEFINE, ASSESS, AND IMPROVE THEIR EFFECTIVENESS.	25,000.
CENTER FOR EFFECTIVE PHILANTHROPY INC. 675 MASSACHUSETTS AVENUE, SUITE 7 CAMBRIDGE, MA 02139	NONE	PC	FUNDS FOR CEP TO CONTINUE AND BUILD UPON ONGOING RESEARCH WORK, AS WELL AS STEP UP EFFORTS TO DISSEMINATE RESEARCH FINDINGS TO INDIVIDUALS OR ORGANIZATIONS OPERATING OUTSIDE OF THE REALM OF TRADITIONAL PHILANTHROPY STRUCTURES.	125,000.
CENTER FOR EFFECTIVE PHILANTHROPY INC. 675 MASSACHUSETTS AVENUE, SUITE 7 CAMBRIDGE, MA 02139	NONE	PC	FUNDS TO DEVELOP COMPARATIVE DATA ON FOUNDATION OPERATIONS FOR BOTH PERPETUAL AND LIMITED-LIFE FOUNDATIONS, AND TO EXPLORE THE LINKS BETWEEN OPERATIONS AND FOUNDATION EFFECTIVENESS.	40,000.
CENTER FOR REPRODUCTIVE RIGHTS INC. 199 WATER STREET, FLOOR 22 NEW YORK, NY 10038	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	400.
CENTER FOR STRATEGIC AND INTERNATIONAL STUDIES INC 1616 RHODE ISLAND AVENUE NW WASHINGTON, DC 20036	NONE	PC	FUNDS FOR MEMBERSHIP IN THE CSIS SAN FRANCISCO ROUNDTABLE.	5,000.
CENTRAL VALLEY COMMUNITY FOUNDATION 5260 NORTH PALM AVENUE, SUITE 122 FRESNO, CA 93704	NONE	PC	FUNDS TO RESPOND TO AND EDUCATE COMMUNITY FOUNDATION CONSTITUENTS ABOUT THE DROUGHT AND THE NEED FOR LONG-TERM SOLUTIONS TO CALIFORNIA'S WATER MANAGEMENT CHALLENGES.	65,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
CERES INC. 99 CHAUNCY STREET, 6TH FLOOR BOSTON, MA 02111	NONE	PC	FUNDS TO SUPPORT CERES'S WATER PROGRAM TO BUILD CAPACITY TO ADVOCATE FOR WATER STEWARDSHIP AND IMPROVE WATER MANAGEMENT PRACTICES BY MOBILIZING INVESTOR AND WATER UTILITY LEADERSHIP.	200,000.
CHILDREN NOW 1404 FRANKLIN STREET, SUITE 700 OAKLAND, CA 94612	NONE	PC	FUNDS TO SUPPORT CHILDREN NOW TO CONTINUE COMMON CORE COMMUNICATIONS.	110,413.
CHILDREN NOW 1404 FRANKLIN STREET, SUITE 700 OAKLAND, CA 94612	NONE	PC	FUNDS FOR CHILDREN NOW TO RUN THE CALIFORNIA STEM LEARNING NETWORK AS A PROJECT.	250,000.
CHILDREN NOW 1404 FRANKLIN STREET, SUITE 700 OAKLAND, CA 94612	NONE	PC	FUNDS TO EXECUTE A POLICY DEVELOPMENT AND ADVOCACY STRATEGY IN CALIFORNIA THAT SUPPORTS NEW ACADEMIC STANDARDS AND IMPROVES THE QUALITY OF STUDENT LEARNING.	550,000.
CHILDRENS HOSPITAL & RESEARCH CENTER FOUNDATION 2001 BROADWAY, SUITE 600 OAKLAND, CA 94612	NONE	PC	FUNDS FOR UCSF BENIOFF CHILDREN'S HOSPITAL OAKLAND.	2,000.
CHRONICLE SEASON OF SHARING FUND P.O. BOX 44740 SAN FRANCISCO, CA 94144	NONE	PC	FUNDS TO PROVIDE EMERGENCY ASSISTANCE TO BAY AREA FAMILIES FACING SERIOUS FINANCIAL HARDSHIPS.	10,000.
CLIMATE CONSERVATION P.O. BOX 1586 BOZEMAN, MT 59771	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT FOR THE PRACTITIONERS NETWORK FOR LARGE LANDSCAPE CONSERVATION.	50,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
CLIMATE RIDE INC 111 NORTH HIGGINS AVENUE, SUITE 415 MISSOULA, MT 59802	NONE	PC	FUNDS FOR CLIMATE RIDE.	100.
COACHING CORPS 310 8TH STREET, SUITE 300 OAKLAND, CA 94607	NONE	PC	FUNDS TO SUPPORT THE DEVELOPMENT OF A MULTI-TIERED COACH TRAINING SYSTEM THAT IMPROVES ADULT PRACTICE IN AFTER-SCHOOL SPORTS PROGRAMS IN ORDER TO FOSTER SPECIFIC CHARACTER TRAITS IN YOUTH.	640,000.
COACHING CORPS 310 8TH STREET, SUITE 300 OAKLAND, CA 94607	NONE	PC	FUNDS TO DEVELOP A COMPREHENSIVE BUSINESS PLAN FOR POSSIBLE EXPANSION INTO OTHER URBAN COMMUNITIES ACROSS AMERICAN IN ORDER TO REACH MORE YOUTH.	225,000.
COLLABORATIVE FOR ACADEMIC SOCIAL AND EMOTIONAL LEARNING - CASEL 815 WEST VAN BUREN STREET, SUITE 210 CHICAGO, IL 60607	NONE	PC	FUNDS TO SUPPORT CASEL TO CO-LEAD A WORKGROUP WITH CORE, TRANSFORMING EDUCATION, AND THE YALE CENTER ON EMOTIONAL INTELLIGENCE TO ADVANCE THE FIELD OF SEL ASSESSMENT.	241,000.
COMMON CAUSE EDUCATION FUND 805 15TH STREET, NW, SUITE 800 WASHINGTON, DC 20005	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	400.
COMMUNITY GROWTH EDUCATIONAL FOUNDATION INC. 1330 BRADDOCK PLACE, SUITE 300 ALEXANDRIA, VA 22314	NONE	PC	FUNDS TO ENGAGE BUSINESS COMMUNITIES ACROSS THE NATION IN SUPPORTING CHARACTER DEVELOPMENT, AND TO REPRESENT THE BUSINESS VOICE ON CHARACTER IN THE CHARACTER POLICY COALITION.	75,000.
COMMUNITY INITIATIVES 354 PINE STREET, #700 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR GENERAL OPERATING AND CAPACITY BUILDING SUPPORT FOR THE SF TEACHER RESIDENCY PROGRAM, A PARTNERSHIP AMONG SFUSD, STANFORD, USF, AND UESF (SFUSD'S TEACHER UNION) TO PREPARE TEACHERS TO TEACH IN SF'S HARD-TO-STAFF SCHOOLS AND SUBJECT AREAS.	150,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
COMMUNITY INITIATIVES 3750 18TH STREET SAN FRANCISCO, CA 94114	NONE	PC	FUNDS TO SUPPORT HANDS-ON AND INQUIRY-BASED YOUTH PROGRAMMING AT TWO MISSION SCIENCE WORKSHOP SITES IN SAN FRANCISCO.	50,000.
COMMUNITY SCIENCE WORKSHOP NETWORK PO BOX 1307 SANGER, CA 93657	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT ALLOWING THE CSW NETWORK TO BUILD INFRASTRUCTURE, EVALUATE LOCAL PROGRAMS, AND PROVIDE TECHNICAL ASSISTANCE AND PROFESSIONAL DEVELOPMENT TO ITS MEMBERS.	100,000.
COMPASS SCIENCE COMMUNICATION INC 721 NW 9TH AVENUE, SUITE 235 PORTLAND, OR 97209	NONE	PC	FUNDS FOR SCIENTISTS TO ENGAGE IN PRODUCTIVE PUBLIC DISCOURSE AROUND CALIFORNIA'S SUSTAINABLE WATER FUTURE.	25,000.
CONTRA COSTA BALLET FOUNDATION 2040 NORTH BROADWAY WALNUT CREEK, CA 94596	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	300.
CORA COMMUNITY OVERCOMING RELATIONSHIP ABUSE 2211 PALM AVENUE SAN MATEO, CA 94403	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,670.
CORE DISTRICTS 1107 9TH STREET, SUITE 500 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR THE DEVELOPMENT OF MEASURES AND PROGRAMS TO ADVANCE SOCIAL-EMOTIONAL LEARNING (SEL) IN CA OFFICE OF EDUCATION REFORM (CORE) WAIVER DISTRICTS.	500,000.
CORE DISTRICTS 1107 9TH STREET, SUITE 500 SACRAMENTO, CA 95814	NONE	PC	FUNDS TO ADVANCE THE SOCIAL-EMOTIONAL LEARNING (SEL) PROGRAM WITH A FOCUS ON CONTINUOUS IMPROVEMENT, USE OF DATA, AND STRATEGIC COMMUNICATIONS WITHIN THE CALIFORNIA OFFICE OF EDUCATION REFORM (CORE) DISTRICTS.	700,000.
<b>Total from continuation sheets</b>				



**Part XV** Supplementary Information (continued)

**3a Grants and Contributions Paid During the Year**

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
CORPORATION OF THE FINE ARTS MUSEUMS GOLDEN GATE PARK, 50 HAGIWARA TEA GAROADEN DRIVE SAN FRANCISCO, CA 94118	NONE	PC	FUNDS TO SUPPORT THE CURATOR'S CIRCLE MEMBERSHIP RENEWAL.	5,000.
CORPORATION OF THE FINE ARTS MUSEUMS GOLDEN GATE PARK, 50 HAGIWARA TEA GAROADEN DRIVE SAN FRANCISCO, CA 94118	NONE	PC	FUNDS TO SUPPORT THE ANNUAL BOUQUETS TO ART OPENING NIGHT GALA ON MONDAY, APRIL 4, 2016. NO TICKETS WERE ACCEPTED FOR SUCH CONTRIBUTION.	5,000.
CORPUS CHRISTI CATHOLIC CHURCH 322 STREET, JAMES DRIVE PIEDMONT, CA 94611	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	6,240.
COUNCIL ON FOUNDATIONS INC. 2121 CRYSTAL DRIVE, SUITE 700 ARLINGTON, VA 22202	NONE	PC	FUNDS FOR SPONSORSHIP OF CLIMATE CHANGE SESSION AT THE 2016 COF ANNUAL CONFERENCE. NO TICKETS WERE ACCEPTED FOR SUCH CONTRIBUTION.	5,000.
COUNCIL ON FOUNDATIONS INC. 2121 CRYSTAL DRIVE, SUITE 700 ARLINGTON, VA 22202	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL.	21,600.
CSU BAKERSFIELD AUXILIARY FOR SPONSORED PROGRAMS ADMINISTRATION 9001 STREETOCKDALE HIGHWAY, MAIL STOP: 24 DDH BAKERSFIELD, CA 93311	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, BAKERSFIELD AND BAKERSFIELD CITY SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	300,000.
CSU FULLERTON AUXILIARY SERVICES CORPORATION 1121 N. STREETATE COLLEGE BOULEVARD FULLERTON, CA 92831	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, FULLERTON, FULLERTON SCHOOL DISTRICT, AND ANAHEIM UNION HIGH SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	400,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
DELTA WATERFOWL FOUNDATION 1312 BASIN AVENUE BISMARCK, ND 58504	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT TO DELTA WATERFOWL AS IT ADVANCES ACTIVE MANAGEMENT OF NESTING HABITAT AND INCREASES ITS PRESENCE IN CALIFORNIA.	200,000.
DINUBA UNIFIED SCHOOL DISTRICT 1327 E. EL MONTE WAY DINUBA, CA 93618	NONE	PC	FUNDS FOR IMPLEMENTATION OF THE COMMON CORE STATE STANDARDS IN MATHEMATICS (CCSS-M) IN GRADES K-8, PARTICIPATION IN A CROSS-DISTRICT COMMUNITY OF PRACTICE, AND ENGAGEMENT IN STATEWIDE LEADERSHIP AROUND CCSS-M.	487,135.
EARTH GENOME 121 PEPPER DRIVE LOS ALTOS, CA 94022	NONE	PC	SUPPORT FOR EARTH GENOME TO DEVELOP A PLAN THAT WOULD LEVERAGE THE CIVIC TECHNOLOGY MOVEMENT TO WORK WITH FEDERAL AGENCIES TO MODERNIZE WATER DATA.	50,000.
EAST BAY ZOOLOGICAL SOCIETY 9777 GOLF LINKS ROAD OAKLAND, CA 94605	NONE	PC	FUNDS FOR THE CALIFORNIA TRAIL OVERLOOK PROJECT IN HONOR OF JOEL PARROTT.	5,000.
EAST BAY ZOOLOGICAL SOCIETY 9777 GOLF LINKS ROAD OAKLAND, CA 94605	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,000.
EDSOURCE INC 436 14TH STREET, SUITE 1005 OAKLAND, CA 94612	NONE	PC	FUNDS FOR EDSOURCE TO DEEPEN ITS COVERAGE OF MATH AND SCIENCE AND ADD A NEW AREA OF COVERAGE FOCUSED ON SOCIAL-EMOTIONAL LEARNING.	250,000.
EDUCATION OUTSIDE 135 VAN NESS AVENUE, SUITE 408 SAN FRANCISCO, CA 94109	NONE	PC	FUNDS TO STRENGTHEN EDUCATION OUTSIDE'S CAPACITY TO PROMOTE ENVIRONMENTAL LITERACY, STEM LEARNING, AND HEALTH FOR SAN FRANCISCO SCHOOL COMMUNITIES.	150,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)

**3a Grants and Contributions Paid During the Year**

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
EDUCATION TRUST INC 1814 FRANKLIN STREET, SUITE 220 OAKLAND, CA 94612	NONE	PC	FUNDS TO ADVANCE SCIENCE AND MATH EDUCATION IN CALIFORNIA THROUGH ADVOCACY, POLICY, AND RESEARCH EFFORTS.	250,000.
ELK GROVE UNIFIED SCHOOL DISTRICT 9510 ELK GROVE-FLORIN ROAD ELK GROVE, CA 95624	NONE	PC	FUNDS FOR IMPLEMENTATION OF THE COMMON CORE STATE STANDARDS IN MATHEMATICS (CCSS-M) IN GRADES K-8, PARTICIPATION IN A CROSS-DISTRICT COMMUNITY OF PRACTICE, AND ENGAGEMENT IN STATEWIDE LEADERSHIP AROUND CCSS-M.	1,113,626.
ELLA BAKER CENTER FOR HUMAN RIGHTS IN CALIFORNIA 1970 BROADWAY, SUITE 1125 OAKLAND, CA 94612	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	2,400.
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE	PC	FUNDS FOR ONGOING DEVELOPMENT OF THE CENTRAL VALLEY HABITAT EXCHANGE, WHICH WILL USE EXISTING MITIGATION FUNDS TO INCENTIVES RANCHERS AND FARMERS TO RESTORE, PROTECT, AND STEWARD WILDLIFE HABITAT.	1,352,000.
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE	PC	FUNDS FOR PLANNING ACTIVITIES TO DEVELOP A DETAILED, THREE-YEAR PLAN TO ADVANCE OPEN AND ACCESSIBLE INFORMATION ABOUT THE CONSUMPTIVE USE OF WATER IN THE AGRICULTURAL SECTOR.	250,000.
ENVIRONMENTAL GRANTMAKERS ASSOCIATION 475 RIVERSIDE DRIVE, SUITE 960 NEW YORK, NY 10115	NONE	PC	FUNDS FOR 2016 MEMBERSHIP DUES.	28,801.
ENVIRONMENTAL GRANTMAKERS ASSOCIATION 475 RIVERSIDE DRIVE, SUITE 960 NEW YORK, NY 10115	NONE	PC	FUNDS FOR A WATER FUNDER GATHERING IN FALL 2016. NO TICKETS WERE ACCEPTED FOR SUCH CONTRIBUTION.	50,000.

Total from continuation sheets

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
ENVISION EXCELLENCE IN STEM EDUCATION 2108 LAMBERTON ROAD CLEVELAND HEIGHTS, OH 44118	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP FOR PARTICIPATION IN THE STEM FUNDERS NETWORK.	25,000.
EPISCOPAL CHARITIES INC 1055 TAYLOR STREET SAN FRANCISCO, CA 94108	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	500.
EVERYTOWN FOR GUN SAFETY SUPPORT FUND INC. PO BOX 3886 NEW YORK, NY 10017	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	300.
FACING HISTORY AND OURSELVES INC 24301 SOUTHLAND DRIVE, SUITE 207 HAYWARD, CA 94545	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	400.
FOUNDATION CENTER 79 FIFTH AVENUE NEW YORK, NY 10003	NONE	PC	FUNDS TO BUILD FOUNDATION CENTER'S ORGANIZATIONAL CAPACITY AND EXPAND THE PUBLIC'S UNDERSTANDING OF PHILANTHROPY.	15,000.
FRIENDS OF PERALTA HACIENDA HISTORICAL PARK 2465 34TH AVENUE OAKLAND, CA 94601	NONE	PC	FUNDS FOR THE KHMER NEW YEAR CELEBRATION. NO TICKETS WERE ACCEPTED FOR SUCH CONTRIBUTION.	1,900.
FRIENDS OF PERALTA HACIENDA HISTORICAL PARK 2465 34TH AVENUE OAKLAND, CA 94601	NONE	PC	FUNDS FOR THE 2016 OAKLAND KHMER NEW YEAR CELEBRATION. NO TICKETS WERE ACCEPTED FOR SUCH CONTRIBUTION.	1,600.

Total from continuation sheets

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
GARDEN GROVE UNIFIED SCHOOL DISTRICT 10331 STANFORD AVENUE GARDEN GROVE, CA 92840	NONE	PC	FUNDS FOR IMPLEMENTATION OF THE COMMON CORE STATE STANDARDS IN MATHEMATICS (CCSS-M) IN GRADES K-8, PARTICIPATION IN A CROSS-DISTRICT COMMUNITY OF PRACTICE, AND ENGAGEMENT IN STATEWIDE LEADERSHIP AROUND CCSS-M.	1,069,840.
GAY LESBIAN & BISEXUAL COMMUNITY CENTER OF CENTRAL FLORIDA INC 946 N. MILLS AVENUE ORLANDO, FL 32803	NONE	PC	FUNDS FOR ORLANDO VICTIMS/PULSE TRAGEDY COMMUNITY FUND.	200.
GIRLS INCORPORATED OF ALAMEDA COUNTY 510 16TH STREET OAKLAND, CA 94612	NONE	PC	FUNDS FOR DIRECT SERVICE PROGRAMMING.	200,000.
GIRLS INCORPORATED 120 WALL STREET, FLOOR 18 NEW YORK, NY 10005	NONE	PC	FUNDS FOR A PLANNING GRANT TO HELP GIRLS INC. OPERATIONALIZE ITS STRATEGIC PLAN.	240,000.
GIRLS INCORPORATED 120 WALL STREET, FLOOR 18 NEW YORK, NY 10005	NONE	PC	FUNDS TO SUPPORT TWO MAJOR ELEMENTS OF GIRLS INC.'S 2016 - 2020 STRATEGIC PLAN: FIRST, TO DEVELOP AND IMPLEMENT A LEARNING MANAGEMENT SYSTEM TO FACILITATE THE TRAINING AND SUPPORT OF THE ADULT PROFESSIONALS AND VOLUNTEERS OF AFFILIATES WHO DIRECTLY SERVE GIRLS	503,965.
GOLDEN GATE NATIONAL PARKS CONSERVANCY 201 FORT MASON SAN FRANCISCO, CA 94123	NONE	PC	FUNDS FOR THE TAM LANDS COLLABORATIVE, A CROSS-SECTOR EFFORT TO COORDINATE LAND STEWARDSHIP ACTIVITIES IN THE TAMALPAIS REGION OF MARIN COUNTY.	130,200.
GOLDEN GATE NATIONAL PARKS CONSERVANCY 201 FORT MASON SAN FRANCISCO, CA 94123	NONE	PC	FUNDS TO COMPLETE THE CREATION OF THE PARK YOUTH COLLABORATIVE, A UNIFIED EFFORT TO BROADEN THE REACH AND INCREASE THE IMPACT OF YOUTH-SERVING ORGANIZATIONS IN THE GOLDEN GATE NATIONAL RECREATION AREA.	1,100,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)

**3a Grants and Contributions Paid During the Year**

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
GOLDEN GATE NATIONAL PARKS CONSERVANCY 201 FORT MASON SAN FRANCISCO, CA 94123	NONE	PC	FUNDS TO SUPPORT CONTINUATION OF WORK FROM THE PHASE 1 PYC GRANT AND IN PREPARATION FOR A PYC PHASE 2 GRANT IN SEPTEMBER 2016.	250,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY 201 FORT MASON SAN FRANCISCO, CA 94123	NONE	PC	FUNDS FOR THE LAST AND MOST DRAMATIC PARK BUILDING PROJECTS IN THE PRESIDIO: A STUNNING NEW LANDSCAPE ON THE PRESIDIO PARKWAY TUNNEL TOP AND AN EXPANDED YOUTH PROGRAMS CAMPUS AT CRISSY FIELD.	9,500,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY 201 FORT MASON SAN FRANCISCO, CA 94123	NONE	PC	FUNDS FOR A COMMUNITY OF PRACTITIONERS TO CONVENE AROUND THE TOPIC OF COLLABORATION FOR LARGE LANDSCAPE CONSERVATION.	100,000.
GRADUATE THEOLOGICAL UNION 2400 RIDGE ROAD BERKELEY, CA 94709	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTORS GRANT PROGRAM DESIGNATED FOR THE CENTER FOR ISLAMIC STUDIES.	50,000.
GRANTMAKERS FOR EDUCATION 851 SW 6TH AVENUE, SUITE 350 PORTLAND, OR 97204	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL.	19,500.
GRANTMAKERS FOR EDUCATION 851 SW 6TH AVENUE, SUITE 350 PORTLAND, OR 97204	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP TO GFE'S OUT-OF-SCHOOL TIME FUNDER NETWORK.	15,000.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET, NW SUITE 404 WASHINGTON, DC 20036	NONE	PC	FUNDS TO SUPPORT GEO'S CAPACITY BUILDING/RESILIENCY.	75,000.

Total from continuation sheets

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET, NW SUITE 404 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR UNRESTRICTED SUPPORT AS GEO MATURES FROM A RESEARCH-FOCUSED ORGANIZATION TO AN ACTIVE PLAYER IN BUILDING OUT THE PHILANTHROPIC ECOSYSTEM.	25,000.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET, NW SUITE 404 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL.	12,000.
GRANTS MANAGERS NETWORK INC 1666 K STREET, NW, SUITE 440 WASHINGTON, DC 20006	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL.	5,340.
GREATER WASHINGTON EDUCATIONAL TELECOMMUNICATIONS ASSOCIATION INC 3939 CAMPBELL AVENUE ARLINGTON, VA 22206	NONE	PC	FUNDS TO SUPPORT THE NEWSHOURS STEM JOURNALISM.	350,000.
GUIDESTAR USA INC 801 COURTHOUSE STREET, SUITE 220 WILLIAMSBURG, VA 23188	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	10,000.
HANNA BOYS CENTER P.O. BOX 100 SONOMA, CA 95476	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	800.
HEAD-ROYCE SCHOOL 4315 LINCOLN AVENUE OAKLAND, CA 94602	NONE	PC	FUNDS TO PROVIDE IMMEDIATE SUPPORT FOR CURRENT SCHOOL YEAR PROGRAMS.	15,000.

Total from continuation sheets

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
IGNITED 5301 SUITEVENS CREEK BOULEVARD, BOX 58059; MS WO SANTA CLARA, CA 95052	NONE	PC	FUNDS FOR IISME'S SUMMER FELLOWSHIP PROGRAM, WHICH PLACES K-8 TEACHERS IN 8-WEEK INTERNSHIPS WITH INDUSTRY AND UNIVERSITY MENTORS IN THE BAY AREA AND SOUTHERN CALIFORNIA.	100,000.
INDEPENDENT SECTOR 1602 L STREET, NW SUITE 900 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL.	17,150.
INNOCENCE PROJECT INC 40 WORTH STREET, SUITE 701 NEW YORK, NY 10013	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
INNOVATION NETWORK INC 1625 K STREET, NW, SUITE 1050 WASHINGTON, DC 20006	NONE	PC	FUNDS FOR THE CENTER FOR EVALUATION INNOVATION TO ENGAGE CONSULTANTS TO REFINE THE ORGANIZATION'S STRATEGY AND DEVELOP A STRATEGIC COMMUNICATIONS PLAN.	40,000.
INSTITUTE OF ART THERAPY INC. 200 N. GREENSBORO STREET, D-6 CARRBORO, NC 27510	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
INTERNATIONAL JUSTICE MISSION PO BOX 96961 WASHINGTON, DC 20090	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
JOHN MUIR FOUNDATION 1400 TREAT BOULEVARD WALNUT CREEK, CA 94597	NONE	PC	FUNDS FOR THE NEONATAL INTENSIVE CARE UNIT.	2,000.

Total from continuation sheets



**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	PC	FUNDS FOR KQED SCIENCE, A MULTIMEDIA SERIES DESIGNED TO IMPROVE SCIENCE AND ENVIRONMENTAL LITERACY AMONG AUDIENCES, OUT-OF-SCHOOL TIME (OST) STAFF, EDUCATORS, AND STUDENTS, AND WHICH COMBINES KQED'S TELEVISION, RADIO, WEB, AND EDUCATION DIVISIONS.	125,000.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	970.
LAFAYETTE PARTNERS IN EDUCATION P. O. BOX 923 LAFAYETTE, CA 94549	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,800.
LAKE SCHOOL CORPORATION 304 LESTER AVENUE OAKLAND, CA 94606	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	500.
LAND TRUST ALLIANCE INCORPORATED 1660 L STREET, SUITE 1100 WASHINGTON, DC 20036	NONE	PC	FUNDS TO BUILD THE CAPACITY OF THE LAND TRUST ALLIANCE'S WESTERN REGIONAL PROGRAM.	383,800.
LEARNING POLICY INSTITUTE 1530 PAGE MILL ROAD, SUITE 200 PALO ALTO, CA 94304	NONE	PC	FUNDS FOR POLICY RESEARCH AND PRACTICE ACTIVITIES THAT ADVANCE STEM EDUCATION AND CHARACTER DEVELOPMENT IN CALIFORNIA.	737,182.
LONG BEACH UNIFIED SCHOOL DISTRICT 1515 HUGHES WAY LONG BEACH, CA 90810	NONE	PC	FUNDS FOR IMPLEMENTATION OF THE COMMON CORE STATE STANDARDS IN MATHEMATICS (CCSS-M) IN GRADES K-8, PARTICIPATION IN A CROSS-DISTRICT COMMUNITY OF PRACTICE, AND ENGAGEMENT IN STATEWIDE LEADERSHIP AROUND CCSS-M.	850,929.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)

**3a Grants and Contributions Paid During the Year**

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
LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE, UNIVERSITY HALL, SUITE 2800 LOS ANGELES, CA 90045	NONE	PC	FUNDS TO SUPPORT THE BETTER TOGETHER: CALIFORNIA TEACHERS CONVENING WHICH WILL BRING 15,000 EDUCATORS TOGETHER AT UNIVERSITY CAMPUSES ACROSS CALIFORNIA TO LEARN EFFECTIVE STRATEGIES, PROVIDE RESOURCES AND TOOLS, AND LEVERAGE AND CREATE NEW NETWORKS.	250,000.
LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE, UNIVERSITY HALL, SUITE 2800 LOS ANGELES, CA 90045	NONE	PC	FUNDS TO EXPAND AND EVALUATE COMPREHENSIVE STEM - LITERACY TRAINING FOR ELEMENTARY TEACHER CANDIDATES AT SPECIFICALLY SELECTED PROFESSIONAL DEVELOPMENT SCHOOL SITES.	100,000.
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139	NONE	PC	FUNDS FOR THE DEVELOPMENT AND OPERATIONS OF THE ENERGY STUDIES MINOR.	825,000.
MAX MCGRAW WILDLIFE FOUNDATION P.O. BOX 9 DUNDEE, IL 60118	NONE	EOF	FUNDS TO SUPPORT THE IMPROVED EFFICIENCY AND PLACEMENT OF FEDERAL FUNDING FOR WILDLIFE CONSERVATION.	25,000.
MAYORS FUND FOR LOS ANGELES 200 NORTH SPRING STREET, ROOM 305 LOS ANGELES, CA 90012	NONE	PC	FUNDS FOR A WATER DATA FELLOW WITHIN THE CITY OF LOS ANGELES, WHO WILL CREATE A PLATFORM TO GATHER DATA TO ASSESS THE CITY'S WATER USAGE.	100,000.
MEDAL OF HONOR MUSEUM FOUNDATION P.O. BOX 309 MOUNT PLEASANT, SC 29465	NONE	PC	FUNDS TO SUPPORT (1) CONSTRUCTION OF A NEW NATIONAL MEDAL OF HONOR MUSEUM OR OTHER FACILITIES WITH A SIMILAR PURPOSE, OR (2) THE DEVELOPMENT AND SUBSEQUENT DISTRIBUTION, DISPLAY, OR CONDUCT OF OTHER EDUCATIONAL MATERIALS, EXHIBITS, OR PROGRAM	1,532,743.
MEROLA OPERA PROGRAM WAR MEMORIAL OPERA HOUSE, 301 VAN NESS AVENUE SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	762.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
MONTEREY BAY AQUARIUM FOUNDATION 886 CANNERY ROW MONTEREY, CA 93940	NONE	PC	FUNDS TO SUPPORT THE EXPANSION OF THE AQUARIUM'S EDUCATION FACILITIES AND PROGRAMMING BY CONSTRUCTING A NEW BUILDING ON CANNERY ROW TO BE NAMED THE BECHTEL FAMILY CENTER FOR OCEAN EDUCATION AND LEADERSHIP.	2,500,000.
MONTEREY BAY AQUARIUM FOUNDATION 886 CANNERY ROW MONTEREY, CA 93940	NONE	PC	FUNDS TO ENABLE CALIFORNIA SCHOOLCHILDREN TO VISIT THE AQUARIUM AT NO CHARGE; THESE VISITS ARE DESIGNED TO SPARK CHILDREN'S INTEREST IN SCIENCE AND THE NATURAL WORLD.	1,000,000.
MORE CHOICES INC. 11425 GOLF LINKS ROAD OAKLAND, CA 94605	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,000.
NATIONAL 4-H COUNCIL 7100 CONNECTICUT AVENUE CHEVY CHASE, MD 20815	NONE	PC	FUNDS TO SUPPORT A PILOT STUDY OF THE REVISED COMMON MEASURES TOOLS AND LESSON STUDY AS A NETWORK-WIDE PROFESSIONAL DEVELOPMENT MODEL.	250,000.
NATIONAL AUDUBON SOCIETY INC 225 VARICK STREET NEW YORK, NY 10014	NONE	PC	FUNDS TO SUPPORT THE 34TH ANNUAL DONAL O'BRIEN FAMILY BIRD-A-THON. NO TICKETS WERE ACCEPTED FOR SUCH CONTRIBUTION.	2,500.
NATIONAL AUDUBON SOCIETY INC. 220 MONTGOMERY STREET, SUITE 1000 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR THE IMPLEMENTATION OF AUDUBON CALIFORNIA'S NEW BUSINESS PLAN AND TO GROW FUNDRAISING CAPACITY TO PUT THE ORGANIZATION ON A SUSTAINABLE LONG-TERM TRAJECTORY.	447,840.
NATIONAL AUDUBON SOCIETY INC. 220 MONTGOMERY STREET, SUITE 1000 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR AUDUBON CALIFORNIA.	7,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
NATIONAL AUDUBON SOCIETY INC. 220 MONTGOMERY STREET, SUITE 1000 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR DEVELOPING JOINT FUNDRAISING CAPACITIES ACROSS THE PACIFIC FLYWAY.	194,000.
NATIONAL AUDUBON SOCIETY INC. 220 MONTGOMERY STREET, SUITE 1000 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR THE MIGRATORY BIRD CONSERVATION PARTNERSHIP (AUDUBON CALIFORNIA, THE NATURE CONSERVANCY, AND POINT BLUE) TO PROTECT, RESTORE AND ENHANCE CALIFORNIA'S PRIORITY CONSERVATION AREAS FOR MIGRATORY BIRDS.	639,210.
NATIONAL CATHOLIC REPORTER PUBLISHING COMPANY 115 E. ARMOUR BOULEVARD KANSAS CITY, MO 64111	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTORS GRANT PROGRAM TO BE USED FOR GENERAL OPERATING SUPPORT.	50,000.
NATIONAL CENTER FOR FAMILY PHILANTHROPY INC 1101 CONNECTICUT AVENUE NW, SUITE 220 WASHINGTON, DC 20003	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL.	9,500.
NATIONAL CENTER FOR TEACHER RESIDENCIES INC 1332 NORTH HALSTED STREET, SUITE 304 CHICAGO, IL 60642	NONE	PC	FUNDS FOR CONSULTATION AND STRATEGIC PLANNING FOR CSU NEW GENERATION OF EDUCATORS INITIATIVE.	193,050.
NATIONAL COUNCIL OF YOUNG MENS CHRISTIAN ASSNS OF THE USA 101 NORTH WACKER DRIVE CHICAGO, IL 60610	NONE	PC	FUNDS TO DEVELOP A NATIONAL CHARACTER DEVELOPMENT LEARNING INSTITUTE THAT WILL CONNECT EMERGING RESEARCH WITH YMCA CHARACTER DEVELOPMENT PRACTICE TO ELEVATE THE EFFICACY OF CHARACTER DEVELOPMENT.	3,056,194.
NATIONAL DISASTER SEARCH DOG FOUNDATION INC 6800 WHEELER CANYON ROAD SANTA PAULA, CA 93060	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTORS GRANT PROGRAM TO BE USED TO SUPPORT THE CAPITAL COSTS OF THE NATIONAL TRAINING CENTER.	200,000.

Total from continuation sheets

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
NATIONAL IMMIGRATION LAW CENTER 3435 WILSHIRE BOULEVARD, SUITE 1600 LOS ANGELES, CA 90010	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	400.
NATIONAL PARK FOUNDATION 1110 VERMONT AVENUE, NW SUITE 200 WASHINGTON, DC 20005	NONE	PC	FUNDS TO ENHANCE THE STRENGTH OF PARTNERSHIPS WITHIN NATIONAL PARKS.	729,833.
NATIONAL PUBLIC EDUCATION SUPPORT FUND 1900 L STREET NW, SUITE 520 WASHINGTON, DC 20036	NONE	PC	FUNDS TO SUPPORT LIGHT TOUCH CONTINUATION OF SEL/CHARACTER FUNDER COLLABORATION FOLLOWING THE PARTHENON-EY PROJECT.	20,000.
NATIONAL PUBLIC EDUCATION SUPPORT FUND 1900 L STREET NW, SUITE 520 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR MEMBERSHIP TO PARTICIPATE IN THE EDUCATION FUNDER STRATEGY GROUP AND PARTNERSHIP FOR THE FUTURE OF LEARNING.	50,000.
NATURAL RESOURCES DEFENSE COUNCIL INC. 40 WEST 20 STREET NEW YORK, NY 10011	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	400.
NATURE CONSERVANCY 201 MISSION STREET, 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR COORDINATING THE BIRDRETURNS PROGRAM WITH EXPANSION OF WATERBIRD HABITAT ENHANCEMENT PROGRAMS ON CENTRAL VALLEY AGRICULTURAL LANDS.	300,000.
NATURE CONSERVANCY 201 MISSION STREET, 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS TO SUPPORT FOR EFFORTS TO ENABLE AND ENCOURAGE THE PROTECTION OF PRIORITY NATURAL RESOURCE VALUES THROUGH LAND-USE PLANNING.	634,500.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
NATURE CONSERVANCY 201 MISSION STREET, 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	150.
NATURE CONSERVANCY 201 MISSION STREET, 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR THE MIGRATORY BIRD CONSERVATION PARTNERSHIP (AUDUBON CALIFORNIA, THE NATURE CONSERVANCY, AND POINT BLUE) TO PROTECT, RESTORE AND ENHANCE CALIFORNIA'S PRIORITY CONSERVATION AREAS FOR MIGRATORY BIRDS.	721,580.
NATURE CONSERVANCY 201 MISSION STREET, 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR THE CALIFORNIA CONSERVATION ASSOCIATES PROGRAM, WHICH PLACES UNDERGRADUATE AND POSTGRADUATE STUDENTS IN FELLOWSHIPS AT TNC TO FEED THE PIPELINE OF TALENTED AND INFORMED WATER AND CONSERVATION PROFESSIONALS.	60,000.
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE ARLINGTON, VA 22203	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	150.
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE ARLINGTON, VA 22203	NONE	PC	FUNDS FOR BAY AREA CONSERVATION 2.0 PILOT PROJECT.	352,408.
NATUREBRIDGE 28 GEARY SAN FRANCISCO, CA 94108	NONE	PC	FUNDS TO SUPPORT IDENTIFICATION AND IMPLEMENTATION OF SOCIAL AND EMOTIONAL LEARNING OUTCOMES IN ENVIRONMENTAL EDUCATION.	398,000.
NATUREBRIDGE 28 GEARY STREET, SUITE 650 SAN FRANCISCO, CA 94108	NONE	PC	FUNDS TO PRIMARILY SUPPORT EXPANSION OF THE SCHOOL PARTNERSHIPS INITIATIVE THAT PROVIDES SUPPORT TO DISTRICTS AND PARTNER ENVIRONMENTAL EDUCATION PROVIDERS TO BOLSTER STUDENT ACCESS TO ENVIRONMENTAL EDUCATION AND, TO A LESSER AMOUNT, ENVIRONMENTAL	150,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)

**3a Grants and Contributions Paid During the Year**

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
NATUREBRIDGE 28 GEARY SAN FRANCISCO, CA 94108	NONE	PC	FUNDS TO SUPPORT IDENTIFICATION AND IMPLEMENTATION OF SOCIAL AND EMOTIONAL LEARNING OUTCOMES IN ENVIRONMENTAL EDUCATION.	398,000.
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR THE LOWER COLORADO RIVER BASIN FUNDING ACTION PLAN, WHICH SEEKS TO REDUCE OVER ALLOCATION OF WATER IN THE LOWER COLORADO RIVER BASIN IN A WAY THAT FOSTERS PROTECTION AND RESTORATION OF CRITICAL FRESHWATER DEPENDENT HABITATS.	500,000.
NEW YORK PUBLIC RADIO 160 VARICK STREET, 9TH FLOOR NEW YORK, NY 10013	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	100.
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR STREET, SUITE 360 SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL.	16,750.
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR STREET, SUITE 360 SAN FRANCISCO, CA 94105	NONE	PC	FUNDS TO SUPPORT NCG'S ANNUAL CONFERENCE "THE POWER OF NOW" AT THE BRONZE LEVEL.	5,000.
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR STREET, SUITE 360 SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR ESTABLISHING THE ENVIRONMENTAL EDUCATION FUNDERS COLLABORATIVE (EEFC) AS A MEMBER-DRIVEN ORGANIZATION TO PROMOTE SMARTER EE GRANTMAKING IN THE GREATER SF BAY AREA.	5,000.
OAKLAND MILITARY INSTITUTE COLLEGE PREPARATORY ACADEMY 3877 LUSK STREET OAKLAND, CA 94608	NONE	PC	FUNDS FOR THE ANNUAL GOVERNOR'S BENEFIT LUNCHEON ON FEBRUARY 24, 2016.	5,000.

Total from continuation sheets

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
OAKLAND MUSEUM OF CALIFORNIA 1000 OAK STREET OAKLAND, CA 94607	NONE	PC	GENERAL SUPPORT TO THE OAKLAND MUSEUM OF CALIFORNIA.	40,000.
OAKLAND PUBLIC EDUCATION FUND PO BOX 27148 OAKLAND, CA 94602	NONE	PC	FUNDS FOR ELMHURST COMMUNITY PREP.	4,000.
OAKLAND UNIFIED SCHOOL DISTRICT 1000 BROADWAY, SUITE 600 OAKLAND, CA 94607	NONE	PC	FUNDS FOR K-8 IMPLEMENTATION OF THE NEW SCIENCE STANDARDS, INCLUDING COMPLETION OF ELEMENTARY AND MIDDLE SCHOOL CURRICULAR TOOLS.	450,000.
OAKLAND UNIFIED SCHOOL DISTRICT 1000 BROADWAY, SUITE 600 OAKLAND, CA 94607	NONE	PC	FUNDS FOR IMPLEMENTATION OF THE COMMON CORE STATE STANDARDS IN MATHEMATICS (CCSS-M) IN GRADES K-8, PARTICIPATION IN A CROSS-DISTRICT COMMUNITY OF PRACTICE, AND ENGAGEMENT IN STATEWIDE LEADERSHIP AROUND CCSS-M.	320,473.
OCEANSIDE UNIFIED SCHOOL DISTRICT 2111 MISSION AVENUE OCEANSIDE, CA 92058	NONE	PC	FUNDS FOR IMPLEMENTATION OF THE COMMON CORE STATE STANDARDS IN MATHEMATICS (CCSS-M) IN GRADES K-8, PARTICIPATION IN A CROSS-DISTRICT COMMUNITY OF PRACTICE, AND ENGAGEMENT IN STATEWIDE LEADERSHIP AROUND CCSS-M.	567,959.
ONE BRICK 237 KEARNY STREET #209 SAN FRANCISCO, CA 94018	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
OPEN WATER FOUNDATION 320 EAST VINE DRIVE, SUITE 203 FORT COLLINS, CO 80524	NONE	PC	FUNDS TO CREATE TECHNICAL DOCUMENTATION FOR WATERML 2.0, A WATER DATA STANDARD.	50,000.
<b>Total from continuation sheets</b>				



**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
OREGON SHAKESPEARE FESTIVAL ASSOCIATION 15 SOUTH PIONEER ASHLAND, OR 97520	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,000.
OUR LADY OF LOURDES 2808 LAKESHORE AVENUE OAKLAND, CA 94610	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
OUTWARD BOUND INC. 910 JACKSON STREET GOLDEN, CO 80401	NONE	PC	FUNDS FOR A PLANNING GRANT TO HELP OUTWARD BOUND USA TO DEVELOP A LONG-TERM STRATEGIC PLAN.	200,000.
PACIFIC CREST TRAIL ASSOCIATION 1331 GAROADEN HIGHWAY SACRAMENTO, CA 95833	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT (THE ORIGINAL GIFT WAS DESIGNATED FOR PROTECTION OF LANDERS MEADOW).	200.
PARTNERSHIP FOR CHILDREN AND YOUTH 1330 BROADWAY, SUITE 601 OAKLAND, CA 94612	NONE	PC	FUNDS FOR WORK TO IMPROVE THE OUT-OF-SCHOOL TIME FIELD'S UNDERSTANDING OF CHARACTER BUILDING SOCIAL-EMOTIONAL LEARNING, PROMOTE COLLABORATION BETWEEN SCHOOLS AND OUT-OF-SCHOOL TIME PROGRAMS, AND IMPROVE OVERALL QUALITY OF OUT-OF-SCHOOL TIME	250,000.
PARTNERSHIP FOR LOS ANGELES SCHOOLS 1055 WILSHIRE BOULEVARD, SUITE 1850 LOS ANGELES, CA 90017	NONE	PC	FUNDS TO SUPPORT PROFESSIONAL DEVELOPMENT ON NEW STANDARDS FOR K-8 MATHEMATICS AND K-5 SCIENCE TEACHERS AND TEACHER LEADERS.	250,000.
PHILANTHROPY ROUNDTABLE 1120 20TH STREET, NW SUITE 550 SOUTH WASHINGTON, DC 20036	NONE	PC	FUNDS TO SUPPORT PHILANTHROPY ROUNDTABLE'S 25TH ANNIVERSARY CAMPAIGN.	25,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
PIEDMONT COMMUNITY CHURCH 400 HIGHLAND AVENUE PIEDMONT, CA 94611	NONE	PC	FUNDS FOR CORE OPERATING SUPPORT AND CAPITAL IMPROVEMENT PROJECTS.	750,000.
PIEDMONT COMMUNITY CHURCH 400 HIGHLAND AVENUE PIEDMONT, CA 94611	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	7,500.
PLANNED PARENTHOOD FEDERATION OF AMERICA 123 WILLIAM STREET, 10TH FLOOR NEW YORK, NY 10038	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
PLANNED PARENTHOOD FEDERATION OF AMERICA 123 WILLIAM STREET, 10TH FLOOR NEW YORK, NY 10038	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,500.
PLANNED PARENTHOOD SHASTA DIABLO INC. 2185 PACHECO STREET CONCORD, CA 94520	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
PLAYWORKS EDUCATION ENERGIZED 380 WASHINGTON STREET OAKLAND, CA 94607	NONE	PC	FUNDS TO SUPPORT PLAYWORKS' GROWTH CAPITAL CAMPAIGN AND THROUGH "POWERED BY PLAYWORKS", SCALE CHARACTER DEVELOPMENT TO 3.5 MILLION CHILDREN IN 7,000 ELEMENTARY SCHOOLS BY DECEMBER 2020.	2,485,000.
PLAYWORKS EDUCATION ENERGIZED 650 5TH STREET, SUITE 311 SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT OF PLAYWORKS SAN FRANCISCO.	460.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
PLAYWORKS EDUCATION ENERGIZED 650 5TH STREET, SUITE 311 SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	100.
PLAYWORKS EDUCATION ENERGIZED 650 5TH STREET, SUITE 311 SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	3,000.
PLAYWORKS EDUCATION ENERGIZED 650 5TH STREET, SUITE 311 SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	130.
POINT REYES BIRD OBSERVATORY 3820 CYPRESS DRIVE, SUITE 11 PETALUMA, CA 94954	NONE	PC	FUNDS FOR THE MIGRATORY BIRD CONSERVATION PARTNERSHIP (AUDUBON CALIFORNIA, THE NATURE CONSERVANCY, AND POINT BLUE) TO PROTECT, RESTORE AND ENHANCE CALIFORNIA'S PRIORITY CONSERVATION AREAS FOR MIGRATORY BIRDS.	639,210.
POINT REYES BIRD OBSERVATORY 3820 CYPRESS DRIVE, SUITE 11 PETALUMA, CA 94954	NONE	PC	FUNDS FOR THE RANGELAND WATERSHED INITIATIVE AND ORGANIZATIONAL CAPACITY BUILDING.	1,073,000.
POSITIVE COACHING ALLIANCE 1001 NORTH RENGSTORFF AVENUE, SUITE 100 MOUNTAIN VIEW, CA 94043	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	5,000.
PROJECT WORTHMORE 1532 GALENA STREET #210 AURORA, CO 80010	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,040.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA 915 NORTH OAKLAND STREET ARLINGTON, VA 22203	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT OF SAINT GEORGE'S EPISCOPAL CHURCH.	200.
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC. 2445 FOGG STREET SAN DIEGO, CA 92109	NONE	PC	FUNDS FOR GENERAL SUPPORT.	100.
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC. 561 MERRIWOOD DRIVE LAFAYETTE, CA 94549	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	400.
PUBLIC ADVOCATES INC. 131 STEUART STREET, SUITE 300 SAN FRANCISCO, CA 94105	NONE	PC	FUNDS TO SUPPORT ADVOCACY FOR K-8 SCIENCE COURSE ACCESS AND DATA SHARING BETWEEN CTC AND CSUS.	150,000.
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET, SUITE 600 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS TO SUPPORT THE LAUNCH OF A WATER POLICY CENTER AT PPIC.	1,000,000.
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET, SUITE 600 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS FOR SPECIAL ONE TIME SUPPORT FOR PPIC'S ENVIRONMENTAL SURVEY OF CALIFORNIANS.	50,000.
RECTOR & VISITORS OF THE UNIVERSITY OF VIRGINIA SCHOOL OF ENGINEERING AND APPLIED SCIENCE P.O. BOX 400256 CHARLOTTESVILLE, VA 22904	NONE	PC	FUNDS FOR A STUDY OF THE INTEREST AND ENGAGEMENT IN STEM OF STUDENTS IN GRADES 3-12.	150,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
REDSTONE STRATEGY GROUP, LLC 3223 ARAPAHOE AVENUE, SUITE 210 BOULDER, CO 80303	NONE	NC	FUNDS TO FURTHER DEVELOP AND REFINE THE NORMS AND STANDARDS CAMPAIGN WITHIN THE DATA FUNDING ACTION PLAN. ER GRANT - SEE STATEMENT 14.	50,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA DAVIS ONE SHIELDS AVENUE DAVIS, CA 95616	NONE	PC	FUNDS FOR RESEARCH TO IDENTIFY PROMISING PRACTICES AND THE VALUE OF YOUTH PARTICIPATION IN SCIENTIFIC RESEARCH TO ADVANCE STEM, ENVIRONMENTAL STEWARDSHIP, AND CIVIC ENGAGEMENT.	276,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA OFFICE OF CONTRACTS AND GRANTS 2801 SECOND STREET DAVIS, CA 95618	NONE	PC	FUNDS TO IMPROVE ORGANIZATIONAL EFFECTIVENESS OF THE NEW NUTRITION POLICY INSTITUTE.	150,000.
RESOURCES LEGACY FUND 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR THE IMPLEMENTATION OF THE PARKS FORWARD RECOMMENDATIONS.	1,000,000.
RESOURCES LEGACY FUND 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	NONE	PC	FUNDS TO PROVIDE EXPERT MANAGEMENT CONSULTING SERVICES TO THE CALIFORNIA DEPARTMENT OF PARKS AND RECREATION TRANSFORMATION PROCESS IN ORDER TO COMPLETE CRITICAL SYSTEMS CHANGE AND CULTURE RECALIBRATION IN 2016.	1,750,000.
RESOURCES LEGACY FUND 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR THE WATER FOUNDATION, A POOLED, PHILANTHROPIC FUND TO ADVANCE SUSTAINABLE WATER MANAGEMENT.	3,305,000.
RESOURCES LEGACY FUND 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	NONE	PC	FUNDS TO SUPPORT CONSULTING TO PARKS DEPARTMENT TO COMPLETE FULL IMPLEMENTATION OF SERVICE-BASED BUDGETING AS A CORE ELEMENT OF SYSTEMS OVERHAUL TO SUPPORT TRANSFORMATION PROCESS.	250,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
SACRAMENTO CITY UNIFIED SCHOOL DISTRICT 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95824	NONE	PC	FUNDS FOR IMPLEMENTATION OF THE COMMON CORE STATE STANDARDS IN MATHEMATICS (CCSS-M) IN GRADES K-8, PARTICIPATION IN A CROSS-DISTRICT COMMUNITY OF PRACTICE, AND ENGAGEMENT IN STATEWIDE LEADERSHIP AROUND CCSS-M.	938,796.
SACRED HEART COMMUNITY SERVICE 1381 SOUTH FIRST STREET SAN JOSE, CA 95110	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
SALVATION ARMY NATIONAL CORP 832 FOLSOM STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR THE 13TH ANNUAL SALVATION ARMY HOLIDAY LUNCHEON HONORING CHARLOTTE SHULTZ & HER MAYORS. NO TICKETS WERE ACCEPTED FOR SUCH CONTRIBUTIONS.	10,000.
SAN FRANCISCO BALLET ASSOCIATION 455 FRANKLIN STREET SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
SAN FRANCISCO BICYCLE COALITION EDUCATION FUND INC. 1720 MARKET STREET SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	334.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	FUNDS TO SUPPORT FREMONT GROUP'S ANNUAL FOOD FROM THE BAR FUNDRAISING DRIVE BENEFITING THE SAN FRANCISCO FOOD BANK.	5,000.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	800.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR FREMONT GROUP'S FOOD FROM THE BAR CAMPAIGN.	720.
SAN FRANCISCO OPERA GUILD 301 VAN NESS AVENUE SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	2,400.
SAN FRANCISCO UNIFIED SCHOOL DISTRICT 750 25TH AVENUE SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR IMPLEMENTATION OF THE COMMON CORE STATE STANDARDS IN MATHEMATICS (CCSS-M) IN GRADES K-8, PARTICIPATION IN A CROSS-DISTRICT COMMUNITY OF PRACTICE, AND ENGAGEMENT IN STATEWIDE LEADERSHIP AROUND CCSS-M.	1,220,400.
SAN MATEO COUNTY RESOURCE CONSERVATION DISTRICT 625 MIRAMONTES STREET, SUITE 103 HALF MOON BAY, CA 94019	NONE	PC	FUNDS FOR THE SANTA CRUZ MOUNTAINS STEWARDSHIP NETWORK TO CONVENE LANDOWNERS AND MANAGERS IN THE SANTA CRUZ MOUNTAINS FOR STEWARDSHIP OF A LARGER CONNECTED SYSTEM OF NATURAL LANDS.	242,500.
SANGER UNIFIED SCHOOL DISTRICT 1905 SEVENTH STREET SANGER, CA 93657	NONE	PC	FUNDS FOR IMPLEMENTATION OF THE COMMON CORE STATE STANDARDS IN MATHEMATICS (CCSS-M) IN GRADES K-8, PARTICIPATION IN A CROSS-DISTRICT COMMUNITY OF PRACTICE, AND ENGAGEMENT IN STATEWIDE LEADERSHIP AROUND CCSS-M.	453,171.
SANTA ANA UNIFIED SCHOOL DISTRICT 1601 EAST CHESTNUT AVENUE SANTA ANA, CA 92701	NONE	PC	FUNDS FOR IMPLEMENTATION OF THE COMMON CORE STATE STANDARDS IN MATHEMATICS (CCSS-M) IN GRADES K-8, PARTICIPATION IN A CROSS-DISTRICT COMMUNITY OF PRACTICE, AND ENGAGEMENT IN STATEWIDE LEADERSHIP AROUND CCSS-M.	1,215,886.
SANTA CATALINA SCHOOL 1500 MARK THOMAS DRIVE MONTEREY, CA 93940	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTORS GRANT PROGRAM FOR GENERAL OPERATING EXPENSES.	100,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)

**3a Grants and Contributions Paid During the Year**

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
SANTA CATALINA SCHOOL 1500 MARK THOMAS DRIVE MONTEREY, CA 93940	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTORS GRANT PROGRAM FOR LANDSCAPING IMPROVEMENTS OF CHAPEL GROUNDS AND GROUNDS AROUND NEW HEAD OF SCHOOL HOUSE.	100,000.
SANTA CATALINA SCHOOL 1500 MARK THOMAS DRIVE MONTEREY, CA 93940	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTORS GRANT PROGRAM TO BE USED AT THE DISCRETION OF SISTER CLAIRE FOR THE GREATEST NEED OF THE SCHOOL.	200,000.
SANTA CATALINA SCHOOL 1500 MARK THOMAS DRIVE MONTEREY, CA 93940	NONE	PC	FUNDS FOR THE ANNUAL FUND.	10,000.
SANTA CLARA COUNTY OFFICE OF EDUCATION 1290 RIDDER PARK DRIVE SAN JOSE, CA 95131	NONE	PC	FUNDS TO INFUSE CHARACTER DEVELOPMENT INTO THE CALIFORNIA DEPARTMENT OF EDUCATION SYSTEM OF SUPPORT TECHNICAL ASSISTANCE PROVIDERS.	234,767.
SANTA CLARA COUNTY OPEN SPACE AUTHORITY 6980 SANTA TERESA BOULEVARD, SUITE 100 SAN JOSE, CA 95119	NONE	PC	FUNDS FOR "HEALTHY LANDS & HEALTHY COMMUNITIES: DEMONSTRATING THE ECONOMIC VALUE OF NATURAL AREAS AND WORKING LANDSCAPES IN SONOMA, SANTA CLARA AND SANTA CRUZ COUNTIES".	55,000.
SAVE THE REDWOODS LEAGUE 111 SUTTER STREET, 11TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR CREATING A CONSERVATION PLANNING TOOL TO INFORM HOW THE LEAGUE AND ITS PARTNERS; INCLUDING STATE PARKS, CAN BEST PROTECT, RESTORE, AND CONNECT PEOPLE TO THE COAST REDWOOD AND GIANT SEQUOIA FORESTS IN THE DECADES AHEAD.	87,000.
SCRIPPS COLLEGE 1030 COLUMBIA AVENUE CLAREMONT, CA 91711	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTOR'S GRANT PROGRAM DESIGNATED FOR THE LASPA CENTER FOR LEADERSHIP.	200,000.

Total from continuation sheets



**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
SILICON VALLEY COMMUNITY FOUNDATION 2440 WEST EL CAMINO REAL, SUITE 300 MOUNTAIN VIEW, CA 94040	NONE	PC	FUNDS TO BUILD REGIONAL CAPACITY TO ADVANCE SUSTAINABLE WATER MANAGEMENT AND TO WORK WITH A COHORT OF COMMUNITY FOUNDATIONS TO PROMOTE LONG-TERM WATER MANAGEMENT SOLUTIONS STATEWIDE.	108,000.
SILICON VALLEY LEADERSHIP GROUP FOUNDATION 2001 GATEWAY PLACE #101E SAN JOSE, CA 95110	NONE	PC	FUNDS TO SUPPORT A WATER DATA TECHNOLOGY ROUNDTABLE EVENT AIMED AT ENGAGING AND MOBILIZING THE BUSINESS COMMUNITY.	50,000.
SING FOR AMERICA FOUNDATION 463 BUENA VISTREETEA EAST #3 SAN FRANCISCO, CA 94117	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,000.
SOUTHERN CALIFORNIA GRANTMAKERS 1000 N. ALAMEDA STREET #230 LOS ANGELES, CA 90012	NONE	PC	FUNDS FOR PHILANTHROPIC MEMBERSHIP DUES.	10,000.
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVENUE MONTGOMERY, AL 36104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	400.
STUDENT CONSERVATION ASSOCIATION INC 4245 NORTH FAIRFAX DRIVE, SUITE 825 ARLINGTON, VA 22203	NONE	PC	FUNDS TO STRENGTHEN THE STUDENT CONSERVATION ASSOCIATION'S EVALUATION AND PROGRAM CAPACITY TO BUILD CHARACTER IN YOUNG PEOPLE THROUGH SERVICE TO NATURE.	672,514.
STUDIO ART QUILT ASSOC INC. P.O. BOX 572 STURRS, CT 06268	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	200.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
SUSTAINABLE CONSERVATION 98 BATTERY STREET #302 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	2,000.
SUSTAINABLE CONSERVATION 98 BATTERY STREET #302 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS TO SUPPORT A STRATEGIC PLANNING INITIATIVE.	250,000.
SUSTAINABLE CONSERVATION 98 BATTERY STREET #302 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS TO SUPPORT A CAPACITY BUILDING INITIATIVE FOR CALIFORNIA'S RESOURCE CONSERVATION DISTRICTS.	350,000.
SUSTAINABLE CONSERVATION 98 BATTERY STREET #302 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS TO SUPPORT SUSTAINABLE CONSERVATION'S "MAKING BIG IDEAS WORK" CAMPAIGN.	550,000.
TECHBRIDGE GIRLS 7700 EDGEWATER DRIVE, SUITE 519 OAKLAND, CA 94621	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	320.
TEN STRANDS P.O. BOX 150869 SAN RAFAEL, CA 94915	NONE	PC	FUNDS TO TRANSITION THE CALIFORNIA BLUEPRINT FOR ENVIRONMENTAL LITERACY (BLUEPRINT) INTO AN ACTION PLAN AND BEGIN IMPLEMENTATION.	125,000.
THACHER SCHOOL INC. 5025 THACHER ROAD OJAI, CA 93023	NONE	PC	FUNDS FOR THE HILLS BUILDING PROJECT RENOVATIONS.	1,000,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
THACHER SCHOOL INC. 5025 THACHER ROAD OJAI, CA 93023	NONE	PC	FUNDS TO SUPPORT CONSTRUCTION OF THACHER SCHOOL'S NEW DINING AND ADMINISTRATION BUILDING.	1,000,000.
THE ALAMEDA COUNTY COMMUNITY FOOD BANK INC P.O. BOX 2955 OAKLAND, CA 94614	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	450.
THE ALAMEDA COUNTY COMMUNITY FOOD BANK INC P.O. BOX 2955 OAKLAND, CA 94614	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,000.
THE ASPEN INSTITUTE INC. ONE DUPONT CIRCLE NW, SUITE 700 WASHINGTON, DC 20036	NONE	PC	FUNDS TO SUPPORT COLLABORATION BETWEEN THE ASPEN INSTITUTE, THE DUKE NICHOLAS INSTITUTE FOR ENVIRONMENTAL POLICY SOLUTIONS, AND THE REDSTONE STRATEGY GROUP TO DEVELOP A CORE SET OF PRINCIPLES FOR OPEN AND INTEGRATED WATER DATA SYSTEMS.	250,000.
THE ASPEN INSTITUTE INC. ONE DUPONT CIRCLE NW, SUITE 700 WASHINGTON, DC 20036	NONE	PC	FUNDS TO SUPPORT A MULTI-STAKEHOLDER EFFORT TO CREATE A ROADMAP FOR THE SOCIAL-EMOTIONAL AND CHARACTER FIELD.	150,000.
THE ASPEN INSTITUTE INC. ONE DUPONT CIRCLE NW, SUITE 700 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR SPONSORSHIP OF THE 2016 ASPEN INSTITUTE WATER FORUM, WHICH WILL FOCUS ON WATER FINANCE.	25,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 3160 PORTER DRIVE STANFORD, CA 94305	NONE	PC	FUNDS FOR RESEARCH AND EVALUATION OF THE CORE DISTRICTS' SOCIAL-EMOTIONAL LEARNING PROGRAM.	485,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)

**3a Grants and Contributions Paid During the Year**

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
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 366 GALVEZ STREET STRANFORD, CA 94305	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY JERRY YANG & AKIKO YAMAZAKI ENVIRONMENT & ENERGY BUILDING - MC 4205 473 VIA PALO ALTO, CA 94305	NONE	PC	FUNDS TO CONTINUE SUPPORT FOR WATER IN THE WEST'S WORK ON GROUNDWATER MANAGEMENT AND THE WATER-ENERGY NEXUS.	801,706.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY OFFICE OF SPONSORED RESEARCH, 3160 PORTER DRIVE C/O NICOLE POBUTA PALO ALTO, CA 94304	NONE	PC	FUNDS TO FINALIZE DEVELOPMENT OF NGSS MODEL ASSESSMENTS AND CONDUCT PROFESSIONAL DEVELOPMENT ON USING THOSE ASSESSMENTS FOR K-8 SCIENCE TEACHERS.	616,266.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY OFFICE OF SPONSORED RESEARCH, 3160 PORTER DRIVE C/O NICOLE POBUTA PALO ALTO, CA 94304	NONE	PC	FUNDS TO DEVELOP AN INTEGRATED MIDDLE SCHOOL CURRICULUM WITH EMBEDDED ALIGNED FORMATIVE ASSESSMENT FOR 7TH GRADE NEXT GENERATION SCIENCE STANDARDS.	250,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY STREETANFOROARD UNIVERSITY 434 GALVEZ MALL STRANFORD, CA 94305	NONE	PC	FUNDS FOR THE NEW BUILDING AT THE HOOVER INSTITUTION.	1,000,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY STREETANFOROARD UNIVERSITY 434 GALVEZ MALL STANFORD, CA 94305	NONE	PC	FUNDS FOR HOOVER INSTITUTION'S INITIATIVE IN PUBLIC POLICY EDUCATION.	1,000,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY THE GAROADNER CENTER 365 LASUEN STREET STANFORD, CA 94305	NONE	PC	FUNDS TO SUPPORT A CONSULTANT TO WRITE A SUMMARY OF AN EXISTING BOOK THAT STUDIES HOW VARIOUS TYPES OF COLLEGES IN THE SAN FRANCISCO BAY AREA RESPOND TO THE ECONOMIC NEEDS OF SILICON VALLEY.	12,000.

Total from continuation sheets

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
THE CALIFORNIA EDUCATION PARTNERS ONE LOMBAROARD, SUITE 305 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS FOR THE MATH IN COMMON COMMUNITY OF PRACTICE.	1,000,000.
THE CSU CHICO RESEARCH FOUNDATION 25 MAIN STREET, SUITE 203 CHICO, CA 95929	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, CHICO AND CHICO UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	300,000.
THE DAWN REDWOODS CHARITABLE TRUST ONE BLACKFIELD DRIVE, SUITE 331 TIBURON, CA 94920	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	5,000.
THE EXPLORATORIUM PIER 15 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS FOR THE CONSTRUCTION OF A NEW EXPLORATORIUM AT PIERS 15 AND 17 ON THE EMBARCADERO IN SAN FRANCISCO.	1,000,000.
THE FORUM FOR YOUTH INVESTMENT 7064 EASTERN AVE NW NW WASHINGTON, DC 20012	NONE	PC	FUNDS TO FORM A CHARACTER COALITION COMMITTED TO SETTING A NATIONAL CHARACTER POLICY AGENDA.	50,000.
THE FRIENDS OF THE OAKLAND PUBLIC LIBRARY 721 WASHINGTON STREET OAKLAND, CA 94607	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	260.
THE SAN DIEGO FOUNDATION 2508 HISTORIC DECATUR ROAD, SUITE 200 SAN DIEGO, CA 92105	NONE	PC	FUNDS TO BUILD REGIONAL CAPACITY TO ADVANCE SUSTAINABLE WATER MANAGEMENT AND TO WORK WITH A COHORT OF COMMUNITY FOUNDATIONS TO PROMOTE LONG-TERM WATER MANAGEMENT SOLUTIONS STATEWIDE.	50,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
THE UC DAVIS FOUNDATION DAVIS WATERSHED SCIENCES BUILDING, 1ST FLOOR ONE SHIELDS AVENUE DAVIS, CA 95616	NONE	PC	FUNDS TO SUPPORT BUILDING AND SUSTAINING THE CENTER FOR WATERSHED SCIENCES' TECHNICAL CAPACITY TO INFORM CALIFORNIA WATER MANAGEMENT AND POLICY.	1,049,202.
THE UC DAVIS FOUNDATION DAVIS WATERSHED SCIENCES BUILDING, 1ST FLOOR ONE SHIELDS AVENUE DAVIS, CA 95616	NONE	PC	FUNDS TO SUPPORT THE HIRING OF PARTIAL AND FULL WATER FACULTY IN ORDER TO BUILD AND SUSTAIN THE CENTER FOR WATERSHED SCIENCES' TECHNICAL CAPACITY TO INFORM CALIFORNIA WATER MANAGEMENT AND POLICY.	500,000.
THERE WITH CARE OF THE BAY AREA 3475 EDISON WAY, SUITE H MENLO PARK, CA 94205	NONE	PC	FUNDS FOR THE BAY AREA CHAPTER'S ANNUAL EVENT ON SEPTEMBER 30, 2016. GRANT IS MADE IN HONOR OF KATE DACHS' VOLUNTEER SERVICE TO THE ORGANIZATION. NO TICKETS WERE ACCEPTED FOR SUCH CONTRIBUTION.	10,000.
TIDES CENTER P.O. BOX 29198 SAN FRANCISCO, CA 94129	NONE	PC	FUND FOR PACIFICA RESOURCE CENTER.	200.
TRANSFORMING EDUCATION INC. 24 SCHOOL STREET, 3RD FLOOR BOSTON, MA 02108	NONE	PC	FUNDS TO SUPPORT THE PUBLICATION AND DISSEMINATION OF THE CORE CASE STUDY AND TOOLS.	72,983.
TRUST FOR CONSERVATION INNOVATION 405 14TH STREET OAKLAND, CA 94612	NONE	PC	FUNDS FOR MAVEN'S NOTEBOOK TO SUPPORT CAPACITY-BUILDING EFFORTS, INCLUDING DEVELOPMENT OF AN ADVISORY BOARD AND FUNDRAISING STRATEGY.	40,000.
TRUST FOR PUBLIC LAND NATIONAL OFFICE, 101 MONTGOMERY STREET, SUITE 900 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	2,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
TRUSTEES OF BOSTON UNIVERSITY 1 SHERBORN STREET, 7TH FLOOR BOSTON, MA 02215	NONE	PC	FUNDS FOR THE CONSTRUCTION OF A 15,000 SQUARE FOOT ENGINEERING FACILITY TO ADVANCE PRODUCT INNOVATION AND SERVE AS A MODEL FOR TRANSFORMING ENGINEERING EDUCATION.	500,000.
TRUSTEES OF PRINCETON UNIVERSITY OFFICE OF DEVELOPMENT, THE HELM BUILDING, 330 ALEXANDER STREET PRINCETON, NJ 08540	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTORS GRANT PROGRAM DESIGNATED FOR FRESHMAN SCHOLARS INSTITUTE.	50,000.
TRUSTEES OF PURDUE UNIVERSITY 403 WEST WOOD STREET WEST LAFAYETTE, IN 47907	NONE	PC	FUNDS TO EXPAND EDUCATIONAL OPPORTUNITIES FOR STUDENTS AT PURDUE UNIVERSITY'S LYLES SCHOOL OF CIVIL ENGINEERING.	1,000,000.
TRUSTEES OF THE SMITH COLLEGE 76 ELM STREET NORTHAMPTON, MA 01063	NONE	PC	FUNDS GIVEN AS PART OF DIRECTORS GRANT PROGRAM DESIGNATED FOR THE CENTER FOR THE ENVIRONMENT, ECOLOGICAL AND DESIGN AND SUSTAINABILITY (CEEDS).	200,000.
UNITED RELIGIONS P.O. BOX 29242 SAN FRANCISCO, CA 94129	NONE	PC	FUNDS TO ENDOW THE CHARLOTTE AND GEORGE SHULTZ FUND FOR HOSPITALITY AND DIPLOMACY.	500,000.
UNITED RELIGIONS P.O. BOX 29242 SAN FRANCISCO, CA 94129	NONE	PC	FUNDS TO ENDOW THE CHARLOTTE AND GEORGE SHULTZ FUND FOR HOSPITALITY AND DIPLOMACY.	100,000.
UNITE-LA INC. 350 S. BIXEL STREET LOS ANGELES, CA 90017	NONE	PC	FUNDS FOR DATA SHARING AND DISSEMINATION OF DATA SHARING PRACTICES.	249,025.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)

**3a Grants and Contributions Paid During the Year**

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
UNIVERSITY CORPORATION AT MONTEREY BAY 100 CAMPUS CENTER - AVC SEASIDE, CA 93955	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, MONTEREY BAY AND MONTEREY PENINSULA UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	200,000.
UNIVERSITY ENTERPRISES INC 6000 J STREET SACRAMENTO, CA 95818	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, SACRAMENTO AND SACRAMENTO CITY UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	297,072.
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION 2080 ADDISON STREET, SUITE 4200 BERKELEY, CA 94720	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,000.
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION 2080 ADDISON STREET, SUITE 4200 BERKELEY, CA 94720	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT FOR THE HAAS SCHOOL OF BUSINESS.	5,000.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 220 MONTGOMERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR THE ATHENA BREAST HEALTH NETWORK.	100.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 220 MONTGOMERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	FUNDS TO TRANSFORM THE HEALTH CARE OF OLDER ADULTS THROUGH TIDESWELL, A UCSF DIVISION OF GERIATRICS PROGRAM THAT IS BECOMING A NATIONAL MODEL FOR GERIATRIC LEADERSHIP TRAINING PROGRAMS, CREATIVE CLINICAL CARE, AND TARGETED RESEARCH TO INFORM BEST	500,000.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 220 MONTGOMERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTORS GRANT PROGRAM TO BE USED TO SUPPORT THE RESEARCH OF DR. JAY LEVY IN THE DEPT. OF MEDICINE AT THE UNIVERSITY OF CALIFORNIA, SAN FRANCISCO.	100,000.

Total from continuation sheets



**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 220 MONTGOMERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	FUNDS TO SUPPORT FREMONT GROUP'S FUND RAISING EFFORTS FOR BREAST CANCER ON BEHALF OF UCSF'S ATHENA BREAST HEALTH NETWORK.	5,000.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 675 NELSON RISING LANE SAN FRANCISCO, CA 94143	NONE	PC	FUNDS TO SUPPORT THE PURCHASE OF A SOPHISTICATED CRYPTO-ELECTRON MICROSCOPE WHICH WILL AUGMENT AND ACCELERATE IND'S AMBITIOUS DRUG DISCOVERY PROGRAM.	2,500,000.
UNIVERSITY OF CHICAGO 6030 S. ELLIS AVENUE, ED-114 CHICAGO, IL 60637	NONE	PC	FUNDS FOR THE BLACK YOUTH PROJECT.	200.
UNIVERSITY OF COLORADO FOUNDATION 1800 GRANT STREET, SUITE 725 DENVER, CO 80203	NONE	PC	FUNDS TO IMPLEMENT AN UNDERGRADUATE TEACHING PATHWAY THAT WILL ALLOW STUDENTS TO PURSUE BOTH AN ENGINEERING DEGREE AND A STEM TEACHING CREDENTIAL.	378,313.
URBAN JUSTICE CENTER 40 RECTOR STREET, 9TH FLOOR NEW YORK, NY 10006	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	400.
VALLECITOS MOUNTAIN REFUGE PO BOX 4051 DURANGO, CO 81302	NONE	PC	FUNDS FOR VALLECITOS MOUNTAIN RANCH.	300.
VASSAR COLLEGE 124 RAYMOND AVENUE, BOX 725 POUGHKEEPSIE, NY 12604	NONE	PC	FUNDS FOR THE ANNUAL FUND.	500.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
VIPASSANA HAWAII P. O. BOX 551681 KAPAHUU, HI 96755	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,100.
WALK SAN FRANCISCO FOUNDATION 433 NATOMA STREET SAN FRANCISCO, CA 94103	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	2,000.
WESLEYAN UNIVERSITY 229 HIGH STREET MIDDLETOWN, CT 06459	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTORS GRANT PROGRAM TO BE DIRECTED TO THE ALAN M. DACHS CHAIR IN SCIENCE.	100,000.
WESLEYAN UNIVERSITY 229 HIGH STREET MIDDLETOWN, CT 06459	NONE	PC	FUNDS TO BE DIRECTED TO FINANCIAL AID.	200.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR THE EVALUATION, BOTH FORMATIVE AND SUMMATIVE, OF THE MATH IN COMMON INITIATIVE.	1,478,271.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR WESTED'S K12 ALLIANCE TO PILOT NEXT GENERATION SCIENCE STANDARD (NGSS) TOOLS AND PROCESSES IN EIGHT DISTRICTS TO SERVE AS EXEMPLARS FOR EARLY NGSS IMPLEMENTATION.	4,532,857.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS TO SUPPORT THE EXPANSION OF SCOPE OF THE CA K-8 NGSS EARLY IMPLEMENTATION INITIATIVE EVALUATION AND TO FOCUS THE EVALUATION AUDIENCE ON POLICY MAKERS AND DISTRICTS.	585,170.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR ONGOING FORMATIVE AND SUMMATIVE EVALUATION AND TECHNICAL ASSISTANCE TO GRANTEE CAMPUSES AND THE CALIFORNIA STATE UNIVERSITY CENTER FOR TEACHER QUALITY.	325,000.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR THE EVALUATION OF CA STATE UNIVERSITY NEW GENERATION OF EDUCATORS INITIATIVE (WITH SRI).	650,013.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS TO SUPPORT DATA DEMONSTRATION PROJECTS AS PART OF THE DATA FUNDING ACTION PLAN'S GOAL TO WORK WITH WATER USERS TO SOLVE SPECIFIC WATER MANAGEMENT CHALLENGES AND DEMONSTRATE THE VALUE PROPOSITION OF DATA TO THE WATER COMMUNITY.	500,000.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR THE SECOND PHASE OF AN EFFORT TO PROFILE AND VET CANDIDATES MOST LIKELY TO BE APPOINTED TO KEY CONSERVATION CABINET AND SUB-CABINET POSITIONS BY THE NEXT PRESIDENTIAL ADMINISTRATION.	25,000.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS TO DEVELOP A NEW STATEWIDE CONSERVATION APPROACH CALLED REGIONAL CONSERVATION FRAMEWORKS AND TO TEST THIS APPROACH IN A NUMBER OF LOCATIONS.	2,944,000.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR AN EFFORT TO IDENTIFY AND PROFILE CANDIDATES MOST LIKELY TO BE APPOINTED TO KEY CONSERVATION CABINET AND SUB-CABINET POSITIONS BY A NEXT PRESIDENTIAL ADMINISTRATION.	50,000.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR THE SECOND PHASE OF THE WATER FUNDER INITIATIVE, A COLLABORATIVE EFFORT TO IDENTIFY AND ACTIVATE PROMISING WATER SOLUTIONS THROUGH STRATEGIC PHILANTHROPIC INVESTMENTS IN THE UNITED STATES.	1,250,000.

Total from continuation sheets

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS TO SUPPORT DATA DEMONSTRATION PROJECTS AS PART OF THE DATA FUNDING ACTION PLAN'S GOAL TO WORK WITH WATER USERS TO SOLVE SPECIFIC WATER MANAGEMENT CHALLENGES AND DEMONSTRATE THE VALUE PROPOSITION OF DATA TO THE WATER COMMUNITY.	800,000.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS TO ADVANCE THE ADOPTION AND IMPLEMENTATION OF NEW STATE POLICIES THAT BETTER PROTECT NATURAL SYSTEMS THROUGH IMPROVED HABITAT MITIGATION, INCLUDING REGIONAL CONSERVATION INVESTMENT STRATEGIES AND REGIONAL ADVANCE MITIGATION PROGRAMS.	1,923,947.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR THE LIQUID ASSETS PROJECT, WHICH SEEKS TO PILOT FOUR IMPACT INVESTMENT APPROACHES, WITH A GOAL OF DEPLOYING ROUGHLY \$350 MILLION IN INVESTMENT FUNDS TO ADVANCE SUSTAINABLE WATER SOLUTIONS ACROSS THE AMERICAN WEST.	500,000.
WOMENS THERAPY CENTER INC 2105 MARTIN LUTHER KING JR. WAY BERKELEY, CA 94704	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	150.
YOUNG MENS CHRISTIAN ASSOCIATION OF SAN FRANCISCO 855 SACRAMENTO STREET SAN FRANCISCO, CA 94108	NONE	PC	FUNDS FOR REACH & RISE MENTORING.	200.
YOUTH ENRICHMENT STRATEGIES 3029 MACDONALD AVENUE RICHMOND, CA 94804	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	3,150.
YOUTH RADIO 1701 BROADWAY OAKLAND, CA 94612	NONE	PC	FUNDS TO SUPPORT A SERIES OF YOUTH-PRODUCED RADIO STORIES ABOUT THE ADULTS AND MENTORS WHO HAVE INFLUENCED THEIR LIVES.	231,855.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3b Grants and Contributions 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
CALIFORNIA COUNTY SUPERINTENDENTS EDUCATIONAL SERVICES ASSOCIATION 1121 L STREET, SUITE 510 SACRAMENTO, CA 95814	NONE	PC	FUNDS TO SUPPORT CCSESA'S TWO COMMUNITIES OF PRACTICE, IN MATH AND SCIENCE, SO THAT CALIFORNIA'S 58 COUNTY OFFICES OF EDUCATION CAN BETTER SUPPORT MATH AND SCIENCE STANDARDS IMPLEMENTATION ACROSS ALL DISTRICTS IN THE STATE.	1,300,000.
CALIFORNIA PACIFIC MEDICAL CENTER FOUNDATION 2015 STEINER STREET SAN FRANCISCO, CA 94120	NONE	PC	FUNDS TO SUPPORT THE SMART HOSPITALS PROGRAM, WHICH WILL USE TECHNOLOGY TO CHANGE THE WAY HEALTH CARE IS DELIVERED AT TWO NEW HOSPITALS IN SAN FRANCISCO.	500,000.
CALIFORNIA STATE UNIVERSITY CHANNEL ISLANDS FOUNDATION ONE UNIVERSITY DRIVE CAMARILLO, CA 93012	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, CHANNEL ISLANDS, UNIVERSITY PREPARATION CHARTER SCHOOL, AND OCEAN VIEW SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	600,000.
CALIFORNIA STATE UNIVERSITY DOMINGUEZ HILLS FOUNDATION 1000 EAST VICTORIA STREET CARSON, CA 90747	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, DOMINGUEZ HILLS AND LOS ANGELES UNIFIED HIGH SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	1,193,139.
CALIFORNIA STATE UNIVERSITY FOUNDATION 401 GOLDEN SHORE LONG BEACH, CA 90802	NONE	PC	FUNDS FOR HARVARD STRATEGIC DATA FELLOW TO BUILD CAPACITY FOR THE CSU CENTER FOR TEACHER QUALITY TO IMPROVE SYSTEM-WIDE DATA SYSTEMS.	150,000.
CALIFORNIA STATE UNIVERSITY FOUNDATION 401 GOLDEN SHORE LONG BEACH, CA 90802	NONE	PC	(2016-2019) BUDGET PLACEHOLDER FOR THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE, WHICH WILL INCLUDE INDIVIDUAL GRANTS TO CSU CAMPUSES AS WELL AS TECHNICAL ASSISTANCE AND SYSTEM-WIDE DATA COLLECTION AND ANALYSIS. NOTE: THE CSU FOUNDATION IS	1,224,457.
CALIFORNIA STATE UNIVERSITY FRESNO FOUNDATION OFFICE OF RESEARCH AND SPONSORED PROGRAMS, 4910 N. CHESTNUT AVENUE FRESNO, CA 93726	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, FRESNO, FRESNO UNIFIED SCHOOL DISTRICT, SANGER UNIFIED SCHOOL DISTRICT, AND CENTRAL UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS	1,200,000.
<b>Total from continuation sheets</b>				102,560,055.

**Part XV** Supplementary Information (continued)**3b Grants and Contributions 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
CALIFORNIA STATE UNIVERSITY LONG BEACH RESEARCH FOUNDATION 6300 STATE UNIVERSITY DRIVE, SUITE #332 LONG BEACH, CA 90815	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, LONG BEACH AND LONG BEACH UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	1,200,000.
CALIFORNIA STATE UNIVERSITY, STANISLAUS ONE UNIVERSITY CIRCLE TURLOCK, CA 95382	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, STANISLAUS, TURLOCK UNIFIED SCHOOL DISTRICT, AND CERES UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	900,000.
CALIFORNIA TROUT 360 PINE STREET, 4TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR OPERATIONAL INFRASTRUCTURE INVESTMENT AND STRATEGIC PLANNING.	125,000.
CENTER FOR EFFECTIVE PHILANTHROPY INC 675 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139	NONE	PC	ALLOWS CEP TO CONTINUE AND BUILD UPON ONGOING RESEARCH WORK, AS WELL AS STEP UP EFFORTS TO DISSEMINATE RESEARCH FINDINGS TO INDIVIDUALS OR ORGANIZATIONS OPERATING OUTSIDE OF THE REALM OF TRADITIONAL PHILANTHROPY STRUCTURES.	250,000.
CENTER FOR EFFECTIVE PHILANTHROPY INC. 675 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139	NONE	PC	FUNDS TO DEVELOP COMPARATIVE DATA ON FOUNDATION OPERATIONS FOR BOTH PERPETUAL AND LIMITED-LIFE FOUNDATIONS, AND TO EXPLORE THE LINKS BETWEEN OPERATIONS AND FOUNDATION EFFECTIVENESS.	75,000.
CENTRAL VALLEY COMMUNITY FOUNDATION 5260 N PALM AVENUE, SUITE 122 FRESNO, CA 93704	NONE	PC	FUNDS TO BUILD REGIONAL CAPACITY TO ADVANCE SUSTAINABLE WATER MANAGEMENT AND TO WORK WITH A COHORT OF COMMUNITY FOUNDATIONS TO PROMOTE LONG-TERM WATER MANAGEMENT SOLUTIONS STATEWIDE.	250,000.
CLIMATE CONSERVATION P.O. BOX 1586 BOZEMAN, MT 59771	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT FOR THE PRACTITIONERS NETWORK FOR LARGE LANDSCAPE CONSERVATION.	75,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3b Grants and Contributions 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
COACHING CORPS 310 8TH STREET, SUITE 300 OAKLAND, CA 94607	NONE	PC	FUNDS TO SUPPORT THE DEVELOPMENT OF A MULTI-TIERED COACH TRAINING SYSTEM THAT IMPROVES ADULT PRACTICE IN AFTER-SCHOOL SPORTS PROGRAMS IN ORDER TO FOSTER SPECIFIC CHARACTER TRAITS IN YOUTH.	2,000,000.
CORE DISTRICTS 1107 9TH STREET, SUITE 500 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT.	1,200,000.
CSU BAKERSFIELD AUXILIARY FOR SPONSORED PROGRAMS ADMINISTRATION 9001 STOCKDALE HIGHWAY, MAIL STOP: 24 DDH BAKERSFIELD, CA 93311	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, BAKERSFIELD AND BAKERSFIELD CITY SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	900,000.
CSU FULLERTON AUXILIARY SERVICES CORPORATION 1121 N. STATE COLLEGE BOULEVARD FULLERTON, CA 92831	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, FULLERTON, FULLERTON SCHOOL DISTRICT, AND ANAHEIM UNION HIGH SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	1,200,000.
GIRLS INCORPORATED 120 WALL STREET, FLOOR 18 NEW YORK, NY 10005	NONE	PC	FUNDS TO SUPPORT TWO MAJOR ELEMENTS OF GIRLS INC.'S 2016 - 2020 STRATEGIC PLAN: FIRST, TO DEVELOP AND IMPLEMENT A LEARNING MANAGEMENT SYSTEM TO FACILITATE THE TRAINING AND SUPPORT OF THE ADULT PROFESSIONALS AND VOLUNTEERS OF AFFILIATES WHO DIRECTLY SERVE GIRLS	10,000,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY 201 FORT MASON SAN FRANCISCO, CA 94123	NONE	PC	FUNDS FOR A COMMUNITY OF PRACTITIONERS TO CONVENE AROUND THE TOPIC OF COLLABORATION FOR LARGE LANDSCAPE CONSERVATION.	300,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY 201 FORT MASON SAN FRANCISCO, CA 94123	NONE	PC	FUNDS TO COMPLETE THE CREATION OF THE PARK YOUTH COLLABORATIVE, A UNIFIED EFFORT TO BROADEN THE REACH AND INCREASE THE IMPACT OF YOUTH-SERVING ORGANIZATIONS IN THE GOLDEN GATE NATIONAL RECREATION AREA.	2,000,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3b Grants and Contributions 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
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET, NW, SUITE 404 WASHINGTON, DC 20036	NONE	PC	FUNDS TO SUPPORT GEO'S CAPACITY BUILDING/RESILIENCY.	150,000.
INNOVATION NETWORK INC 1625 K STREET, NW, SUITE 1050 WASHINGTON, DC 20006	NONE	PC	FUNDS FOR THE CENTER FOR EVALUATION INNOVATION TO ENGAGE CONSULTANTS TO REFINE THE ORGANIZATION'S STRATEGY AND DEVELOP A STRATEGIC COMMUNICATIONS PLAN.	50,000.
NATIONAL CENTER FOR TEACHER RESIDENCIES INC. 1332 NORTH HALSTED STREET, SUITE 304 CHICAGO, IL 60642	NONE	PC	FUNDS TO SUPPORT THE NATIONAL CENTER FOR TEACHER RESIDENCIES TO PROVIDE A SERIES OF CONVENINGS AND COACHING SERVICES TO FOUR CALIFORNIA STATE UNIVERSITY CAMPUSES AND THEIR IDENTIFIED SCHOOL DISTRICT PARTNERS IN SUPPORT OF THE GOALS OF THE NEW	377,517.
NATIONAL COUNCIL OF YOUNG MENS CHRISTIAN ASSNS OF THE USA 101 NORTH WACKER DRIVE CHICAGO, IL 60610	NONE	PC	FUNDS TO DEVELOP A NATIONAL CHARACTER DEVELOPMENT LEARNING INSTITUTE THAT WILL CONNECT EMERGING RESEARCH WITH YMCA CHARACTER DEVELOPMENT PRACTICE TO ELEVATE THE EFFICACY OF CHARACTER DEVELOPMENT.	20,000,000.
NATIONAL FISH AND WILDLIFE FOUNDATION 1133 15TH STREET NW WASHINGTON, DC 20008	NONE	PC	FUNDS TO SUPPORT EFFORTS TO BETTER MONITOR STREAM CONDITIONS AS PART OF THE FOUNDATION'S WATER DATA INITIATIVE.	1,250,000.
NATURE CONSERVANCY 201 MISSION STREET, 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS TO REFINE THE BIRDRETURNS PROGRAM AND PROMOTE THE ADOPTION OF THE DYNAMIC CONSERVATION APPROACH TO BROADER CONSERVATION GOALS.	1,400,000.
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR THE LOWER COLORADO RIVER BASIN FUNDING ACTION PLAN, WHICH SEEKS TO REDUCE OVER ALLOCATION OF WATER IN THE LOWER COLORADO RIVER BASIN IN A WAY THAT FOSTERS PROTECTION AND RESTORATION OF CRITICAL FRESHWATER DEPENDENT HABITATS.	1,500,000.
<b>Total from continuation sheets</b>				



**Part XV** Supplementary Information (continued)**3b Grants and Contributions 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
PIEDMONT COMMUNITY CHURCH 400 HIGHLAND AVENUE PIEDMONT, CA 94611	NONE	PC	FUNDS FOR CORE OPERATING SUPPORT AND CAPITAL IMPROVEMENT PROJECTS.	1,500,000.
PLAYWORKS EDUCATION ENERGIZED 380 WASHINGTON STREET OAKLAND, CA 94607	NONE	PC	FUNDS TO SUPPORT PLAYWORKS' GROWTH CAPITAL CAMPAIGN AND THROUGH "POWERED BY PLAYWORKS", SCALE CHARACTER DEVELOPMENT TO 3.5 MILLION CHILDREN IN 7,000 ELEMENTARY SCHOOLS BY DECEMBER 2020.	10,000,000.
SAN FRANCISCO FOUNDATION ONE EMBARCADERO CENTER, SUITE 1400 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS TO BUILD REGIONAL CAPACITY TO ADVANCE SUSTAINABLE WATER MANAGEMENT AND TO WORK WITH A COHORT OF COMMUNITY FOUNDATIONS TO PROMOTE LONG-TERM WATER MANAGEMENT SOLUTIONS STATEWIDE.	250,000.
SILICON VALLEY COMMUNITY FOUNDATION 2440 WEST EL CAMINO REAL SUITE 300 MOUNTAIN VIEW, CA 94040	NONE	PC	FUNDS TO BUILD REGIONAL CAPACITY TO ADVANCE SUSTAINABLE WATER MANAGEMENT AND TO WORK WITH A COHORT OF COMMUNITY FOUNDATIONS TO PROMOTE LONG-TERM WATER MANAGEMENT SOLUTIONS STATEWIDE.	250,000.
STUDENT CONSERVATION ASSOCIATION INC 4245 NORTH FAIRFAX DRIVE, SUITE 825 ARLINGTON, VA 22203	NONE	PC	FUNDS TO STRENGTHEN THE STUDENT CONSERVATION ASSOCIATION'S EVALUATION AND PROGRAM CAPACITY TO BUILD CHARACTER IN YOUNG PEOPLE THROUGH SERVICE TO NATURE.	2,556,000.
THACHER SCHOOL INC. 5025 THACHER ROAD OJAI, CA 93023	NONE	PC	FUNDS TO SUPPORT CONSTRUCTION OF THACHER SCHOOLS NEW DINING AND ADMINISTRATION BUILDING.	5,000,000.
THE CSU CHICO RESEARCH FOUNDATION 25 MAIN STREET, CALIFORNIA STATE UNIVERSITY CHICO, CA 95929	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, CHICO AND CHICO UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	900,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3b Grants and Contributions 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
THE SAN DIEGO FOUNDATION 2508 HISTORIC DECATUR ROAD, SUITE 200 SAN DIEGO, CA 92105	NONE	PC	FUNDS TO BUILD REGIONAL CAPACITY TO ADVANCE SUSTAINABLE WATER MANAGEMENT AND TO WORK WITH A COHORT OF COMMUNITY FOUNDATIONS TO PROMOTE LONG-TERM WATER MANAGEMENT SOLUTIONS STATEWIDE.	250,000.
TRUSTEES OF PURDUE UNIVERSITY 403 WEST WOOD STREET WEST LAFAYETTE, IN 47907	NONE	PC	FUNDS TO EXPAND EDUCATIONAL OPPORTUNITIES FOR STUDENTS AT PURDUE UNIVERSITY'S LYLES SCHOOL OF CIVIL ENGINEERING.	2,500,000.
UNITED RELIGIONS P.O. BOX 29242 SAN FRANCISCO, CA 94129	NONE	PC	FUNDS TO ENDOW THE CHARLOTTE AND GEORGE SHULTZ FUND FOR HOSPITALITY AND DIPLOMACY.	1,000,000.
UNIVERSITY CORPORATION AT MONTEREY BAY 100 CAMPUS CENTER - AVC SEASIDE, CA 93955	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, MONTEREY BAY AND MONTEREY PENINSULA UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	591,191.
UNIVERSITY ENTERPRISES INC 6000 J STREET SACRAMENTO, CA 95818	NONE	PC	FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, SACRAMENTO AND SACRAMENTO CITY UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.	891,214.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 220 MONTGOMERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	FUNDS TO TRANSFORM THE HEALTH CARE OF OLDER ADULTS THROUGH TIDESWELL, A UCSF DIVISION OF GERIATRICS PROGRAM THAT IS BECOMING A NATIONAL MODEL FOR GERIATRIC LEADERSHIP TRAINING PROGRAMS, CREATIVE CLINICAL CARE, AND TARGETED RESEARCH TO INFORM BEST	1,000,000.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR THE EVALUATION, BOTH FORMATIVE AND SUMMATIVE, OF THE MATH IN COMMON INITIATIVE.	3,716,394.

Total from continuation sheets

**Part XV** Supplementary Information (continued)

**3b Grants and Contributions 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
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR THE EVALUATION OF CA STATE UNIVERSITY NEW GENERATION OF EDUCATORS INITIATIVE (WITH SRI).	2,632,420.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS TO SUPPORT THE EXPANSION OF SCOPE OF THE CA K-8 NGSS EARLY IMPLEMENTATION INITIATIVE EVALUATION AND TO FOCUS THE EVALUATION AUDIENCE ON POLICY MAKERS AND DISTRICTS.	1,034,640.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR WESTED'S K12 ALLIANCE TO PILOT NEXT GENERATION SCIENCE STANDARD (NGSS) TOOLS AND PROCESSES IN EIGHT DISTRICTS TO SERVE AS EXEMPLARS FOR EARLY NGSS IMPLEMENTATION.	8,770,083.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR THE SECOND PHASE OF THE WATER FUNDER INITIATIVE, A COLLABORATIVE EFFORT TO IDENTIFY AND ACTIVATE PROMISING WATER SOLUTIONS THROUGH STRATEGIC PHILANTHROPIC INVESTMENTS IN THE UNITED STATES, STARTING IN THE WEST WHERE SCARCITY AND RELIABILITY	2,000,000.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS TO DEVELOP A NEW STATEWIDE CONSERVATION APPROACH CALLED REGIONAL CONSERVATION FRAMEWORKS AND TO TEST THIS APPROACH IN A NUMBER OF LOCATIONS.	3,503,000.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS TO ADVANCE THE ADOPTION AND IMPLEMENTATION OF NEW STATE POLICIES THAT BETTER PROTECT NATURAL SYSTEMS THROUGH IMPROVED HABITAT MITIGATION, INCLUDING REGIONAL CONSERVATION INVESTMENT STRATEGIES AND REGIONAL ADVANCE MITIGATION PROGRAMS.	2,845,000.
<b>Total from continuation sheets</b>				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ADVANCEMENT PROJECT

FUNDS TO SUPPORT THE FORMATION OF HIGH-LEVEL K-12 POLICYMAKER AND STAKEHOLDER ROUNDTABLE TO DISCUSS PRIORITIES FOR K-12 POLICY.

NAME OF RECIPIENT - AFTERSCHOOL ALLIANCE

FUNDS FOR PHASE I OF SETTING A CHARACTER DEVELOPMENT POLICY AND ADVOCACY AGENDA FOR A NATIONAL CHARACTER COALITION.

NAME OF RECIPIENT - AG INNOVATIONS

FUNDS FOR IMPLEMENTATION OF CAPACITY BUILDING ACTIVITIES TARGETING GOVERNANCE, FINANCIAL MANAGEMENT, HUMAN RESOURCES INFRASTRUCTURE, STRATEGIC PLANNING, STAFF TRAINING PROCESSES, AND ORGANIZATIONAL LEARNING.

NAME OF RECIPIENT - CALIFORNIA STATE UNIVERSITY FRESNO FOUNDATION

FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, FRESNO, FRESNO UNIFIED SCHOOL DISTRICT, SANGER UNIFIED SCHOOL DISTRICT, AND CENTRAL UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.

NAME OF RECIPIENT - GIRLS INCORPORATED

FUNDS TO SUPPORT TWO MAJOR ELEMENTS OF GIRLS INC.'S 2016 - 2020 STRATEGIC PLAN: FIRST, TO DEVELOP AND IMPLEMENT A LEARNING MANAGEMENT SYSTEM TO FACILITATE THE TRAINING AND SUPPORT OF THE ADULT PROFESSIONALS AND VOLUNTEERS OF AFFILIATES WHO DIRECTLY SERVE GIRLS IN GIRLS INC.'S PROGRAMS; AND SECOND, TO INVEST IN THE CAPACITY OF AFFILIATES TO GROW RAPIDLY AND SUSTAINABLY, TO DOUBLE THE NUMBER OF GIRLS THAT GIRLS INC. SERVES COMPREHENSIVELY BY 2020.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - MEDAL OF HONOR MUSEUM FOUNDATION

FUNDS TO SUPPORT (1) CONSTRUCTION OF A NEW NATIONAL MEDAL OF HONOR MUSEUM OR OTHER FACILITIES WITH A SIMILAR PURPOSE, OR (2) THE DEVELOPMENT AND SUBSEQUENT DISTRIBUTION, DISPLAY, OR CONDUCT OF OTHER EDUCATIONAL MATERIALS, EXHIBITS, OR PROGRAM ACTIVITIES.

NAME OF RECIPIENT - NATUREBRIDGE

FUNDS TO PRIMARILY SUPPORT EXPANSION OF THE SCHOOL PARTNERSHIPS INITIATIVE THAT PROVIDES SUPPORT TO DISTRICTS AND PARTNER ENVIRONMENTAL EDUCATION PROVIDERS TO BOLSTER STUDENT ACCESS TO ENVIRONMENTAL EDUCATION AND, TO A LESSER AMOUNT, ENVIRONMENTAL EDUCATION.

NAME OF RECIPIENT - PARTNERSHIP FOR CHILDREN AND YOUTH

FUNDS FOR WORK TO IMPROVE THE OUT-OF-SCHOOL TIME FIELD'S UNDERSTANDING OF CHARACTER BUILDING SOCIAL-EMOTIONAL LEARNING, PROMOTE COLLABORATION BETWEEN SCHOOLS AND OUT-OF-SCHOOL TIME PROGRAMS, AND IMPROVE OVERALL QUALITY OF OUT-OF-SCHOOL TIME PROGRAMS.

NAME OF RECIPIENT - UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION

FUNDS TO TRANSFORM THE HEALTH CARE OF OLDER ADULTS THROUGH TIDESWELL, A UCSF DIVISION OF GERIATRICS PROGRAM THAT IS BECOMING A NATIONAL MODEL FOR GERIATRIC LEADERSHIP TRAINING PROGRAMS, CREATIVE CLINICAL CARE, AND TARGETED RESEARCH TO INFORM BEST PRACTICES.

**Part XV** Supplementary Information**3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution**

NAME OF RECIPIENT - BOYS & GIRLS CLUBS OF AMERICA

FUNDS TO SUPPORT BGCA'S STRATEGY FOR IMPROVING THE CLUB EXPERIENCE: A \$67 MILLION FIVE-YEAR INITIATIVE TO IMPROVE QUALITY IN CLUBS ACROSS THE NATION. THE UP TO \$20 MILLION REQUESTED FROM THE FOUNDATION WILL FUND COMPONENTS OF THIS INITIATIVE THAT LEVERAGE BGCA'S MEASUREMENT AND EVALUATION SYSTEMS TO HELP CLUBS IMPROVE QUALITY AND TO BUILD OUT BGCA'S TRAINING RESOURCES FOR VOLUNTEERS, FRONTLINE STAFF, MANAGERS, CEOs AND BOARD MEMBERS.

NAME OF RECIPIENT - CAL POLY CORPORATION

FUNDS TO SUPPORT CAL POLY, SAN LUIS OBISPO AND LUCIA MAR UNIFIED SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.

NAME OF RECIPIENT - CALIFORNIA ACADEMY OF SCIENCES

FUNDS TO SUPPORT THE ENVIRONMENTAL LITERACY INITIATIVE, A COMBINATION OF IN-PERSON AND DIGITAL SCIENCE EDUCATION ACTIVITIES DESIGNED FOR K-12 STUDENTS, TEACHERS, AND THE GENERAL PUBLIC THROUGHOUT CALIFORNIA AND THE U.S.

NAME OF RECIPIENT - CALIFORNIA STATE UNIVERSITY FOUNDATION

(2016-2019) BUDGET PLACEHOLDER FOR THE SECOND PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE, WHICH WILL INCLUDE INDIVIDUAL GRANTS TO CSU CAMPUSES AS WELL AS TECHNICAL ASSISTANCE AND SYSTEM-WIDE DATA COLLECTION AND ANALYSIS. NOTE: THE CSU FOUNDATION IS LISTED HERE AS A PLACEHOLDER FOR THE BUDGET ALLOCATION. HOWEVER, THESE FUNDS, IF APPROVED, WILL GO TO INDIVIDUAL CSU CAMPUSES THROUGH THE RFP PROCESS.

Part XV Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CALIFORNIA STATE UNIVERSITY FRESNO FOUNDATION  
FUNDS TO SUPPORT CALIFORNIA STATE UNIVERSITY, FRESNO, FRESNO UNIFIED  
SCHOOL DISTRICT, SANGER UNIFIED SCHOOL DISTRICT, AND CENTRAL UNIFIED  
SCHOOL DISTRICT TO REFORM TEACHER PREPARATION AS PART OF THE SECOND  
PHASE OF THE CSU NEW GENERATION OF EDUCATORS INITIATIVE.

NAME OF RECIPIENT - GIRLS INCORPORATED  
FUNDS TO SUPPORT TWO MAJOR ELEMENTS OF GIRLS INC.'S 2016 - 2020  
STRATEGIC PLAN: FIRST, TO DEVELOP AND IMPLEMENT A LEARNING MANAGEMENT  
SYSTEM TO FACILITATE THE TRAINING AND SUPPORT OF THE ADULT  
PROFESSIONALS AND VOLUNTEERS OF AFFILIATES WHO DIRECTLY SERVE GIRLS IN  
GIRLS INC.'S PROGRAMS; AND SECOND, TO INVEST IN THE CAPACITY OF  
AFFILIATES TO GROW RAPIDLY AND SUSTAINABLY, TO DOUBLE THE NUMBER OF  
GIRLS THAT GIRLS INC. SERVES COMPREHENSIVELY BY 2020.

NAME OF RECIPIENT - NATIONAL CENTER FOR TEACHER RESIDENCIES INC.  
FUNDS TO SUPPORT THE NATIONAL CENTER FOR TEACHER RESIDENCIES TO PROVIDE  
A SERIES OF CONVENINGS AND COACHING SERVICES TO FOUR CALIFORNIA STATE  
UNIVERSITY CAMPUSES AND THEIR IDENTIFIED SCHOOL DISTRICT PARTNERS IN  
SUPPORT OF THE GOALS OF THE NEW GENERATION OF EDUCATORS INITIATIVE.

NAME OF RECIPIENT - UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION  
FUNDS TO TRANSFORM THE HEALTH CARE OF OLDER ADULTS THROUGH TIDESWELL, A  
UCSF DIVISION OF GERIATRICS PROGRAM THAT IS BECOMING A NATIONAL MODEL  
FOR GERIATRIC LEADERSHIP TRAINING PROGRAMS, CREATIVE CLINICAL CARE, AND  
TARGETED RESEARCH TO INFORM BEST PRACTICES.

NAME OF RECIPIENT - WINDWARD FUND

623651 04-01-16

Part XV Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

FUNDS FOR THE SECOND PHASE OF THE WATER FUNDER INITIATIVE, A COLLABORATIVE EFFORT TO IDENTIFY AND ACTIVATE PROMISING WATER SOLUTIONS THROUGH STRATEGIC PHILANTHROPIC INVESTMENTS IN THE UNITED STATES, STARTING IN THE WEST WHERE SCARCITY AND RELIABILITY OF CLEAN WATER ARE URGENT ISSUES.

Lined area for additional text or details.



**Schedule B**

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No. 1545-0047

**2016**

Name of the organization

Employer identification number

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

**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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ..... ▶ \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't 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) (2016)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<p>LAURA P. BECHTEL CHARITABLE UNITRUST II</p> <hr/> <p>P.O. BOX 193809</p> <hr/> <p>SAN FRANCISCO, CA 94119</p>	\$ 227,427.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	<p>FREMONT INVESTORS, INC.</p> <hr/> <p>199 FREMONT STREET, SUITE 2500</p> <hr/> <p>SAN FRANCISCO, CA 94105</p>	\$ 50,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

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

**20-3759208**

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

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

Name of organization <b>S.D. BECHTEL, JR. FOUNDATION</b>	Employer identification number <b>20-3759208</b>
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info. 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
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

# Underpayment of Estimated Tax by Corporations

Department of the Treasury  
Internal Revenue Service

▶ Attach to the corporation's tax return. **FORM 990-PF**

**2016**

▶ Information about Form 2220 and its separate instructions is at [www.irs.gov/form2220](http://www.irs.gov/form2220).

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

Employer identification number  
**20-3759208**

**Note:** Generally, the corporation isn't required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

## Part I Required Annual Payment

1	Total tax (see instructions)	1	291,152.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1		
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method		
2c	Credit for federal tax paid on fuels (see instructions)		
2d	<b>Total.</b> Add lines 2a through 2c		
3	Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation doesn't owe the penalty	3	291,152.
4	Enter the tax shown on the corporation's 2015 income tax return. See instructions. <b>Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5</b>	4	233,754.
5	<b>Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	233,754.

## Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it doesn't owe a penalty. See instructions.

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

## Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 <b>Installment due dates.</b> Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	05/15/16	06/15/16	09/15/16	12/15/16
10 <b>Required installments.</b> If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column.	58,439.	67,513.	38,720.	69,082.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	179,502.		50,000.	90,000.
<i>Complete lines 12 through 18 of one column before going to the next column.</i>				
12 Enter amount, if any, from line 18 of the preceding column		121,063.	53,550.	64,830.
13 Add lines 11 and 12		121,063.	103,550.	154,830.
14 Add amounts on lines 16 and 17 of the preceding column				
15 Subtract line 14 from line 13. If zero or less, enter -0-	179,502.	121,063.	103,550.	154,830.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-		0.	0.	
17 <b>Underpayment.</b> If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18				
18 <b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	121,063.	53,550.	64,830.	

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

LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 2220 (2016)

**Part IV Figuring the Penalty**

	(a)	(b)	(c)	(d)
<b>19</b> Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. <i>(C Corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions</i> .....	<b>19</b>			
<b>20</b> Number of days from due date of installment on line 9 to the date shown on line 19 .....	<b>20</b>			
<b>21</b> Number of days on line 20 after 4/15/2016 and before 7/1/2016 .....	<b>21</b>			
<b>22</b> Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\% (0.04)}{365}$ .....	<b>22</b>	\$	\$	\$
<b>23</b> Number of days on line 20 after 06/30/2016 and before 10/1/2016 .....	<b>23</b>			
<b>24</b> Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\% (0.04)}{365}$ .....	<b>24</b>	\$	\$	\$
<b>25</b> Number of days on line 20 after 9/30/2016 and before 1/1/2017 .....	<b>25</b>			
<b>26</b> Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 4\% (0.04)}{365}$ .....	<b>26</b>	\$	\$	\$
<b>27</b> Number of days on line 20 after 12/31/2016 and before 4/1/2017 .....	<b>27</b>			
<b>28</b> Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 4\% (0.04)}{365}$ .....	<b>28</b>	\$	\$	\$
<b>29</b> Number of days on line 20 after 3/31/2017 and before 7/1/2017 .....	<b>29</b>			
<b>30</b> Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$ .....	<b>30</b>	\$	\$	\$
<b>31</b> Number of days on line 20 after 6/30/2017 and before 10/1/2017 .....	<b>31</b>			
<b>32</b> Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$ .....	<b>32</b>	\$	\$	\$
<b>33</b> Number of days on line 20 after 9/30/2017 and before 1/1/2018 .....	<b>33</b>			
<b>34</b> Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$ .....	<b>34</b>	\$	\$	\$
<b>35</b> Number of days on line 20 after 12/31/2017 and before 3/16/2018 .....	<b>35</b>			
<b>36</b> Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$ .....	<b>36</b>	\$	\$	\$
<b>37</b> Add lines 22, 24, 26, 28, 30, 32, 34, and 36 .....	<b>37</b>	\$	\$	\$
<b>38 Penalty.</b> Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns .....	<b>38</b>			\$ 0.

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

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method

See instructions.

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

Part I Adjusted Seasonal Installment Method

Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%. See instructions.

Table with 5 columns: (a) First 3 months, (b) First 5 months, (c) First 8 months, (d) First 11 months. Rows 1-19 detailing tax calculations for various periods.

**Part II Annualized Income Installment Method**

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months
20	Annualization periods (see instructions)				
21	Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items	4,198,400.	6,297,600.	10,978,150.	17,531,593.
22	Annualization amounts (see instructions)	6.000000	4.000000	2.000000	1.333330
23a	Annualized taxable income. Multiply line 21 by line 22	25,190,400.	25,190,400.	21,956,300.	23,375,399.
23b	Extraordinary items (see instructions)				
23c	Add lines 23a and 23b	25,190,400.	25,190,400.	21,956,300.	23,375,399.
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2, or comparable line of corporation's return	251,904.	251,904.	219,563.	233,754.
25	Enter any alternative minimum tax for each payment period (see instructions)				
26	Enter any other taxes for each payment period. See instr.				
27	Total tax. Add lines 24 through 26	251,904.	251,904.	219,563.	233,754.
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions				
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	251,904.	251,904.	219,563.	233,754.
30	Applicable percentage	25%	50%	75%	100%
31	Multiply line 29 by line 30	62,976.	125,952.	164,672.	233,754.

**Part III Required Installments**

		1st	2nd	3rd	4th
		installment	installment	installment	installment
<b>Note:</b> Complete lines 32 through 38 of one column before completing the next column.					
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the <b>smaller</b> of the amounts in each column from line 19 or line 31	62,976.	125,952.	164,672.	233,754.
33	Add the amounts in all preceding columns of line 32. See instructions		58,439.	125,952.	164,672.
34	<b>Adjusted seasonal or annualized income installments.</b> Subtract line 33 from line 32. If zero or less, enter -0-	62,976.	67,513.	38,720.	69,082.
35	Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. <b>Note:</b> "Large corporations," see the instructions for line 10 for the amounts to enter	58,439.	87,138.	72,788.	72,788.
36	Subtract line 38 of the preceding column from line 37 of the preceding column			19,625.	53,693.
37	Add lines 35 and 36	58,439.	87,138.	92,413.	126,481.
38	<b>Required installments.</b> Enter the <b>smaller</b> of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	58,439.	67,513.	38,720.	69,082.

Form 2220 (2016)

**\*\* ANNUALIZED INCOME INSTALLMENT METHOD USING STANDARD OPTION**



## FORM 990-PF

## DIVIDENDS AND INTEREST FROM SECURITIES

## STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	2,385,491.	0.	2,385,491.	6,840,499.	
INTEREST INCOME	2,175,025.	0.	2,175,025.	2,137,482.	
TO PART I, LINE 4	4,560,516.	0.	4,560,516.	8,977,981.	

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM PARTNERSHIPS	2,081,815.	1,280,746.	
OTHER INCOME	67,709.	4,768.	
GRANT RECOVERIES	899.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,150,423.	1,285,514.	

FORM 990-PF

LEGAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSE	143,730.	0.		150,515.
TO FM 990-PF, PG 1, LN 16A	143,730.	0.		150,515.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	138,927.	0.		138,927.
TO FORM 990-PF, PG 1, LN 16B	138,927.	0.		138,927.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MONTICELLO	60,000.	60,000.		0.
CONSULTANTS	1,780,955.	0.		1,671,254.
NORTHERN TRUST	31,076.	31,076.		0.
TO FORM 990-PF, PG 1, LN 16C	1,872,031.	91,076.		1,671,254.

## FORM 990-PF

## TAXES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX FROM PARTNERSHIPS	50,951.	40,202.		0.
OTHER STATE TAXES	5,277.	0.		0.
FILING FEES	350.	0.		350.
FEDERAL EXCISE TAX	216,533.	0.		0.
TO FORM 990-PF, PG 1, LN 18	273,111.	40,202.		350.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FROM PARTNERSHIPS	1,490,436.	1,349,319.		0.
SUBSCRIPTION	3,078.	0.		2,355.
INSURANCE	11,284.	0.		11,717.
OFFICE SUPPLIES	27,431.	0.		26,669.
COMPUTER MAINTENANCE AND SUPPORT	171,898.	0.		172,524.
PROFESSIONAL DEVELOPMENT	49,916.	0.		51,883.
MEMBERSHIP FEES	84,336.	0.		58,843.
MISCELLANEOUS EXPENSE	11,762.	0.		16,399.
INVESTMENT EXPENSES	15,768.	15,768.		0.
OTHER OFFICE EXPENSES	1,200.	0.		1,200.
OTHER PROGRAM COSTS	78,541.	0.		81,674.
OTHER EXPENSES	-53.	0.		0.
TO FORM 990-PF, PG 1, LN 23	1,945,597.	1,365,087.		423,264.

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

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<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN/(LOSS) ON INVESTMENTS	20,674,307.
UNREALIZED GAIN/(LOSS) ON CHARITABLE TRUSTS	73,873.
 	<hr/>
TOTAL TO FORM 990-PF, PART III, LINE 5	20,748,180.



FORM 990-PF

CORPORATE STOCK

STATEMENT 9

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
ETON PARK OVERSEAS FUND	587,271.	587,271.
OZ OVERSEAS FUND, LTD	5,240,404.	5,240,404.
OSTERWEIS CAP	0.	0.
VARIOUS COMMON STOCK	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,827,675.	5,827,675.

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
OSTERWEIS STRATEGIC FUND	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AG SECURITIZED ASSET RECOV HLDGS LP	FMV	8,067,686.	8,067,686.
CALERA CAPITAL PARTNERS III	FMV	20,178.	20,178.
CLAYTON, DUBILIER & RICE FUND VII	FMV	1,652,918.	1,652,918.
CLAYTON, DUBILIER & RICE FUND VII CO-INV.	FMV	428,108.	428,108.
CLAYTON, DUBILIER & RICE FUND VIII WILSONART	FMV	613,237.	613,237.
CLAYTON, DUBILIER & RICE FUND VIII	FMV	2,673,301.	2,673,301.
CONVEXITY CAPITAL OFFSHORE	FMV	21,212,286.	21,212,286.
FORTRESS VRF LTD	FMV	0.	0.
FORTRESS VRF TE I	FMV	0.	0.
DAVIDSON KEMPNER IP	FMV	11,782,886.	11,782,886.

DODGE & COX INTERNATIONAL STOCK FUND	FMV	0.	0.
DODGE & COX STOCK FUND	FMV	0.	0.
FARALLON CAPITAL PARTNERS	FMV	12,135,625.	12,135,625.
FORTRESS CREDIT OPPORTUNITIES FUND	FMV	1,776,082.	1,776,082.
GMO QUALITY FUND-III	FMV	0.	0.
HIGHCLERE INTERNATIONAL INVESTORS SMALLER COMPANIES FUND	FMV	0.	0.
HIGHFIELDS CAPITAL	FMV	56,151.	56,151.
HOLOWESKO GLOBAL FUND LTD	FMV	0.	0.
INDUS STRUCTURED FINANCE	FMV	25,796.	25,796.
IP III BLOCKER - I LP (MHR III)	FMV	695,259.	695,259.
LONGLEAF PARTNER SMALL CAP EQUITY FUND	FMV	0.	0.
MADISON DEARBORN CAPITAL PARTNERS VI-A	FMV	1,275,431.	1,275,431.
MADISON DEARBORN CAPITAL PARTNERS VI-A GLOBAL	FMV	530,140.	530,140.
MADISON DEARBORN CAPITAL PARTNERS VI-B	FMV	1,023,003.	1,023,003.
MADISON DEARBORN PARTNERS V-A	FMV	1,622,046.	1,622,046.
MADISON DEARBORN PARTNERS V-B	FMV	344,753.	344,753.
MAKENA CAPITAL ASSOCIATES	FMV	20,203,204.	20,203,204.
MAVERICK FUND LTD	FMV	0.	0.
MHR INSTITUTIONAL PARTNERS III	FMV	3,885,244.	3,885,244.
NEWPORT ASIA INSTITUTIONAL FUND	FMV	0.	0.
OZ STRUCTURED PRODUCTS OVERSEAS FEEDER FUND II, LLP	FMV	4,272,883.	4,272,883.
PIMCO SHORT TERM FUND	FMV	14,266,874.	14,266,874.
RAPTOR PRIVATE HOLDINGS REGIMENT	FMV	52,818.	52,818.
SPINNAKER GLOBAL EMERGING MARKETS	FMV	2,914,830.	2,914,830.
TIFF PARTNERS IV	FMV	0.	0.
TRINITY VENTURES VII	FMV	233,834.	233,834.
YORKTOWN ENERGY PARTNERS VI	FMV	0.	0.
YORKTOWN ENERGY PARTNERS VII	FMV	495,671.	495,671.
CLAYTON. DUBULIRT & RICE VIII CREDIT INVESTOR	FMV	1,013,609.	1,013,609.
D. B. ZWIRN SPECIAL OP LTD	FMV	8,603.	8,603.
D.B. ZWIRN SPECIAL OP TE	FMV	21,149.	21,149.
FIERA CAPITAL - BONDS	FMV	14,807.	14,807.
	FMV	123,458,704.	123,458,704.
TOTAL TO FORM 990-PF, PART II, LINE 13		<u>236,777,116.</u>	<u>236,777,116.</u>

FORM 990-PF

OTHER ASSETS

STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART	490,000.	490,000.	490,000.
BENEFICIAL INTEREST IN CHARITABLE TRUSTS	1,028,658.	954,785.	954,785.
DUE FROM OTHER PARTIES	3,112.	-12,504.	-12,504.
TO FORM 990-PF, PART II, LINE 15	1,521,770.	1,432,281.	1,432,281.

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FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS                      STATEMENT 13  
   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. 199 FREMONT STREET SAN FRANCISCO, CA 94105	CHAIRMAN/DIRECTOR 10.00	0.	0.	0.
LAUREN B. DACHS 199 FREMONT STREET SAN FRANCISCO, CA 94105	PRESIDENT/VICE CHAIR 40.00	350,000.	18,797.	0.
ELIZABETH H. BECHTEL 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
NONIE B. RAMSAY 199 FREMONT STREET 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 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
BOB PECK 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
JOHN W. WEISER 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
PATRICIA W. LEICHER 199 FREMONT STREET SAN FRANCISCO, CA 94105	CFO 36.00	289,327.	33,674.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

<u>639,327.</u>	<u>52,471.</u>	<u>0.</u>
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FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT  
PART VII-B, LINE 5C

STATEMENT 14

GRANTEE'S NAME

REDSTONE STRATEGY GROUP, LLC

GRANTEE'S ADDRESS3223 ARAPAHOE AVENUE, SUITE 210  
BOULDER, CO 80303

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
50,000.	05/27/16	50,000.

PURPOSE OF GRANTFUNDS TO FURTHER DEVELOP AND REFINE THE NORMS AND STANDARDS CAMPAIGN WITHIN  
THE DATA FUNDING ACTION PLAN.DATES OF REPORTS BY GRANTEE

7/29/2016 AND 9/5/2017

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATIONTO THE KNOWLEDGE OF THE S.D. BECHTEL, JR. FOUNDATION, AND BASED ON THE  
REPORTS BY THE GRANTEE, NO PART OF THE GRANT WAS USED FOR OTHER THAN THE  
INTENDED PURPOSE, AND NO VERIFICATION EFFORTS HAVE BEEN CONSIDERED  
NECESSARY.



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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

## GENERAL EXPLANATION

STATEMENT 16

## FORM/LINE IDENTIFIER

## TANGIBLE PROPERTY REGULATIONS ELECTION STATEMENTS

## EXPLANATION:

TAXPAYER HEREBY MAKES THE DE MINIMIS SAFE HARBOR ELECTION UNDER TREASURY REGULATION 1.263(A)-1(F) FOR ALL ELIGIBLE AMOUNTS PAID OR INCURRED DURING THE TAXABLE YEAR.

TAXPAYER HEREBY ELECTS TO CAPITALIZE REPAIRS AND MAINTENANCE COSTS UNDER TREASURY REGULATION 1.263(A)-1(N). THE COSTS WERE INCURRED DURING THE TAXABLE YEAR IN THE ELECTING TAXPAYER'S TRADE OR BUSINESS AND THE ELECTING TAXPAYER TREATS SUCH COSTS AS CAPITAL EXPENDITURE ON ITS BOOKS AND RECORDS.