

**Return of Private Foundation**

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

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**2018**

Open to Public Inspection

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

For calendar year 2018 or tax year beginning , and ending

Name of foundation <b>S. D. BECHTEL, JR. FOUNDATION</b>		<b>A Employer identification number</b> 20-3759208
Number and street (or P.O. box number if mail is not delivered to street address) <b>P. O. BOX 193809</b>	Room/suite	<b>B Telephone number</b> (415) 284-8670
City or town, state or province, country, and ZIP or foreign postal code <b>SAN FRANCISCO, CA 94119-3809</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>162,257,082.</b>	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received .....	23,271,691.		N/A	
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments .....				
	<b>4</b> Dividends and interest from securities .....	3,244,599.	6,479,121.		STATEMENT 1
	<b>5a</b> Gross rents .....				
	<b>b</b> Net rental income or (loss) .....				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10 .....	10,556,522.			
	<b>b</b> Gross sales price for all assets on line 6a .....	91,150,352.			
	<b>7</b> Capital gain net income (from Part IV, line 2) .....		4,791,418.		
	<b>8</b> Net short-term capital gain .....				
	<b>9</b> Income modifications .....				
	<b>10a</b> Gross sales less returns and allowances .....				
<b>b</b> Less: Cost of goods sold .....					
<b>c</b> Gross profit or (loss) .....					
<b>11</b> Other income .....	1,163,479.	812,420.		STATEMENT 2	
<b>12 Total.</b> Add lines 1 through 11 .....	38,236,291.	12,082,959.			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc. ....	983,378.	67,904.		910,582.
	<b>14</b> Other employee salaries and wages .....	4,412,962.	21,213.		4,367,810.
	<b>15</b> Pension plans, employee benefits .....	1,336,938.	8,448.		1,235,633.
	<b>16a</b> Legal fees ..... <b>STMT 3</b>	84,983.	0.		84,590.
	<b>b</b> Accounting fees ..... <b>STMT 4</b>	121,933.	0.		122,976.
	<b>c</b> Other professional fees ..... <b>STMT 5</b>	2,497,743.	188,217.		2,102,400.
	<b>17</b> Interest .....				
	<b>18</b> Taxes ..... <b>STMT 6</b>	337,530.	21,272.		4,882.
	<b>19</b> Depreciation and depletion .....	65,950.	0.		
	<b>20</b> Occupancy .....	750,414.	37,415.		781,096.
	<b>21</b> Travel, conferences, and meetings .....	145,994.	0.		109,985.
	<b>22</b> Printing and publications .....				
	<b>23</b> Other expenses ..... <b>STMT 7</b>	1,179,332.	710,982.		379,548.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 .....	11,917,157.	1,055,451.		10,099,502.
	<b>25</b> Contributions, gifts, grants paid .....	48,998,359.			103,389,105.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25 .....	60,915,516.	1,055,451.		113,488,607.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements .....	-22,679,225.				
<b>b Net investment income</b> (if negative, enter -0-) .....		11,027,508.			
<b>c Adjusted net income</b> (if negative, enter -0-) .....			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		38,155,339.	20,280,866.	20,280,866.
	3	Accounts receivable	15,956,570.			
		Less: allowance for doubtful accounts		14,426,773.	15,956,570.	15,956,570.
	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		330,009.	134,165.	134,165.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 9	888,008.	302,895.	302,895.
	c	Investments - corporate bonds	STMT 10	120,298,450.	82,413,639.	82,413,639.
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 11	73,732,621.	41,819,599.	41,819,599.	
14	Land, buildings, and equipment: basis	488,006.				
	Less: accumulated depreciation	299,446.	171,034.	188,560.	188,560.	
15	Other assets (describe)		1,431,492.	1,160,788.	1,160,788.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)		249,433,726.	162,257,082.	162,257,082.	
Liabilities	17	Accounts payable and accrued expenses		733,381.	1,020,293.	
	18	Grants payable		111,159,969.	56,769,374.	
	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)		111,893,350.	57,789,667.		
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		136,608,329.	103,802,025.	
	25	Temporarily restricted		932,047.	665,390.	
	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>		137,540,376.	104,467,415.		
31	<b>Total liabilities and net assets/fund balances</b>		249,433,726.	162,257,082.		

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	137,540,376.
2	Enter amount from Part I, line 27a	2	-22,679,225.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	114,861,151.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 8	5	10,393,736.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	104,467,415.

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

(a) List and describe the kind(s) of property sold (for example, 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</b>			
<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 88,541,390.</b>		<b>86,272,496.</b>	<b>2,268,894.</b>
<b>b 2,563,674.</b>			<b>2,563,674.</b>
<b>c 45,288.</b>		<b>86,438.</b>	<b>-41,150.</b>
<b>d</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) FMV 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>2,268,894.</b>
<b>b</b>			<b>2,563,674.</b>
<b>c</b>			<b>-41,150.</b>
<b>d</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>4,791,418.</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 doesn't 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))
2017	118,341,015.	294,328,627.	.402071
2016	124,818,300.	340,719,220.	.366338
2015	110,907,879.	368,656,625.	.300843
2014	117,688,932.	404,997,104.	.290592
2013	69,609,172.	354,127,495.	.196565

<b>2</b> Total of line 1, column (d) .....	<b>2</b>	<b>1.556409</b>
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years .....	<b>3</b>	<b>.311282</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5 .....	<b>4</b>	<b>219,939,863.</b>
<b>5</b> Multiply line 4 by line 3 .....	<b>5</b>	<b>68,463,320.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) .....	<b>6</b>	<b>110,275.</b>
<b>7</b> Add lines 5 and 6 .....	<b>7</b>	<b>68,573,595.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4 .....	<b>8</b>	<b>113,511,395.</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	110,275.
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	110,275.
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	110,275.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	230,243.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	230,243.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
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	119,968.	
11 Enter the amount of line 10 to be: <b>Credited to 2019 estimated tax</b> 119,968.   <b>Refunded</b>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition 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.		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ <u>CA, DE</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 containing questions about controlled entities, distributions, public inspection, website address, books in care, and foreign country interests.

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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b containing questions about disqualifying acts, taxes on failure to distribute income, and excess business holdings.

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

<b>5a</b> During the year, did the foundation pay or incur any amount to:			<b>Yes</b>	<b>No</b>
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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		<b>5b</b>	<b>X</b>
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
<b>c</b>	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? <b>SEE STATEMENT 15</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		<b>6b</b>	<b>X</b>
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	<b>7b</b>	
<b>8</b>	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

**SEE STATEMENT 14**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		881,541.	101,837.	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	DIRECTOR, EFFECTIVENESS 40.00	333,404.	69,401.	0.
ALLISON HARVEY TURNER - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM DIRECTOR 40.00	290,702.	51,906.	0.
ARRON JIRON - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	ASSOC PROGRAM DIRECTOR 40.00	214,846.	38,471.	0.
TERESA CIRILLO - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	DIRECTOR HR AND ADMIN 40.00	217,312.	34,196.	0.
GARY KNOBLOCK - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	SR PROGRAM OFFICER 40.00	206,640.	40,255.	0.
<b>Total</b> number of other employees paid over \$50,000				0

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

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

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Includes entries for WILLIAMS GROUP, RANDER CONSULTING ASSOCIATES LLC, NORTHERN TRUST, and GIVINGDATA, LLC.

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activity and Expenses. Includes a row with '1 N/A'.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investment and Amount. Includes a row with '1 N/A' and a 'Total' row at the bottom.

**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	185,690,123.
b	Average of monthly cash balances .....	1b	37,109,078.
c	Fair market value of all other assets .....	1c	490,000.
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	223,289,201.
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	223,289,201.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) .....	4	3,349,338.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	219,939,863.
6	<b>Minimum investment return.</b> Enter 5% of line 5 .....	6	10,996,993.

**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	10,996,993.
2a	Tax on investment income for 2018 from Part VI, line 5 .....	2a	110,275.
b	Income tax for 2018. (This does not include the tax from Part VI.) .....	2b	134,045.
c	Add lines 2a and 2b .....	2c	244,320.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	10,752,673.
4	Recoveries of amounts treated as qualifying distributions .....	4	151.
5	Add lines 3 and 4 .....	5	10,752,824.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	10,752,824.

**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	113,488,607.
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	22,788.
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	113,511,395.
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	110,275.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	113,401,120.

**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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				10,752,824.
2 Undistributed income, if any, as of the end of 2018:				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	52,242,091.			
b From 2014	42,599,051.			
c From 2015				
d From 2016	108678316.			
e From 2017	57,712,996.			
f Total of lines 3a through e	261,232,454.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$113,511,395.				
a Applied to 2017, 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) **	23,271,691.			
d Applied to 2018 distributable amount				10,752,824.
e Remaining amount distributed out of corpus	79,486,880.			
5 Excess distributions carryover applied to 2018 (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	363,991,025.			
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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)	23,271,691.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	52,242,091.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	288,477,243.			
10 Analysis of line 9:				
a Excess from 2014	42,599,051.			
b Excess from 2015				
c Excess from 2016	108678316.			
d Excess from 2017	57,712,996.			
e Excess from 2018	79,486,880.			

**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 2018, 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) 2018	(b) 2017	Prior 3 years		
			(c) 2016	(d) 2015	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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 17**

**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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number or email 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)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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	1,000.
826 VALENCIA 826 VALENCIA STREET SAN FRANCISCO, CA 94110	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	10,600.
ACTIONAID USA 1220 L STREET NW, SUITE 725 WASHINGTON, DC 20005	NONE	PC	FUNDS DESIGNATED TO AID ROHINGYA & SYRIAN REFUGEES	1,000.
AFTERSCHOOL ALLIANCE 1101 14TH STREET, NW, SUITE 700 WASHINGTON, DC 20005	NONE	PC	FUNDS TO FACILITATE POLICY AND ADVOCACY ALIGNMENT AMONG CHARACTER INITIATIVE GRANTEE ORGANIZATIONS	350,000.
ALOHA UNITED WAY INC. 200 NORTH VINEYARD BOULEVARD, SUITE 700 HONOLULU, HI 96817-3952	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>103,389,105.</b>
<b>b Approved for future payment</b>				
AMERICAN INSTITUTES FOR RESEARCH IN THE BEHAVIORAL SCIENCES 2800 CAMPUS DRIVE, SUITE 200 SAN MATEO, CA 94403	NONE	PC	FUNDS FOR DETERMINING HOW CALIFORNIA MIGHT USE A PORTION OF ITS SET-ASIDE ALLOCATIONS IN TITLES I AND II OF	25,000.
ASIAN AMERICAN-PACIFIC ISLANDERS IN PHILANTHROPY ACCOUNTS RECEIVABLE, 300 FRANK OGAWA PLAZA, SUITE 256 OAKLAND, CA 94612	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL	2,500.
CALIFORNIA COMMUNITY FOUNDATION 221 S FIGUEROA STREET, SUITE 400 LOS ANGELES, CA 90012	NONE	PC	FUNDS FOR PHASE TWO OF THE COMMUNITY FOUNDATION WATER INITIATIVE	250,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>33,316,906.</b>



Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All entries in (c) are N/A.

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

b If "Yes," complete the following schedule. Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All entries in (a) are N/A.

Sign Here: Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: SARAH REDDEN, Date: 11/12/2019, Title: PRESIDENT.

May the IRS discuss this return with the preparer shown below? See instr. [X] Yes [ ] No

Paid Preparer Use Only: Print/Type preparer's name SARAH REDDEN, Preparer's signature Sarah Redden, Date 11/12/2019, Firm's name DELOITTE TAX LLP, Firm's EIN 86-1065772, Firm's address 50 SOUTH SIXTH STREET MINNEAPOLIS, MN 55402, Phone no. 612-397-4000.

**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 ACADEMY OF ARTS AND SCIENCES NORTON'S WOODS, 136 IRVING STREET CAMBRIDGE, MA 02138-1996	NONE	PC	FUNDS FOR A NEW PROJECT TO INFORM AN ONGOING NATIONAL CONVERSATION ABOUT WHAT CONSTITUTES "CIVIC ENGAGEMENT," AND HOW PEOPLE GAIN THE KNOWLEDGE, SKILLS, AND VALUES NECESSARY TO PARTICIPATE AS CITIZENS IN A DEMOCRACY. THE PROJECT WILL RESULT IN A	500,000.
AMERICAN ACADEMY OF ARTS AND SCIENCES NORTON'S WOODS, 136 IRVING STREET CAMBRIDGE, MA 02138-1996	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	25,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION, INC. 125 BROAD STREET NEW YORK, NY 10004	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	600.
AMERICAN INSTITUTES FOR RESEARCH IN THE BEHAVIORAL SCIENCES 2800 CAMPUS DRIVE, SUITE 200 SAN MATEO, CA 94403	NONE	PC	FUNDS TO JOIN RESEARCHERS, PRACTITIONERS (PARTICULARLY SCHOOL DISTRICT LEADERS), POLICYMAKERS, AND FUNDERS IN ONGOING, EVIDENCE-BASED DIALOGUE TO IMPROVE INSTRUCTION AND STUDENT LEARNING FOR ALL STUDENTS IN CALIFORNIA'S SCHOOL SYSTEMS.	175,000.
AMERICAN RIVERS INC 1101 14TH STREET NW, SUITE 1400 WASHINGTON, DC 20005	NONE	PC	FUNDS FOR SCALING PROGRAMS IN CALIFORNIA TO SUPPORT ORGANIZATIONAL NEEDS AND FUNDRAISING ACTIVITIES.	244,579.
AMERICAN SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS P.O. BOX 96929 WASHINGTON, DC 20090	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
ARMS OF LOVE MINISTRIES, INC. P.O. BOX 295 MOULTRIE, GA 31776	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
<b>Total from continuation sheets</b>				103,026,005.

**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
ARTOLUTION, INC. P.O. BOX 2029, 350 CANAL STREET NEW YORK, NY 10013	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
ASIAN AMERICAN-PACIFIC ISLANDERS IN PHILANTHROPY 300 FRANK OGAWA PLAZA, SUITE 256 OAKLAND, CA 94612	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL	2,500.
AT THE CROSSROADS 167 JESSIE STREET SAN FRANCISCO, CA 94105	NONE	PC	FUNDS DESIGNATED IN HONOR OF ATC'S CO-FOUNDER ROB GITIN	200.
BENEDICTINE MONKS OF DIVINE WILL 736 OLD HICKORY BOULEVARD NASHVILLE, TN 37209	NONE	PC	FUNDS DONATED IN MEMORIAM	5,000.
BERKELEY HUMANE 2700 NINTH STREET BERKELEY, CA 94710	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
BERKELEY REPERTORY THEATRE 999 HARRISON STREET BERKELEY, CA 94710	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	460.
BEYOND EMANCIPATION 675 HEGENBERGER ROAD, SUITE 100 OAKLAND, CA 94621	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	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
BEYOND EMANCIPATION 675 HEGENBERGER ROAD, SUITE 100 OAKLAND, CA 94621	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
BIG BROTHERS BIG SISTERS OF AMERICA 2502 NORTH ROCKY POINT DRIVE, SUITE 550 TAMPA, FL 33607	NONE	PC	FUNDS TO SUPPORT COMPONENTS OF BBBSAS NEW STRATEGIC PLAN, AIMED AT ENHANCING THE CAPACITIES OF THE NATIONAL HEADQUARTERS AND ITS AFFILIATES TO MORE IMPACTFULLY SERVE YOUTH THROUGH CHARACTER-BUILDING, MENTORING PROGRAMS.	1,400,000.
BIG BROTHERS BIG SISTERS OF AMERICA 2502 NORTH ROCKY POINT DRIVE, SUITE 550 TAMPA, FL 33607	NONE	PC	FUNDS TO SUPPORT COMPONENTS OF BBBSAS NEW STRATEGIC PLAN, AIMED AT ENHANCING THE CAPACITIES OF THE NATIONAL HEADQUARTERS AND ITS AFFILIATES TO MORE IMPACTFULLY SERVE YOUTH THROUGH CHARACTER-BUILDING, MENTORING PROGRAMS.	750,000.
BOREALIS PHILANTHROPY P.O. BOX 3295 MINNEAPOLIS, MN 55403	NONE	PC	FUNDS FOR THE RACIAL EQUITY TO ACCELERATE CHANGE (REACH) FUND, A POOLED FUND THAT SEEKS TO BUILD THE CAPACITY OF THE NONPROFIT SECTOR TO ADDRESS ISSUES OF RACIAL AND INTERSECTIONAL EQUITY AND INCLUSION	200,000.
BOY SCOUTS OF AMERICA 1325 WEST WALNUT HILL LANE IRVING, TX 75038	NONE	PC	FUNDS TO SUPPORT THE CONSTRUCTION OF A PERMANENT DINING HALL AND BUNKHOUSE AT THE SUMMIT BECHTEL FAMILY RESERVE.	2,000,000.
BOY SCOUTS OF AMERICA, SAN FRANCISCO BAY AREA COUNCIL 1001 DAVIS STREET SAN LEANDRO, CA 94577	NONE	PC	FUNDS FOR PROGRAM SUPPORT OF THE SAN FRANCISCO BAY AREA COUNCIL	80,000.
BOYS & GIRLS CLUBS OF AMERICA 1275 PEACHTREE STREET NE, SUITE 100 ATLANTA, GA 30309-3506	NONE	PC	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	5,126,944.
<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
BOYS & GIRLS CLUBS OF THE NORTH VALLEY 601 WALL STREET CHICO, CA 95928	NONE	PC	FUNDS TO SUPPORT VICTIMS OF PARADISE FIRE	50,000.
BRAC USA 110 WILLIAM STREET, 18TH FLOOR NEW YORK, NY 10038	NONE	PC	FUNDS DESIGNATED FOR HUMANITARIAN RELIEF TO ROHINGYA MUSLIM REFUGEES	1,000.
BRAC USA 110 WILLIAM STREET, 18TH FLOOR NEW YORK, NY 10038	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
BROOKLYN COMMUNITY BAIL FUND 195 MONTAGUE STREET, 14TH FLOOR BROOKLYN, NY 11201	NONE	PC	FUNDS DESIGNATED FOR NATIONAL BAIL OUT	100.
CAL POLY CORPORATION ONE GRAND AVENUE, BUILDING 38, ROOM 102 SAN LUIS OBISPO, CA 93407-0830	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.
CALIFORNIA COMMUNITY FOUNDATION 221 S FIGUEROA STREET, SUITE 400 LOS ANGELES, CA 90012	NONE	PC	FUNDS FOR PHASE TWO OF THE COMMUNITY FOUNDATION WATER INITIATIVE	125,000.
CALIFORNIA COUNTY SUPERINTENDENTS EDUCATIONAL SERVICES ASSOCIATION 1121 L STREET, SUITE 510 SACRAMENTO, CA 95814	NONE	PC	FUNDS TO SUPPORT CCSESA'S COMMUNITIES OF PRACTICE AND COLLABORATION COMMITTEES ON MATH AND SCIENCE STANDARDS IMPLEMENTATION	1,350,000.
<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 COUNTY SUPERINTENDENTS EDUCATIONAL SERVICES ASSOCIATION 1121 L STREET, SUITE 510 SACRAMENTO, CA 95814	NONE	PC	FUNDS TO SUPPORT CCSESA'S COMMUNITIES OF PRACTICE AND COLLABORATION COMMITTEES ON MATH AND SCIENCE STANDARDS IMPLEMENTATION.	1,078,829.
CALIFORNIA FORWARD 127 UNIVERSITY AVENUE BERKELEY, CA 94710	NONE	PC	FUNDS TO HELP CALIFORNIA FORWARD ACCELERATE ECONOMIC MOBILITY IN CALIFORNIA BY PREPARING AND LAUNCHING THE CALIFORNIA DREAM INDEX	55,000.
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 EAST CALIFORNIA BOULEVARD, MAIL CODE 202-31 PASADENA, CA 91125	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	50,000.
CALIFORNIA PACIFIC MEDICAL CENTER FOUNDATION 2015 STEINER STREET SAN FRANCISCO, CA 94120-7999	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 RICELANDS WATERBIRD FOUNDATION 1231 I STREET, SUITE 205 SACRAMENTO, CA 95814-2933	NONE	PC	FUNDS FOR SUPPORTING RESEARCH INTO THE EFFICACY OF USING RICEFIELDS AS TEMPORARY FLOODPLAIN HABITAT IN SALMON SURVIVAL	100,000.
CALIFORNIA SCHOOL-AGE CONSORTIUM 1918 UNIVERSITY AVENUE SUITE 4B, SUITE 4B BERKELEY, CA 94704	NONE	PC	FUNDS FOR CALSAC TO INFUSE A CHARACTER DEVELOPMENT FOCUS INTO ITS TRAINER NETWORK/TRAINING OF THE TRAINER, LEADERSHIP DEVELOPMENT INSTITUTE, AND WORKFORCE/VOLUNTEER RESEARCH FOR THE OUT-OF-SCHOOL TIME (OST) FIELD	250,000.
CALIFORNIA SCIENCE TEACHERS ASSOCIATION 950 GLENN DRIVE, SUITE 150 FOLSOM, CA 95630	NONE	PC	FUNDS TO SUPPORT THE CALIFORNIA SCIENCE TEACHERS ASSOCIATION CLIMATE SUMMIT IN GRADES K-8	48,000.
<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 FOR ENHANCING THE ORGANIZATION'S BOARD AND STAFF LEADERSHIP CAPACITY IN ORDER TO IMPLEMENT THE NEW STRATEGIC DIRECTION.	92,000.
CALIFORNIA STATE PARKS FOUNDATION 50 FRANCISCO STREET, SUITE 110 SAN FRANCISCO, CA 94133	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
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 FOUNDATION 401 GOLDEN SHORE, 6TH FLOOR LONG BEACH, CA 90802	NONE	PC	FUNDS TO EXPAND THE NEW GENERATION OF EDUCATORS INITIATIVE TO NEW CSU CAMPUSES WITH ATTENTION TO DIVERSITY, EQUITY, AND INCLUSION	343,400.
CALIFORNIA STATE UNIVERSITY FOUNDATION 401 GOLDEN SHORE, 6TH FLOOR LONG BEACH, CA 90802	NONE	PC	FUNDS FOR THE CSU CHANCELLOR'S OFFICE TO PLAN FOR CSU NEW GENERATION OF EDUCATORS INITIATIVE (NGEI) SCALING AND SUSTAINABILITY EFFORTS	75,000.
CALIFORNIA STATE UNIVERSITY FOUNDATION 401 GOLDEN SHORE, 6TH FLOOR LONG BEACH, CA 90802-4210	NONE	PC	FUNDS TO SUPPORT THE CSU EDUCATOR QUALITY CENTER TO BUILD AN EDUCATOR PIPELINE DASHBOARD	41,270.
CALIFORNIA STATE UNIVERSITY FOUNDATION 401 GOLDEN SHORE, 6TH FLOOR LONG BEACH, CA 90802-4210	NONE	PC	FUNDS FOR THE CSU SYSTEM TO DEVELOP, PROMOTE, AND ENABLE CONTINUOUS LEARNING IN EDUCATOR PREPARATION PROGRAMS THROUGH DATA INQUIRY	159,386.
<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 FRESNO FOUNDATION OFFICE OF RESEARCH AND SPONSORED PROGRAMS FRESNO, CA 93726-1852	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 90815-4670	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.
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 TEACHERS ASSOCIATION INSTITUTE FOR TEACHING 5333 MISSION CENTER ROAD, SUITE 200 SAN DIEGO, CA 92108	NONE	PC	FUNDS TO SUPPORT CALIFORNIA TO HOST THE 2018 ATLANTIC RIM COLLABORATORY SUMMIT.	50,000.
CALIFORNIANS DEDICATED TO EDUCATION FOUNDATION 260 MAIN STREET, SUITE 200 REDWOOD CITY, CA 94063	NONE	PC	FUNDS TO SUPPORT REGIONAL TEACHER PIPELINE CONVENINGS AND PLANNING FOR A NEW STATEWIDE NETWORK OF HIGH QUALITY TEACHER PREPARATION PROGRAMS TO MAXIMIZE THE IMPACT OF THE STATE'S INVESTMENT IN NEW TEACHER RESIDENCIES	109,048.
CALIFORNIANS DEDICATED TO EDUCATION FOUNDATION 260 MAIN STREET, SUITE 200 REDWOOD CITY, CA 94063	NONE	PC	FUNDS TO SUPPORT THE LABOR-MANAGEMENT INITIATIVE, WHICH BUILDS COLLABORATIVE RELATIONSHIPS BETWEEN TEACHERS AND ADMINISTRATORS ACROSS THE STATE	300,477.
CALIFORNIANS DEDICATED TO EDUCATION FOUNDATION 260 MAIN STREET, SUITE 200 REDWOOD CITY, CA 94063	NONE	PC	FUNDS TO BUILD THE CAPACITY OF CALIFORNIA'S AFTER-SCHOOL SYSTEM TO INTEGRATE SOCIAL-EMOTIONAL LEARNING INTO PROGRAMMING	143,000.
<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
CALMATTERS 1017 L STREET #261 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR CAPACITY BUILDING SUPPORT TO HELP CALMATTERS UNDERSTAND AND GROW ITS AUDIENCE	50,000.
CALMATTERS 1017 L STREET #261 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR CALMATTERS TO CONTINUE PRODUCING INNOVATIVE JOURNALISM AND EXPAND THE REACH OF ITS STORIES TO CEMENT ITS POSITION AS AN INTEGRAL PART OF CALIFORNIA'S CIVIC LIFE.	50,000.
CAMP FIRE 1801 MAIN STREET, SUITE 200 KANSAS CITY, MO 64108	NONE	PC	FUNDS FOR CONDUCTING AN EXECUTIVE SEARCH FOR A NEW CEO	75,000.
CAMP FIRE 1801 MAIN STREET, SUITE 200 KANSAS CITY, MO 64108	NONE	PC	FUNDS TO STRENGTHEN CAMP FIRE NATIONAL HEADQUARTERS CAPACITY TO SUPPORT COUNCILS IN THEIR ABILITY TO PROVIDE SUSTAINABLE, HIGH QUALITY CHARACTER BUILDING PROGRAMS TO THEIR LOCAL COMMUNITIES.	639,200.
CAMPUS COMPACT 45 TEMPLE PLACE, FLOOR 3 BOSTON, MA 02111	NONE	PC	FUNDS FOR CORE SUPPORT FOR CAMPUS COMPACT FOR 2018-2019	50,000.
CANAL ALLIANCE 91 LARKSPUR STREET SAN RAFAEL, CA 94901	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
CANDID 4801 COURTHOUSE STREET, SUITE 220 WILLIAMSBURG, VA 23188-2678	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT	10,000.

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
CATHOLIC CHARITIES CYO OF THE ARCHDIOCESE OF SAN FRANCISCO 990 EDDY STREET SAN FRANCISCO, CA 94109	NONE	PC	FUNDS DESIGNATED FOR STAR COMMUNITY HOME	1,000.
CATHOLIC FOUNDATION FOR THE DIOCESE OF OAKLAND 2121 HARRISON STREET, SUITE 100 OAKLAND, CA 94612	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	2,083.
CAUSA JUSTA JUST CAUSE P.O. BOX 7737 OAKLAND, CA 94601	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	2,500.
CENTER FOR EFFECTIVE PHILANTHROPY INC 675 MASSACHUSETTS AVENUE, 7TH FLOOR CAMBRIDGE, MA 02139	NONE	PC	FUNDS TO SUPPORT NEW CEP RESEARCH PROJECTS AND SUSTAIN EXISTING PROJECTS	250,000.
CENTER FOR EFFECTIVE PHILANTHROPY INC 675 MASSACHUSETTS AVENUE, 7TH FLOOR CAMBRIDGE, MA 02139	NONE	PC	FUNDS TO SUPPORT CEP'S "STRONGER PHILANTHROPY"; CONFERENCE, A THREE-DAY EVENT EXPLORING HOW FOUNDATIONS CAN BETTER DEFINE, ASSESS, AND IMPROVE THEIR EFFECTIVENESS.	25,000.
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. ALL BENEFITS WAIVED.	5,000.
CENTRAL VALLEY COMMUNITY FOUNDATION 5260 NORTH 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.	40,000.
<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
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	450,000.
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.
CLEAN WATER FUND 350 FRANK OGAWA PLZ, SUITE 200 OAKLAND, CA 94612	NONE	PC	FUNDS FOR CALIFORNIA CAMPAIGNS	300.
CLIMATE RIDE INC 111 NORTH HIGGINS AVENUE SUITE 415 MISSOULA, MT 59802	NONE	PC	FUNDS DESIGNATED FOR CATHY DELUCA'S RIDE FOR WALK SAN FRANCISCO FOUNDATION	100.
CNATURENET 808 14TH AVENUE SE MINNEAPOLIS, MN 55414	NONE	PC	FUNDS TO ELEVATE CHARACTER THROUGH THE CHILDREN AND NATURE NETWORK.	50,000.
COACHING CORPS 310 8TH STREET, SUITE 300 OAKLAND, CA 94607	NONE	PC	FUNDS TO SUPPORT THE DEVELOPMENT OF A TRAINING EXTENSION TO THE COACHING FOR CHARACTER TRAINING AND SUPPORT PROGRAM.	167,000.
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.	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
COMMUNITY FOUNDATION OF THE NAPA VALLEY 3299 CLAREMONT WAY, SUITE 2 NAPA, CA 94558	NONE	PC	FUNDS DESIGNATED FOR UNDERPRIVILEGED YOUTH SCHOLARSHIPS	1,000.
COMMUNITY INITIATIVES 1000 BROADWAY SUITE 480 OAKLAND, CA 94607	NONE	PC	FUNDS DESIGNATED FOR THE MEMORY CARE CAFE	1,000.
COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
COMPASS FAMILY SERVICES 49 POWELL STREET, 3RD FLOOR SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	800.
CONSULTATIVE GROUP ON BIOLOGICAL DIVERSITY P.O. BOX 29361 SAN FRANCISCO, CA 94129	NONE	PC	FUNDS FOR 2018 MEMBERSHIP DUES.	32,500.
CORA COMMUNITY OVERCOMING RELATIONSHIP ABUSE 2211 PALM AVENUE SAN MATEO, CA 94403	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
CORA COMMUNITY OVERCOMING RELATIONSHIP ABUSE 2211 PALM AVENUE SAN MATEO, CA 94403	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
<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
CORO NORTHERN CALIFORNIA INC. 233 SANSOME STREET, SUITE 400 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR DEVELOPMENT OF THE WATER SOLUTIONS NETWORK AND IMPLEMENTATION OF THE FIRST COHORT.	551,000.
CORO NORTHERN CALIFORNIA INC. 233 SANSOME STREET, SUITE 400 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS TO IMPLEMENT COHORTS TWO AND THREE OF THE WATER SOLUTIONS NETWORK AND FOR ONGOING NETWORK ENGAGEMENT	951,520.
CORPUS CHRISTI CATHOLIC CHURCH 322 ST. JAMES DRIVE PIEDMONT, CA 94611	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	6,540.
COUNCIL ON FOUNDATIONS INC 2121 CRYSTAL DRIVE, SUITE 700 ARLINGTON, VA 22202	NONE	PC	FUNDS FOR 2018 ANNUAL MEMBERSHIP RENEWAL.	21,600.
CRYSTAL SPRINGS UPLANDS SCHOOL 400 UPLANDS DRIVE HILLSBOROUGH, CA 94010	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTORS GRANT PROGRAM DESIGNATED FOR CRYSTAL SPRINGS UPLANDS SCHOOLS BUILDING BRILLIANCE CAPITAL CAMPAIGN.	100,000.
CSU BAKERSFIELD AUXILIARY FOR SPONSORED PROGRAMS ADMINISTRATION 9001 STOCKDALE HIGHWAY, MAIL STOP: 24 DDH BAKERSFIELD, CA 93311-1022	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. STATE COLLEGE BOULEVARD FULLERTON, CA 92831-3014	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
DIGNITY AND POWER NOW 3655 S. GRAND AVENUE, SUITE 240 LOS ANGELES, CA 90007	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	2,500.
DUKE UNIVERSITY OFFICE OF RESEARCH SUPPORT, 2200 W. MAIN STREET, SUITE 710 DURHAM, NC 27705-4677	NONE	PC	FUNDS TO BUILD AN INTERNET OF WATER BY COORDINATING THE ACTIVITIES OF REGIONAL DATA HUBS AND ADVOCATING FOR THE VALUE OF DATA	150,000.
EAST BAY SPCA 8323 BALDWIN STREET OAKLAND, CA 94621	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
EAST OAKLAND YOUTH DEVELOPMENT CENTER 8200 INTERNATIONAL BOULEVARD OAKLAND, CA 94621	NONE	PC	FUNDS DESIGNATED FOR EVERYDAY GIVING - EDUCATION EMPOWERMENT (GED/PROJECT JOY)	300.
EDSOURCE INC 436 14TH STREET, SUITE 1005 OAKLAND, CA 94612	NONE	PC	FUNDS FOR RESEARCH AND COMMUNICATIONS ON FOUNDATION EDUCATION ISSUES PERTAINING TO MATH, SCIENCE, AND CHARACTER DEVELOPMENT	300,000.
EDSOURCE INC 436 14TH STREET, SUITE 1005 OAKLAND, CA 94612	NONE	PC	FUNDS FOR RESEARCH AND COMMUNICATIONS ON FOUNDATION EDUCATION ISSUES.	300,000.
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE	PC	FUNDS TO DEVELOP THE CENTRAL VALLEY HABITAT EXCHANGE, WHICH WILL USE EXISTING MITIGATION FUNDS TO INCENTIVIZE RANCHERS AND FARMERS TO RESTORE, PROTECT AND STEWARD CRITICAL WILDLIFE HABITAT.	1,200,000.
<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
ENVIRONMENTAL GRANTMAKERS ASSOCIATION 475 RIVERSIDE DRIVE, SUITE 960 NEW YORK, NY 10115	NONE	PC	FUNDS FOR 2018 MEMBERSHIP DUES	30,155.
ENVIRONMENTAL GRANTMAKERS ASSOCIATION 475 RIVERSIDE DRIVE, SUITE 960 NEW YORK, NY 10115	NONE	PC	FUNDS FOR THE BLUE SKY FUNDERS FORUM, A PARTNERSHIP OF FUNDERS STRIVING TO STRENGTHEN THE FIELD OF ENVIRONMENTAL EDUCATION	25,000.
EQUAL JUSTICE INITIATIVE 122 COMMERCE STREET MONTGOMERY, AL 36104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	3,000.
EQUAL JUSTICE INITIATIVE 122 COMMERCE STREET MONTGOMERY, AL 36104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	240.
EVERYTOWN FOR GUN SAFETY SUPPORT FUND INC. P.O. BOX 3886 NEW YORK, NY 10163	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	900.
FLORENCE IMMIGRANT AND REFUGEE RIGHTS PROJECT P.O. BOX 654 FLORENCE, AZ 85132	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	300.
FOUNDATION CENTER DBA CANDID 32 OLD SLIP, 24TH FLOOR NEW YORK, NY 10005	NONE	PC	FUNDS TO IMPROVE, SCALE, AND APPLY TECHNOLOGY THAT WILL EXTRACT NEAR REAL-TIME INFORMATION ABOUT PHILANTHROPY FROM ONLINE NEWS ARTICLES	194,483.
<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
FOUNDATION CENTER 312 SUTTER STREET, #606 SAN FRANCISCO, CA 94108	NONE	PC	FUNDS TO BUILD FOUNDATION CENTER'S ORGANIZATIONAL CAPACITY AND EXPAND THE PUBLIC'S UNDERSTANDING OF PHILANTHROPY	17,500.
FOUNDATION FOR CALIFORNIA COMMUNITY COLLEGES (CALIFORNIA AFTERSCHOOL NETWORK) 1102 Q. STREET SUITE 4800 SACRAMENTO, CA 95811	NONE	PC	FUNDS FOR THE CALIFORNIA AFTERSCHOOL NETWORK TO UPDATE, PILOT, AND PUBLISH A DIGITIZED VERSION OF ITS QUALITY TOOLS AIMED AT ADDRESSING CONTINUOUS IMPROVEMENT IN CALIFORNIA'S EXPANDED LEARNING FIELD	245,161.
FRANCISCO PARK CONSERVANCY P.O. BOX 475035 SAN FRANCISCO, CA 94147	NONE	PC	FUNDS TO SUPPORT THE TRANSFORMATION OF THE FRANCISCO RESERVOIR TO A NEW PUBLIC PARK FOR SAN FRANCISCO	250,000.
FRIENDS OF MALAWI 7940 SW 11TH AVENUE PORTLAND, OR 97219	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
FRIENDS OF PERALTA HACIENDA HISTORICAL PARK 2465 34TH AVENUE OAKLAND, CA 94601	NONE	PC	FUNDS DESIGNATED FOR KHMER NEW YEAR FESTIVAL	8,000.
FUNDERS' NETWORK FOR SMART GROWTH AND LIVABLE COMMUNITIES INC. 6705 SW 57TH AVENUE, SUITE 700 CORAL GABLES, FL 33143	NONE	PC	FUNDS TO SUPPORT SMART GROWTH CALIFORNIA, A NETWORK OF PHILANTHROPIC ORGANIZATIONS ADVANCING SUSTAINABLE COMMUNITIES IN CALIFORNIA, AND THE STORMWATER FUNDERS' GROUP	57,500.
GIFFORDS LAW CENTER TO PREVENT GUN VIOLENCE 268 BUSH STREET, SUITE #555 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
<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
GIFFORDS LAW CENTER TO PREVENT GUN VIOLENCE 268 BUSH STREET, SUITE #555 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
GIFFORDS LAW CENTER TO PREVENT GUN VIOLENCE 268 BUSH STREET, SUITE #555 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
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	4,733,700.
GLOBALGIVING FOUNDATION INC 1110 VERMONT AVENUE NW, SUITE 550 WASHINGTON, DC 20005	NONE	PC	FUNDS DESIGNATED FOR SYRIAN REFUGEE RELIEF FUND	460.
GLOBALGIVING FOUNDATION INC 1110 VERMONT AVENUE NW, SUITE 550 WASHINGTON, DC 20005	NONE	PC	FUNDS FOR PUERTO RICO AND CARIBBEAN RELIEF EFFORTS	1,000.
GLOBALGIVING FOUNDATION INC 1110 VERMONT AVENUE NW, SUITE 550 WASHINGTON, DC 20005	NONE	PC	FUNDS DESIGNATED FOR CHILDREN'S CHARITY	200.
GOLDEN GATE NATIONAL PARKS CONSERVANCY 201 FORT MASON, 3RD FLOOR SAN FRANCISCO, CA 94123	NONE	PC	SUPPORT TO ENHANCE THE SYSTEMS AND PRACTICES NEEDED TO EFFECTIVELY IMPLEMENT LARGE-SCALE STEWARDSHIP OF CALIFORNIA'S NATURAL SYSTEMS	242,000.
<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, 3RD FLOOR SAN FRANCISCO, CA 94123	NONE	PC	SUPPORT TO ENHANCE THE SYSTEMS AND PRACTICES NEEDED TO EFFECTIVELY IMPLEMENT LARGE-SCALE STEWARDSHIP OF CALIFORNIA'S NATURAL SYSTEMS	771,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY 201 FORT MASON, 3RD FLOOR 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.	7,000,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY 201 FORT MASON, 3RD FLOOR SAN FRANCISCO, CA 94123	NONE	PC	FUNDS FOR THE TAMALPAIS LANDS COLLABORATIVE, A CROSS-SECTOR EFFORT TO COORDINATE LAND STEWARDSHIP ACTIVITIES IN THE TAMALPAIS REGION OF MARIN COUNTY.	8,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY 201 FORT MASON, 3RD FLOOR 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.	500,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY 201 FORT MASON, 3RD FLOOR 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.
GRAND VALLEY STATE UNIVERSITY 2015 JAMES H. ZUMBERGE HALL, 1 CAMPUS DRIVE ALLENDALE, MI 49401	NONE	PC	FUNDS FOR RESEARCH ON FOUNDATION SPEND DOWNS AND CORE SUPPORT FOR THE FOUNDATION REVIEW	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
GRANTMAKERS FOR EDUCATION 851 SW 6TH AVENUE, SUITE 350 PORTLAND, OR 97204	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL	19,500.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1310 L STREET BW, SUITE 650 WASHINGTON, DC 20005	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL	15,000.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1310 L STREET BW, SUITE 650 WASHINGTON, DC 20005	NONE	PC	FUNDS FOR UNRESTRICTED SUPPORT AS GEO MATURES FROM A RESEARCH-FOCUSED ORGANIZATION TO AN ACTIVE PLAYER IN BUILDING OUT THE PHILANTHROPIC ECOSYSTEM	50,000.
HEAD-ROYCE SCHOOL 4315 LINCOLN AVENUE OAKLAND, CA 94602	NONE	PC	FUNDS FOR THE SOUTH CAMPUS DEVELOPMENT PROJECT, WHICH INCLUDES NEW CONSTRUCTION, RENOVATIONS, LANDSCAPING, AND INFRASTRUCTURE IMPROVEMENTS.	1,000,000.
HEAD-ROYCE SCHOOL 4315 LINCOLN AVENUE OAKLAND, CA 94602	NONE	PC	FUNDS TO PROVIDE IMMEDIATE SUPPORT FOR CURRENT SCHOOL YEAR PROGRAMS.	15,000.
HEBREW FREE LOAN ASSOCIATION OF SAN FRANCISCO 131 STEUART STREET SAN FRANCISCO, CA 94105	NONE	PC	FUNDS DESIGNATED FOR ADOPTION LOANS	1,000.
HIGHLAND OAKS DESIGNING DADS 10 VIRGINIA ROAD ARCADIA, CA 91006	NONE	PC	FUNDS DESIGNATED FOR STEP IT UP! FITNESS FUNDRAISER SPONSORING MADISON CHANG AND PEYTON CHANG	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
HOLY CROSS ORTHODOX MONASTERY 34700 PALOMARES ROAD CASTRO VALLEY, CA 94552-9624	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
HUMAN RIGHTS CAMPAIGN FOUNDATION ATTN: FEDERAL CLUB COUNCIL, 1640 RHODE ISLAND AVENUE N.W. WASHINGTON, DC 20036-3278	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
INDEPENDENT BERKELEY STUDENT PUBLISHING CO INC 2483 HEARST AVENUE BERKELEY, CA 94709	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
INDEPENDENT SECTOR CL#500058, PO BOX 5007 MERRIFIELD, VA 22116-5007	NONE	PC	FUNDS FOR 2018 ANNUAL MEMBERSHIP RENEWAL.	17,150.
INNOVATION NETWORK, INC. 1625 K STREET, NW, SUITE 1050 WASHINGTON, DC 20006	NONE	PC	FUNDS TO IMPROVE AND EXPAND THE EVALUATION ROUNDTABLE	150,000.
INSTITUTE OF ART THERAPY INC. 200 NORTH GREENSBORO STREET, D-6 CARRBORO, NC 27510	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	300.
INTERNATIONAL COMMUNITY OF KHMER BUDDHIST MONKS CENTER 633 DOUGLAS AVENUE OAKLAND, CA 94603	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
<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
INTERNATIONAL COMMUNITY OF KHMER BUDDHIST MONKS CENTER 633 DOUGLAS AVENUE OAKLAND, CA 94603	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	6,000.
INTERNATIONAL REFUGEE ASSISTANCE PROJECT, INC. 40 RECTOR STREET, 9TH FLOOR NEW YORK, NY 10026	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
INTERNATIONAL REFUGEE ASSISTANCE PROJECT, INC. 40 RECTOR STREET, 9TH FLOOR NEW YORK, NY 10026	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	450.
INTERNATIONAL RELIEF TEAMS 4560 ALVARADO CANYON ROAD, SUITE 1H SAN DIEGO, CA 92120	NONE	PC	FUNDS DESIGNATED FOR PUERTO RICO RELIEF	1,000.
INTERNATIONAL RESCUE COMM 122 EAST 42ND STREET NEW YORK, NY 10168-0002	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
INTERNATIONAL RESCUE COMM 122 EAST 42ND STREET NEW YORK, NY 10168-0002	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110-1426	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
<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
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110-1426	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	360.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110-1426	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110-1426	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110-1426	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	120.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110-1426	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110-1426	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	150.
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110-1426	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 KQEDS TELEVISION, RADIO, WEB, AND EDUCATION DIVISIONS.	75,000.
<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
LAFAYETTE PARTNERS IN EDUCATION P. O. BOX 923 LAFAYETTE, CA 94549	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	2,600.
LAND TRUST ALLIANCE INCORPORATED 1250 H STREET NW, SUITE 600 WASHINGTON, DC 20005	NONE	PC	FUNDS TO RE-ENVISION, REVISE, AND REINVIGORATE EDUCATION AND ACCREDITATION PROGRAMS AND HARNESS NEW STATE-OF-THE-ART TECHNOLOGY TO PREPARE LAND TRUSTS FOR THE NEXT DECADE AND FOSTER THEIR CONTINUOUS LEARNING AND IMPROVEMENT.	499,800.
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	750,000.
LECONTE ELEMENTARY PTA 2241 RUSSELL STREET BERKELEY, CA 94705	NONE	PC	FUNDS DESIGNATED FOR KINDERGARTEN-FOCUSED EXPENSES (KINDER-FUND)	500.
LECONTE ELEMENTARY PTA 2241 RUSSELL STREET BERKELEY, CA 94705	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
LEUKEMIA & LYMPHOMA SOCIETY INC. 3 INTERNATIONAL DRIVE, SUITE 200 RYE BROOK, NY 10573	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	100.
LOCAL GOVERNMENT COMMISSION 980 9TH STREET, SUITE 1700 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR SCHOLARSHIPS TO LGC'S 2018 CALIFORNIA ADAPTATION FORUM	10,000.
<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
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139-4307	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTOR'S GRANT PROGRAM DESIGNATED FOR THE ENDOWMENT	100,000.
MEDECINS SANS FRONTIERS USA INC. 40 RECTOR STREET, 9TH FLOOR NEW YORK, NY 10006	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
MICHAEL J. FOX FOUNDATION FOR PARKINSON'S RESEARCH DONATION PROCESSING, P.O. BOX 5014 HAGERSTOWN, MD 21741-5014	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
MISSION BIT 101 A CLAY STREET, SUITE 121 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
MISSION ECONOMIC DEVELOPMENT AGENCY 2301 MISSION STREET, SUITE 301 SAN FRANCISCO, CA 94110	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	300.
NATIONAL 4-H COUNCIL 7100 CONNECTICUT AVENUE CHEVY CHASE, MD 20815	NONE	PC	FUNDS TO SUPPORT NATIONAL 4-H COUNCIL TO SCALE THE USE OF COMMON MEASURES AND LESSON STUDY WITH A COHORT OF TEN LAND-GRANT UNIVERSITIES (LGUS) THAT REPRESENT HISTORICALLY UNDERRESOURCED INSTITUTIONS	945,000.
NATIONAL 4-H COUNCIL 7100 CONNECTICUT AVENUE CHEVY CHASE, MD 20815	NONE	PC	FUNDS TO SUPPORT THE FIRST WAVE OF A MULTI-WAVE ROLL-OUT OF COMMON MEASURES AND LESSON STUDY IMPLEMENTATION AND INTEGRATION.	1,169,685.
<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 TO SUPPORT THE MIGRATORY BIRD CONSERVATION PARTNERSHIP'S CAPACITY BUILDING AND PROGRAMMATIC ACTIVITIES	763,310.
NATIONAL AUDUBON SOCIETY INC 225 VARICK STREET, 7TH FLOOR NEW YORK, NY 10014	NONE	PC	FUNDS DESIGNATED FOR AUDUBON CALIFORNIA	10,000.
NATIONAL AUDUBON SOCIETY INC 225 VARICK STREET, 7TH FLOOR NEW YORK, NY 10014	NONE	PC	FUNDS GIVEN IN HONOR OF KATIE O'BRIEN TO SUPPORT THE 36TH ANNUAL DONAL O'BRIEN FAMILY BIRD-A-THON.	2,500.
NATIONAL AUDUBON SOCIETY INC 225 VARICK STREET, 7TH FLOOR NEW YORK, NY 10014	NONE	PC	FUNDS TO SUPPORT AUDUBON'S COLORADO RIVER EFFORTS WITHIN ITS WESTERN WATER INITIATIVE.	150,000.
NATIONAL CATHOLIC REPORTER PUBLISHING COMPANY 115 EAST ARMOUR BOULEVARD KANSAS CITY, MO 64111-1203	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTORS GRANT PROGRAM.	50,000.
NATIONAL CENTER FOR FAMILY PHILANTHROPY INC 1667 K STREET, NW, SUITE 550 WASHINGTON, DC 20006	NONE	PC	FUNDS TO CREATE, CURATE, AND DISSEMINATE KEY LEARNINGS ON FOUNDATION SPEND DOWNS	150,000.
NATIONAL CENTER FOR TEACHER RESIDENCIES INC 1332 NORTH HALSTED STREET #304 CHICAGO, IL 60642	NONE	PC	FUNDS FOR TECHNICAL ASSISTANCE AND STRATEGIC PLANNING FOR CALIFORNIA STATE UNIVERSITY RESIDENCY AND CLINICALLY-ORIENTED TEACHER PREPARATION PROGRAMS	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
NATIONAL CENTER FOR TEACHER RESIDENCIES INC 1332 NORTH HALSTED STREET #304 CHICAGO, IL 60642	NONE	PC	FUNDS FOR TECHNICAL ASSISTANCE AND STRATEGIC PLANNING FOR CALIFORNIA STATE UNIVERSITY RESIDENCY AND CLINICALLY-ORIENTED TEACHER PREPARATION PROGRAMS	216,263.
NATIONAL COUNCIL OF YOUNG MENS CHRISTIAN ASSNS OF THE USA 101 NORTH WACKER DRIVE CHICAGO, IL 60606-1784	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.	5,221,121.
NATIONAL DISASTER SEARCH DOG FOUNDATION INC 6800 WHEELER CANYON ROAD SANTA PAULA, CA 93060	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTOR'S GRANT PROGRAM FOR UNRESTRICTED GENERAL SUPPORT	100,000.
NATIONAL FISH AND WILDLIFE FOUNDATION 1133 15TH STREET NW WASHINGTON, DC 20008	NONE	PC	FUNDS TO SUPPORT EFFORTS TO BETTER MONITOR STREAM CONDITIONS.	450,000.
NATIONAL IMMIGRATION LAW CENTER 3435 WILSHIRE BOULEVARD, SUITE 1600 LOS ANGELES, CA 90010	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
NATIONAL PARK FOUNDATION 1110 VERMONT AVENUE NW, SUITE 200 WASHINGTON, DC 20005	NONE	PC	FUNDS TO BUILD THE LOVE YOUR PARK NETWORK INTO AN EFFECTIVE PARTNER SUPPORT TOOL THAT BOOSTS VOLUNTEERISM, AND EVENTUALLY FINANCIAL SUPPORT, IN NATIONAL PARK UNITS ACROSS THE COUNTRY	250,000.
NATIONAL PARK FOUNDATION 1110 VERMONT AVENUE NW, SUITE 200 WASHINGTON, DC 20005	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.

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 PARK FOUNDATION 1110 VERMONT AVENUE NW, SUITE 200 WASHINGTON, DC 20005	NONE	PC	FUNDS TO ENHANCE THE STRENGTH OF PARTNERSHIPS WITHIN NATIONAL PARKS.	300,000.
NATIONAL PARK FOUNDATION 1110 VERMONT AVENUE NW, SUITE 200 WASHINGTON, DC 20005	NONE	PC	FUNDS TO ENHANCE THE STRENGTH OF PARTNERSHIPS WITHIN NATIONAL PARKS.	633,000.
NATIONAL PARKS CONSERVATION ASSOCIATION 777 SIXTH STREET NW, SUITE 700 WASHINGTON, DC 20001	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
NATIONAL PARKS CONSERVATION ASSOCIATION 777 SIXTH STREET NW, SUITE 700 WASHINGTON, DC 20001	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
NATIONAL PUBLIC EDUCATION SUPPORT FUND 1900 L STREET NW, SUITE 520 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR MEMBERSHIP ON THE GRANTMAKERS FOR THRIVING YOUTH STEERING COMMITTEE AND OUT-OF-SCHOOL TIME WORKGROUP.	25,000.
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.
NATIONAL TRUST FOR HISTORIC PRESERVATION IN THE UNITED STATES THE WATERGATE OFFICE BULIDING, 2600 VIRGINIA AVENUE NW, SUITE 1000 WASHINGTON, DC 20037	NONE	PC	FUNDS FOR THE NATIONAL TRUST FOR HISTORIC PRESERVATION'S NATIONAL PRESERVATION CONFERENCE TO ENABLE THE TRUST TO IMPLEMENT A SUITE OF PROGRAMMING AT THE CONFERENCE DEDICATED TO PRESERVING CULTURAL LANDSCAPES	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
NATURAL RESOURCES DEFENSE COUNCIL INC. 40 WEST 20 STREET NEW YORK, NY 10011	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	450.
NATURE CONSERVANCY 201 MISSION STREET, FOURTH 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.	250,000.
NATURE CONSERVANCY 201 MISSION STREET, FOURTH 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.	500,000.
NATURE CONSERVANCY 201 MISSION STREET, FOURTH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	FUNDS TO SUPPORT THE MIGRATORY BIRD CONSERVATION PARTNERSHIP'S CAPACITY BUILDING AND PROGRAMMATIC ACTIVITIES	782,095.
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
NATUREBRIDGE 28 GEARY STREET, SUITE 650 SAN FRANCISCO, CA 94108	NONE	PC	FUNDS TO CONTINUE NATUREBRIDGES ORGANIZATION-WIDE INITIATIVE FOCUSED ON INCREASING ITS INTERNAL CAPACITY TO DEVELOP CHARACTER IN YOUTH AND TO DISSEMINATE ITS LEARNING TO THE LARGER ENVIRONMENTAL EDUCATION FIELD.	1,375,878.
<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
NEIGHBORHOOD FUNDERS GROUP 436 14TH STREET, SUITE 425 OAKLAND, CA 94612	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
NETWORK FOR LANDSCAPE CONSERVATION P.O. BOX 1587 BOZEMAN, MT 59771	NONE	PC	FUNDS FOR THE IMPLEMENTATION OF THE NETWORK FOR LANDSCAPE COLLABORATION'S UPDATED STRATEGIC PLAN	75,000.
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036-2656	NONE	PC	FUNDS FOR THE 2020 CENSUS PROJECT TO IMPROVE THE DESIGN AND IMPLEMENTATION OF THE 2020 CENSUS, AN EFFORT LAUNCHED BY NEW VENTURE FUND IN COLLABORATION WITH FOUNDATION LEADERS.	150,000.
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036-2656	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.
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR STREET, SUITE 360 SAN FRANCISCO, CA 94105	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL AND ADDITIONAL \$2,500 TO SUSTAIN AND ADVANCE NCGS DISASTER RESILIENCE, RELIEF AND RECOVERY READINESS.	19,250.
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR STREET, SUITE 360 SAN FRANCISCO, CA 94105	NONE	PC	FUNDS TO SUPPORT NCG'S ANNUAL CONFERENCE "TOGETHER FOR GOOD" AT THE GOLD LEVEL.	15,000.
OAKLAND MILITARY INSTITUTE COLLEGE PREPARATORY ACADEMY 3911 LUSK STREET OAKLAND, CA 94608	NONE	PC	FUNDS FOR THE ANNUAL GOVERNOR'S BENEFIT LUNCHEON ON FEBRUARY 8, 2018. ALL BENEFITS WAIVED.	5,000.
<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
OAKLAND MUSEUM OF CALIFORNIA 1000 OAK STREET OAKLAND, CA 94607	NONE	PC	FUNDS FOR THE MUSEUM TO REVITALIZE ITS URBAN GARDENS.	125,000.
OAKLAND UNIFIED SCHOOL DISTRICT 1000 BROADWAY, SUITE 600 OAKLAND, CA 94607	NONE	PC	FUNDS FOR THE PURCHASE OF TEACHER GUIDES AND STUDENT WORKBOOKS TO COMPLEMENT THE NGSS FOSS KITS	233,955.
OREGON SHAKESPEARE FESTIVAL ASSOCIATION 15 S. PIONEER STREET ASHLAND, OR 97520	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	3,000.
OREGON SHAKESPEARE FESTIVAL ASSOCIATION 15 S. PIONEER STREET ASHLAND, OR 97520	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
OUTWARD BOUND INC. 4 AIRLINE DRIVE, SUITE 202 ALBANY, NY 12205	NONE	PC	FUNDS TO SUPPORT THE CREATION OF THE OUTWARD BOUND PROFESSIONAL LEARNING LAB, A SYSTEM-WIDE INITIATIVE TO IDENTIFY RESEARCH-BASED BEST PRACTICES FOR CHARACTER DEVELOPMENT AND TO TRANSLATE THEM INTO TRAININGS FOR ALL OUTWARD BOUND INSTRUCTORS.	1,885,031.
PACIFIC CREST TRAIL ASSOCIATION 1331 GARDEN HIGHWAY SACRAMENTO, CA 95833	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
PACIFICA EDUCATION FOUNDATION 375 REINA DEL MAR AVENUE PACIFICA, CA 94044	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	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
PACIFICA LAND TRUST P. O. BOX 988 PACIFICA, CA 94044	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
PARTNERSHIP FOR CHILDREN AND YOUTH 1330 BROADWAY, SUITE 601 OAKLAND, CA 94612	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
PARTNERSHIP FOR CHILDREN AND YOUTH 1330 BROADWAY, SUITE 601 OAKLAND, CA 94612	NONE	PC	FUNDS TO SUPPORT COLLABORATION BETWEEN OST AND SCHOOL DISTRICTS TO PROMOTE SEL	250,000.
PARTNERSHIP FOR CHILDREN AND YOUTH 1330 BROADWAY, SUITE 601 OAKLAND, CA 94612	NONE	PC	FUNDS TO SUPPORT COLLABORATION BETWEEN OST PROVIDERS AND SCHOOL DISTRICTS TO PROMOTE SEL.	200,000.
PARTNERSHIP FOR CHILDREN AND YOUTH 1330 BROADWAY, SUITE 601 OAKLAND, CA 94612	NONE	PC	FUNDS TO SUPPORT COLLABORATION BETWEEN OST PROVIDERS AND SCHOOL DISTRICTS TO PROMOTE SEL.	180,404.
PARTNERSHIP FOR LOS ANGELES SCHOOLS 1055 WILSHIRE BOULEVARD, SUITE 1850 LOS ANGELES, CA 90017	NONE	PC	FUNDS TO SUPPORT IMPLEMENTATION OF STATE MATH AND SCIENCE STANDARDS.	800,000.
PARTNERSHIP FOR LOS ANGELES SCHOOLS 1055 WILSHIRE BOULEVARD, SUITE 1850 LOS ANGELES, CA 90017	NONE	PC	FUNDS TO RESEARCH, IMPLEMENT, AND DISSEMINATE PROMISING PRACTICES IN FAMILY ENGAGEMENT.	350,000.
<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
PARTNERSHIP FOR LOS ANGELES SCHOOLS 1055 WILSHIRE BOULEVARD, SUITE 1850 LOS ANGELES, CA 90017	NONE	PC	FUNDS TO SUPPORT THE IMPLEMENTATION OF CALIFORNIA'S MATH AND SCIENCE STANDARDS.	350,000.
PARTNERSHIP FOR PUBLIC SERVICE INC. 1100 NEW YORK AVENUE NW, SUITE 200 EAST WASHINGTON, DC 20005	NONE	PC	FUNDS FOR STRATEGIC PLANNING PROCESS	100,000.
PARTNERSHIP PROJECT INC P.O. BOX 65826, SUITE 1010 WASHINGTON, DC 20035	NONE	PC	FUNDS TO CREATE A REPLICABLE AND SCALABLE MODEL FOR ACTION-ORIENTED MAPPING OF EXISTING AND AVAILABLE FIELD RESOURCES	100,000.
PARTNERSHIPS FOR CHANGE THE PRESIDIO OF SAN FRANCISCO, PO BOX 29455 SAN FRANCISCO, CA 94129	NONE	PC	FUNDS TO SUPPORT PLANNING ACTIVITIES FOR THE LET SCIENCE SPEAK VIDEO SERIES	250,000.
PEAK GRANTMAKING INC. 1666 K STREET NW SUITE 440 WASHINGTON, DC 20006	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL	5,340.
PHILADELPHIA YOUTH FOR CHANGE 1231 NORTH BROAD STREET, 5TH FLOOR PHILADELPHIA, PA 19122	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	100.
PHILANTHROPY ROUNDTABLE 1120 20TH STREET NW, SUITE 550 SOUTH WASHINGTON, DC 20036	NONE	PC	FUNDS FOR GENERAL OPERATING SUPORT	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
PLAYWORKS EDUCATION ENERGIZED 650 5TH STREET, SUITE 311 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.	2,966,000.
PLAYWORKS EDUCATION ENERGIZED 650 5TH STREET, SUITE 311 SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT (FOR SAN FRANCISCO)	1,000.
PLAYWORKS EDUCATION ENERGIZED 650 5TH STREET, SUITE 311 SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,194.
PLAYWORKS EDUCATION ENERGIZED 650 5TH STREET, SUITE 311 SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	3,500.
PLAYWORKS EDUCATION ENERGIZED 650 5TH STREET, SUITE 311 SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	206.
POINT REYES BIRD OBSERVATORY DBA POINT BLUE CONSERVATION SCIENCE 638 3RD STREET PETALUMA, CA 94954	NONE	PC	FUNDS TO SUPPORT THE MIGRATORY BIRD CONSERVATION PARTNERSHIP'S CAPACITY BUILDING AND PROGRAMMATIC ACTIVITIES	764,595.
POSITIVE COACHING ALLIANCE 1001 NORTH RENGSTORFF AVENUE, SUITE 100 MOUNTAIN VIEW, CA 94043	NONE	PC	FUNDS FOR PCAS EVALUATION EFFORTS AND CAPACITY TO USE DATA FOR CONTINUOUS IMPROVEMENT	481,200.
<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
PRACTICE SPACE INC 1600 NAVELLIER STREET EL CERRITO, CA 94530	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
PRESIDENT-BOARD OF TRUSTEES SANTA CLARA COLLEGE 500 EL CAMINO REAL SANTA CLARA, CA 95053-0015	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTOR'S GRANT PROGRAM DESIGNATED FOR THE LAW SCHOOL ENDOWMENT	100,000.
PRESIDENT-BOARD OF TRUSTEES SANTA CLARA COLLEGE 500 EL CAMINO REAL SANTA CLARA, CA 95053-0015	NONE	PC	FUNDS FOR THEATRE ARTS	100.
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 CONDUCT A SURVEY THAT COVERS TIMELY TOPICS AND THEMES IN K-12 EDUCATION.	40,050.
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET, SUITE 600 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS FOR CONTINUED SUPPORT OF THE PUBLIC POLICY INSTITUTE OF CALIFORNIA'S WATER POLICY CENTER	3,500,000.
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	500,000.
<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
QCC-THE CENTER FOR LESBIAN GAY BISEXUAL TRANSGENDER ART & CULTURE TRANS MARCH, 3543 18TH STREET #4 SAN FRANCISCO, CA 94110	NONE	PC	FUNDS DESIGNATED FOR TRANS MARCH	500.
RAPE, ABUSE & INCEST NATIONAL NETWORK 1220 L STREET NW, SUITE 505 WASHINGTON, DC 20005	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	400.
RAPE, ABUSE & INCEST NATIONAL NETWORK 1220 L STREET NW, SUITE 505 WASHINGTON, DC 20005	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	450.
REFUGEE AND IMMIGRANT CENTER FOR EDUCATION AND LEGAL SERVICES 1305 NORTH FLORES STREET SAN ANTONIO, TX 78212	NONE	PC	FUNDS DESIGNATED FOR FAMILY REUNIFICATION AND BOND FUND	400.
REGENTS OF THE UNIVERSITY OF CALIFORNIA OFFICE OF CONTRACTS AND GRANTS, 2801 SECOND STREET DAVIS, CA 95618	NONE	PC	FUNDS FOR THE 2018 ROSENBERG INTERNATIONAL FORUM ON WATER POLICY TO BE HELD IN SAN JOSE AND TO FOCUS ON GROUNDWATER MANAGEMENT	25,000.
REGENTS OF THE UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET ANN ARBOR, MI 48109-1340	NONE	PC	FUNDS TO EXPAND THE SUCCESSFUL TEACHINGWORKS CSU FELLOWSHIP, OFFERED AS TECHNICAL ASSISTANCE TO CSU NEW GENERATION OF EDUCATORS INITIATIVE GRANTEEES, INCLUDING TRIPLING THE SIZE OF THE FELLOWSHIP AND EXECUTING A NEW SUMMER LAB CLASS THAT WILL BE OPEN TO	250,000.
REGENTS OF THE UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET ANN ARBOR, MI 48109-1340	NONE	PC	FUNDS TO EXPAND THE SUCCESSFUL TEACHINGWORKS CSU FELLOWSHIP, OFFERED AS TECHNICAL ASSISTANCE TO CSU NEW GENERATION OF EDUCATORS INITIATIVE GRANTEEES, INCLUDING TRIPLING THE SIZE OF THE FELLOWSHIP AND EXECUTING A NEW SUMMER LAB CLASS THAT WILL BE OPEN TO	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
RESOURCES LEGACY FUND 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	NONE	PC	FUNDS TO CONVENE CROSS-SECTORAL EXPERTS TO ADVISE ON A META-STRATEGY TO COMMUNICATE EFFECTIVELY ABOUT ENVIRONMENTAL PROTECTION	50,000.
RESULTS FOR AMERICA 1875 CONNECTICUT AVENUE NW, 10TH FLOOR WASHINGTON, DC 20009	NONE	PC	FUNDS FOR THE CAMPAIGN FOR CIVIC LIFE, CONDUCTED IN PARTNERSHIP WITH THE MARIAN B AND JACOB K. JAVITS FOUNDATION. THE CAMPAIGN IS A SERIES OF PUBLIC EVENTS, POLICY TOOLS, PUBLICATIONS, AND COMMUNICATIONS STRATEGIES DESIGNED TO ELEVATE THE	45,000.
RIVER NETWORK P.O. BOX 21387 BOULDER, CO 80308	NONE	PC	FUNDS FOR RIVER RALLY 2018 (APRIL 29-MAY 2), A PREMIER NATIONAL EVENT FOR PEOPLE PROTECTING AND RESTORING OUR NATIONS RIVERS	15,000.
ROCKEFELLER PHILANTHROPY ADVISORS INC 6 WEST 48TH STREET, 10TH FLOOR NEW YORK, NY 10036	NONE	PC	FUNDS FOR THE THEORY OF FOUNDATION INITIATIVE.	25,000.
ROCKEFELLER PHILANTHROPY ADVISORS 6 WEST 48TH STREET, 10TH FLOOR NEW YORK, NY 10036	NONE	PC	FUNDS TO ADVANCE THE WATER FIELD'S COMMUNICATIONS AND POLITICAL-WILL BUILDING CAPACITIES BY LAUNCHING AN UNBRANDED STRATEGIC COMMUNICATIONS FIRM FOR WATER.	850,000.
ROXIE THEATER 3125 16TH STREET SAN FRANCISCO, CA 94103	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
SAINT AGNES CHURCH 1025 MASONIC AVENUE SAN FRANCISCO, CA 94117	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
<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
SAN FRANCISCO BICYCLE COALITION EDUCATION FUND INC. 1720 MARKET STREET SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	890.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	220.
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.

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
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.	118,000.
SAN FRANCISCO GENERAL HOSPITAL FOUNDATION 2789 25TH STREET, SUITE 2028 SAN FRANCISCO, CA 94110	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
SAN FRANCISCO JAZZ ORGANIZATION 201 FRANKLIN STREET SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	160.
SAN MATEO COUNTY RESOURCE CONSERVATION DISTRICT 625 MIRAMONTES STREET, SUITE 103 HALF MOON BAY, CA 94019	NONE	PC	FUNDS TO CATALYZE A REGIONAL APPROACH TO NATURAL RESOURCE MANAGEMENT WITHIN THE SANTA CRUZ MOUNTAINS STEWARDSHIP NETWORK	220,000.
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.	100,000.
SANCHEZ ART CENTER 1220 LINDA MAR BOULEVARD #B PACIFICA, CA 94044	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
SANTA CATALINA SCHOOL 1500 MARK THOMAS DRIVE MONTEREY, CA 93940-5291	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTOR'S GRANT PROGRAM	200,000.
<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 CLARA COUNTY OFFICE OF EDUCATION 1290 RIDDER PARK DRIVE SAN JOSE, CA 95131-2304	NONE	PC	FUNDS TO INFUSE CHARACTER DEVELOPMENT INTO THE CALIFORNIA DEPARTMENT OF EDUCATION SYSTEM OF SUPPORT TECHNICAL ASSISTANCE PROVIDERS	200,000.
SAVE THE REDWOODS LEAGUE 111 SUTTER STREET, 11TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	FUNDS TO LAUNCH A NEW PARTNERSHIP AMONG THE SAVE THE REDWOODS LEAGUE, CALIFORNIA STATE PARKS, AND THE NATIONAL PARKS TO JOINTLY RESTORE AND STEWARD REDWOOD HABITATS ON THE NORTH COAST	500,000.
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.
SEATTLE FOUNDATION 1601 FIFTH AVENUE, SUITE 1900 SEATTLE, WA 98101	NONE	PC	FUNDS FOR THE EQUITABLE EVALUATION INITIATIVE.	200,000.
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	76,000.
SISTER SONG 1237 RALPH DAVID ABERNATHY BOULEVARD ATLANTA, GA 30310	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
SOCIAL SCIENCE RESEARCH COUNCIL ONE PIERREPONT PLAZA, 15TH FLOOR BROOKLYN, NY 11201	NONE	PC	FUNDS FOR A RESEARCH MAPPING AND TRANSLATION PROJECT THAT WILL BRING TOGETHER NASCENT SCHOLARLY LITERATURE FROM MULTIPLE FIELDS ON DIGITAL DISINFORMATION. THE PROJECT WILL PRODUCE A WEB PLATFORM INTENDED TO AMPLIFY THE IMPACT OF RELEVANT RESEARCH AMONG	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
SONOMA RESOURCE CONSERVATION DISTRICT 1221 FARMERS LANE, SUITE F SANTA ROSA, CA 95405	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT IN RECOGNITION OF WORK RELATED TO NORTH BAY FIRE RELIEF	75,000.
SOUTH OF MARKET CHILD CARE, INC. 790 FOLSOM STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA STREET #230 LOS ANGELES, CA 90012	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP DUES.	10,000.
SOUTHERN CENTER FOR HUMAN RIGHTS 83 POPLAR STREET NORTHWEST ATLANTA, GA 30303	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	600.
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVENUE MONTGOMERY, AL 36104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	400.
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVENUE MONTGOMERY, AL 36104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	450.
ST CALLISTUS CHURCH 3580 SAN PABLO DAM ROAD EL SOBRANTE, CA 94803	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	4,000.
<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
ST. ELIZABETH CATHOLIC CHURCH 1500 34TH AVENUE OAKLAND, CA 94601	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	2,200.
STUDENT CONSERVATION ASSOCIATION INC. 4245 NORTH FAIRFAX DRIVE, SUITE 900 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.	1,248,000.
SUSTAINABLE CONSERVATION 98 BATTERY STREET #302 SAN FRANCISCO, CA 94111	NONE	PC	FUNDING TO SUPPORT STATEWIDE SIMPLIFIED PERMITTING FOR RESTORATION PROJECTS	225,000.
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 FOR A CAPACITY-BUILDING INITIATIVE FOR CALIFORNIA'S RESOURCE CONSERVATION DISTRICTS	271,000.
SUSTAINABLE LAFAYETTE 1035 CAROL LANE LAFAYETTE, CA 94549	NONE	PC	FUNDS FOR DESIGNATED FOR URBAN FARMERS	200.
TAHIRIH JUSTICE CENTER 6401 ARLINGTON BOULEVARD, SUITE 300 FALLS CHURCH, VA 22042	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
<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
TEN STRANDS P.O. BOX 150869 SAN RAFAEL, CA 94915-0869	NONE	PC	FUNDS TO CONTINUE ACTION AND IMPLEMENTATION OF THE CALIFORNIA BLUEPRINT FOR ENVIRONMENTAL LITERACY	494,723.
TEXAS CIVIL RIGHTS PROJECT 1405 MONTOPOLIS DRIVE AUSTIN, TX 78741	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
TEXAS CIVIL RIGHTS PROJECT 1405 MONTOPOLIS DRIVE AUSTIN, TX 78741	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
THACHER SCHOOL INC. 5025 THACHER ROAD OJAI, CA 93023-9001	NONE	PC	FUNDS FOR THE HILLS BUILDING PROJECT RENOVATIONS	1,000,000.
THACHER SCHOOL INC. 5025 THACHER ROAD OJAI, CA 93023-9001	NONE	PC	FUNDS TO SUPPORT CONSTRUCTION OF THACHER SCHOOLS NEW DINING AND ADMINISTRATION BUILDING.	3,000,000.
THE ALAMEDA COUNTY COMMUNITY FOOD BANK INC ATTN: DEVELOPMENT DEPARTMENT, P.O. BOX 2599 OAKLAND, CA 94614	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	600.
THE ALAMEDA COUNTY COMMUNITY FOOD BANK INC ATTN: DEVELOPMENT DEPARTMENT, P.O. BOX 2599 OAKLAND, CA 94614	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	2,500.

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 ALS ASSOCIATION P.O. BOX 565 AGOURA HILLS, CA 91376	NONE	PC	2018 NAPA VALLEY RIDE TO DEFEAT ALS	1,000.
THE ASPEN INSTITUTE INC 2300 N STREET NW, SUITE 700 WASHINGTON, DC 20037	NONE	PC	FUNDS FOR THE NATIONAL COMMISSION ON SOCIAL, EMOTIONAL, AND ACADEMIC DEVELOPMENT	75,000.
THE ASPEN INSTITUTE INC 2300 N STREET NW, SUITE 700 WASHINGTON, DC 20037	NONE	PC	FUNDS FOR SPONSORSHIP OF THE 2018 ASPEN INSTITUTE WATER FORUM (MAY 30-JUNE 2), FOCUSED ON CHANGING THE SCALE OF WATER MANAGEMENT THROUGH INNOVATIVE PARTNERSHIPS, AGREEMENTS, AND CONTRACTS	30,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 366 GALVEZ STREET, MC 6015 STANFORD, CA 94305-6015	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 434 GALVEZ MALL STANFORD, CA 94305-6003	NONE	PC	FUNDS FOR CONSTRUCTION OF THE GEORGE P. SHULTZ BUILDING AT THE HOOVER INSTITUTION AT STANFORD UNIVERSITY.	500,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 434 GALVEZ MALL STANFORD, CA 94305-6003	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 JERRY YANG & AKIKO YAMAZAKI ENVIRONMENT & ENERGY BUILDING - MC 4205 PALO ALTO, CA 94305	NONE	PC	FUNDS TO SUPPORT WATER IN THE WEST'S WORK ON GROUNDWATER MANAGEMENT.	626,692.
<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 OFFICE OF SPONSORED RESEARCH, 3160 PORTER DRIVE, RM 193 PALO ALTO, CA 94304	NONE	PC	FUNDS FOR SNAP TO ENSURE THAT THEIR ONLINE MODULES ARE ACCESSIBLE TO A WIDE RANGE OF USERS IN CALIFORNIA BY IDENTIFYING THE BARRIERS TO COMPLETING COURSES, DEVELOPING SCAFFOLDS THAT WILL SUPPORT AND ENCOURAGE THEIR USE, AND TO MOVE ALL THE COURSE MATERIALS FROM	248,055.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY OFFICE OF SPONSORED RESEARCH PALO ALTO, CA 94304	NONE	PC	FUNDS TO DISSEMINATE THE FINDINGS OF GETTING DOWN TO FACTS II WITH KEY STAKEHOLDERS IN CALIFORNIA	250,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY OFFICE OF SPONSORED RESEARCH, 3160 PORTER DRIVE PALO ALTO, CA 94304	NONE	PC	FUNDS FOR A RESEARCH COLLABORATION DESIGNED TO CREATE A COMMON EVIDENCE BASE FOR UNDERSTANDING THE CURRENT STATE OF CALIFORNIA SCHOOL SYSTEMS AND LAY THE FOUNDATION FOR SUBSTANTIVE CONVERSATIONS ABOUT WHAT SHOULD BE SUSTAINED AND WHAT MIGHT BE IMPROVED TO	500,000.
THE CALIFORNIA EDUCATION PARTNERS ONE LOMBARD STREET #305 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS TO SUPPORT THE CONTINUATION OF THE MATH IN COMMON COMMUNITY OF PRACTICE FOR TWO YEARS AFTER PROJECT SUPPORT TO THE TEN DISTRICTS ENDS SO THEY CAN CONTINUE TO LEARN FROM EACH OTHER, SHARE RESOURCES, AND DISSEMINATE PROMISING PRACTICES TO CALIFORNIA'S	664,765.
THE CALIFORNIA EDUCATION PARTNERS ONE LOMBARD STREET #305 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS FOR THE MATH IN COMMON COMMUNITY OF PRACTICE	210,171.
THE CAREY SCHOOL ONE CAREY SCHOOL LANE SAN MATEO, CA 94403	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTOR'S GRANT PROGRAM DESIGNATED FOR THE CAREY SCHOOL'S CAPITAL CAMPAIGN	200,000.
THE CSU CHICO RESEARCH FOUNDATION 25 MAIN STREET, ZIP 870, CALIFORNIA STATE UNIVERSITY CHICO, CA 95929-0870	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.
<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 FORUM FOR YOUTH INVESTMENT 7064 EASTERN AVENUE NW WASHINGTON, DC 20012	NONE	PC	FUNDS FOR BUILDING THE FORUM FOR YOUTH INVESTMENT'S WEIKART CENTER'S CAPACITY TO PROVIDE TECHNICAL ASSISTANCE AND IMPROVE DATA FOR CONTINUOUS IMPROVEMENT IN OUT-OF-SCHOOL TIME PROGRAMS	498,000.
THE OAKLAND PUBLIC EDUCATION FUND P.O. BOX 71005 OAKLAND, CA 94612	NONE	PC	FUNDS DESIGNATED FOR SUPPORT FOR ELMHURST COMMUNITY PREP	1,000.
THE OAKLAND PUBLIC EDUCATION FUND P.O. BOX 71005 OAKLAND, CA 94612	NONE	PC	FUNDS DESIGNATED FOR ELMHURST COMMUNITY PREP	2,000.
THE SAN DIEGO FOUNDATION 2508 HISTORIC DECATUR ROAD, STREET 200 SAN DIEGO, CA 92106	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.	150,000.
THE U C DAVIS FOUNDATION UNIVERSITY OF CALIFORNIA, DAVIS WATERSHED SCIENCES BUILDING 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.	68,085.
THE U C DAVIS FOUNDATION UNIVERSITY OF CALIFORNIA, DAVIS WATERSHED SCIENCES BUILDING 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.
THERE WITH CARE OF THE BAY AREA 2682 MIDDLEFIELD ROAD, SUITE H REDWOOD CITY, CA 94063	NONE	PC	FUNDS FOR THE BAY AREA CHAPTER'S &#34;BE THERE WITH CARE&#34; EVENT ON SEPTEMBER 28, 2018. ALL BENEFITS WAIVED.	10,000.
<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
THUNDER VALLEY COMMUNITY DEVELOPMENT CORPORATION P.O. BOX 290 PORCUPINE, SD 57772	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200.
TRUST FOR CONSERVATION INNOVATION 38 GEARY STREET, SUITE 650 SAN FRANCISCO, CA 94108	NONE	PC	FUNDS TO SUPPORT CHANGESCALE, AN ORGANIZATION COMMITTED TO ENSURING THAT EVERY GENERATION IS INSPIRED WITH THE ENVIRONMENTAL KNOW-HOW TO CREATE HEALTHY COMMUNITIES AND A HEALTHY PLANET.	75,000.
TRUSTEES OF COLUMBIA UNIVERSITY GIFT SYSTEMS, COLUMBIA ALUMNI CENTER, 622 WEST 113TH STREET, MAIL CODE 4524 NEW YORK, NY 10025	NONE	PC	FUNDS DESIGNATED FOR UNRESTRICTED COLUMBIA COLLEGE FUND - IN HONOR OF MICHAEL LACOPO	1,000.
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 A DISCRETIONARY FUND FOR THE VICE PRESIDENT FOR CAMPUS LIFE. THESE FUNDS ARE TO PROVIDE EMERGENCY HELP FOR PRINCETON UNIVERSITY STUDENTS, FACULTY, AND/OR STAFF MEMBERS WHO ARE	100,000.
TRUSTEES OF THE SMITH COLLEGE 76 ELM STREET NORTHAMPTON, MA 01063	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTOR'S GRANT PROGRAM IN SUPPORT OF THE NIELSEN LIBRARY RENOVATION	200,000.
TULARE COUNTY OFFICE OF EDUCATION 6200 MOONEY BOULEVARD VISALIA, CA 93277	NONE	PC	FUNDS TO SUPPORT THE DEVELOPMENT OF A STATEWIDE ALLIANCE OF STAKEHOLDERS ADVISING ON PROMISING PRACTICES FOR TEACHER RECRUITMENT, SUPPORT FOR DISSEMINATION OF PROMISING PRACTICES, AND THE DEVELOPMENT OF TECHNICAL ASSISTANCE PLANS FOR LOCAL	141,200.
UASPIRE INC. 31 MILK STREET, SUITE 900 BOSTON, MA 02109	NONE	PC	FUNDS DESIGNATED FOR BAY AREA OAKLAND EXPANSION	3,000.

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
UNION OF CONCERNED SCIENTISTS 2 BRATTLE SQUARE CAMBRIDGE, MA 02138	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	150.
UNITED PHILANTHROPY FORUM 1020 19TH STREET NW, SUITE 360 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR PARTNER CONTRIBUTION AT \$25,000 FOR EACH OF TWO YEARS	25,000.
UNITED RELIGIONS P.O. BOX 29242 SAN FRANCISCO, CA 94129	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTORS GRANT PROGRAM.	100,000.
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.
UNION WE DREAM NETWORK INC 1900 L STREET NW WASHINGTON, DC 20036	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
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.	197,873.
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.	297,071.
<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 OF CALIFORNIA BERKELEY FOUNDATION UNIVERSITY OF CALIFORNIA, BERKELEY, 2080 ADDISON STREET, SUITE 4200 BERKELEY, CA 94704-1070	NONE	PC	FUNDS DESIGNATED FOR EVENING AND WEEKEND MBA	2,500.
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION UNIVERSITY OF CALIFORNIA, BERKELEY, 2080 ADDISON STREET, SUITE 4200 BERKELEY, CA 94704-1070	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	250.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 220 MONTGOMERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTOR'S GRANT PROGRAM DESIGNATED FOR TIDESWELL	200,000.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 220 MONTGOMERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	FUNDS DESIGNATED FOR ATHENA BREAST HEALTH NETWORK	100.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 220 MONTGOMERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94104	NONE	PC	FUNDS FOR UCSF BENIOFF CHILDREN'S HOSPITAL OAKLAND	2,000.
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 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.	180,000.
<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
URBAN JUSTICE CENTER 40 RECTOR STREET, 9TH FLOOR NEW YORK, NY 10006	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	100.
VALLECITOS MOUNTAIN REFUGE P.O. BOX 4051 DURANGO, CO 81302	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	800.
VETERANS TO FARMERS 1616 17TH STREET #569 DENVER, CO 80202	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
VIPASSANA HAWAII P. O. BOX 551681 KAPAAU, HI 96755	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	900.
VIPASSANA HAWAII P. O. BOX 551681 KAPAAU, HI 96755	NONE	PC	FUNDS DESIGNATED FOR TEACHER DANA.	1,000.
WALK SAN FRANCISCO FOUNDATION 333 HAYES STREET, SUITE 202 SAN FRANCISCO, CA 94102	NONE	PC	FUNDS TO ADVANCE COMMUNITY OUTREACH EFFORTS AND OPERATIONALIZE EQUITY VALUE	1,000.
WALK SAN FRANCISCO FOUNDATION 333 HAYES STREET, SUITE 202 SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	100.
<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
WALK SAN FRANCISCO FOUNDATION 333 HAYES STREET, SUITE 202 SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	2,600.
WALK SAN FRANCISCO FOUNDATION 333 HAYES STREET, SUITE 202 SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	300.
WALK SAN FRANCISCO FOUNDATION 333 HAYES STREET, SUITE 202 SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	100.
WALK SAN FRANCISCO FOUNDATION 333 HAYES STREET, SUITE 202 SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000.
WATER FOUNDATION 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTOR'S GRANT PROGRAM FOR UNRESTRICTED GENERAL SUPPORT	100,000.
WATER FOUNDATION 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR GENERAL OPERATING FUNDS TO AUGMENT THE FOUNDATION'S SUPPORT FOR THE WATER FOUNDATION TO HELP THE ORGANIZATION POSITION WATER AS A PRIORITY ISSUE FOR CALIFORNIA IN 2018	500,000.
WATER FOUNDATION 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	NONE	PC	FUNDS TO ADVANCE THE ASPEN INSTITUTE'S RECOMMENDATION TO BUILD AN INTERNET OF WATER BY INVESTING IN THE CAPACITY OF REGIONAL WATER DATA HUBS	500,000.
<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
WATER FOUNDATION 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR ADVANCING MARKET-BASED SOLUTIONS TO WATER CHALLENGES	1,000,000.
WATER FOUNDATION 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR THE WATER FOUNDATION, A POOLED, PHILANTHROPIC FUND TO ADVANCE SUSTAINABLE WATER MANAGEMENT.	3,000,000.
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).	721,681.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR THE EVALUATION, BOTH FORMATIVE AND SUMMATIVE, OF THE MATH IN COMMON INITIATIVE.	724,137.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS TO K-12 ALLIANCE TO SUPPORT THE CALIFORNIA K8 NGSS EARLY IMPLEMENTATION INITIATIVE.	4,605,047.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR SUPPLEMENTING EVALUATION OF NGSS EARLY IMPLEMENTERS INITIATIVE, YEARS 3-4.	230,091.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS TO SUPPORT THE CA K8 NEXT GENERATION SCIENCE STANDARDS (NGSS) EARLY IMPLEMENTATION INITIATIVE EVALUATION AND CONTINUED COMMUNICATIONS AND DISSEMINATION OF THE EVALUATION FINDINGS.	695,034.
<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 WESTED TO EVALUATE CCSESA'S MATH AND SCIENCE COMMUNITIES OF PRACTICE	250,000.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR TRAININGS ON THE CALIFORNIA NGSS TOOLKIT FOR INSTRUCTIONAL MATERIALS EVALUATION (TIME), PREPARING COUNTY OFFICES OF EDUCATION TO HELP DISTRICTS BECOME DISCERNING ADOPTERS OF NGSS-ALIGNED INSTRUCTIONAL MATERIALS	500,000.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS TO SUPPORT WESTED TO DESIGN AND FACILITATE AN IMPROVEMENT RESEARCH FELLOWSHIP FOR CSU FACULTY AND DISTRICT PARTNERS IN ALIGNMENT WITH THE CALIFORNIA STATE UNIVERSITY (CSU) NEW GENERATION OF EDUCATORS INITIATIVE (NGEI)	290,510.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS TO SUPPORT WESTED TO DESIGN AND FACILITATE AN IMPROVEMENT RESEARCH FELLOWSHIP FOR CSU FACULTY AND DISTRICT PARTNERS IN ALIGNMENT WITH THE CALIFORNIA STATE UNIVERSITY (CSU) NEW GENERATION OF EDUCATORS INITIATIVE (NGEI)	157,490.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR EVALUATING THE SUSTAINED IMPACT OF THE MATH IN COMMON INITIATIVE.	536,298.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR SUPPLEMENTING CURRENT EVALUATION EFFORTS TO INCLUDE NEW CAMPUSES PARTICIPATING IN MINI-GRANT ACTIVITIES TO SCALE AND SUSTAIN NGEI EFFORTS ACROSS THE CSU SYSTEM	145,295.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR A PROJECT EXPLORING THE FEASIBILITY OF DEVELOPING A NATURAL AND WORKING LANDS POLICY SOLUTION TO HELP CALIFORNIA REACH ITS CARBON SEQUESTRATION AND AVOIDED EMISSIONS GOALS	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
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	SUPPORT IN CONJUNCTION WITH OCTOBER FUNDER EVENTS, INCLUDING RECOGNITION OF SUPPORT FROM MODERATOR.	50,000.
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	1,193,000.
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.	921,053.
WOMEN'S REFUGEE COMMISSION 15 WEST 37TH STREET, 9TH FLOOR NEW YORK, NY 10018	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500.
YES NATURE TO NEIGHBORHOODS 3029 MACDONALD AVENUE RICHMOND, CA 94804	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	770.
YES NATURE TO NEIGHBORHOODS 3029 MACDONALD AVENUE RICHMOND, CA 94804	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	700.
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
CALIFORNIA COUNTY SUPERINTENDENTS EDUCATIONAL SERVICES ASSOCIATION 1121 L STREET, SUITE 510 SACRAMENTO, CA 95814	NONE	PC	FUNDS TO SUPPORT CCSESA'S COMMUNITIES OF PRACTICE AND COLLABORATION COMMITTEES ON MATH AND SCIENCE STANDARDS IMPLEMENTATION	3,579,270.
CENTER FOR EFFECTIVE PHILANTHROPY INC. 675 MASSACHUSETTS AVENUE, 7TH FLOOR CAMBRIDGE, MA 02139	NONE	PC	FUNDS TO SUPPORT NEW CEP RESEARCH PROJECTS AND SUSTAIN EXISTING PROJECTS	375,000.
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	900,000.
COMMUNITY PARTNERS C/O COMMUNITY PARTNERS, 1000. N. ALAMEDA STREET. SUITE 240 LOS ANGELES, CA 90012	NONE	PC	FUNDS TO SUPPORT CAPACITY BUILDING OF WATER EDUCATION FOR LATINO LEADERS (WELL)	150,000.
CORO NORTHERN CALIFORNIA INC. 233 SANSOME STREET, SUITE 400 SAN FRANCISCO, CA 94104	NONE	PC	FUNDS TO IMPLEMENT COHORTS TWO AND THREE OF THE WATER SOLUTIONS NETWORK AND FOR ONGOING NETWORK ENGAGEMENT	2,889,000.
COUNCIL ON FOUNDATIONS INC 2121 CRYSTAL DRIVE, SUITE 700 ARLINGTON, VA 22202	NONE	PC	FUNDS FOR 2019 ANNUAL MEMBERSHIP RENEWAL	21,600.
DUKE UNIVERSITY OFFICE OF RESEARCH SUPPORT, 2200 W. MAIN STREET., SUITE 710 DURHAM, NC 27705-4677	NONE	PC	FUNDS TO BUILD AN INTERNET OF WATER BY COORDINATING THE ACTIVITIES OF REGIONAL DATA HUBS AND ADVOCATING FOR THE VALUE OF DATA	400,000.
<b>Total from continuation sheets</b>				33,039,406.

**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
FRANCISCO PARK CONSERVANCY P.O. BOX 475035 SAN FRANCISCO, CA 94147	NONE	PC	FUNDS TO SUPPORT THE TRANSFORMATION OF THE FRANCISCO RESERVOIR TO A NEW PUBLIC PARK FOR SAN FRANCISCO	500,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY 201 FORT MASON, 3RD FLOOR SAN FRANCISCO, CA 94123	NONE	PC	SUPPORT TO ENHANCE THE SYSTEMS AND PRACTICES NEEDED TO EFFECTIVELY IMPLEMENT LARGE-SCALE STEWARDSHIP OF CALIFORNIA'S NATURAL SYSTEMS	1,577,000.
GRAND VALLEY STATE UNIVERSITY 2015 JAMES H. ZUMBERGE HALL, 1 CAMPUS DRIVE ALLENDALE, MI 49401	NONE	PC	FUNDS FOR RESEARCH ON FOUNDATION SPEND DOWNS AND CORE SUPPORT FOR THE FOUNDATION REVIEW.	100,000.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1310 L STREET BW, SUITE 650 WASHINGTON, DC 20005	NONE	PC	FUNDS FOR UNRESTRICTED SUPPORT AS GEO MATURES FROM A RESEARCH-FOCUSED ORGANIZATION TO AN ACTIVE PLAYER IN BUILDING OUT THE PHILANTHROPIC ECOSYSTEM	100,000.
INDEPENDENT SECTOR CL#500058, PO BOX 5007 MERRIFIELD, VA 22116-5007	NONE	PC	FUNDS FOR ANNUAL MEMBERSHIP RENEWAL.	17,150.
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	1,239,918.
NATIONAL 4-H COUNCIL 7100 CONNECTICUT AVENUE CHEVY CHASE, MD 20815	NONE	PC	FUNDS TO SUPPORT NATIONAL 4-H COUNCIL TO SCALE THE USE OF COMMON MEASURES AND LESSON STUDY WITH A COHORT OF TEN LAND-GRANT UNIVERSITIES (LGUS) THAT REPRESENT HISTORICALLY UNDERRESOURCED INSTITUTIONS	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
NATIONAL CENTER FOR FAMILY PHILANTHROPY INC 1667 K STREET NW, SUITE 550 WASHINGTON, DC 20006	NONE	PC	FUNDS TO CREATE, CURATE, AND DISSEMINATE KEY LEARNINGS ON FOUNDATION SPEND DOWNS	300,000.
OAKLAND MUSEUM OF CALIFORNIA OAKLAND MUSEUM OF CALIFORNIA, 1000 OAK STREET OAKLAND, CA 94607	NONE	PC	FUNDS FOR THE MUSEUM TO REVITALIZE ITS URBAN GARDENS.	250,000.
PARTNERSHIP FOR LOS ANGELES SCHOOLS 1055 WILSHIRE BOULEVARD, SUITE 1850 LOS ANGELES, CA 90017	NONE	PC	FUNDS TO RESEARCH, IMPLEMENT, AND DISSEMINATE PROMISING PRACTICES IN FAMILY ENGAGEMENT.	500,000.
PARTNERSHIP FOR LOS ANGELES SCHOOLS 1055 WILSHIRE BOULEVARD, SUITE 1850 LOS ANGELES, CA 90017	NONE	PC	FUNDS TO SUPPORT IMPLEMENTATION OF STATE MATH AND SCIENCE STANDARDS.	1,450,000.
PARTNERSHIP FOR PUBLIC SERVICE INC. 1100 NEW YORK AVENUE NW, SUITE 200 EAST WASHINGTON, DC 20005	NONE	PC	FUNDS FOR A PROJECT THAT WILL ALLOW THE PARTNERSHIP TO BUILD FEDERAL TALENT PIPELINES, BOLSTER CROSS-SECTOR COLLABORATION, AND ESTABLISH A LONG-TERM PRESENCE IN CALIFORNIA	497,474.
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET, SUITE 600 SAN FRANCISCO, CA 94111	NONE	PC	FUNDS FOR CONTINUED SUPPORT OF THE PUBLIC POLICY INSTITUTE OF CALIFORNIA'S WATER POLICY CENTER	7,500,000.
REGENTS OF THE UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET ANN ARBOR, MI 48109-1340	NONE	PC	FUNDS TO PROVIDE TECHNICAL ASSISTANCE TO CSU NEW GENERATION OF EDUCATORS INITIATIVE	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
RESULTS FOR AMERICA 1875 CONNECTICUT AVENUE NW, 10TH FLOOR WASHINGTON, DC 20009	NONE	PC	FUNDS FOR THE CAMPAIGN FOR CIVIC LIFE, CONDUCTED IN PARTNERSHIP WITH THE MARIAN B AND JACOB K. JAVITS FOUNDATION. THE CAMPAIGN IS A SERIES OF PUBLIC EVENTS, POLICY TOOLS, PUBLICATIONS, AND COMMUNICATIONS STRATEGIES DESIGNED TO ELEVATE THE IMPORTANCE	90,000.
ROCKEFELLER PHILANTHROPY ADVISORS 6 WEST 48TH STREET, 10TH FLOOR NEW YORK, NY 10036	NONE	PC	FUNDS TO ADVANCE THE WATER FIELD'S COMMUNICATIONS CAPACITY	1,500,000.
SAN MATEO COUNTY RESOURCE CONSERVATION DISTRICT 625 MIRAMONTES STREET, SUITE 103 HALF MOON BAY, CA 94019	NONE	PC	FUNDS TO CATALYZE A REGIONAL APPROACH TO NATURAL RESOURCE MANAGEMENT WITHIN THE SANTA CRUZ MOUNTAINS STEWARDSHIP NETWORK	430,000.
SANTA CATALINA SCHOOL 1500 MARK THOMAS DRIVE MONTEREY, CA 93940-5291	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT.	10,000.
SOCIAL SCIENCE RESEARCH COUNCIL ONE PIERREPONT PLAZA, 15TH FLOOR BROOKLYN, NY 11201	NONE	PC	FUNDS FOR A RESEARCH MAPPING AND TRANSLATION PROJECT THAT WILL BRING TOGETHER NASCENT SCHOLARLY LITERATURE FROM MULTIPLE FIELDS ON DIGITAL DISINFORMATION. THE PROJECT WILL PRODUCE A WEB PLATFORM INTENDED TO AMPLIFY THE IMPACT OF RELEVANT RESEARCH AMONG	100,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY OFFICE OF SPONSORED RESEARCH, 3160 PORTER DRIVE, SUITE 100 PALO ALTO, CA 94304-8445	NONE	PC	FUNDS TO SUPPORT THE DEVELOPMENT OF AN INTEGRATED 6TH GRADE MIDDLE SCHOOL CURRICULUM WITH EMBEDDED FORMATIVE ASSESSMENT. THIS WILL COMPLETE THE MIDDLE SCHOOL NGSS INTEGRATED CURRICULUM PROJECT.	199,994.
UNITED PHILANTHROPY FORUM 1020 19TH STREET NW, SUITE 360 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR PARTNER CONTRIBUTION AT \$25,000 FOR EACH OF TWO YEARS	50,000.
<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
UNITED STATES FOUNDATION FOR THE COMMEMORATION OF THE WORLD WARS 701 PENNSYLVANIA AVENUE NW, #123 WASHINGTON, DC 20004	NONE	PC	FUNDS FOR A CAPITAL CAMPAIGN TO ESTABLISH A NEW WORLD WAR I MEMORIAL IN PERSHING PARK, WASHINGTON, D.C.	500,000.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR EVALUATING THE SUSTAINED IMPACT OF THE MATH IN COMMON INITIATIVE.	1,000,000.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS TO SUPPORT THE CA K8 NEXT GENERATION SCIENCE STANDARDS (NGSS) EARLY IMPLEMENTATION INITIATIVE EVALUATION AND CONTINUED COMMUNICATIONS AND DISSEMINATION OF THE EVALUATION FINDINGS.	1,400,000.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR WESTED TO EVALUATE CCSESA'S MATH AND SCIENCE COMMUNITIES OF PRACTICE	420,000.
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	1,993,000.
WINDWARD FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUNDS FOR A MATCHING FUNDS POOL TO BE DIRECTED TO WFI PRIORITY STRATEGIES, INCLUDING SHAPING HEALTHY WATER MARKETS, AS PART OF A WATER CAMPAIGN TO INCENTIVIZE GREATER PHILANTHROPIC INVESTMENT IN WATER	1,000,000.
<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 - AMERICAN ACADEMY OF ARTS AND SCIENCES

FUNDS FOR A NEW PROJECT TO INFORM AN ONGOING NATIONAL CONVERSATION ABOUT WHAT CONSTITUTES "CIVIC ENGAGEMENT," AND HOW PEOPLE GAIN THE KNOWLEDGE, SKILLS, AND VALUES NECESSARY TO PARTICIPATE AS CITIZENS IN A DEMOCRACY. THE PROJECT WILL RESULT IN A SERIES OF REPORTS AND RECOMMENDATIONS FOR PROVIDING OPPORTUNITIES FOR AMERICANS OF ALL BACKGROUNDS TO GAIN THE EXPERIENCES THAT MOST EFFECTIVELY DEVELOP THE SKILLS NECESSARY FOR THE PRACTICE OF DEMOCRATIC CITIZENSHIP.

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 BGCAS 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 - 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

**Part XV** Supplementary Information

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

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 - REGENTS OF THE UNIVERSITY OF MICHIGAN

FUNDS TO EXPAND THE SUCCESSFUL TEACHINGWORKS CSU FELLOWSHIP, OFFERED AS TECHNICAL ASSISTANCE TO CSU NEW GENERATION OF EDUCATORS INITIATIVE GRANTEES, INCLUDING TRIPLING THE SIZE OF THE FELLOWSHIP AND EXECUTING A NEW SUMMER LAB CLASS THAT WILL BE OPEN TO THE FULL CSU SYSTEM.

NAME OF RECIPIENT - REGENTS OF THE UNIVERSITY OF MICHIGAN

FUNDS TO EXPAND THE SUCCESSFUL TEACHINGWORKS CSU FELLOWSHIP, OFFERED AS TECHNICAL ASSISTANCE TO CSU NEW GENERATION OF EDUCATORS INITIATIVE GRANTEES, INCLUDING TRIPLING THE SIZE OF THE FELLOWSHIP AND EXECUTING A NEW SUMMER LAB CLASS THAT WILL BE OPEN TO THE FULL CSU SYSTEM.

NAME OF RECIPIENT - RESULTS FOR AMERICA

FUNDS FOR THE CAMPAIGN FOR CIVIC LIFE, CONDUCTED IN PARTNERSHIP WITH THE MARIAN B AND JACOB K. JAVITS FOUNDATION. THE CAMPAIGN IS A SERIES OF PUBLIC EVENTS, POLICY TOOLS, PUBLICATIONS, AND COMMUNICATIONS STRATEGIES DESIGNED TO ELEVATE THE IMPORTANCE OF BIPARTISANSHIP IN THE UNITED STATES AND TO SPUR GREATER COOPERATION ACROSS PARTY LINES AT THE FEDERAL LEVEL.

NAME OF RECIPIENT - SOCIAL SCIENCE RESEARCH COUNCIL

FUNDS FOR A RESEARCH MAPPING AND TRANSLATION PROJECT THAT WILL BRING TOGETHER NASCENT SCHOLARLY LITERATURE FROM MULTIPLE FIELDS ON DIGITAL



**Part XV** Supplementary Information

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

DISINFORMATION. THE PROJECT WILL PRODUCE A WEB PLATFORM INTENDED TO AMPLIFY THE IMPACT OF RELEVANT RESEARCH AMONG SCHOLARS, POLICY-MAKERS, AND THE PUBLIC.

NAME OF RECIPIENT - THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY

FUNDS FOR SNAP TO ENSURE THAT THEIR ONLINE MODULES ARE ACCESSIBLE TO A WIDE RANGE OF USERS IN CALIFORNIA BY IDENTIFYING THE BARRIERS TO COMPLETING COURSES, DEVELOPING SCAFFOLDS THAT WILL SUPPORT AND ENCOURAGE THEIR USE, AND TO MOVE ALL THE COURSE MATERIALS FROM THE MOOC PLATFORM AND ONTO THE SNAP WEBSITE

NAME OF RECIPIENT - THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY

FUNDS FOR A RESEARCH COLLABORATION DESIGNED TO CREATE A COMMON EVIDENCE BASE FOR UNDERSTANDING THE CURRENT STATE OF CALIFORNIA SCHOOL SYSTEMS AND LAY THE FOUNDATION FOR SUBSTANTIVE CONVERSATIONS ABOUT WHAT SHOULD BE SUSTAINED AND WHAT MIGHT BE IMPROVED TO ENSURE INCREASED OPPORTUNITY AND SUCCESS FOR ALL STUDENTS IN CALIFORNIA IN DECADES AHEAD.

NAME OF RECIPIENT - THE CALIFORNIA EDUCATION PARTNERS

FUNDS TO SUPPORT THE CONTINUATION OF THE MATH IN COMMON COMMUNITY OF PRACTICE FOR TWO YEARS AFTER PROJECT SUPPORT TO THE TEN DISTRICTS ENDS SO THEY CAN CONTINUE TO LEARN FROM EACH OTHER, SHARE RESOURCES, AND DISSEMINATE PROMISING PRACTICES TO CALIFORNIA'S OTHER SCHOOL DISTRICTS.

NAME OF RECIPIENT - TRUSTEES OF PRINCETON UNIVERSITY

FUNDS GIVEN AS PART OF THE DIRECTORS GRANT PROGRAM DESIGNATED FOR A

**Part XV** | **Supplementary Information**

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

DISCRETIONARY FUND FOR THE VICE PRESIDENT FOR CAMPUS LIFE. THESE FUNDS ARE TO PROVIDE EMERGENCY HELP FOR PRINCETON UNIVERSITY STUDENTS, FACULTY, AND/OR STAFF MEMBERS WHO ARE SUFFERING HARDSHIPS.

NAME OF RECIPIENT - TULARE COUNTY OFFICE OF EDUCATION

FUNDS TO SUPPORT THE DEVELOPMENT OF A STATEWIDE ALLIANCE OF STAKEHOLDERS ADVISING ON PROMISING PRACTICES FOR TEACHER RECRUITMENT, SUPPORT FOR DISSEMINATION OF PROMISING PRACTICES, AND THE DEVELOPMENT OF TECHNICAL ASSISTANCE PLANS FOR LOCAL EDUCATION AGENCIES RECEIVING STATE FUNDS FOR TEACHER RECRUITMENT AND RETENTION.

**Part XV** | **Supplementary Information**

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

NAME OF RECIPIENT - AMERICAN INSTITUTES FOR RESEARCH IN THE BEHAVIORAL SCIENCES

FUNDS FOR DETERMINING HOW CALIFORNIA MIGHT USE A PORTION OF ITS SET-ASIDE ALLOCATIONS IN TITLES 1 AND II OF THE EVERY STUDENT SUCCEEDS ACT (ESSA)

NAME OF RECIPIENT - RESULTS FOR AMERICA

FUNDS FOR THE CAMPAIGN FOR CIVIC LIFE, CONDUCTED IN PARTNERSHIP WITH THE MARIAN B AND JACOB K. JAVITS FOUNDATION. THE CAMPAIGN IS A SERIES OF PUBLIC EVENTS, POLICY TOOLS, PUBLICATIONS, AND COMMUNICATIONS STRATEGIES DESIGNED TO ELEVATE THE IMPORTANCE OF BIPARTISANSHIP IN THE UNITED STATES AND TO SPUR GREATER COOPERATION ACROSS PARTY LINES AT THE FEDERAL LEVEL.

NAME OF RECIPIENT - SOCIAL SCIENCE RESEARCH COUNCIL

FUNDS FOR A RESEARCH MAPPING AND TRANSLATION PROJECT THAT WILL BRING TOGETHER NASCENT SCHOLARLY LITERATURE FROM MULTIPLE FIELDS ON DIGITAL DISINFORMATION. THE PROJECT WILL PRODUCE A WEB PLATFORM INTENDED TO AMPLIFY THE IMPACT OF RELEVANT RESEARCH AMONG SCHOLARS, POLICY-MAKERS, AND THE PUBLIC.

**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.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2018**

Name of the organization

S.D. BECHTEL, JR. FOUNDATION

Employer identification number

20-3759208

Organization type (check one):

**Filers of:**

**Section:**

Form 990 or 990-EZ

501(c)( ) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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 (entering "N/A" in column (b) instead of the contributor name and address), 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).

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	LAURA P. BECHTEL CHARITABLE UNITRUST II  P.O. BOX 193809  SAN FRANCISCO, CA 94119	\$ 210,691.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	MR. AND MRS. STEPHEN D BECHTEL, JR.  P.O. BOX 193809  SAN FRANCISCO, CA 94119	\$ 23,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	STEPHEN BECHTEL FUND  P.O. BOX 193809  SAN FRANCISCO, CA 94119	\$ 61,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
3	OFFICE FURNITURE AND EQUIPMENT _____ _____ _____	\$ <u>60,688.</u>	<u>12/31/18</u>
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

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	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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

**Note:** Generally, the corporation is not 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.

<b>Part I Required Annual Payment</b>			
1	Total tax (see instructions)	1	110,275.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
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	2b	
2c	Credit for federal tax paid on fuels (see instructions)	2c	
2d	<b>Total.</b> Add lines 2a through 2c	2d	
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 does not owe the penalty	3	110,275.
4	Enter the tax shown on the corporation's 2017 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	148,107.
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	110,275.

**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 does not 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.

<b>Part III Figuring the Underpayment</b>		(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	05/15/18	06/15/18	09/15/18	12/15/18
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	27,569.	27,569.	27,568.	27,569.
11	Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	180,243.			50,000.
<b>Complete lines 12 through 18 of one column before going to the next column.</b>					
12	Enter amount, if any, from line 18 of the preceding column		152,674.	125,105.	97,537.
13	Add lines 11 and 12		152,674.	125,105.	147,537.
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-	180,243.	152,674.	125,105.	147,537.
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	152,674.	125,105.	97,537.	

**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.**



**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. <b>(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.)</b> See instructions .....	<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 4/15/2018 and before 7/1/2018 .....	<b>21</b>			
<b>22</b> Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 5\% (0.05)}{365}$ .....	<b>22</b> \$	\$	\$	\$
<b>23</b> Number of days on line 20 after 06/30/2018 and before 10/1/2018 .....	<b>23</b>			
<b>24</b> Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 5\% (0.05)}{365}$ .....	<b>24</b> \$	\$	\$	\$
<b>25</b> Number of days on line 20 after 9/30/2018 and before 1/1/2019 .....	<b>25</b>			
<b>26</b> Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 5\% (0.05)}{365}$ .....	<b>26</b> \$	\$	\$	\$
<b>27</b> Number of days on line 20 after 12/31/2018 and before 4/1/2019 .....	<b>27</b>			
<b>28</b> Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 6\% (0.06)}{365}$ .....	<b>28</b> \$	\$	\$	\$
<b>29</b> Number of days on line 20 after 3/31/2019 and before 7/1/2019 .....	<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 6/30/2019 and before 10/1/2019 .....	<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 9/30/2019 and before 1/1/2020 .....	<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 12/31/2019 and before 3/16/2020 .....	<b>35</b>			
<b>36</b> Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{366}$ .....	<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 34; 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.

**Inclusion of Deferred Foreign Income  
Upon Transition to Participation Exemption System**

▶ Attach to tax return.

▶ Go to [www.irs.gov/Form965](http://www.irs.gov/Form965) for instructions and the latest information.

For calendar year **2018**, or other tax year beginning \_\_\_\_\_ and ending \_\_\_\_\_ of the filer.

Name of person filing this return <b>S.D. BECHTEL, JR. FOUNDATION</b>	Identifying number <b>20-3759208</b>
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**Note.** Throughout this form, the term "2018 tax year" refers to 2018 calendar tax years and fiscal tax years of the person filing this return that begins in 2018. The term "2017 tax year" refers to 2017 calendar tax years and fiscal tax years of the person filing this return that begins in 2017.

Part I Section 965(a) Inclusion		
<b>1 2018 tax year section 965(a) inclusion amounts from Schedule A.</b> Enter the sum of column (k) of Schedule A .....	<b>1</b>	
<b>2 2018 tax year section 965(a) inclusions from pass-throughs.</b> Attach schedule .....	<b>2</b>	<b>6,240.</b>
<b>3 Total 2018 tax year section 965(a) inclusion.</b> Add lines 1 and 2. Enter the sum here and on your tax return as follows. Corporations: Enter the line 3 total on Form 1120, Schedule C, line 15, column (a), or the corresponding line of other corporate tax returns. All others: See instructions ▶	<b>3</b>	<b>6,240.</b>
<b>4 2017 tax year section 965(a) inclusion amounts from Schedule A.</b> Enter the sum of column (j) of Schedule A .....	<b>4</b>	
<b>5 2017 tax year section 965(a) inclusions from pass-throughs.</b> Attach schedule .....	<b>5</b>	<b>17,096.</b>
<b>6 Total 2017 tax year section 965(a) inclusion.</b> Add lines 4 and 5 ▶	<b>6</b>	<b>17,096.</b>

Part II Section 965(c) Deduction		2018 Tax Year
<b>SECTION 1 - Section 965(c) Deduction by Tax Year</b>		
<b>7</b> Enter the amount from Part I, line 1. If -0-, skip to line 16 .....	<b>7</b>	
<b>8 Aggregate Foreign Cash Position.</b> Enter the sum from Schedule D, line 21 .....	<b>8</b>	
<b>9</b> Enter the smaller of line 7 or 8 .....	<b>9</b>	
<b>10 Enter the 2018 15.5% Rate Equivalent Percentage from Part II, Section 2.</b> Enter amount from Section 2, line 1a .....	<b>10</b>	<b>.261904762</b>
<b>11 Section 965(c) Deduction Related to 15.5% Rate Equivalent Percentage.</b> Multiply line 9 by line 10 .....	<b>11</b>	
<b>12</b> Subtract line 9 from line 7 .....	<b>12</b>	
<b>13 Enter the 2018 8% Rate Equivalent Percentage from Part II, Section 2.</b> Enter amount from Section 2, line 1b .....	<b>13</b>	<b>.619047619</b>
<b>14 Section 965(c) Deduction Related to 8% Rate Equivalent Percentage.</b> Multiply line 12 by line 13 .....	<b>14</b>	
<b>15 2018 tax year section 965(c) deduction not from pass-throughs</b> Add lines 11 and 14 .....	<b>15</b>	
<b>16 2018 tax year section 965(c) deduction from pass-throughs.</b> Attach schedule .....	<b>16</b>	
<b>17 Total 2018 tax year section 965(c) deduction.</b> Add lines 15 and 16. Enter the sum here and on your tax return as follows. Corporations: Enter the line 17 total on Form 1120, Schedule C, line 15, column (c), or the corresponding line of other corporate tax returns. All others: See instructions .....	<b>17</b>	<b>0.</b>

**SECTION 1 - Section 965(c) Deduction by Tax Year** (continued)

**2017 Tax Year**

<b>18</b> Enter the amount from Part I, line 4. If -0-, skip to line 27 .....	<b>18</b>
<b>19 Aggregate Foreign Cash Position.</b> Enter the sum from Schedule D, line 19 .....	<b>19</b>
<b>20</b> Enter the smaller of line 18 or 19 .....	<b>20</b>
<b>21 Enter the 2017 15.5% Rate Equivalent Percentage from Part II, Section 2.</b> For calendar year persons, enter amount from Section 2, line 1a. For fiscal year persons, enter amount from Section 2, line 2c .....	<b>21</b>
<b>22 Section 965(c) Deduction Related to 15.5% Rate Equivalent Percentage.</b> Multiply line 20 by line 21 .....	<b>22</b>
<b>23</b> Subtract line 20 from line 18 .....	<b>23</b>
<b>24 Enter the 2017 8% Rate Equivalent Percentage from Part II, Section 2.</b> For calendar year persons, enter amount from Section 2, line 1b. For fiscal year persons, enter amount from Section 2, line 2e .....	<b>24</b>
<b>25 Section 965(c) Deduction Related to 8% Rate Equivalent Percentage.</b> Multiply line 23 by line 24 .....	<b>25</b>
<b>26 2017 tax year section 965(c) deductions not from pass-throughs.</b> Add lines 22 and 25 .....	<b>26</b>
<b>27 2017 tax year section 965(c) deductions from pass-throughs.</b> Attach schedule .....	<b>27</b>
<b>28 Total 2017 tax year section 965(c) deductions.</b> Add lines 26 and 27 .....	<b>28</b>

**SECTION 2 - Rate Equivalent Percentage**

<b>1 Calendar Year Persons</b>	<b>2017</b> Calendar Year	<b>2018</b> Tax Year
<b>a</b> 15.5 Percent Rate Equivalent Percentage	0.557142857	0.261904762
<b>b</b> 8 Percent Rate Equivalent Percentage	0.771428571	0.619047619
<b>2 2017 Fiscal Year Persons</b>		
<b>a</b> Enter the section 15 blended rate calculated in accordance with section 965(c)(2) (see instructions) .....	<b>2a</b>	
<b>15.5 Percent Rate Equivalent Percentage</b>		
<b>b</b> Subtract 15.5% from line 2a .....	<b>2b</b>	
<b>c</b> Divide line 2b by line 2a .....	<b>2c</b>	
<b>8 Percent Rate Equivalent Percentage</b>		
<b>d</b> Subtract 8% from line 2a .....	<b>2d</b>	
<b>e</b> Divide line 2d by line 2a .....	<b>2e</b>	

**Part III Elections**

	<b>Yes</b>	<b>No</b>
<b>A</b> Was an election made to pay the net tax liability over 8 years as provided for in section 965(h)? .....		<b>X</b>
<b>B</b> Complete if a shareholder in an S corporation. Was an election made to defer payment of net tax liability as provided for in section 965(i)? .....		<b>X</b>
<b>C</b> Complete if a Real Estate Investment Trust. Was an election made to include income over 8 years as provided for in section 965(m)? .....		<b>X</b>
<b>D</b> Was an election made not to apply a net operating loss deduction as provided in section 965(n)?		<b>X</b>
<b>E</b> Was the election provided for in Regulations section 1.965-2(f)(2) made? .....		<b>X</b>

JWA

**Corporate and Real Estate Investment Trust (REIT) Report of Net 965  
 Tax Liability and Electing REIT Report of 965 Amounts**

▶ Go to [www.irs.gov/Form965B](http://www.irs.gov/Form965B) for instructions and the latest information.

Check this box if this is an amended report

Name of taxpayer or REIT S.D. BECHTEL, JR. FOUNDATION	Identifying number 20-3759208	Taxable year of reporting 2018
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REITs Electing To Account for Section 965 Amounts Over Time Must Fill Out Part III.

<b>Part I Report of Net 965 Tax Liability and Election To Pay in Installments</b>									
(a) Year of Section 965(a) Inclusion or Liability Assumed (see instructions)	(b) Taxpayer's Net Tax Liability with all 965 amounts (see instructions)	(c) Taxpayer's Net Tax Liability without 965 amounts (see instructions)	(d) Net 965 Tax Liability (subtract column (c) from column (b))	(e) Installment Election Made		(f) Net 965 Tax Liability to be paid in full in Year 1 (if column (e) is "No," enter amount from column (d))	(g) Net 965 Tax Liability to be paid in installments (if column (e) is "Yes," enter amount from column (d) and see instructions)	(h) Net 965 Tax Liability Transferred (Out), Transferred In, or Subsequent Adjustments if any (see instructions)	(i) Tax Identification Number of buyer/ transferee or seller/ transferor
				Yes	No				
1	148,107.	147,936.	171.		X	171.			
2	110,275.	110,211.	64.		X	64.			
3									
4									
5									
6									
7									

<b>Part II Record of Amount of Net 965 Tax Liability Paid by the Taxpayer</b> (see instructions)					
(a) Year of Section 965(a) Inclusion or Liability Assumed (see instructions)	(b) Paid for Year 1	(c) Paid for Year 2	(d) Paid for Year 3	(e) Paid for Year 4	(f) Paid for Year 5
1	2017				
2	2018				
3					
4					
5					
6					
7					

(g) Paid for Year 6	(h) Paid for Year 7	(i) Paid for Year 8	(j) Net 965 Tax Liability Remaining Unpaid (see instructions)	(k) Net 965 Tax Liability Paid for the Reporting Year
1				
2				
3				
4				
5				
6				
7				

**Totals** ▶

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. Form **965-B** (1-2019)

<b>Part III Electing REIT Report of Section 965 Amounts Accounted for Over Time</b> (see instructions)						
	(a) Tax Year of Section 965(a) Inclusion and Section 965(c) Deduction	(b) Amount Elected to be Accounted for Over Time	(c) Portion Accounted for in Year 1	(d) Portion Accounted for in Year 2	(e) Portion Accounted for in Year 3	(f) Portion Accounted for in Year 4
<b>1a</b>	2017 Section 965(a) Inclusion					
<b>1b</b>	2017 Section 965(c) Deduction					
<b>2a</b>	2018 Section 965(a) Inclusion					
<b>2b</b>	2018 Section 965(c) Deduction					
<b>3a</b>						
<b>3b</b>						
	(g) Portion Accounted for in Year 5	(h) Portion Accounted for in Year 6	(i) Portion Accounted for in Year 7	(j) Portion Accounted for in Year 8	(k) Amount Remaining to be Accounted for	(l) Portion Accounted for in this Reporting Year
<b>1a</b>						
<b>1b</b>						
<b>2a</b>						
<b>2b</b>						
<b>3a</b>						
<b>3b</b>						
<b>Totals</b> .....						

If more lines are needed for any Parts on this form, attach additional sheets.

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	230,881.	0.	230,881.	3,498,910.	
INTEREST INCOME	3,013,718.	0.	3,013,718.	2,980,211.	
TO PART I, LINE 4	3,244,599.	0.	3,244,599.	6,479,121.	

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM PARTNERSHIPS	1,121,960.	806,101.	
OTHER INCOME	41,519.	79.	
FROM PARTNERSHIPS - SEC 965A	0.	6,240.	
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>1,163,479.</b>	<b>812,420.</b>	

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	84,983.	0.		84,590.
TO FM 990-PF, PG 1, LN 16A	84,983.	0.		84,590.



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	121,933.	0.		122,976.
TO FORM 990-PF, PG 1, LN 16B	121,933.	0.		122,976.

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	16,000.	16,000.		0.
CONSULTANTS	2,309,526.	0.		2,102,400.
NORTHERN TRUST	172,217.	172,217.		0.
TO FORM 990-PF, PG 1, LN 16C	2,497,743.	188,217.		2,102,400.

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	17,648.	21,272.		0.
OTHER STATE TAXES	4,756.	0.		4,756.
FILING FEES	126.	0.		126.
FEDERAL EXCISE TAX	315,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	337,530.	21,272.		4,882.

## 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	741,301.	709,111.		0.
SUBSCRIPTION	4,518.	0.		3,653.
COMPUTER MAINTENANCE AND SUPPORT	181,300.	0.		175,745.
INSURANCE	11,278.	0.		10,096.
INVESTMENT EXPENSES	1,871.	1,871.		0.
MEMBERSHIP FEES	32,934.	0.		32,634.
MISCELLANEOUS EXPENSE	10,689.	0.		8,768.
OFFICE SUPPLIES	26,058.	0.		26,962.
OTHER OFFICE EXPENSES	1,302.	0.		1,302.
OTHER PROGRAM COSTS	82,787.	0.		74,014.
PROFESSIONAL DEVELOPMENT	85,294.	0.		46,374.
TO FORM 990-PF, PG 1, LN 23	1,179,332.	710,982.		379,548.

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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	10,127,079.
UNREALIZED GAIN/(LOSS) ON CHARITABLE TRUSTS	266,657.
 	<hr/>
TOTAL TO FORM 990-PF, PART III, LINE 5	10,393,736.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
ETON PARK OVERSEAS FUND	25,192.	25,192.
OZ OVERSEAS FUND, LTD	277,703.	277,703.
TOTAL TO FORM 990-PF, PART II, LINE 10B	302,895.	302,895.

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CORPORATE BONDS	82,413,639.	82,413,639.
TOTAL TO FORM 990-PF, PART II, LINE 10C	82,413,639.	82,413,639.

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AG SECURITIZED ASSET RECOV HLDGS LP	FMV	2,067,810.	2,067,810.
CLAYTON, DUBILIER & RICE FUND VIII	FMV		
WILSONART		486,556.	486,556.
CLAYTON, DUBILIER & RICE FUND VIII	FMV	268,017.	268,017.
FARALLON CAPITAL PARTNERS	FMV	13,643,309.	13,643,309.
FORTRESS CREDIT OPPORTUNITIES FUND	FMV	1,022,309.	1,022,309.
HIGHFIELDS CAPITAL	FMV	11,843.	11,843.
IP III BLOCKER - I LP (MHR III)	FMV	449,623.	449,623.
MADISON DEARBORN CAPITAL PARTNERS	FMV		
VI-A		1,084,631.	1,084,631.
MADISON DEARBORN CAPITAL PARTNERS	FMV		
VI-A GLOBAL		358,170.	358,170.
MADISON DEARBORN CAPITAL PARTNERS	FMV		
VI-B		1,184,210.	1,184,210.
MADISON DEARBORN PARTNERS V-A	FMV	174,564.	174,564.
MADISON DEARBORN PARTNERS V-B	FMV	850.	850.
MAKENA CAPITAL ASSOCIATES	FMV	13,070,229.	13,070,229.
MHR INSTITUTIONAL PARTNERS III	FMV	3,018,382.	3,018,382.
OZ STRUCTURED PRODUCTS OVERSEAS	FMV		
FEEDER FUND II, LP		2,951,592.	2,951,592.
RAPTOR PRIVATE PORTFOLIO LP	FMV	37,088.	37,088.
REGIMENT CAPITAL SPECIALIST FUND	FMV	1,051,683.	1,051,683.
TIFF PARTNERS IV	FMV	102,619.	102,619.
YORKTOWN ENERGY PARTNERS VI	FMV	218,944.	218,944.
YORKTOWN ENERGY PARTNERS VII	FMV	601,008.	601,008.
CLAYTON. DUBULIRT & RICE VIII	FMV		
CREDIT INVESTOR		1,087.	1,087.
FORTRESS VRF LTD	FMV	8,658.	8,658.
FORTRESS VRF TE I	FMV	6,417.	6,417.
TOTAL TO FORM 990-PF, PART II, LINE 13		41,819,599.	41,819,599.



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	932,047.	665,390.	665,390.
DUE FROM OTHER PARTIES	9,445.	5,398.	5,398.
TO FORM 990-PF, PART II, LINE 15	1,431,492.	1,160,788.	1,160,788.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

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/DIRECTOR 40.00	351,346.	19,397.	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.
SUSAN M. HARVEY 199 FREMONT STREET SAN FRANCISCO, CA 94105	SECRETARY/PROGRAM DIRECTOR 36.00	306,349.	34,669.	0.

S.D. BECHTEL, JR. FOUNDATION

20-3759208

BARBARA CARTIER  
199 FREMONT STREET  
SAN FRANCISCO, CA 94105

TREASURER/CONTROLLER  
40.00                      223,846.    47,771.                      0.

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

881,541.    101,837.                      0.

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FORM 990-PF

OFFICERS, DIRECTORS, TRUSTEES AND  
FOUNDATION MANAGERS COMPENSATION EXPLANATION  
PART VIII, LINE 1

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STATEMENT 14

PERSON'S NAME

SUSAN M. HARVEY AND BARBARA CARTIER

COMPENSATION EXPLANATION

COMPENSATION PAID TO SUSAN M. HARVEY AND TO BARBARA CARTIER WERE FOR SERVICES RENDERED AS A PROGRAM DIRECTOR AND CONTROLLER, RESPECTIVELY, AND NOT FOR SERVICES AS OFFICERS OF THE FOUNDATION.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT  
PART VII-B, LINE 5C

STATEMENT 15

GRANTEE'S NAME

THE GREAT THIRST PRODUCTIONS, LLC

GRANTEE'S ADDRESS

1925 CENTURY PARK EAST, SUITE 420  
LOS ANGELES, CA 90067

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
100,000.	12/22/17	100,000.

PURPOSE OF GRANT

FUNDS WERE GRANTED TO BE USED FOR A SIX-PART EDUCATION/HISTORICAL DOCUMENTARY WHICH WILL EXPLORE THE HISTORY OF CALIFORNIA THROUGH THE LENS OF ITS RELATIONSHIP WITH WATER AND INTENDS TO CONTRIBUTE TO NATIONAL CONSERVATION ABOUT TODAY'S WATER CRISIS.

DATES OF REPORTS BY GRANTEE

08/22/2018 & 10/10/2019

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

TO 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

ELECTION UNDER REGULATIONS SECTION  
53.4942(A)-3(D)(2) TO TREAT  
EXCESS QUALIFYING DISTRIBUTIONS  
AS DISTRIBUTIONS OUT OF CORPUS

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STATEMENT 16

SEE GENERAL EXPLANATION STATEMENT 19

NAME OF MANAGER

STEPHEN D. BECHTEL, JR.  
ELIZABETH H. BECHTEL

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GENERAL EXPLANATION

STATEMENT 18

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FORM/LINE IDENTIFIER

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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.



## GENERAL EXPLANATION

STATEMENT 19

## FORM/LINE IDENTIFIER

FORM 990PF PT XIII LN 4C - ELECTION UNDER REG SEC 53.4942(A)-3(D)(2)

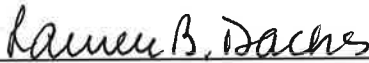
## EXPLANATION:

ELECTION UNDER REG SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT REGARDING QUALIFYING STATUS AS A CONDUIT PRIVATE FOUNDATION

PURSUANT TO IRC SECTION 4942(H) AND TREASURY REGULATIONS SECTION 53.4942(A)-3(D)(2), THE TAXPAYER HEREBY ELECTS TO TREAT THE CURRENT YEAR QUALIFYING DISTRIBUTIONS OF \$23,271,691 AS BEING MADE OUT OF CORPUS.

AS SUCH, THE TAXPAYER MEETS THE REQUIREMENTS OF IRC SECTION 170(B)(1)(A)(VII), 170(B)(1)(F)(II), AND 4942(H) IN THAT (A) THE TAXPAYER HAD NO REMAINING UNDISTRIBUTABLE INCOME FROM ANY PRIOR TAX YEAR, (B) THE TAXPAYER DISTRIBUTED ALL OF ITS DISTRIBUTABLE AMOUNT FOR 2018 SO THAT THERE WAS NO UNDISTRIBUTABLE AMOUNT FOR 2018, AND (C) THE TAXPAYER MADE QUALIFYING DISTRIBUTIONS OUT OF CORPUS IN AMOUNT EQUAL TO 100% OF ALL CONTRIBUTIONS RECEIVED BY THE TAXPAYER DURING 2018. THEREFORE, THE TAXPAYER IS A CONDUIT PRIVATE FOUNDATION IN 2018 AND QUALIFIES AS A 60% CHARITY.



SIGNATURE OF OFFICER