

Form **990-PF**  
 Department of the Treasury  
 Internal Revenue Service

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

▶ **Do not enter social security numbers on this form as it may be made public.**  
 ▶ **Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.**

OMB No 1545-0052  
**2018**  
**Open to Public Inspection**

**For calendar year 2018, or tax year beginning 01-01-2018 , and ending 12-31-2018**

Name of foundation SD BECHTEL JR FOUNDATION		<b>A Employer identification number</b> 20-3759208
Number and street (or P O box number if mail is not delivered to street address) PO BOX 193809	Room/suite	<b>B Telephone number (see instructions)</b> (415) 284-8670
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 941193809		<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) ▶ \$ <u>162,257,082</u>	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	<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> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</i>	(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 (attach schedule)	23,271,691			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> 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		
	<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) (attach schedule)					
<b>11</b> Other income (attach schedule)	1,163,479	812,420			
<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 (attach schedule)	84,983	0		84,590
	<b>b</b> Accounting fees (attach schedule)	121,933	0		122,976
	<b>c</b> Other professional fees (attach schedule)	2,497,743	188,217		2,102,400
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	337,530	21,272		4,882
	<b>19</b> Depreciation (attach schedule) 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 (attach schedule)	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 Excess of revenue over expenses and disbursements</b>	-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-)					

<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	38,155,339	20,280,866	20,280,866
	<b>3</b> Accounts receivable ▶ <u>15,956,570</u>			
	Less allowance for doubtful accounts ▶ _____	14,426,773	15,956,570	15,956,570
	<b>4</b> Pledges receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .	330,009	134,165	134,165
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	888,008	302,895	302,895
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	120,298,450	82,413,639	82,413,639
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____			
Less accumulated depreciation (attach schedule) ▶ _____				
<b>12</b> Investments—mortgage loans . . . . .				
<b>13</b> Investments—other (attach schedule) . . . . .	73,732,621	41,819,599	41,819,599	
<b>14</b> Land, buildings, and equipment basis ▶ <u>488,006</u>				
Less accumulated depreciation (attach schedule) ▶ <u>299,446</u>	171,034	188,560	188,560	
<b>15</b> Other assets (describe ▶ _____)	1,431,492	1,160,788	1,160,788	
<b>16 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	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	733,381	1,020,293	
	<b>18</b> Grants payable . . . . .	111,159,969	56,769,374	
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	111,893,350	57,789,667	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .	136,608,329	103,802,025	
	<b>25</b> Temporarily restricted . . . . .	932,047	665,390	
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund			
<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	137,540,376	104,467,415		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	249,433,726	162,257,082		

**Part III Analysis of Changes in Net Assets or Fund Balances**

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

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1 a PUBLICLY TRADED SECURITIES</b>				
<b>b FROM PARTNERSHIPS</b>				
<b>c PARTNERSHIP DISPOSITIONS</b>				
<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</b> 88,541,390		86,272,496	2,268,894	
<b>b</b> 2,563,674			2,563,674	
<b>c</b> 45,288		86,438	-41,150	
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b>			2,268,894	
<b>b</b>			2,563,674	
<b>c</b>			-41,150	
<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>	4,791,418
<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) (see instructions) If (loss), enter -0- in Part I, line 8	{ }		<b>3</b>	

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

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

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

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

**1** Enter the appropriate amount in each column for each year, see 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	0.402071
2016	124,818,300	340,719,220	0.366338
2015	110,907,879	368,656,625	0.300843
2014	117,688,932	404,997,104	0.290592
2013	69,609,172	354,127,495	0.196565
<b>2</b> Total of line 1, column (d)			<b>2</b> 1.556409
<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> 0.311282
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			<b>4</b> 219,939,863
<b>5</b> Multiply line 4 by line 3			<b>5</b> 68,463,320
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 110,275
<b>7</b> Add lines 5 and 6			<b>7</b> 68,573,595
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 113,511,395

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)**

<b>1a</b>	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>b</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 . . . . .	<b>1</b>	110,275
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	110,275
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	110,275
<b>6</b>	Credits/Payments		
<b>a</b>	2018 estimated tax payments and 2017 overpayment credited to 2018	<b>6a</b>	230,243
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	0
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	0
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	230,243
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	0
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . ▶	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . ▶	<b>10</b>	119,968
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2019 estimated tax</b> ▶ 119,968 <b>Refunded</b> ▶	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation ▶ \$ _____ 0 <b>(2)</b> On foundation managers ▶ \$ _____ 0		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____ 0		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities</i>	<b>2</b>	No
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	<b>4a</b>	Yes
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .	<b>4b</b>	Yes
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA, DE _____		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	<b>8b</b>	Yes
<b>9</b> 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 taxable year beginning in 2018? See the instructions for Part XIV <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, distribution to donor advised fund, public inspection requirements, and books in care of.

Located at 199 FREMONT STREET 23RD FLOOR SAN FRANCISCO CA ZIP+4 94105

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here and enter the amount of tax-exempt interest received or accrued during the year.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in or authority over a bank, securities, or other financial account in a foreign country.

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

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

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

**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 <b>any</b> 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.	<input type="checkbox"/>			<b>5b</b>	<b>No</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? <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>	<input checked="" type="checkbox"/>	Yes	<input type="checkbox"/>	No	
<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? <i>If "Yes" to 6b, file Form 8870</i>	<input type="checkbox"/>			<b>6b</b>	<b>No</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?	<input type="checkbox"/>			<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 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**

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

(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 Additional Data Table				

**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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, EFFECTIVEN 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 DIRECT 40 00	214,846	38,471	0
TERESA CIRILLO 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR HR AND ADMI 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)**

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".</b>		
<b>(a) Name and address of each person paid more than \$50,000</b>	<b>(b) Type of service</b>	<b>(c) Compensation</b>
WILLIAMS GROUP 70 IONIA AVE SW SUITE 200 GRAND RAPIDS, MI 49503	CONSULTING SERVICES	522,708
CONSULTED 22 VISTA REAL MILL VALLEY, CA 94941	CONSULTING SERVICES	388,564
RANDEL CONSULTING ASSOCIATES LLC 9607 HILLRIDGE DRIVE KENSINGTON, MD 20895	CONSULTING SERVICES	383,363
NORTHERN TRUST 50 SOUTH LASALLE B-10 CHICAGO, IL 60603	MANAGEMENT FEES	152,523
GIVINGDATA LLC 45 PROSPECT STREET CAMBRIDGE, MA 02139	PROFESSIONAL FEES AND DATABASE MAINTENANCE	106,809
<b>Total number of others receiving over \$50,000 for professional services.</b>		<b>8</b>

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

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

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	<b>0</b>

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	185,690,123
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	37,109,078
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	490,000
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	223,289,201
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	223,289,201
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	3,349,338
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	219,939,863
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	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.)

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

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	113,488,607
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	22,788
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	113,511,395
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	<b>5</b>	110,275
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	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
<b>1</b> Distributable amount for 2018 from Part XI, line 7				10,752,824
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only. . . . .			0	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2018				
<b>a</b> From 2013. . . . .	52,242,091			
<b>b</b> From 2014. . . . .	42,599,051			
<b>c</b> From 2015. . . . .				
<b>d</b> From 2016. . . . .	108,678,316			
<b>e</b> From 2017. . . . .	57,712,996			
<b>f</b> Total of lines 3a through e. . . . .	261,232,454			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>113,511,395</u>				
<b>a</b> Applied to 2017, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	23,271,691			
<b>d</b> Applied to 2018 distributable amount. . . . .				10,752,824
<b>e</b> Remaining amount distributed out of corpus	79,486,880			
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a) )				0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	363,991,025			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019 . . . . .				0
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions). . . . .	52,242,091			
<b>9</b> Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a . . . . .	288,477,243			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2014. . . . .	42,599,051			
<b>b</b> Excess from 2015. . . . .				
<b>c</b> Excess from 2016. . . . .	108,678,316			
<b>d</b> Excess from 2017. . . . .	57,712,996			
<b>e</b> Excess from 2018. . . . .	79,486,880			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

**1a** 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 organization is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2018</b>	<b>(b) 2017</b>	<b>(c) 2016</b>	<b>(d) 2015</b>	
<b>2a</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 Additional Data Table

**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

**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 See instructions

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				
<b>b</b> <i>Approved for future payment</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3b</b>				

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

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .					
<b>4</b> Dividends and interest from securities. . . . .			14	3,244,599	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .			14	1,163,479	
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .			18	10,556,522	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .		0		14,964,600	0
<b>13</b> Total. Add line 12, columns (b), (d), and (e). . . . .					14,964,600

(See worksheet in line 13 instructions to verify calculations )

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation’s exempt purposes (other than by providing funds for such purposes) (See instructions )

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

Part XVII

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.


Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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
(a) Name of organization, (b) Type of organization, (c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.
Sign Here [Signature] 2019-11-13 [Title]
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
Date
Check if self-employed [ ]
PTIN: P00898534
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

<b>Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation</b>				
<b>(a)</b> Name and address	Title, and average hours per week <b>(b)</b> devoted to position	<b>(c)</b> Compensation (If not paid, enter -0-)	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	Expense account, <b>(e)</b> other allowances
STEPHEN D BECHTEL JR 	CHAIRMAN/DIRECTOR 10 00	0	0	0
199 FREMONT STREET SAN FRANCISCO, CA 94105				
LAUREN B DACHS	PRESIDENT/VICE CHAIR/DIRECTOR 40 00	351,346	19,397	0
199 FREMONT STREET SAN FRANCISCO, CA 94105				
ELIZABETH H BECHTEL	DIRECTOR 5 00	0	0	0
199 FREMONT STREET SAN FRANCISCO, CA 94105				
NONIE B RAMSAY	DIRECTOR 5 00	0	0	0
199 FREMONT STREET SAN FRANCISCO, CA 94105				
ALAN M DACHS	DIRECTOR 5 00	0	0	0
199 FREMONT STREET SAN FRANCISCO, CA 94105				
DEBORAH L DUNCAN	DIRECTOR 5 00	0	0	0
199 FREMONT STREET SAN FRANCISCO, CA 94105				
JUDE L LASPA	DIRECTOR 5 00	0	0	0
199 FREMONT STREET SAN FRANCISCO, CA 94105				
BOB PECK	DIRECTOR 5 00	0	0	0
199 FREMONT STREET SAN FRANCISCO, CA 94105				
JOHN W WEISER	DIRECTOR 5 00	0	0	0
199 FREMONT STREET SAN FRANCISCO, CA 94105				
SUSAN M HARVEY	SECRETARY/PROGRAM DIRECTOR 36 00	306,349	34,669	0
199 FREMONT STREET SAN FRANCISCO, CA 94105				
BARBARA CARTIER	TREASURER/CONTROLLER 40 00	223,846	47,771	0
199 FREMONT STREET SAN FRANCISCO, CA 94105				

**Form 990PF Part XV Line 1a - 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).**

STEPHEN D BECHTEL JR

ELIZABETH H BECHTEL

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . . ▶ 3a</b>				103,389,105



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 968173952	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500
AMERICAN ACADEMY OF ARTS AND SCIENCES NORTONS WOODS 136 IRVING STREET CAMBRIDGE, MA 021381996	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 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	500,000
<b>Total . . . . .</b>				<b>103,389,105</b>

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AMERICAN ACADEMY OF ARTS AND SCIENCES NORTONS WOODS 136 IRVING STREET CAMBRIDGE, MA 021381996	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
<b>Total . . . . . ▶ 3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 PO BOX 96929 WASHINGTON, DC 20090	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200
ARMS OF LOVE MINISTRIES INC PO BOX 295 MOULTRIE, GA 31776	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ARTOLUTION INC PO 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
<b>Total . . . . .</b>				<b>103,389,105</b>

▶ **3a**

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b>				<b>103,389,105</b>

▶ **3a**

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
BEYOND EMANCIPATION 675 HEGENBERGER ROAD SUITE 100 OAKLAND, CA 94621	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 PHILANTHROPYPO 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
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 303093506	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 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	5,126,944
BOYS & GIRLS CLUBS OF THE NORTH VALLEY 601 WALL STREET CHICO, CA 95928	NONE	PC	FUNDS TO SUPPORT VICTIMS OF PARADISE FIRE	50,000
<b>Total . . . . . ▶ 3a</b>				103,389,105



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CAL POLY CORPORATION ONE GRAND AVENUE BUILDING 38 ROOM 102 SAN LUIS OBISPO, CA 934070830	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 . . . . . ▶ 3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CALIFORNIA PACIFIC MEDICAL CENTER FOUNDATION 2015 STEINER STREET SAN FRANCISCO, CA 941207999	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 958142933	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
<b>Total . . . . .</b>				<b>103,389,105</b>

▶ **3a**

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b>			<b>▶ 3a</b>	103,389,105

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CALIFORNIA STATE UNIVERSITY FOUNDATION 401 GOLDEN SHORE 6TH FLOOR LONG BEACH, CA 908024210	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 908024210	NONE	PC	FUNDS FOR THE CSU SYSTEM TO DEVELOP, PROMOTE, AND ENABLE CONTINUOUS LEARNING IN EDUCATOR PREPARATION PROGRAMS THROUGH DATA INQUIRY	159,386
CALIFORNIA STATE UNIVERSITY FRESNO FOUNDATION OFFICE OF RESEARCH AND SPONSORED PROGRAMS FRESNO, CA 937261852	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 INITIATIVE	400,000
<b>Total . . . . . ▶ 3a</b>				103,389,105

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Name and address (home or business)				
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CALIFORNIA STATE UNIVERSITY LONG BEACH RESEARCH FOUNDATION 6300 STATE UNIVERSITY DRIVE SUITE 332 LONG BEACH, CA 908154670	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
<b>Total . . . . . ▶ 3a</b>				103,389,105



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Name and address (home or business)				
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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 . . . . . ▶ 3a</b>				103,389,105

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CALMATTERS1017 L STREET 261 SACRAMENTO, CA 95814	NONE	PC	FUNDS FOR CAPACITY BUILDING SUPPORT TO HELP CALMATTERS UNDERSTAND AND GROW ITS AUDIENCE	50,000
CALMATTERS1017 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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105

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CANDID 4801 COURTHOUSE STREET SUITE 220 WILLIAMSBURG, VA 231882678	NONE	PC	FUNDS FOR GENERAL OPERATING SUPPORT	10,000
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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<b>a</b> <i>Paid during the year</i>				
CAUSA JUSTA JUST CAUSEPO 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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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<b>a</b> <i>Paid during the year</i>				
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
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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CNATURENET808 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
<b>Total . . . . .</b>				<b>103,389,105</b>

▶ **3a**



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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
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<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b>				<b>103,389,105</b>

▶ **3a**

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
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<b>a</b> <i>Paid during the year</i>				
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 PO 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
<b>Total . . . . .</b>				<b>103,389,105</b>

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CORA COMMUNITY OVERCOMING RELATIONSHIP ABUSE 2211 PALM AVENUE SAN MATEO, CA 94403	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105

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CSU BAKERSFIELD AUXILIARY FOR SPONSORED PROGRAMS ADMINISTRATION 9001 STOCKDALE HIGHWAY MAIL STOP 24 DDH BAKERSFIELD, CA 933111022	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 928313014	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
DIGNITY AND POWER NOW 3655 S GRAND AVENUE SUITE 240 LOS ANGELES, CA 90007	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	2,500
<b>Total . . . . . ▶ 3a</b>				103,389,105

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DUKE UNIVERSITY OFFICE OF RESEARCH SUPPORT 2200 W MAIN STREET SUITE 710 DURHAM, NC 277054677	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 SPCA8323 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
<b>Total . . . . . ▶ 3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 . . . . . ▶ 3a</b>				103,389,105

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b>				<b>103,389,105</b>

**▶ 3a**



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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
EQUAL JUSTICE INITIATIVE 122 COMMERCE STREET MONTGOMERY, AL 36104	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	240
EVERYTOWN FOR GUN SAFETY SUPPORT FUND INC PO BOX 3886 NEW YORK, NY 10163	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	900
FLORENCE IMMIGRANT AND REFUGEE RIGHTS PROJECT PO BOX 654 FLORENCE, AZ 85132	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	300
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
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
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
FRANCISCO PARK CONSERVANCY PO 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
<b>Total . . . . . ▶ 3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
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 . . . . . ▶ 3a</b>				<b>103,389,105</b>

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
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 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	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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 . . . . .</b> ▶ <b>3a</b>				103,389,105

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b>			<b>▶ 3a</b>	103,389,105

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . . ▶ 3a</b>				103,389,105



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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
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
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
HOLY CROSS ORTHODOX MONASTERY 34700 PALOMARES ROAD CASTRO VALLEY, CA 945529624	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200
<b>Total . . . . .</b>				<b>103,389,105</b>

**▶ 3a**

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
HUMAN RIGHTS CAMPAIGN FOUNDATION ATTN FEDERAL CLUB COUNCIL 1640 RHODE ISLAND AVENUE NW WASHINGTON, DC 200363278	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 CL500058 PO BOX 5007 MERRIFIELD, VA 221165007	NONE	PC	FUNDS FOR 2018 ANNUAL MEMBERSHIP RENEWAL	17,150
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 . . . . .</b> ▶ <b>3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 101680002	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200
INTERNATIONAL RESCUE COMM 122 EAST 42ND STREET NEW YORK, NY 101680002	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500
<b>Total . . . . .</b>				<b>103,389,105</b>

▶ **3a**

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
KQED INC2601 MARIPOSA STREET SAN FRANCISCO, CA 941101426	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000
KQED INC2601 MARIPOSA STREET SAN FRANCISCO, CA 941101426	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	360
KQED INC2601 MARIPOSA STREET SAN FRANCISCO, CA 941101426	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000
<b>Total . . . . . ▶ 3a</b>				103,389,105



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
KQED INC2601 MARIPOSA STREET SAN FRANCISCO, CA 941101426	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	200
KQED INC2601 MARIPOSA STREET SAN FRANCISCO, CA 941101426	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	120
KQED INC2601 MARIPOSA STREET SAN FRANCISCO, CA 941101426	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500
<b>Total . . . . . ▶ 3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
KQED INC2601 MARIPOSA STREET SAN FRANCISCO, CA 941101426	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	150
KQED INC2601 MARIPOSA STREET SAN FRANCISCO, CA 941101426	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
LAFAYETTE PARTNERS IN EDUCATION P O BOX 923 LAFAYETTE, CA 94549	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	2,600
<b>Total . . . . . ▶ 3a</b>				103,389,105

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<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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<b>a</b> <i>Paid during the year</i>				
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 . . . . .</b> ▶ <b>3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 021394307	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 PO BOX 5014 HAGERSTOWN, MD 217415014	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000
<b>Total . . . . .</b>				<b>103,389,105</b>

▶ 3a

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 64111203	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTORS GRANT PROGRAM	50,000
<b>Total . . . . . ▶ 3a</b>				103,389,105



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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
NATIONAL COUNCIL OF YOUNG MENS CHRISTIAN ASSNS OF THE USA 101 NORTH WACKER DRIVE CHICAGO, IL 606061784	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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
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
<b>Total . . . . .</b>			<b>▶ 3a</b>	103,389,105

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
NEIGHBORHOOD FUNDERS GROUP 436 14TH STREET SUITE 425 OAKLAND, CA 94612	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000
<b>Total . . . . . ▶ 3a</b>				103,389,105



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
NETWORK FOR LANDSCAPE CONSERVATION PO 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 200362656	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 200362656	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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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<b>a</b> <i>Paid during the year</i>				
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 . . . . .</b> ▶ <b>3a</b>				103,389,105

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<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b>				<b>103,389,105</b>

▶ **3a**

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<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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<b>a</b> <i>Paid during the year</i>				
PACIFICA EDUCATION FOUNDATION 375 REINA DEL MAR AVENUE PACIFICA, CA 94044	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	500
PACIFICA LAND TRUSTP 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
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105

<b>Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b>			<b>▶ 3a</b>	103,389,105

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<b>a</b> <i>Paid during the year</i>				
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
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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<b>a</b> <i>Paid during the year</i>				
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 PO 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
<b>Total . . . . . ▶ 3a</b>				103,389,105



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 . . . . . ▶ 3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b>				<b>103,389,105</b>

▶ **3a**

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<b>a</b> <i>Paid during the year</i>				
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
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 950530015	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTOR'S GRANT PROGRAM DESIGNATED FOR THE LAW SCHOOL ENDOWMENT	100,000
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105

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<b>a</b> <i>Paid during the year</i>				
PRESIDENT-BOARD OF TRUSTEES SANTA CLARA COLLEGE 500 EL CAMINO REAL SANTA CLARA, CA 950530015	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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 481091340	NONE	PC	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	250,000
REGENTS OF THE UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET ANN ARBOR, MI 481091340	NONE	PC	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	250,000
<b>Total</b> . . . . .			<b>3a</b>	103,389,105



**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 IMPORTANCE OF BIPARTISANSHIP IN THE UNITED STATES AND TO SPUR GREATER COOPERATION ACROSS PARTY LINES AT THE FEDERAL LEVEL	45,000
RIVER NETWORKPO 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
<b>Total . . . . . ▶ 3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SAINT AGNES CHURCH 1025 MASONIC AVENUE SAN FRANCISCO, CA 94117	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000
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
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 939405291	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTOR'S GRANT PROGRAM	200,000
<b>Total . . . . . ▶ 3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SANTA CLARA COUNTY OFFICE OF EDUCATION 1290 RIDDER PARK DRIVE SAN JOSE, CA 951312304	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
<b>Total . . . . . ▶ 3a</b>				103,389,105



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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 SCHOLARS, POLICY-MAKERS, AND THE PUBLIC	50,000
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b>				<b>103,389,105</b>

▶ **3a**

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
ST ELIZABETH CATHOLIC CHURCH 1500 34TH AVENUE OAKLAND, CA 94601	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	2,200
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 . . . . . ▶ 3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
TEN STRANDSPO BOX 150869 SAN RAFAEL, CA 949150869	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
<b>Total . . . . .</b>				<b>103,389,105</b>

▶ **3a**

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
THACHER SCHOOL INC 5025 THACHER ROAD OJAI, CA 930239001	NONE	PC	FUNDS FOR THE HILLS BUILDING PROJECT RENOVATIONS	1,000,000
THACHER SCHOOL INC 5025 THACHER ROAD OJAI, CA 930239001	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 PO BOX 2599 OAKLAND, CA 94614	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	600
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
THE ALAMEDA COUNTY COMMUNITY FOOD BANK INC ATTN DEVELOPMENT DEPARTMENT PO BOX 2599 OAKLAND, CA 94614	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	2,500
THE ALS ASSOCIATION PO 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
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 943056015	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 434 GALVEZ MALL STANFORD, CA 943056003	NONE	PC	FUNDS FOR CONSTRUCTION OF THE GEORGE P SHULTZ BUILDING AT THE HOOVER INSTITUTION AT STANFORD UNIVERSITY	500,000
<b>Total . . . . . ▶ 3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 434 GALVEZ MALL STANFORD, CA 943056003	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 ENVIRONME T ENERGY BUILDING - MC 4205 PALO ALTO, CA 94305	NONE	PC	FUNDS TO SUPPORT WATER IN THE WEST'S WORK ON GROUNDWATER MANAGEMENT	626,692
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 THE MOOC PLATFORM AND ONTO THE SNAP WEBSITE	248,055
<b>Total . . . . . ▶ 3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 ENSURE INCREASED OPPORTUNITY AND SUCCESS FOR ALL STUDENTS IN CALIFORNIA IN DECADES AHEAD	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 OTHER SCHOOL DISTRICTS	664,765
<b>Total</b> . . . . . ► <b>3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 959290870	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 . . . . . ▶ 3a</b>				103,389,105

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 PO BOX 71005 OAKLAND, CA 94612	NONE	PC	FUNDS DESIGNATED FOR SUPPORT FOR ELMHURST COMMUNITY PREP	1,000
THE OAKLAND PUBLIC EDUCATION FUND PO BOX 71005 OAKLAND, CA 94612	NONE	PC	FUNDS DESIGNATED FOR ELMHURST COMMUNITY PREP	2,000
<b>Total . . . . . ▶ 3a</b>				103,389,105

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 "BE THERE WITH CARE" EVENT ON SEPTEMBER 28, 2018 ALL BENEFITS WAIVED	10,000
THUNDER VALLEY COMMUNITY DEVELOPMENT CORPORATION PO 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
<b>Total . . . . . ▶ 3a</b>				103,389,105



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
TRUSTEES OF COLUMBIA UNIVERSITY GIFT SYSTEMS COLUMBIA ALUMNI CENTER 622 WEST 113TH STREET MAIL CODE 452 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 SUFFERING HARDSHIPS	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
<b>Total . . . . . ▶ 3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 EDUCATION AGENCIES RECEIVING STATE FUNDS FOR TEACHER RECRUITMENT AND RETENTION	141,200
UASPIRE INC 31 MILK STREET SUITE 900 BOSTON, MA 02109	NONE	PC	FUNDS DESIGNATED FOR BAY AREA OAKLAND EXPANSION	3,000
UNION OF CONCERNED SCIENTISTS 2 BRATTLE SQUARE CAMBRIDGE, MA 02138	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	150
<b>Total . . . . . ▶ 3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 RELIGIONSPO BOX 29242 SAN FRANCISCO, CA 94129	NONE	PC	FUNDS GIVEN AS PART OF THE DIRECTORS GRANT PROGRAM	100,000
UNITED RELIGIONSPO BOX 29242 SAN FRANCISCO, CA 94129	NONE	PC	FUNDS TO ENDOW THE CHARLOTTE AND GEORGE SHULTZ FUND FOR HOSPITALITY AND DIPLOMACY	500,000
<b>Total . . . . .</b>				<b>103,389,105</b>



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**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
UNITED 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 . . . . . ▶ 3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION UNIVERSITY OF CALIFORNIA BERKELEY 2080 ADDISON STREET SUITE 4200 BERKELEY, CA 947041070	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 947041070	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
<b>Total . . . . . ▶ 3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
URBAN JUSTICE CENTER 40 RECTOR STREET 9TH FLOOR NEW YORK, NY 10006	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	100
VALLECITOS MOUNTAIN REFUGE PO BOX 4051 DURANGO, CO 81302	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	800
<b>Total . . . . . ▶ 3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
VETERANS TO FARMERS 1616 17TH STREET 569 DENVER, CO 80202	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	1,000
VIPASSANA HAWAIIP O BOX 551681 KAPAAU, HI 96755	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	900
VIPASSANA HAWAIIP O BOX 551681 KAPAAU, HI 96755	NONE	PC	FUNDS DESIGNATED FOR TEACHER DANA	1,000
<b>Total . . . . . ▶ 3a</b>				103,389,105



**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
WALK SAN FRANCISCO FOUNDATION 333 HAYES STREET SUITE 202 SAN FRANCISCO, CA 94102	NONE	PC	FUNDS FOR UNRESTRICTED GENERAL SUPPORT	2,600
<b>Total . . . . .</b>				<b>103,389,105</b>

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**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b>				<b>103,389,105</b>

▶ **3a**

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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 . . . . . ▶ 3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
WESTED730 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
<b>Total . . . . .</b>				<b>103,389,105</b>

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
WESTED730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR THE EVALUATION, BOTH FORMATIVE AND SUMMATIVE, OF THE MATH IN COMMON INITIATIVE	724,137
WESTED730 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
WESTED730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR SUPPLEMENTING EVALUATION OF NGSS EARLY IMPLEMENTERS INITIATIVE, YEARS 3-4	230,091
<b>Total . . . . . ▶ 3a</b>				103,389,105

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
WESTED730 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
WESTED730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR WESTED TO EVALUATE CCSESA'S MATH AND SCIENCE COMMUNITIES OF PRACTICE	250,000
WESTED730 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
<b>Total . . . . .</b>			<b>▶ 3a</b>	103,389,105

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
WESTED730 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
WESTED730 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
WESTED730 HARRISON STREET SAN FRANCISCO, CA 94107	NONE	PC	FUNDS FOR EVALUATING THE SUSTAINED IMPACT OF THE MATH IN COMMON INITIATIVE	536,298
<b>Total . . . . .</b>			<b>▶ 3a</b>	103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
WESTED730 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
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
<b>Total . . . . . ▶ 3a</b>				103,389,105



**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . . ▶ 3a</b>				103,389,105

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b> ▶ <b>3a</b>				103,389,105

**TY 2018 Accounting Fees Schedule****Name:** SD BECHTEL JR FOUNDATION**EIN:** 20-3759208

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
ACCOUNTING FEES	121,933	0		122,976

**TY 2018 Compensation Explanation****Name:** SD BECHTEL JR FOUNDATION**EIN:** 20-3759208

Person Name	Explanation
SUSAN M HARVEY AND BARBARA CARTIER	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

# **TY 2018 Distribution from Corpus Election**

**Name:** SD BECHTEL JR FOUNDATION

**EIN:** 20-3759208

**Election:** SEE GENERAL EXPLANATION STATEMENT 19

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2018 Expenditure Responsibility Statement

**Name:** SD BECHTEL JR FOUNDATION

**EIN:** 20-3759208

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
THE GREAT THIRST PRODUCTIONS LLC	1925 CENTURY PARK EAST SUITE 420 LOS ANGELES, CA 90067	2017-12-22	100,000	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	100,000	NONE	08/22/2018 & 10/10/2019		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

**TY 2018 General Explanation Attachment****Name:** SD BECHTEL JR FOUNDATION**EIN:** 20-3759208**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		TANGIBLE PROPERTY REGULATIONS ELECTION STATEMENTS	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 Attachment**

Identifier	Return Reference	Explanation	
2		FORM 990PF PT XIII LN 4C - ELECTION UNDER REG SEC 53 4942 (A)-3(D)(2)	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



**TY 2018 Investments Corporate Bonds Schedule****Name:** SD BECHTEL JR FOUNDATION**EIN:** 20-3759208**Investments Corporate Bonds Schedule**

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
CORPORATE BONDS	82,413,639	82,413,639

**TY 2018 Investments Corporate Stock Schedule****Name:** SD BECHTEL JR FOUNDATION**EIN:** 20-3759208**Investments Corporation Stock Schedule**

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
ETON PARK OVERSEAS FUND	25,192	25,192
OZ OVERSEAS FUND, LTD	277,703	277,703

**TY 2018 Investments - Other Schedule****Name:** SD BECHTEL JR FOUNDATION**EIN:** 20-3759208**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
AG SECURITIZED ASSET RECOV HLDGS LP	FMV	2,067,810	2,067,810
CLAYTON, DUBILIER & RICE FUND VIII WILSONART	FMV	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 VI-A	FMV	1,084,631	1,084,631
MADISON DEARBORN CAPITAL PARTNERS VI-A GLOBAL	FMV	358,170	358,170
MADISON DEARBORN CAPITAL PARTNERS VI-B	FMV	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 FEEDER FUND II, LP	FMV	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 CREDIT INVESTOR	FMV	1,087	1,087
FORTRESS VRF LTD	FMV	8,658	8,658
FORTRESS VRF TE I	FMV	6,417	6,417

**TY 2018 Legal Fees Schedule****Name:** SD BECHTEL JR FOUNDATION**EIN:** 20-3759208

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
LEGAL EXPENSE	84,983	0		84,590

**TY 2018 Other Assets Schedule****Name:** SD BECHTEL JR FOUNDATION**EIN:** 20-3759208**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - 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

**TY 2018 Other Decreases Schedule****Name:** SD BECHTEL JR FOUNDATION**EIN:** 20-3759208

<b>Description</b>	<b>Amount</b>
UNREALIZED GAIN/(LOSS) ON INVESTMENTS	10,127,079
UNREALIZED GAIN/(LOSS) ON CHARITABLE TRUSTS	266,657

**TY 2018 Other Expenses Schedule****Name:** SD BECHTEL JR FOUNDATION**EIN:** 20-3759208**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for 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

## Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL DEVELOPMENT	85,294	0		46,374



**TY 2018 Other Income Schedule****Name:** SD BECHTEL JR FOUNDATION**EIN:** 20-3759208**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM PARTNERSHIPS	1,121,960	806,101	1,121,960
OTHER INCOME	41,519	79	41,519
FROM PARTNERSHIPS - SEC 965A	0	6,240	0

**TY 2018 Other Professional Fees Schedule****Name:** SD BECHTEL JR FOUNDATION**EIN:** 20-3759208

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
MONTICELLO	16,000	16,000		0
CONSULTANTS	2,309,526	0		2,102,400
NORTHERN TRUST	172,217	172,217		0

**TY 2018 Taxes Schedule****Name:** SD BECHTEL JR FOUNDATION**EIN:** 20-3759208

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
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

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**  
▶ Attach to Form 990, 990-EZ, or 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**  
SD 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 other 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<sup>1</sup> 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

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

<b>Name of organization</b> SD BECHTEL JR FOUNDATION	<b>Employer identification number</b> 20-3759208
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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 PO 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 PO 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 PO 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 )

<b>Name of organization</b> SD BECHTEL JR FOUNDATION	<b>Employer identification number</b> 20-3759208
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<b>Part II</b> <b>Noncash Property</b>
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(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	\$ 60,688	2018-12-31
		\$	
		\$	
		\$	
		\$	
		\$	

<b>Name of organization</b> SD BECHTEL JR FOUNDATION	<b>Employer identification number</b> 20-3759208
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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 information once. See instructions.) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee