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Private Foundation
Return of Nonexempt Charitable Trust
or Section 4947(a)(1) Private Foundation
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OMB No 1545-0052

2011

Note. The foundation may be able to elect to file on a calendar year basis, 2011, and ending , 20

For calendar year 2011 or tax year beginning

Name of foundation THE FLUOR FOUNDATION		A Employer identification number 51-0196032
Number and street (or P.O. number if mail is not delivered to street address) 6700 LAS CORTINAS BLVD		B Telephone number (see instructions) 469-398-7000
City or town, state, and ZIP code IRVING, TX 75039		C If exemption application is pending, check here ☐
G Check that apply	Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change ☐	D 1 Foreign organizations check here ☐ 2 Foreign organizations meeting the 85% test check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 13,117,277 (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc. received (attach schedule) if the foundation is not required to attach Sch. B	4,363,593			
2 Check ☐				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	223,521	223,521	223,521	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	4,587,114	223,521	223,521	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	11,187	11,187	11,187	
17 Interest				
18 Taxes (attach schedule) (see instructions) Stmt. 2	26,631			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses Add lines 13 through 23	37,818	11,187	11,187	
25 Contributions, gifts, grants paid	4,363,593			4,363,593
26 Total expenses and disbursements Add lines 24 and 25	4,401,411	11,187	11,187	4,363,593
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	185,703			
b Net investment income (if negative, enter -0-)		212,334		
c Adjusted net income (if negative, enter -0-)			212,334	

For Paperwork Reduction Act Notice, see instructions.

JSA

Form 990-PF (2011)

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Part II Balance Sheets		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
Assets	1	Cash - non-interest-bearing		1,543,528	1,294,024	1,294,024
	2	Savings and temporary cash investments		352,111	31,610	31,610
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	3	3,911,893	4,831,626	4,831,626
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule) Statement 3	3	3,663,060	3,372,480	3,372,480
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) Statement 3		3,560,034	3,584,818	3,584,818	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶ <u>Excise Tax Receivable</u>)		31,262	2,719	2,719	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		13,061,888	13,117,277	13,117,277	
Liabilities	17	Accounts payable and accrued expenses		3,870	3,279	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ <u>Excise Tax Payable</u>)		15,863	13,951	
23	Total liabilities (add lines 17 through 22)		19,733	17,230		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		13,042,155	13,100,047	
	30	Total net assets or fund balances (see instructions)		13,042,155	13,100,047	
	31	Total liabilities and net assets/fund balances (see instructions)		13,061,888	13,117,277	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,042,155
2	Enter amount from Part I, line 27a	2	185,703
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,227,858
5	Decreases not included in line 2 (itemize) ▶ <u>Statement 4</u>	5	127,811
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,100,047

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
c					
d					
e					

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	4,147,678	12,210,927	0.3397
2009	4,209,465	13,969,236	0.3013
2008	4,047,885	15,657,341	0.2585
2007	3,486,809	14,671,331	0.2377
2006	2,772,067	13,664,707	0.2029

2 Total of line 1, column (d)	2	1.3401
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.2680
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	12,809,538
5 Multiply line 4 by line 3	5	3,432,956
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,123
7 Add lines 5 and 6	7	3,435,079
8 Enter qualifying distributions from Part XII, line 4 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	8	4,363,593

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	2, 123
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	2, 123
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2, 123
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	6, 321	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	6, 321	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4, 198	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☒ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ <u>None</u> (2) On foundation managers ☒ \$ <u>None</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ <u>None</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes. See Attachment</i>	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ <u>California</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.fluor.com/sustainability/community/fluor_giving</u>	13	X	
14	The books are in care of <u>Susan McWhorter</u> Telephone no <u>469-398-7066</u> Located at <u>6700 Las Colinas Blvd., Irving, TX</u> ZIP + 4 <u>75039</u>			
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 <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>	16	Yes	No
				X

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

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

		Yes	No	
1a	During the year did the foundation (either directly or indirectly)			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b		X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years <u></u>			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b****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 Statement 5				

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
None				

Total number of other employees paid over \$50,000 **▶**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 None	
2	
3	
4	

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
1 None	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	11,890,705
b	Average of monthly cash balances	1b	1,113,902
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	13,004,607
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	13,004,607
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	195,069
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,809,538
6	Minimum investment return. Enter 5% of line 5	6	640,477

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

1	Minimum investment return from Part X, line 6	1	640,477
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,123
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,123
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	638,354
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	638,354
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	638,354

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,363,593
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,363,593
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,123
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,361,470

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				638,354
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006	2,098,927			
b From 2007	2,763,424			
c From 2008	3,272,496			
d From 2009	3,513,709			
e From 2010	3,538,936			
f Total of lines 3a through e	15,187,492			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 4,363,593				
a Applied to 2010, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				638,354
e Remaining amount distributed out of corpus . .	3,725,239			
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,912,731			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . .				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .	2,098,927			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	16,813,804			
10 Analysis of line 9				
a Excess from 2007	2,763,424			
b Excess from 2008	3,272,496			
c Excess from 2009	3,513,709			
d Excess from 2010	3,538,936			
e Excess from 2011	3,725,239			

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 2011, enter the date of the ruling**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Tax year

Prior 3 years

(e) Total

(a) 2011

(b) 2010

(c) 2009

(d) 2008

0

0

0

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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))

None

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

None

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

See Statement 6

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

See Statement 6

c Any submission deadlines

See Statement 6

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

See Statement 6

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year Foundation Grants During the Year				4,362,647
Total ► 3a				4,362,647
b Approved for future payment Change the Equation Clemson University Foundation Hearing and Speech Foundation South Carolina State University University of Colorado Foundation University of SC Edu. Foundation	N/A N/A N/A N/A N/A N/A	501 c 3 501 c 3 501 c 3 501 c 3 501 c 3 501 c 3		25,000 5,000 150,000 105,000 50,000 1,000,000
Total ► 3b				1,335,000

Enter gross amounts unless otherwise indicated

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

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

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
Fluor Corporation Master		
Retirement Trust	501 (c) (9)	Affiliate
Fluor Cares (f/k/a Fluor Community Involvement Team)	501 (c) (3)	Affiliate

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  11/12/12 **President & Trustee**
 Signature of officer or trustee Date Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Schedule of Contributors

OMB No 1545-0047

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

2011

Name of the organization

Employer identification number

THE FLUOR FOUNDATION

51-0196032

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

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

Name of organization THE FLUOR FOUNDATION	Employer identification number 51-0196032
---	---

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	Fluor Corporation 6700 Las Colinas Blvd. Irving, TX 75039-2902	\$ 4,363,593.23	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number

51-0196032

Part II

[illegible]

Name of organization

Employer identification number

THE FLUOR FOUNDATION

51-0196032

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entryFor 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
N/A	None		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

The Fluor Foundation

EIN: 51-0196032

Form 990-PF Return of Private Foundation

December 31, 2011

STATEMENT 1

Page 1, Part I, Line 16c

Other Professional Fees

Investment Management and Administration Fees	<u>11,187</u>
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STATEMENT 2

Page 1, Part I, Line 18

Taxes

Federal Excise Tax (Benefit) Expense	<u>26,631</u>
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The Fluor Foundation

EIN: 51-0196032

Form 990-PF Return of Private Foundation

December 31, 2011

STATEMENT 3

Page 2, Part II, Line 10(a)

Investments - U.S. and State Government Obligations

	Beginning of Year	End of Year	
		Book Value	Fair Market
Government Securities	3,911,893	4,831,626	4,831,626
	3,911,893	4,831,626	4,831,626

Page 2, Part II, Line 10(c)

Investments - Corporate Bonds

	Beginning of Year	End of Year	
		Book Value	Fair Market
Corporate Bonds	3,663,060	3,372,480	3,372,480
	3,663,060	3,372,480	3,372,480

Page 2, Part II, Line 13

Investments - Other

	Beginning of Year	End of Year	
		Book Value	Fair Market
US Equity Fund	3,560,034	3,584,818	3,584,818
Investments in Mutual Funds	3,560,034	3,584,818	3,584,818

STATEMENT 4

Page 2, Part III, Line 3

Other Increases not included in line 2

Unrealized LOSS	(95,602)
Realized Loss	(32,208)
	<u>(127,810)</u>

The Fluor Foundation

EIN: 51-0196032

Form 990-PF Return of Private Foundation

December 31, 2011

Page 6, Part VIII, Line 1

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

(a) Name and Address	(b) Title and average hours per week devoted to Position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
R F Barnard 6700 Las Colinas Blvd, Irving TX 75039	Director 15 hours per week	-0-	-0-	-0-
D E Constable (Resigned 06/04/2011) 6700 Las Colinas Blvd, Irving TX 75039	Director 15 hours per week	-0-	-0-	-0-
S B Dobbs 6700 Las Colinas Blvd, Irving TX 75039	Director 15 hours per week	-0-	-0-	-0-
G C Gilkey 6700 Las Colinas Blvd, Irving TX 75039	Director 25 hours per week	-0-	-0-	-0-
D T Seaton 6700 Las Colinas Blvd, Irving TX 75039	Director 15 hours per week	-0-	-0-	-0-
D M Steuert (Resigned 05/04/2012) 6700 Las Colinas Blvd, Irving TX 75039	Director 15 hours per week	-0-	-0-	-0-
D A Wilson 6700 Las Colinas Blvd, Irving TX 75039	Director 15 hours per week	-0-	-0-	-0-
C M Hernandez 6700 Las Colinas Blvd, Irving TX 75039	Director 25 hours per week	-0-	-0-	-0-
Kirk Grimes (Elected 01/01/2012) 6700 Las Colinas Blvd, Irving TX 75039	Trustee 15 hours per week	-0-	-0-	-0-
B C Porter (Elected 05/04/2012) 6700 Las Colinas Blvd, Irving TX 75039	Trustee 15 hours per week	-0-	-0-	-0-
E J Kowalchuk 6700 Las Colinas Blvd, Irving TX 75039	Treasurer 50 hours per week	-0-	-0-	-0-
L C Tashjian (Resigned 06/04/2012) 6700 Las Colinas Blvd, Irving TX 75039	President & Director 4 hours per week	-0-	-0-	-0-
Clif Webb (Elected 06/04/2012) 6700 Las Colinas Blvd, Irving TX 75039	President & Trustee 4 hours per week	-0-	-0-	-0-

The Fluor Foundation

EIN: 51-0196032

Form 990-PF Return of Private Foundation

December 31, 2011

Page 10, Part XV, Line 2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs

a. The name, address, and telephone number of the person to whom applications should be addressed:

Executive Director
The Fluor Foundation
6700 Las Colinas Blvd
Irving, TX 75039
469-398-7000

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

Information should include the following

- 1 Tax Exempt Status under the IRC (including a copy of the IRS determination letter outlining status)
2. Description of the Organization
- 3 State the Amount of Funds the Organization is Requesting
- 4 Describe how the Funds are to be Used.

c. Any Submission Deadlines:

The Foundation accepts proposals on a continuing basis

d. Any Restrictions or Limitations on Awards, such as by Geographical Areas, Charitable Fields, Kinds of Institutions, or other Factors:

The Fluor Foundation serves as the philanthropic arm of the Fluor Corporation within the United States. Funded by contributions from the Corporation, the Fluor Foundation responds to the needs, challenges, and opportunities of the complex society by providing assistance to various responsible not-for-profit organizations primarily in areas where Fluor has permanent offices. Requests are considered in the general categories of Education, Social Services, Community / Economic Development and Environment.

The Contributions are made only to Organizations recognized as tax-exempt under IRC Section 501(c)(3)

For additional information, visit www.fluor.com/sustainability/community/fluor_giving

Foundation Grants - Tax Report

FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
2/24/2011	A.J. Whittenberg Elementary School 420 Westfield Street Greenville, SC 29601	\$1,300.00	Domestic\Greenville	Contribution from 2011 budget to support the Jr FIRST Lego League at A.J. Whittenberg Elementary
7/27/2011	A J Whittenberg Elementary School 420 Westfield Street Greenville, SC 29601	\$500.00	Domestic\Greenville	Contribution from 2011 budget to support the sustainability of the innovative engineering curriculum for the addition of the new grade level
6/20/2011	Abiding Savior Lutheran School 23262 El Toro Road Lake Forest, CA 92630	\$5,000.00	Matching Gifts\US	
11/4/2011	Abiding Savior Lutheran School 23262 El Toro Road Lake Forest, CA 92630	-\$5,000.00	Matching Gifts\US	
11/21/2011	Abiding Savior Lutheran School 23262 El Toro Road Lake Forest, CA 92630	\$5,000.00	Matching Gifts\US	
9/22/2011	Administrators of The Tulane Educational Fund PO Box 61075 New Orleans, LA 70161	\$500.00	Matching Gifts\US	
3/24/2011	Aliso Niguel High School PTSA 28000 Wolverine Way Aliso Viejo, CA 92656	\$50.00	Matching Gifts\US	
12/19/2011	Aliso Niguel High School PTSA 28000 Wolverine Way Aliso Viejo, CA 92656	\$100.00	Matching Gifts\US	
2/24/2011	American Heart Association 3535 Pelham Road, #101 Greenville, SC 29615	\$5,000.00	Domestic\Greenville	Contribution from 2011 budget to support the American Heart Association's 2011 Heart Walk

Foundation Grants - Tax Report

FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
4/26/2011	American National Red Cross 431 18th St. NW Washington, DC 20006	\$20,000.00	Company-wide	Contribution from 2011 budget designated to the Japan Earthquake and Pacific Tsunami Fund.
10/24/2011	American Red Cross, North Texas Region 4800 Harry Hines Blvd Dallas, TX 75235	\$10,000.00	Company-wide	Contribution from 2011 budget for Wild Fire Relief Grant to be split \$5,000 for the North Texas area and \$5,000 for the Houston/Sugar Land area
2/24/2011	Angel On A Leash 244 Fifth Avenue #2312 New York, NY 10001-7604	\$5,000.00	Military Support Coalition	Contribution from 2011 budget for the expansion of the Angel On A Leash Therapy Dog Program at the Fisher House at the Michael E. DeBakey VA Medical Center in Houston
12/19/2011	Appalachian State University Foundation P O Box 32014 Boone, NC 28608	\$100.00	Matching Gifts\US	
1/26/2011	Arts Orange County 3750 South Susan Street, Suite 200 Santa Ana, CA 92704	\$10,000.00	Domestic\Aliso Viejo	Contribution from 2011 funds for general operating support
6/20/2011	Asbury Theological Seminary 204 N Lexington Ave Wilmore, KY 40390	\$5,000.00	Matching Gifts\US	
3/24/2011	Association Of Former Students Of Texas A & M University 505 George Bush Dr College Station, TX 77840-2918	\$775.00	Matching Gifts\US	
6/20/2011	Association Of Former Students Of Texas A & M University 505 George Bush Dr College Station, TX 77840-2918	\$1,915.00	Matching Gifts\US	

Foundation Grants - Tax Report

FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
9/22/2011	Association Of Former Students Of Texas A & M University 505 George Bush Dr College Station, TX 77840-2918	\$395.00	Matching Gifts\US	
12/19/2011	Association Of Former Students Of Texas A & M University 505 George Bush Dr College Station, TX 77840-2918	\$1,496.00	Matching Gifts\US	
11/21/2011	Barnwell County United Way Po Box 189 Barnwell, SC 29812-0189	\$8,668.17	United Way\US	Contribution from the 2011 budget for the Fluor Corporate Gift for the 2011/2012 SRNS United Way campaign
6/20/2011	Baylor University One Bear Place, 97050 Waco, TX 76798-7050	\$150.00	Matching Gifts\US	
9/22/2011	Bell Street Middle School 600 Peachtree St Clinton, SC 29325	\$1,250.00	Matching Gifts\US	
3/24/2011	Belmont University 1900 Belmont Boulevard Nashville, TN 37212-3757	\$100.00	Matching Gifts\US	
6/20/2011	Bethlehem Christian Academy 4 Harrison Bridge Road Simpsonville, SC 29681	\$2,600.00	Matching Gifts\US	
12/19/2011	Beverly Woods Elementary School PTA 6001 Quail Hollow Road Charlotte, NC 28210	\$300.00	Matching Gifts\US	
12/19/2011	Big Brothers Big Sisters Lone Star - Dallas County 2900 Live Oak St. Dallas, TX 75204	\$5,000.00	Domestic\Dallas	Contribution for Little Steps, Big Futures - College and Career Readiness Program

Foundation Grants - Tax Report

FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
9/22/2011	Boy Scouts of America 2225 North Loop West Houston, TX 77052	\$5,000.00	Domestic\Houston	Contribution from 2011 budget for program support.
12/19/2011	Boys & Girls Club of Capistrano Valley One Via Positiva San Juan Capistrano, CA 92675	\$20,000.00	Company-wide	Contribution from 2011 funds to support the SeaTech Program
12/19/2011	Boys & Girls Clubs of Greater Dallas 4816 Worth Street Dallas, TX 75246	\$20,000.00	Company-wide	Contribution from 2011 budget for the Project Learn program.
12/19/2011	Boys & Girls Clubs of Greater Houston 1520-A Airline Dr. Houston, TX 77009	\$25,000.00	Company-wide	Contribution from the 2011 budget in support of three programs that address academic success and healthy lifestyles Diplomas to Degrees, Power Hour, and Smart Girls.
6/20/2011	Brigham Young University PO Box 27188 Provo, UT 84602-7188	\$50.00	Matching Gifts\US	
12/19/2011	Bryson Elementary School 703 Bryson Drive Simpsonville, SC 29681	\$250.00	Matching Gifts\US	
3/24/2011	Bucknell University Cooley Hall Lewisburg, PA 17837	\$100.00	Matching Gifts\US	
10/24/2011	Cal Poly Pomona Foundation, Inc. 3801 W Temple Avenue Bldg 55 Pomona, CA 91768	\$30,550.00	College Relations\University Sponsorships	Contribution from 2011 budget for the following MEP Program Support - \$2,850; Engineering Projects Symposium - \$2,500, Bronco Engineering Day - \$5,000, Lab Revitalization - \$7,000; Faculty Development / Travel - \$5,500; College of Engineering Discretionary Fund - \$5,400; University Advancement Overhead - \$2,300.

Foundation Grants - Tax Report

FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
10/24/2011	Cal Poly Pomona Foundation, Inc. 3801 W Temple Avenue Bldg 55 Pomona, CA 91768	\$4,000.00	College Relations\Career Center	Contribution from 2011 budget for support of the Career Center/Peer Program
10/24/2011	Cal Poly Pomona Foundation, Inc. 3801 W Temple Avenue Bldg 55 Pomona, CA 91768	\$15,450.00	College Relations\University Sponsorships	Contribution from 2011 budget for the following, NSBE CPP Chapter - \$1,500; SHSE CPP Chapter - \$3,650, SWE CPP Chapter - \$3,650, Engineering Club Leadership Retreat and Club Welcome Fair - \$6,650
3/24/2011	Cal State Fullerton Philanthropic Foundation 2600 E. Nutwood Ave., Suite 850 Fullerton, CA 92831	\$100 00	Matching Gifts\US	
12/19/2011	Cal State Fullerton Philanthropic Foundation 2600 E. Nutwood Ave., Suite 850 Fullerton, CA 92831	\$50 00	Matching Gifts\US	
3/24/2011	California Polytechnic State University One Grand Ave , Bldg 17 Rm. 113 San Luis Obispo, CA 93407-0280	\$250.00	Matching Gifts\US	
4/26/2011	California Polytechnic State University One Grand Ave , Bldg 17 Rm. 113 San Luis Obispo, CA 93407-0280	\$4,000.00	College Relations\Career Center	Contribution from the 2011 budget for support Career Services - Working Lunches Workshop series

Foundation Grants - Tax Report

FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
4/26/2011	California Polytechnic State University One Grand Ave., Bldg 17 Rm. 113 San Luis Obispo, CA 93407-0280	\$5,000.00	College Relations\University Grants	Contribution from 2011 budget for support of the Orfalea College of Business, to be distributed as follows \$1,000 - Fluor Corporation Scholarship Awards - Accounting Student \$1,000 - Fluor Corporation Scholarship Awards - Finance Student \$1,000 - Fluor Corporation Excellence in Teaching Awards - Accounting Faculty \$1,000 - Fluor Corporation Excellence in Teaching Awards - Finance Faculty \$500 - Fluor Corporation Support of Professional Development of students - Cal Ply Accounting Club \$500 - Fluor Corporation Support of Professional Development of students - Financial Management Association
4/26/2011	California Polytechnic State University One Grand Ave., Bldg 17 Rm 113 San Luis Obispo, CA 93407-0280	\$15,000.00	College Relations\University Grants	Contribution from the 2011 budget for support of the College of Architecture and Environmental to be distributed as follows: \$1,250 - Two (2) Fluor scholarships in Architectural Engineering. \$1,100 - for the purchase of the American Concrete Institute code books \$6,400 - for support of the Fluor Student Leadership Fund \$6,000 - for the Construction Management department to enhance professional development opportunities for students
4/26/2011	California Polytechnic State University One Grand Ave., Bldg 17 Rm 113 San Luis Obispo, CA 93407-0280	\$10,000.00	College Relations\University Grants	Contribution from the 2011 budget for support of two (2) student teams at \$5,000 each in the Mechanical Engineering department
6/20/2011	California Polytechnic State University One Grand Ave., Bldg 17 Rm. 113 San Luis Obispo, CA 93407-0280	\$500.00	Matching Gifts\US	

Foundation Grants - Tax Report

FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
11/21/2011	California Polytechnic State University One Grand Ave., Bldg 17 Rm 113 San Luis Obispo, CA 93407-0280	\$4,000.00	College Relations\University Sponsorships	Contribution from 2011 budget designated to the Society of Hispanic Professional Engineers student chapter for Scholarships & National Conference
11/21/2011	California Polytechnic State University One Grand Ave., Bldg 17 Rm 113 San Luis Obispo, CA 93407-0280	\$9,000.00	College Relations\University Sponsorships	Contribution from 2010 budget designated to the Society of Women Engineers student chapter for Scholarships, Regional Conference & Membership.
12/19/2011	California Polytechnic State University One Grand Ave., Bldg 17 Rm. 113 San Luis Obispo, CA 93407-0280	\$3,000.00	College Relations\University Sponsorships	Contribution from 2011 budget designated to the Society of Black Engineers and Scientist student chapter for Scholarships & National Conference
8/22/2011	California School Boards Foundation 3100 Beacon Blvd West Sacramento, CA 95691-	\$10,000.00	Domestic\Aliso Viejo	Contribution from 2011 funds to sponsor the Juanita Haugen Memorial Lecture Series on Civic Education at their annual conference
3/24/2011	California State Polytechnic University, Pomona 3801 W Temple Ave. Gift Processing Dept./Bldg 1-211 Pomona, CA 91768	\$100.00	Matching Gifts\US	
9/22/2011	California State Polytechnic University, Pomona 3801 W. Temple Ave Gift Processing Dept./Bldg 1-211 Pomona, CA 91768	\$200.00	Matching Gifts\US	

Foundation Grants - Tax Report

FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/19/2011	California State Polytechnic University, Pomona 3801 W Temple Ave Gift Processing Dept./Bldg 1-211 Pomona, CA 91768	\$250.00	Matching Gifts\US	
3/24/2011	California State University Long Beach Foundation 6300 State University Drive, Suite 332 Long Beach, CA 90815	\$1,875.00	Matching Gifts\US	
6/20/2011	California State University Long Beach Foundation 6300 State University Drive, Suite 332 Long Beach, CA 90815	\$200.00	Matching Gifts\US	
12/19/2011	California State University Long Beach Foundation 6300 State University Drive, Suite 332 Long Beach, CA 90815	\$2,500.00	Matching Gifts\US	
9/22/2011	California State University, Chico 400 West First Street, EC Sapp Hall Chico, CA 95929-0155	\$150.00	Matching Gifts\US	
12/19/2011	California State University, Chico 400 West First Street, EC Sapp Hall Chico, CA 95929-0155	\$100.00	Matching Gifts\US	
5/13/2011	California State University, Fullerton Department of Mathematics 800 N State College Blvd Fullerton, CA 92834-	\$5,000.00	Domestic\Aliso Viejo	Contribution from 2011 funds to support the Mathematics Intensive Summer Session (MISS) program.

Foundation Grants - Tax Report

FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/19/2011	California State University, Long Beach 1250 Bellflower Boulevard Long Beach, CA 90840	\$10,000.00	College Relations\University Grants	Contribution from 2011 budget for Student Success Initiative for the 2011-2012 Academic year.
12/19/2011	California State University, Long Beach 1250 Bellflower Boulevard Long Beach, CA 90840	\$10,000.00	College Relations\University Grants	Contribution from 2011 budget for Student Leadership and Diversity Activities
3/24/2011	Calvin College 3201 Burton St SE Grand Rapids, MI 49546	\$750.00	Matching Gifts\US	
12/19/2011	Calvin College 3201 Burton St SE Grand Rapids, MI 49546	\$350.00	Matching Gifts\US	
12/19/2011	Calvin Theological Seminary 3233 Burton St SE Grand Rapids, MI 49546	\$800.00	Matching Gifts\US	
6/20/2011	Campanile Foundation 5500 Campanile Drive San Diego, CA 92182-8035	\$200.00	Matching Gifts\US	
3/24/2011	Carmel Middle School PTSA 5001 Camilla Dr Charlotte, NC 28226	\$500.00	Matching Gifts\US	
6/20/2011	Carmel Middle School PTSA 5001 Camilla Dr Charlotte, NC 28226	\$100.00	Matching Gifts\US	
12/19/2011	Carmel Middle School PTSA 5001 Camilla Dr Charlotte, NC 28226	\$500.00	Matching Gifts\US	

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FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
6/20/2011	Carnegie-Mellon University 6 PPG Place, 11th Floor Pittsburgh, PA 15222-5409	\$50.00	Matching Gifts\US	
9/22/2011	Carolina High School and Academy of Engineering and Health Professions 2725 Anderson Road Greenville, SC 29611	\$2,500.00	Domestic\Greenville	Contribution from 2011 budget in support of the engineering magnet program for consumable classroom supplies, such as soldering kits and electrodes
3/24/2011	Case Western Reserve University 10900 Euclid Ave Cleveland, OH 44106-7035	\$500.00	Matching Gifts\US	
2/24/2011	Center for Developmental Services 29 North Academy Street Greenville, SC 29601-	\$2,500.00	Domestic\Greenville	Contribution from 2011 budget for general support of programs.
3/24/2011	Central Catholic High School Inc 4720 5th Avenue Pittsburgh, PA 15213	\$100.00	Matching Gifts\US	
9/22/2011	Change the Equation c/o Meridian Park LLC 8726 S. Sepulveda Blvd. #B52 Los Angeles, CA 90045	\$25,000.00	Company-wide	Contribution from the current year budget for one payment of a three year \$75,000 conditional pledge, subject to annual review, to support the Change the Equation STEM educational initiative as follows 2010 \$25,000, 2011 \$25,000, 2012 \$25,000.
3/24/2011	Chi Omega Foundation 3395 Players Club Pkwy Memphis, TN 38125	\$250.00	Matching Gifts\US	
12/19/2011	Chi Omega Kaleidoscope 14522 Ivy Wood Court Humble, TX 77396	\$100.00	Matching Gifts\US	
12/19/2011	Child Advocates of Fort Bend 5403 Avenue N Rosenberg, TX 77471	\$7,500.00	Domestic\Houston	Contribution from the 2011 budget to support the WINGS project, which prepares youth in foster care for independent living.

Foundation Grants - Tax Report

FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
5/13/2011	CHOC Children's Foundation 455 South Main Street Orange, CA 92868-3835	\$25,000.00	United Way\US	Contribution from 2011 budget for a matching contribution through the Fluor United Way program for the 2010/2011 campaign. This matching contribution is designated to the CHOC Children's Foundation.
6/20/2011	Christ Church Episcopal School 245 Cavalier Drive Greenville, SC 29607	\$300.00	Matching Gifts\US	
9/22/2011	Christ Church Episcopal School 245 Cavalier Drive Greenville, SC 29607	\$4,000.00	Matching Gifts\US	
12/19/2011	Christ Church Episcopal School 245 Cavalier Drive Greenville, SC 29607	\$400.00	Matching Gifts\US	
3/24/2011	Cincinnati State Technical and Community College 3520 Central Pkwy. Cincinnati, OH 45223	\$150.00	Matching Gifts\US	
9/22/2011	Claremont McKenna College 500 E 9th Street, #323 Claremont, CA 91711-6400	\$475.00	Matching Gifts\US	
12/19/2011	Clark Atlanta University 223 James P Brawley Dr. Atlanta, GA 30314	\$250.00	Matching Gifts\US	
5/24/2011	Clemson University Foundation PO Box 1889 Clemson, SC 29633-1889	\$5,000.00	Domestic\Greenville	Contribution from 2008 budget designated to the Clemson University Career Center, subject to annual review, to be paid as follows: 2008 \$5,000, 2009 \$5,000; 2010 \$5,000, 2011 \$5,000, 2012 \$5,000
3/24/2011	Clemson University Foundation PO Box 1889 Clemson, SC 29633-1889	\$5,000.00	Domestic\Greenville	Contributions from 2011 budget to support the South Carolina's Coalition of Mathematics and Science instructional improvements efforts.

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FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/24/2011	Clemson University Foundation PO Box 1889 Clemson, SC 29633-1889	\$7,300.00	Matching Gifts\US	
6/20/2011	Clemson University Foundation PO Box 1889 Clemson, SC 29633-1889	\$800.00	Matching Gifts\US	
6/20/2011	Clemson University Foundation PO Box 1889 Clemson, SC 29633-1889	\$30,000.00	College Relations\University Grants	Contribution from 2011 budget as approved by the College Relations Program designated as follows: \$22,500 Programs for Educational Enrichment and Retention (PEER) \$5,000 (CSM) Corporate Partner Program; \$2,500 (USG) Excellence in Teaching Award.
12/19/2011	Clemson University Foundation PO Box 1889 Clemson, SC 29633-1889	\$700.00	Matching Gifts\US	
8/22/2011	Clemson University Research Foundation Department of Mathematical Sciences 0106 Martin Hall Box 340975 Clemson, SC 29634	\$10,000.00	Domestic\Greenville	Contribution from 2011 budget for Math Out of the Box Program. Funds will be used in for middle school workshops and for supporting the program
12/19/2011	Collaborative for Children 3800 Buffalo Speedway, Suite 300 Houston, TX 77098	\$5,000.00	Domestic\Houston	Contribution from the 2011 budget for math and science training for early childhood teachers in a 13 county area around Houston.
12/19/2011	College of Mount Saint Vincent 6301 Riverdale Ave. Riverdale, NY 10471	\$5,000.00	Matching Gifts\US	
6/20/2011	College of William and Mary P O Box 1693 Williamsburg, VA 23187-8779	\$1,000.00	Matching Gifts\US	

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FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/19/2011	College of William and Mary P O. Box 1693 Williamsburg, VA 23187-8779	\$2,000.00	Matching Gifts\US	
9/22/2011	Colorado School of Mines Foundation, Inc. PO Box 4005 Golden, CO 80401	\$500.00	Matching Gifts\US	
9/22/2011	Communities In School Bell Coryell Counties Incorporated 4520 E Central Tx Expressway, Suite 106 Killeen, TX 76543-5626	\$10,000.00	Military Support Coalition	Contribution from 2011 budget to support the Angel Fund Program providing assistance to military families of students at schools in Bell and Coryell counties.
12/19/2011	Communities in Schools Dallas 8700 N Stemmons Frwy 125 Dallas, TX 75247-3725	\$5,000.00	Domestic\Dallas	Contribution from 2011 budget for One Student At A Time program for MacArthur High School
6/20/2011	Concordia Theological Seminary 6600 N. Clinton St. Fort Wayne, IN 46825	\$960.73	Matching Gifts\US	
3/24/2011	Concordia University Wisconsin 12800 N Lake Shore Dr Mequon, WI 53097-2402	\$100.00	Matching Gifts\US	
3/24/2011	Cristo Rey Jesuit High School of Houston 6700 Mount Carmel Street Houston, TX 77087	\$100.00	Matching Gifts\US	
9/22/2011	Cristo Rey Jesuit High School of Houston 6700 Mount Carmel Street Houston, TX 77087	\$100.00	Matching Gifts\US	
12/19/2011	D Evelyn Education Foundation 10359 West Nassau Avenue Denver, CO 80235	\$500.00	Matching Gifts\US	

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FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
4/26/2011	Dallas Museum of Art 1717 N. Harwood Dallas, TX 75201	\$2,500.00	Domestic\Dallas	Contribution from 2011 budget for Educational Programming in 2011
11/21/2011	Dallas Regional Science Fair P.O. Box 750175 Dallas, TX 75275-0175	\$4,000.00	Domestic\Dallas	Contribution from 2011 budget for sponsorship of 2012 Dallas Regional Science and Engineering Fair Teacher Workshop
12/19/2011	Dallas Symphony 2301 Flora, Suite 300 Dallas, TX 75201-2497	\$8,000.00	Domestic\Dallas	Contribution from 2011 budget in support of the DSO Youth Education programs
3/24/2011	Delphos St. John's Schools 515 E. Second Street Delphos, OH 45833	\$5,000.00	Matching Gifts\US	
6/20/2011	Delta State College Foundation, Inc. P.O. Box 3141 DSU Cleveland, MS 38733	\$150.00	Matching Gifts\US	
10/24/2011	Direct Relief International 27 South La Patera Lane Santa Barbara, CA 93117	\$5,000.00	Company-wide	Contribution from 2011 budget for international program support to Direct Relief International. This grant is the result of the 2011 EMT meeting competition which directed a \$5K grant to one of four internationally-focused charities
				"For Direct partners in Philippines"
3/24/2011	Don Bosco Technical Institute 1151 San Gabriel Blvd Rosemead, CA 91770-4299	\$2,000.00	Matching Gifts\US	
9/22/2011	Don Bosco Technical Institute 1151 San Gabriel Blvd. Rosemead, CA 91770-4299	\$800.00	Matching Gifts\US	
12/19/2011	Don Juan Avila Middle School PTSA 26278 Wood Canyon Dr Aliso Viejo, CA 92656	\$50.00	Matching Gifts\US	

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FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/24/2011	Dordt College 498 4th Ave. NE Sioux Center, IA 51250	\$750.00	Matching Gifts\US	
12/19/2011	Dordt College 498 4th Ave NE Sioux Center, IA 51250	\$800.00	Matching Gifts\US	
12/19/2011	Dr Ronald E. McNair Educational (DREME) Science Literacy Foundation 1623 Chelsea Place Seabrook, TX 77586	\$5,000.00	Domestic\Houston	Contribution from the 2011 budget for the DREME Youth Camp and Teacher Institute, which promote STEM learning, improve STEM instruction, and generate enthusiasm for STEM subjects
6/20/2011	East Stroudsburg University Foundation 200 Prospect Street East Stroudsburg, PA 18301-2999	\$1,500.00	Matching Gifts\US	
6/20/2011	Eastern Illinois University 600 Lincoln Ave. Charleston, IL 61920	\$100.00	Matching Gifts\US	
12/19/2011	Episcopal School of Dallas 4100 Merrell Road Dallas, TX 75229	\$500.00	Matching Gifts\US	
3/24/2011	Erskine College PO Box 608 Due West, SC 29639	\$800.00	Matching Gifts\US	
6/20/2011	Evans Scholars Foundation One Briar Road Golf, IL 60029	\$500.00	Matching Gifts\US	
12/19/2011	Evans Scholars Foundation One Briar Road Golf, IL 60029	\$2,000.00	Matching Gifts\US	

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FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/19/2011	Families Forward 9221 Irvine Blvd Irvine, CA 92618	\$10,000.00	Domestic\Aliso Viejo	Contribution from 2011 budget to support Homeless Prevention Program
8/22/2011	Family Place P.O. Box 7999 Dallas, TX 75209	\$5,000.00	Domestic\Dallas	Contribution from 2011 budget for The Family Place safe campus clinic
9/22/2011	Ferris State University 1009 Campus Drive Johnson Hall 200 Big Rapids, MI 49307-2280	\$20,000.00	College Relations\University Grants	Contribution from 2011 budget designated to Ferris State University College of Engineering Technology for the school of Construction Technology and Management and to the school of Welding Engineering Technology.
6/20/2011	Fisher-Nightingale Houses Po Box 33871 Wright Patterson AFB, OH 45433-0871	\$2,000.00	Military Support Coalition	Contribution from 2011 budget to support the Fisher House activities for military service members and their families including monthly meals for Fisher I and Fisher House II guests.
11/21/2011	Food Program And Clothesline Of Jackson 210 Pearl St Jackson, OH 45640-1722	\$7,500.00	Domestic\Portsmouth	Contribution from 2011 budget for program support.
12/19/2011	Fort Bend Baptist Academy P O Box 112 Sugar Land, TX 77487	\$100.00	Matching Gifts\US	
3/24/2011	Fort Bend Community Partners Rainbow Room 1110 Ave G Rosenberg, TX 77471	\$5,000.00	Domestic\Houston	Contribution from the 2011 budget for program support in conjunction with Golf for Fort Bend (2011 GFFB beneficiaries are Second Mile Mission and Rainbow Room).
12/19/2011	Fort Bend County Women's Center, Inc. P O Box 183 Richmond, TX 77406-0005	\$5,000.00	Domestic\Houston	Contribution from the 2011 budget to support the Learning Resource Center, one component of the Women's Center's program that helps survivors of domestic violence become independent by helping them gain skills and seek employment.

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FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
11/21/2011	Fort Bend Independent School District 16431 Lexington Blvd. Sugar Land, TX 77479	\$2,600.00	Domestic\Houston	Contribution from the 2011 budget for teacher training, in collaboration with Townwest Elementary School and the Houston Museum of Natural Science.
12/19/2011	Fort Bend Independent School District 16431 Lexington Blvd. Sugar Land, TX 77479	\$4,796.00	Domestic\Houston	Contribution from the 2011 budget for Townwest Elementary School student science classes and museum visits in collaboration with the Houston Museum of Natural Science.
12/19/2011	Fort Bend Independent School District 16431 Lexington Blvd. Sugar Land, TX 77479	\$525.00	Domestic\Houston	Contribution from the 2011 budget for Townwest Elementary School Science on Stage assemblies in collaboration with the Houston Museum of Natural Science.
3/24/2011	Fort Bend Independent School District Education Foundation 16431 Lexington Blvd. Sugar Land, TX 77479	\$7,500.00	Domestic\Houston	Contribution from the 2011 budget in support of various grant programs
3/24/2011	Fort Lewis College Foundation Development Office 1000 Rum Road Durango, CO 81302	\$100.00	Matching Gifts\US	
5/24/2011	Furman University Office of Continuing Education 3300 Poinsett Highway Greenville, SC 29613-3560	\$3,500.00	Domestic\Greenville	Contribution from 2011 budget in support of the Bridges to a Brighter Future Program - a program for low-income, at risk high school students.
6/20/2011	Furman University Foundation 3300 Poinsett Highway Greenville, SC 29613	\$2,000.00	Matching Gifts\US	
9/22/2011	Furman University Foundation 3300 Poinsett Highway Greenville, SC 29613	\$250.00	Matching Gifts\US	

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FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/24/2011	Gardner-Webb University P.O. Box 997 Boiling Springs, NC 28017	\$400.00	Matching Gifts\US	
9/22/2011	Georgetown University Department 0733 Washington, DC 20073-0733	\$1,000.00	Matching Gifts\US	
12/19/2011	Georgetown University Department 0733 Washington, DC 20073-0733	\$250.00	Matching Gifts\US	
3/24/2011	Georgia Tech Foundation, Inc. 190 North Ave. Atlanta, GA 30313	\$500.00	Matching Gifts\US	
6/20/2011	Georgia Tech Foundation, Inc 190 North Ave Atlanta, GA 30313	\$100.00	Matching Gifts\US	
9/22/2011	Georgia Tech Foundation, Inc 190 North Ave. Atlanta, GA 30313	\$1,150.00	Matching Gifts\US	
12/19/2011	Girls Incorporated of Orange County. 150 Paularino, D-290 Costa Mesa, CA 92626	\$10,000.00	Domestic\Aliso Viejo	Contribution from 2011 funds to support Eureka! ,STEM after school and summer program.
11/21/2011	Good Samaritan Network Of Ross County Inc Po Box 1780 Chillicothe, OH 45601-5780	\$7,500.00	Domestic\Portsmouth	Contribution from 2011 budget for program support
5/24/2011	Governors School For The Arts Fdh Inc P O. Box 8458 15 University Street Greenville, SC 29604	\$5,000.00	Domestic\Greenville	Contribution from 2011 budget in support of the Mural for Visual Arts students special project

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FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
1/26/2011	Greenville Chamber Foundation, Inc. 24 Cleveland Street Greenville, SC 29601	\$3,000.00	Domestic\Greenville	Contribution from 2011 budget designated to the Carolina First Center for Excellence for continuous training for educators
4/26/2011	Greenville Literacy Association, Inc. 225 S Pleasantburg Dr., Suite C-10 Greenville, SC 29607	\$2,500.00	Domestic\Greenville	Contribution from 2011 budget in support of the services provided by Greenville Literacy to assist adult literacy students.
9/22/2011	Greenville Tech Foundation, Inc. P.O. Box 5616 Greenville, SC 29606-5616	\$1,000.00	Domestic\Greenville	Contribution from 2011 budget in support of the "Passport to Success" Transition Day for the Future program The program is sponsored by Greenville County Schools and the Greenville County Transition Cooperative.
7/27/2011	Habitat for Humanity of Greenville County, Inc. 305 Rutherford Road P.O. Box 1206 Greenville, SC 29602	\$15,500.00	Domestic\Greenville	Contribution from 2011 budget in support of the 2011 build campaign. Funds will be used to renovate an existing home.
2/24/2011	Hands on Greenville 600 E. Washington St, Suite 610 Greenville, SC 29601	\$5,000.00	Domestic\Greenville	Contribution from 2011 budget to support the 2011 HOG Day.
3/24/2011	Harvey Mudd College 301 Platt Blvd Claremont, CA 91711	\$500 00	Matching Gifts\US	
1/26/2011	Hearing & Speech Foundation 1619 E. Broadway Ave Maryville, TN 37804-5800	\$40,000 00	Company-wide	Contribution from the current year budget for one payment of a four-year \$190,000 conditional pledge, subject to annual review Schedule as follows: 2011 - \$40,000; 2012 - \$45,000; 2013 - \$50,000, 2014 - \$55,000
1/27/2011	Hearing & Speech Foundation 1619 E. Broadway Ave Maryville, TN 37804-5800	-\$40 000 00	Company-wide	Contribution from the current year budget for one payment of a four-year \$190,000 conditional pledge, subject to annual review Schedule as follows: 2011 - \$40,000; 2012 - \$45,000; 2013 - \$50,000; 2014 - \$55,000.

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FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
1/27/2011	Hearing & Speech Foundation 1619 E. Broadway Ave Maryville, TN 37804-5800	\$40,000.00	Company-wide	Contribution from the current year budget for one payment of a four-year \$190,000 conditional pledge, subject to annual review. Schedule as follows: 2011 - \$40,000; 2012 - \$45,000; 2013 - \$50,000; 2014 - \$55,000.
12/19/2011	Hidden Wounds Inc 95 Churchill Cir Columbia, SC 29206-4412	\$10,000.00	Military Support Coalition	Contribution from 2011 budget to support Hidden Wounds attend deployment and demobilization events to make contact with soldiers and their families. These events will allow Hidden Wounds promote their services in aiding soldiers reintegrate into civilian life.
12/19/2011	Hill School Of Fort Worth Inc. 4817 Odessa Ave Fort Worth, TX 76133	\$100.00	Matching Gifts\US	
8/22/2011	Hispanic-American Women's Association P O. Box 17674 Greenville, SC 29606	\$3,500.00	Domestic\Greenville	Contribution from 2011 budget in support of the scholarship fund benefiting Hispanic students.
12/19/2011	Homes For Our Troops Inc 6 Main Street Taunton, MA 02780-2767	\$25,000.00	Military Support Coalition	Contribution from 2011 budget as approved by the Fluor Military Support Coalition program to build specially adapted homes for our severely wounded veterans.
3/24/2011	Hopkins School Incorporated 986 Forest Road New Hven, CT 06515	\$100.00	Matching Gifts\US	
5/13/2011	Houston Golf Association 5810 Wilson Road, Suite 112 Humble, TX 77396	\$15,000.00	Domestic\Houston	Contribution from 2011 budget designated to Junior Achievement
5/13/2011	Houston Golf Association 5810 Wilson Road, Suite 112 Humble, TX 77396	\$15,000.00	Domestic\Houston	Contribution from 2011 budget designated to KIPP Houston.
6/20/2011	Illinois College 1101 West College Ave Jacksonville, IL 62650-2299	\$60.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/24/2011	Illinois Institute of Technology 10 W 35th St., Ste 1700 Chicago, IL 60616	\$50.00	Matching Gifts\US	
3/24/2011	Incarnated Word Academy 609 Crawford Street Houston, TX 77002	\$50.00	Matching Gifts\US	
9/22/2011	Indiana State University Foundation, Inc 30 North Fifth Street Terre Haute, IN 47809	\$146.00	Matching Gifts\US	
3/24/2011	Inner City Catholic Schools 1700 San Jacinto Houston, TX 77002	\$250.00	Matching Gifts\US	
7/27/2011	Irving Cares 440 South Nursery Road Irving, TX 75060	\$6,000.00	Domestic\Dallas	Contribution from 2011 budget for Employment Services Program
11/21/2011	Irving Healthcare Foundation 1901 N MacArthur Blvd Irving, TX 75061	\$10,000.00	Domestic\Dallas	Contribution from 2011 contributions budget in support of the pediatric dental care at Irving Dental Center.
12/19/2011	Irving Schools Foundation 2621 W. Airport Freeway Irving, TX 75062	\$10,000.00	Domestic\Dallas	Contribution from 2011 budget for MacArthur High School STEM program,
12/19/2011	Jesuit College Preparatory School of Dallas Foundation, Inc 12345 Inwood Road Dallas, TX 75244	\$350.00	Matching Gifts\US	
2/17/2011	JK Group, Inc Trustees for Fluor Foundation Matching Funds P O. Box 7099 Princeton, NJ 08543-7099	\$222,814.06	United Way\US	Contribution from 2011 budget for the 4th Quarter Corporate Gift for the Fluor United Way Campaign for 2009/2010

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
5/23/2011	JK Group, Inc. Trustees for Fluor Foundation Matching Funds P.O. Box 7099 Princeton, NJ 08543-7099	\$318,304.26	United Way\US	Contribution from 2011 budget for the 1st Quarter and One-time Corporate Gift for the Fluor United Way Campaign for 2010/2011.
8/31/2011	JK Group, Inc. Trustees for Fluor Foundation Matching Funds P.O. Box 7099 Princeton, NJ 08543-7099	\$232,460.65	United Way\US	Contribution from 2011 budget for the 2nd Quarter Corporate Gift for the Fluor United Way Campaign for 2010/2011
11/9/2011	JK Group, Inc. Trustees for Fluor Foundation Matching Funds P.O. Box 7099 Princeton, NJ 08543-7099	\$229,818.00	United Way\US	Contribution from 2011 budget for the 3rd Quarter Corporate Gift for the Fluor United Way Campaign for 2010/2011
3/24/2011	Junior Achievement of Dallas, Inc. 1201 West Executive Drive Dallas, TX 75081-2232	\$5,000.00	Domestic\Dallas	Contribution from 2011 budget in support of educational programs at W T Hanes Elementary.
3/24/2011	Knox College 2 E. South Street, K-230 Galesburg, IL 61401-4938	\$250.00	Matching Gifts\US	
1/26/2011	KOCE-TV Foundation 3080 Bristol Street #400 P.O. Box 25113, Santa Ana, CA 92799-5113 Costa Mesa, CA 92626	\$5,000.00	Domestic\Aiso Viejo	Contribution from 2011 budget to support the March 3rd pledge night.
12/19/2011	La Salle High School 3880 East Sierra Madre Blvd Pasadena, CA 91107-1996	\$5,000.00	Matching Gifts\US	
10/24/2011	Lake Area United Way Inc. 221 W Ridge Rd Griffith, IN 46319	\$5,000.00	United Way\US	Contribution from 2011 budget for UW campaign to fulfill project/client request

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
9/22/2011	Lamar Educational Awards Foundation 3911 Ave I Rosenberg, TX 77471-2833	\$15,000.00	Domestic\Houston	Contribution from 2011 budget for math and science program supplies for the school partnership.
10/24/2011	Lamar Educational Awards Foundation 3911 Ave I Rosenberg, TX 77471-2833	\$4,675.00	Domestic\Houston	Contribution from 2011 budget for MAD Science Project at Pink Elementary.
12/19/2011	Lamar Educational Awards Foundation 3911 Ave I Rosenberg, TX 77471-2833	\$9,104.00	Domestic\Houston	Contribution from the 2011 budget for the purchase of math and science materials for students in four different schools
3/24/2011	Lawrence University of Wisconsin 711 E Boldt Way, Spc 1847 Appleton, WI 54911	\$50.00	Matching Gifts\US	
4/7/2011	Leadership South Carolina P.O. Box 23205 900 Clemson Road Columbia, SC 29224	\$1,000.00	Domestic\Greenville	Contribution from 2011 budget in support of the Leadership SC Class 2011 project.
3/24/2011	Loyola Marymount University 1 LMU Drive, Ste. 2800 Los Angeles, CA 90045-2659	\$2,500.00	Matching Gifts\US	
6/20/2011	Loyola Marymount University 1 LMU Drive, Ste. 2800 Los Angeles, CA 90045-2659	\$5,000.00	Matching Gifts\US	
12/19/2011	Loyola Marymount University 1 LMU Drive, Ste. 2800 Los Angeles, CA 90045-2659	\$8,800.00	Company-wide	Contribution from 2011 funds to support the Science and Engineering Community Outreach Program (SECOP)

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
11/21/2011	LSU Foundation 3838 W Lakeshore Dr Baton Rouge, LA 70808-4600	\$50,000.00	Company-wide	Contribution from the current year budget for one payment of a four year \$200,000 conditional pledge, subject to annual review, to the Forever LSU capital and endowment campaign designated to the the Industrial Safety Research Lab as follows: 2008 \$50,000, 2009 \$50,000; 2010 \$50,000 and 2011 \$50,000
3/24/2011	LSU Foundation 3838 W Lakeshore Dr Baton Rouge, LA 70808-4600	\$1,500.00	Matching Gifts\US	
6/20/2011	LSU Foundation 3838 W Lakeshore Dr Baton Rouge, LA 70808-4600	\$500.00	Matching Gifts\US	
9/22/2011	LSU Foundation 3838 W Lakeshore Dr Baton Rouge, LA 70808-4600	\$250.00	Matching Gifts\US	
12/19/2011	LSU Foundation 3838 W Lakeshore Dr Baton Rouge, LA 70808-4600	\$1,000.00	College Relations\University Grants	Contribution from 2011 budget for ECE Robotics Competition
12/19/2011	LSU Foundation 3838 W Lakeshore Dr Baton Rouge, LA 70808-4600	\$19,000.00	College Relations\University Grants	Contribution from 2011 budget for: CEE \$5,000, ME \$5,000; ECE \$4,000 ChE \$5,000
12/19/2011	LSU Foundation 3838 W Lakeshore Dr Baton Rouge, LA 70808-4600	\$10,000.00	College Relations\University Sponsorships	Contribution from 2011 budget for Student Associations ASCE \$1,000; IIE \$1,000; CSA \$1,000, ASME \$1,000, AIChE; IEEE \$1,000; LWEA \$1,000
12/19/2011	LSU Foundation 3838 W Lakeshore Dr Baton Rouge, LA 70808-4600	\$10,000.00	College Relations\University Sponsorships	College of Engineering Student Groups NSBE \$1,000, SHPE \$1,000, SWE \$1,000
12/19/2011	LSU Foundation 3838 W Lakeshore Dr Baton Rouge, LA 70808-4600	\$10,000.00	College Relations\University Sponsorships	Contribution from 2011 budget for: Diversity Programs Women in Engineering/XCITE! \$2,000; Minority Engineering Program?REHAMS \$8,000

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/19/2011	LSU Foundation 3838 W Lakeshore Dr Baton Rouge, LA 70808-4600	\$5,000.00	College Relations\University Sponsorships	Contribution from 2011 budget for CMIE: Industrial Safety Program (\$5,000)
9/22/2011	Manhattan College 4513 Manhattan Parkway Riverdale, NY 10471	\$250.00	Matching Gifts\US	
11/21/2011	Marine Corps Scholarship Foundation Inc. P O. Box 3008 Princeton, NJ 08543	\$25,000.00	Military Support Coalition	Contribution from the current year budget for one payment of a three year \$75,000 conditional pledge, subject to annual review, designated to the American Patriots Campaign to support scholarships as follows 2009 \$25,000; 2010 \$25,000 and 2011 \$25,000.
12/19/2011	Mathcounts Foundation 1420 King Street Alexandria, VA 22314-	\$5,000.00	Company-wide	Contribution from 2011 budget for general support for the national program
2/24/2011	Meals on Wheels 15 Oregon St Greenville, SC 29605	\$20,000.00	Domestic\Greenville	Contribution from 2011 budget in support of the Wheels for Meals cycling event.
6/20/2011	Memorial Lutheran School 5800 Westheimer Road Houston, TX 77057	\$2,933.40	Matching Gifts\US	
5/13/2011	Metropolitan Arts Council 16 Augusta Street Greenville, SC 29601	\$1,500.00	Domestic\Greenville	Contribution from 2011 budget for support of the 2011 Greenville Open Studios event planned for November 5-6, 2011.
3/24/2011	Miami University 926 Chestnut St. Oxford, OH 45056	\$150.00	Matching Gifts\US	
3/24/2011	Michigan Tech Fund 1400 Townsend Drive Houghton, MI 49931	\$100.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/19/2011	Michigan Tech Fund 1400 Townsend Drive Houghton, MI 49931	\$100.00	Matching Gifts\US	
12/19/2011	Military Child Education Coalition 909 Mountain Lion Cir Harker Heights, TX 76548-5709	\$25,000.00	Military Support Coalition	Contribution from 2011 budget for Bernard Curtis Brown II Memorial Space Camp Scholarships for 15 children from military families
3/24/2011	Millsaps College 1707 N. State Street Jackson, MS 39210	\$250.00	Matching Gifts\US	
5/13/2011	MIND Research Institute 3631 South Harbor Blvd, Suite 200 Santa Ana, CA 92704	\$15,000.00	Domestic\Aliso Viejo	Contribution from 2010 funds to support Orange County Math Initiative
3/24/2011	Missouri University of Science and Technology 112 Campus Support Facility 1870 Miner Circle Rolla, MI 65409-1320	\$100.00	Matching Gifts\US	
12/19/2011	Missouri University of Science and Technology 112 Campus Support Facility 1870 Miner Circle Rolla, MI 65409-1320	\$200.00	Matching Gifts\US	
3/24/2011	Montana State University Foundation, Inc. 1501 South 111th Avenue Bozeman, MT 59717-2750	\$5,000.00	Matching Gifts\US	
12/19/2011	Montgomery Bell Academy 4001 Harding Rd Nashville, TN 37205-1902	\$2,000.00	Matching Gifts\US	

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FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
9/22/2011	Mount Saint Mary's College 10 Chester Place Los Angeles, CA 90007-2518	\$150.00	Matching Gifts\US	
8/22/2011	Museum of Nature and Science P O Box 151469 Dallas, TX 75315	\$75,000.00	Domestic\Dallas	Contribution from the current year budget for the final payment of a \$100,000 pledge, designated to the capital campaign to build the new facility. Schedule as follows: 2010 \$25,000, 2011 \$75,000.
5/24/2011	Museum of Nature and Science P O Box 151469 Dallas, TX 75315	\$3,000.00	Domestic\Dallas	Contribution from 2011 Foundation budget for Nature and Science Discovery Day Sponsorship (Discover Construction).
12/19/2011	National Action Council for Minorities in Engineering 440 Hamilton Ave , Suite 302 White Plains, NY 10601-1813	\$25,000.00	Company-wide	Contribution from 2011 budget for general support.
11/21/2011	National Alliance for Partnerships in Equity Education Foundation 3157 Limestone Road P O Box 369 Cochranville, PA 19330	\$10,000.00	Domestic\Dallas	STEM Equity training for teachers through High Tech High Heels programming
3/24/2011	National Engineers Week Foundation 1420 King Street Alexandria, VA 22314	\$75,000.00	Company-wide	Contribution from the current year budget for one payment of a three year \$200,000 conditional pledge, subject to annual review, for National Engineers Week program support as follows. 2009 \$50,000, 2010 \$75,000, 2011 \$75,000

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
5/24/2011	NC State Engineering Foundation, Inc. Campus Box 7901 118 Page Hall Raleigh, NC 27695	\$20,000 00	College Relations\University Grants	Contribution from 2011 budget as approved by the College Relations Program designated as follows: \$2,000 Paul Zia Lecture; \$2,000 ASCE Canoe Sponsorship; \$3,500 Mech & Aerospace Eng dept, \$1,000 ASME; \$1,000 IEEE, \$4,000 Elec & Computer Eng dept, \$2,000 Eng w/o Borders, \$2,000 NASEC Conference, \$2,500 Eng Week
9/22/2011	New York University 726 Broadway - Room 268 New York, NY 10003	\$100.00	Matching Gifts\US	
7/27/2011	Night Stalker Foundation 11304 Bell Station Rd Oak Grove, KY 42262-8343	\$5,000 00	Military Support Coalition	Contribution from 2011 budget to provide scholarships and financial assistance to the children and spouses of the Special Operations Nightstalker soldiers
6/20/2011	North Carolina State University P O. Box 7474 Raleigh, NC 27695-7474	\$125.00	Matching Gifts\US	
12/19/2011	North Carolina State University P O. Box 7474 Raleigh, NC 27695-7474	\$375.00	Matching Gifts\US	
3/24/2011	Northeastern University 360 Huntington Ave Boston, MA 02115	\$50.00	Matching Gifts\US	
3/24/2011	Northern Arizona University Foundation, Inc. P O Box 4094 Flagstaff, AZ 86011	\$50.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/19/2011	Northern Arizona University Foundation, Inc. P.O. Box 4094 Flagstaff, AZ 86011	\$100.00	Matching Gifts\US	
3/24/2011	Northwestern University 2020 Ridge Ave., Room 230 Evanston, IL 60208-4305	\$1,805.00	Matching Gifts\US	
6/20/2011	Northwestern University 2020 Ridge Ave., Room 230 Evanston, IL 60208-4305	\$100.00	Matching Gifts\US	
3/24/2011	Nova Southeastern University 3301 College Ave Ft. Lauderdale, FL 33314-7796	\$200.00	Matching Gifts\US	
12/19/2011	Nova Southeastern University 3301 College Ave Ft. Lauderdale, FL 33314-7796	\$200.00	Matching Gifts\US	
3/24/2011	Oak Creek PTA 1 Dovecreek Irvine, CA 92618	\$50.00	Matching Gifts\US	
11/4/2011	Oak Creek PTA 1 Dovecreek Irvine, CA 92618	-\$50.00	Matching Gifts\US	
11/21/2011	Oak Creek PTA 1 Dovecreek Irvine, CA 92618	\$50.00	Matching Gifts\US	
3/24/2011	Occidental College 1600 Campus Rd. Coons 126 Los Angeles, CA 90041	\$50.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/24/2011	Oklahoma State University Foundation 560 Student Union P.O. Box 1749 Stillwater, OK 74076-1749	\$400.00	Matching Gifts\US	
3/24/2011	OneOC 1901 East Fourth St., Suite 100 Santa Ana, CA 92705	\$20,000.00	Domestic\Aliso Viejo	Contribution from 2011 funds for Science @ OC's Orange County Middle School Science Initiatives Teacher Training.
6/20/2011	Orange County High School of the Arts Attn: Matching Gifts 1010 N Main Street Santa Ana, CA 92701	\$1,000.00	Matching Gifts\US	
6/20/2011	Oregon State University Foundation 850 SW 35th Corvallis, OR 97333	\$50.00	Matching Gifts\US	
9/22/2011	Oregon State University Foundation 850 SW 35th Corvallis, OR 97333	\$50.00	Matching Gifts\US	
6/20/2011	Owensboro Catholic High School 1524 W Parrish Ave Owensboro, KY 42301	\$200.00	Matching Gifts\US	
2/24/2011	Palmetto Partners for Science and Technology P.O. Box 25099 Greenville, SC 29616	\$5,000.00	Domestic\Greenville	Contribution from 2011 budget for project support of the Palmetto Regional FIRST Robotics Competition, part of Project Lead the Way
12/19/2011	Palmetto Pride The Governors Council On Beautification & Litter 2700 Middleburg Dr Ste 216 Columbia, SC 29204	\$7,446.00	Domestic\Greenville	Contribution from 2011 budget in support of the South Carolina Highway litter free program Support is a two-year period,, September 2012 - September 2014.

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/24/2011	Pennsylvania State University One Old Main University Park, PA 16802	\$1,000.00	Matching Gifts\US	
9/22/2011	Pennsylvania State University One Old Main University Park, PA 16802	\$100.00	Matching Gifts\US	
12/19/2011	Pennsylvania State University One Old Main University Park, PA 16802	\$1,500.00	Matching Gifts\US	
6/20/2011	Piedmont Technical College Foundation Inc. PO Box 1467 Greenwood, SC 29648	\$350.00	Matching Gifts\US	
12/19/2011	Piedmont Technical College Foundation Inc. PO Box 1467 Greenwood, SC 29648	\$300.00	Matching Gifts\US	
11/21/2011	Pike County Community Fund Inc 2151 Big Run Rd Piketon, OH 45661-9595	\$2,500.00	Domestic\Portsmouth	Contribution from 2011 budget for program support
11/21/2011	Pike County Outreach Council Of 107 W 2Nd St Waverly, OH 45690-1305	\$7,500.00	Domestic\Portsmouth	Contribution from 2011 budget for program support
3/24/2011	Pittsburg State University Foundation, Inc. 401 East Ford Ave. Pittsburg, KS 66762	\$50.00	Matching Gifts\US	
6/20/2011	Polytechnic University 6 MetroTech Center Brooklyn, NY 11201	\$5,000.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/19/2011	Prince of Peace Catholic School 5100 Plano Parkway West Plano, TX 75093	\$450.00	Matching Gifts\US	
3/24/2011	Providence College 1 Cunningham Street Providence, RI 02918	\$250.00	Matching Gifts\US	
11/21/2011	Public Education Partners 225 S Pleasantburg Drive, Suite B1 Greenville, SC 29602-	\$5,000.00	Domestic\Greenville	Contribution from 2011 budget for program support. Proceeds will be used to support third grade reading initiative in Greenville County Title I Schools
3/24/2011	Purdue Foundation, Inc. 403 West Wood Street West Lafayette, IN 47907-2007	\$1,500.00	Matching Gifts\US	
6/20/2011	Purdue Foundation, Inc. 403 West Wood Street West Lafayette, IN 47907-2007	\$5,000.00	Matching Gifts\US	
12/19/2011	Purdue Foundation, Inc. 403 West Wood Street West Lafayette, IN 47907-2007	\$100.00	Matching Gifts\US	
6/20/2011	Purdue University 1280 Engr Admin Building, Room 101 West Lafayette, IN 47907	\$100.00	Matching Gifts\US	
12/19/2011	Quality of Life Foundation for Metropolitan Dallas 700 North Pearl Street Dallas, TX 75201	\$15,000.00	Company-wide	Contribution from 2011 budget in support of Commit'.
3/24/2011	Radford University Foundation P O Box 6893 Radford, VA 24142	\$5,000.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
6/20/2011	Raymond Academy for Engineering 1605 Connorvale Road Houston, TX 77039	\$15,000.00	Domestic\Houston	Contribution from 2011 budget for 2011/2012 after school program support.
12/19/2011	Reasoning Mind 5910 North Central Expressway, #250 Dallas, TX 75206	\$10,000.00	Domestic\Dallas	Contribution from the 2011 contributions budget for North Texas Math Initiative Leadership Training Program
6/20/2011	Regents of the University of California at Riverside A242 Bourns Hall Dept of Chem/Env Engr Riverside, CA 92521	\$1,000.00	Matching Gifts\US	
3/24/2011	Rensselaer Polytechnic Institute Gift Processing Center PO Box 3164 Troy, NY 02241-3164	\$100.00	Matching Gifts\US	
12/19/2011	Rensselaer Polytechnic Institute Gift Processing Center PO Box 3164 Troy, NY 02241-3164	\$100.00	Matching Gifts\US	
3/24/2011	Rider University 2083 Lawrenceville Road Lawrenceville, NJ 08648-3099	\$1,250.00	Matching Gifts\US	
3/24/2011	RISD Excellence In Education Foundation 400 South Greenville Ave , Suite 205 Richardson, TX 75081	\$250.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
4/26/2011	Ronald McDonald House 706 Grove Road Greenville, SC 29605	\$1,000.00	Domestic\Greenville	Contribution from 2011 budget for Ronald McDonald House Charities. This contribution is in support of the GAP for Greenville/Golf for Greenville Tournament and will be combined with the funds raised to furnish the guest and house laundry facility.
5/24/2011	Roper Mountain Science Center Association 402 Roper Mountain Road Greenville, SC 29615	\$11,000.00	Domestic\Greenville	Contribution from 2011 budget in support of the planetarium show "Tales of the Maya Skies", school lesson for sixth grade assembly, corporate partnership, and holiday lights.
12/19/2011	Roper Mountain Science Center Association 402 Roper Mountain Road Greenville, SC 29615	\$15,000.00	Company-wide	Contribution from 2011 budget in support of the redesign of the current computer for the new LEGO Robotics Engineering Lab.
3/24/2011	Rose-Hulman Institute of Technology 5500 Wabash Avenue Terre Haute, IN 47803	\$400.00	Matching Gifts\US	
6/20/2011	Rose-Hulman Institute of Technology 5500 Wabash Avenue Terre Haute, IN 47803	\$100.00	Matching Gifts\US	
6/20/2011	Rutgers University Foundation 7 College Ave Winant Hall New Brunswick, NJ 08901	\$150.00	Matching Gifts\US	
4/26/2011	Safe Harbor, Inc. P O Box 174 Greenville, SC 29602	\$1,000.00	Domestic\Greenville	Contribution from 2011 budget for Safe Harbor. This contribution is in support of the GAP for Greenville/Golf for Greenville Tournament and will be combined with the funds raised to purchase furniture, carpeting, playground equipment, and a washer and dryer.
9/22/2011	Saint Anselm College 100 Saint Anselm Drive Manchester, NH 03102-1310	\$500.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/19/2011	Saint Anselm College 100 Saint Anselm Drive Manchester, NH 03102-1310	\$250.00	Matching Gifts\US	
12/19/2011	Saint Joseph Ballet 1810 N Main St Santa Ana, CA 92706-2727	\$20,000.00	Domestic\Aiso Viejo	Contribution from the 2011 budget for the Academic Services and Pre-Collegiate Mentoring Program
6/20/2011	Sam Houston State University PO Box 2537 Huntsville, TX 77341-2537	\$150.00	Matching Gifts\US	
1/26/2011	Scholarship America Inc. c/o First National Bank P.O. Box 240 St. Peter, MN 56082-0240	\$35,850.00	Scholarships\Employee's Children	Contribution from 2011 budget for the 2011 Fluor Scholarship Program for Employees' Children for two-thirds management fee.
1/26/2011	Scholarship America Inc. c/o First National Bank P.O. Box 240 St. Peter, MN 56082-0240	\$1,570.00	Scholarships\Job Corps	Contribution from 2011 budget for the Fluor Foundation Job Corps Scholarship Program two-thirds management fee
7/27/2011	Scholarship America Inc. c/o First National Bank P.O. Box 240 St. Peter, MN 56082-0240	\$605,466.00	Scholarships\Employee's Children	Contribution from 2011 budget for the 2011 Fluor Scholarship Program for Employees' Children
7/27/2011	Scholarship America Inc. c/o First National Bank P.O. Box 240 St. Peter, MN 56082-0240	\$82,980.00	Scholarships\Job Corps	Contribution from 2011 budget for the Fluor Foundation Job Corps Scholarship Program
11/21/2011	Scioto Christian Ministry Inc 632 9Th St Portsmouth, OH 45662-3931	\$7,500.00	Domestic\Portsmouth	Contribution from 2011 budget for program support
3/24/2011	Second Mile Mission Center 504 FM 1092 Road, Ste I Stafford, TX 77477	\$5,000.00	Domestic\Houston	Contribution from the 2011 budget for program support in conjunction with Golf for Fort Bend (Second Mile Mission and Rainbow Room are 2011 GFFB beneficiaries).

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/19/2011	Shannon Forest Christian School 829 Garlington Rd Greenville, SC 29615	\$350.00	Matching Gifts\US	
9/22/2011	Sigma Phi Epsilon Educational Foundation P.O. Box 1901 Richmond, VA 23218-1901	\$5,000.00	Matching Gifts\US	
9/22/2011	Snowball Express 6505 W. Park Blvd., Ste 306, PMB 256 Plano, TX 75093	\$25,000.00	Military Support Coalition	Contribution from 2011 budget as approved by the Fluor Military Support Coalition program to support the 2011 Snowball Express VI event for the children of military fallen heroes
4/26/2011	South Carolina Business Center for Excellence in Education Foundation 1201 Main Street, Suite 1700 Columbia, SC 29201	\$9,500.00	Domestic\Greenville	Contribution from 2011 budget in support of the Engineering Virtual Job Shadowing development from Microburst Learning
2/24/2011	South Carolina Governor's School for Science and Mathematics Foundation Inc 401 Railroad Ave Hartsville, SC 29550	\$9,500.00	Domestic\Greenville	Contribution from 2011 budget to support the Summer Program for Research Interns (SPRI).
6/20/2011	South Carolina Higher Education Foundation 1122 Lady Street, Suite 30 Columbia, SC 29201	\$1,000.00	Matching Gifts\US	
12/19/2011	South Carolina State University Foundation Inc P O Box 7187 Orangeburg, SC 29117	\$5,000.00	Matching Gifts\US	
1/26/2011	South Coast Symphony 13642 Winthrop Street Santa Ana, CA 92705	\$1,000.00	Domestic\Aliso Viejo	Contribution from 2011 funds for Konzerts for Kids program.

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
1/26/2011	Southeastern Council of Foundations 50 Hurt Plaza, Suite 350 Atlanta, GA 30303	\$1,500.00	Domestic\Greenville	Contribution from 2011 budget for annual support
3/24/2011	Southern Illinois University at Edwardsville Foundation Campus Box 1082 30 North Circle Drive Edwardsville, IL 62026	\$500.00	Matching Gifts\US	
12/19/2011	Southern Methodist University P.O. Box 750402 Dallas, TX 75275-0402	\$5,000.00	Domestic\Dallas	Contribution from 2011 budget to support the 2012 Visioneering.
6/20/2011	Southwestern Baptist Theological Seminary P O. Box 22500 Fort Worth, TX 76122	\$5,000.00	Matching Gifts\US	
12/19/2011	St. Agnes Academy 9000 Bellaire Blvd Houston, TX 77036	\$600.00	Matching Gifts\US	
12/19/2011	St. Alcuin Montessori School 6144 Churchhill Way Dallas, TX 75230	\$500.00	Matching Gifts\US	
3/24/2011	St. Anthony of Padua Catholic School 309 Gower St. Greenville, SC 29611	\$10,000.00	Matching Gifts\US	
12/19/2011	St. Anthony of Padua Catholic School 309 Gower St Greenville, SC 29611	\$4,750.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/24/2011	St. Ignatius Loyola School 5222 North Bend Road Cincinnati, OH 45247	\$200.00	Matching Gifts\US	
3/24/2011	St Mark's School of Texas 10600 Preston Road Dallas, TX 75230-4047	\$5,000.00	Matching Gifts\US	
3/24/2011	St Mary's and All Angels #7 Pursuit Aliso Viejo, CA 92656	\$350.00	Matching Gifts\US	
5/24/2011	St Paul Medical Foundation 5909 Harry Hines Blvd Dallas, TX 75390-9243	\$500.00	Company-wide	Contribution from 2011 budget for general operating support on behalf of Gina Johnson, winner of the DEN award at Dallas HQ, in honor of her daughters Kalyn and Khie Johnson
3/24/2011	St Thomas Episcopal Church and School 4900 Jackwood Houston, TX 77096	\$500.00	Matching Gifts\US	
3/24/2011	State University of Iowa Foundation P O. Box 4550 Iowa City, IA 52244-4550	\$100.00	Matching Gifts\US	
6/20/2011	Stephen F. Austin University P.O. Box 6092, SFA Station Nacogdoches, TX 75962	\$400.00	Matching Gifts\US	
9/22/2011	Stout University Foundation, Inc. 320 South Broadway Street PO Box 790 Menomonie, WI 54751	\$50.00	Matching Gifts\US	
3/24/2011	Strake Jesuit College Preparatory 8900 Bellaire Boulevard Houston, TX 77036-4699	\$3,350.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
9/22/2011	Strake Jesuit College Preparatory 8900 Bellaire Boulevard Houston, TX 77036-4699	\$2,000.00	Matching Gifts\US	
12/19/2011	Strake Jesuit College Preparatory 8900 Bellaire Boulevard Houston, TX 77036-4699	\$500.00	Matching Gifts\US	
12/19/2011	Tarrant Area Food Bank 2600 Cullen Street Fort Worth, TX 76107	\$3,100.00	Domestic\Dallas	Contribution from 2011 budget for Holiday Outreach efforts
3/24/2011	Texas A&M Foundation 401 George Bush Drive College Station, TX 77840-2811	\$1,001.75	Matching Gifts\US	
6/20/2011	Texas A&M Foundation 401 George Bush Drive College Station, TX 77840-2811	\$1,441.08	Matching Gifts\US	
9/22/2011	Texas A&M Foundation 401 George Bush Drive College Station, TX 77840-2811	\$1,584.50	Matching Gifts\US	
12/19/2011	Texas A&M Foundation 401 George Bush Drive College Station, TX 77840-2811	\$669.00	Matching Gifts\US	
12/19/2011	Texas A&M Foundation 401 George Bush Drive College Station, TX 77840-2811	\$30,000.00	College Relations\University Grants	Contribution from 2011 budget for Fund Undergraduate Teaching Awards FROM 2011 BUDGET for 5 years in *Civil Engineering *Mechanical Engineering *Electrical Engineering *Construction Science *Chemical Engineering
12/19/2011	Texas A&M Foundation 401 George Bush Drive College Station, TX 77840-2811	\$4,000.00	College Relations\Career Center	Contribution from 2011 budget for support the Career Centers as follows, College of Engineering (\$2,500) Dept of Construction Science (\$1,500).

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/19/2011	Texas A&M Foundation 401 George Bush Drive College Station, TX 77840-2811	\$13,500.00	College Relations\University Sponsorships	Contribution from 2011 budget for: Contribution of \$13,500 from 2011 budget designated to support Career Day/Student Organizations or similar activities for Chemical Engineering, Construction Science, Civil, Electrical and Mechanical Engineering. Also the A & M Student Chapter of the Society of Black Engineers and the A & M Corps Leadership Excellence Program as follows: *Civil Engineering - \$1,700 *Electrical Engineering - \$1,700 *Mechanical Engineering - \$1,700 *Chemical Eng - \$1,700 *Construction Science - \$1,700 *Student Chapter of Society of Black Engineers - \$2,500 *Corps Leadership Excellence Program - \$2,500
6/20/2011	Texas Aggie Corps of Cadets Association 1134 Finfeather Rd. Bryan, TX 77842	\$5,000.00	Matching Gifts\US	
3/24/2011	Texas Tech Foundation, Inc. P.O. Box 45025 Lubbock, TX 79409-5025	\$200.00	Matching Gifts\US	
6/20/2011	Texas Tech Foundation, Inc. P.O. Box 45025 Lubbock, TX 79409-5025	\$4,350.00	Matching Gifts\US	
9/22/2011	Texas Tech Foundation, Inc. P.O. Box 45025 Lubbock, TX 79409-5025	\$50.00	Matching Gifts\US	
11/21/2011	Texas Tech Foundation, Inc. P.O. Box 45025 Lubbock, TX 79409-5025	\$500.00	College Relations\University Sponsorships	Contribution from 2011 budget for sponsorship for SWE Catch the Engineering Bug

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/19/2011	Texas Tech Foundation, Inc. P.O. Box 45025 Lubbock, TX 79409-5025	\$100.00	Matching Gifts\US	
6/20/2011	Texas Tech University Box 43103 Lubbock, TX 79409-3103	\$4,000.00	College Relations\Career Center	Contribution from 2011 budget designated to the University Career Center technology and student job search assistance.
6/20/2011	Texas Tech University Box 43103 Lubbock, TX 79409-3103	\$30,000.00	College Relations\University Grants	Contribution from 2011 budget as approved by the College Relations program designated as follows. \$25,000 International Engineering Program; \$5,000 Dept. of Chemical Engineering discretionary fund
9/22/2011	Texas Tech University Box 43103 Lubbock, TX 79409-3103	\$1,000.00	College Relations\University Sponsorships	Contribution from 2011 budget for sponsorship to help send six (6) students to the annual Student Leadership Seminar in Dallas, TX
6/20/2011	The Awty International School 7455 Awty School Lane Houston, TX 77055-0000	\$250.00	Matching Gifts\US	
1/26/2011	The Breast Cancer Research Foundation, Inc 60 East 56th Street, 8th Floor New York, NY 10022	\$500.00	Company-wide	Contribution from 2011 budget for general support (Knowvember event).
3/24/2011	The Citadel Foundation 171 Moultrie Street Charleston, SC 29409-0202	\$300.00	Matching Gifts\US	
6/20/2011	The Citadel Foundation 171 Moultrie Street Charleston, SC 29409-0202	\$50.00	Matching Gifts\US	
12/19/2011	The Citadel Foundation 171 Moultrie Street Charleston, SC 29409-0202	\$250.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
1/26/2011	The Gesundheit Institute P O. Box 50125, Arlington, VA 22205	\$500.00	Company-wide	Contribution from 2011 budget for general support (Knowvember event).
3/24/2011	The Pegasus School 19692 Lexington Lane Huntington Beach, CA 92646	\$500.00	Matching Gifts\US	
12/19/2011	The Pegasus School 19692 Lexington Lane Huntington Beach, CA 92646	\$1,000.00	Matching Gifts\US	
12/19/2011	The Salvation Army Boys and Girls Club 424 Westfield Street Greenville, SC 29601	\$10,000.00	Company-wide	Contribution from 2011 budget in support of the after school programs at both the Club and at the Smart Centers which are housed in schools.
6/20/2011	The School District of Greenville County P O. Box 2848 Greenville, SC 29602	\$5,000.00	Domestic\Greenville	Contribution from 2011 budget in support of the "Are You Smarter Than a Greenville County Schools 5th Grader?" event
9/22/2011	The School District of Greenville County P.O. Box 2848 Greenville, SC 29602	\$1,000.00	Domestic\Greenville	Contribution from 2011 budget in support of the Shining Stars Teacher Recruitment event
12/19/2011	The Walker Foundation 355 Cedar Springs Road Spartanburg, SC 29302	\$10,000.00	Domestic\Greenville	Contribution from 2011 budget in support of the science program at the SC School for the Deaf and Blind Funds will be used to purchase needed items for the science department
12/19/2011	THINK Together 2100 E. Fourth St., Suite 200 Santa Ana, CA 92705	\$20,000.00	Domestic\Aliso Viejo	Contribution from 2011 funds to support the Academy of Robotics Program
5/24/2011	Transparency International US 1023 15th Street NW, Suite 300 Washington, D C. 20005	\$25,000.00	Company-wide	Contribution from 2011 budget for general support

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
9/22/2011	Travis Manion Foundation PO Box 1485 Doylestown, PA 18901	\$5,000.00	Military Support Coalition	Contribution from 2011 budget for program support for the Character Does Matter Leadership Program.
8/22/2011	Trinity River and Dogwood Canyon Audubon Centers 6500 Great Trinity Forest Way Dallas, TX 75217	\$10,000.00	Domestic\Dallas	Contribution from 2011 budget for Environmental education support Audubon's own field-based nature education program Eco-Investigations provides a wonderful living laboratory for students to explore the outdoors.
6/20/2011	Trinity University One Trinity Place, # 49 San Antonio, TX 78212-7200	\$100.00	Matching Gifts\US	
3/24/2011	Trustees of Boston University 595 Commonwealth Ave , Suite 700 West Entrance Boston, MA 02215	\$50.00	Matching Gifts\US	
3/24/2011	Trustees Of The University of Pennsylvania 409 A Franklin Building 3451 Walnut Street Philadelphia, PA 19104-6285	\$250.00	Matching Gifts\US	
11/4/2011	Trustees Of The University of Pennsylvania 409 A Franklin Building 3451 Walnut Street Philadelphia, PA 19104-6285	-\$250.00	Matching Gifts\US	
11/21/2011	Trustees Of The University of Pennsylvania 409 A Franklin Building 3451 Walnut Street Philadelphia, PA 19104-6285	\$250.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/19/2011	U C Riverside Foundation 1136 Hinderaker Hall Riverside, CA 92521	\$100.00	Matching Gifts\US	
3/24/2011	U C Santa Cruz Foundation 1156 High St Santa Cruz, CA 95064	\$1,000.00	Matching Gifts\US	
6/20/2011	U.S. Foundation for the United World College of the Atlantic P.O. Box 286075 New York, NY 10128-0011	\$100.00	Matching Gifts\US	
6/20/2011	U.S. Naval Academy Foundation 247 King George Street Annapolis, MD 21402-5068	\$75.00	Matching Gifts\US	
9/22/2011	U.S. Naval Academy Foundation 247 King George Street Annapolis, MD 21402-5068	\$125.00	Matching Gifts\US	
12/19/2011	U.S. Naval Academy Foundation 247 King George Street Annapolis, MD 21402-5068	\$1,000.00	Matching Gifts\US	
6/14/2011	UC Santa Barbara Foundation UCSB Gifts Administration Santa Barbara, CA 93106-1131	-\$250.00	Matching Gifts\US	
6/20/2011	UC Santa Barbara Foundation UCSB Gifts Administration Santa Barbara, CA 93106-1131	\$250.00	Matching Gifts\US	
6/20/2011	UC Santa Barbara Foundation UCSB Gifts Administration Santa Barbara, CA 93106-1131	\$250.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
9/22/2011	United Negro College Fund 8260 Willow Oaks Corporate Drive Fairfax, VA 22031	\$100.00	Matching Gifts\US	
11/21/2011	United Way of Aiken County P.O. Box 699 Aiken, SC 29802-0699	\$73,670.35	United Way\US	Contribution from the 2011 budget for the Fluor Corporate Gift for the 2011/2012 SRNS United Way campaign
11/21/2011	United Way Of Allendale County Inc Po Box 9 Allendale, SC 29810-0009	\$1,994.36	United Way\US	Contribution from the 2011 budget for the Fluor Corporate Gift for the 2011/2012 SRNS United Way campaign
11/21/2011	United Way Of Bamberg Colleton And Hampton Inc Po Box 200 Walterboro, SC 29488-0025	\$3,282.90	United Way\US	Contribution from the 2011 budget for the Fluor Corporate Gift for the 2011/2012 SRNS United Way campaign Disbursement as follows: Bamberg \$1,603.60; Colleton \$387.77, Hampton \$1,291.53
5/13/2011	United Way of Benton & Franklin Counties 401 North Young Street Kennewick, WA 99336-7775	\$795.31	United Way\US	Contribution from 2011 budget for Q1 2011 Fluor Hanford, Inc. employees payroll deductions from 2010/2011 Fluor United Way Campaign match.
7/27/2011	United Way of Benton & Franklin Counties 401 North Young Street Kennewick, WA 99336-7775	\$755.31	United Way\US	Contribution from 2011 budget for Q2 2011 Fluor Hanford, Inc. employees payroll deductions from 2010/2011 Fluor United Way Campaign match.
11/21/2011	United Way Of Edgefield County Inc Po Box 72 Edgefield, SC 29824-0072	\$6,760.98	United Way\US	Contribution from the 2011 budget for the Fluor Corporate Gift for the 2011/2012 SRNS United Way campaign
3/24/2011	United Way of Greater Houston P.O. Box 924507 Houston, TX 77292-4507	\$1,599.00	United Way\US	Contribution from 2011 budget for the Fluor company P2S/PE payroll contributions for the entire 2010/2011 year for the Fluor United Way Campaign

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
10/24/2011	United Way of Greater Houston P O. Box 924507 Houston, TX 77292-4507	\$8,000.00	Domestic\Houston	Contribution from 2011 budget for grant in lieu of a loaned executive
11/21/2011	United Way of Greenville County 105 Edinburgh Court Greenville, SC 29607	\$50,000.00	United Way\US	Contribution from 2011 budget for the 2011/2012 United Way Campaign in Greenville incentive as approved by the Fluor Foundation Board of Trustees
11/21/2011	United Way Of Jackson County Inc Po Box 242 Jackson, OH 45640-0242	\$2,500.00	Domestic\Portsmouth	Contribution from 2011 budget for program support.
11/21/2011	United Way Of McDuffie County Inc Po Box 87 Thomson, GA 30824-0087	\$933.33	United Way\US	Contribution from the 2011 budget for the Fluor Corporate Gift for the 2011/2012 SRNS United Way campaign.
8/22/2011	United Way of Metropolitan Dallas 1800 N. Lamar Dallas, TX 75202	\$5,000.00	Domestic\Dallas	Contribution from 2011 budget for partial sponsorship of Campaign Associate.
11/21/2011	United Way Of Ross County Inc 53 E 2Nd St Chillicothe, OH 45601-2543	\$2,500.00	Domestic\Portsmouth	Contribution from 2011 budget for program support
11/21/2011	United Way Of Scioto County Inc 1671 Grant St Portsmouth, OH 45662-3662	\$2,500.00	Domestic\Portsmouth	Contribution from 2011 budget for program support
11/21/2011	United Way Of Screven Po Box 27 Sylvania, GA 30467-0027	\$1,129.44	United Way\US	Contribution from the 2011 budget for the Fluor Corporate Gift for the 2011/2012 SRNS United Way campaign.
11/21/2011	United Way of Tarrant County 1500 N. Main St , Ste 200 P.O. Box 4448 Fort Worth, TX 76164	\$1,875.00	Domestic\Dallas	Contribution from 2011 budget for campaign associate program

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
11/21/2011	United Way Of The Central Savannah River Area Inc 630 Ellis St Augusta, GA 30901-1464	\$63,500.00	United Way\US	Contribution from the 2011 budget for the Fluor Corporate Gift for the 2011/2012 SRNS United Way campaign.
11/21/2011	United Way Of The Midlands 1800 Main St Ste 2 Columbia, SC 29201-2433	\$3,060.47	United Way\US	Contribution from the 2011 budget for the Fluor Corporate Gift for the 2011/2012 SRNS United Way campaign. Breakdown is as follows: \$2,366.76 to Midlands and \$693.71 to Edisto.
12/19/2011	United Way Worldwide 701 N. Fairfax St Alexandria, VA 22314	\$15,000.00	Company-wide	Contribution from the 2011 budget for support of Strengthening the United Way Worldwide Network
10/24/2011	United Ways of Alabama 8 Commerce Street Montgomery, AL 36104	\$10,000.00	Company-wide	Contribution from 2011 budget for support of the Alabama Governor's Disaster Relief Fund
12/19/2011	University of Alabama Box 870101 Tuscaloosa, AL 35487-0101	\$100.00	Matching Gifts\US	
6/20/2011	University of Arizona Foundation 1125 N. Vine Avenue P.O. Box 210416 Tucson, AZ 85721-0416	\$100.00	Matching Gifts\US	
3/24/2011	University of California, Berkeley Foundation 2080 Addison Street #4200 Berkeley, CA 94720-4200	\$1,600.00	Matching Gifts\US	
12/19/2011	University of California, Berkeley Foundation 2080 Addison Street #4200 Berkeley, CA 94720-4200	\$2,100.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/19/2011	University of California, Davis Foundation One Shields Avenue Davis, CA 95616	\$500.00	Matching Gifts\US	
1/26/2011	University of California, Irvine Foundation 100 Theory, Suite 250 Irvine, CA 92617	\$3,300.00	Domestic\Aliso Viejo	Contribution from 2011 funds to support the 2011 MathCounts Regional and State competitions.
3/24/2011	University of California, Irvine Foundation 100 Theory, Suite 250 Irvine, CA 92617	\$150.00	Matching Gifts\US	
12/19/2011	University of California, Irvine Foundation 100 Theory, Suite 250 Irvine, CA 92617	\$4,000.00	Matching Gifts\US	
3/24/2011	University of California, Los Angeles Foundation 10920 Wilshire Blvd 11th Floor Los Angeles, CA 90024-6513	\$600.00	Matching Gifts\US	
6/20/2011	University of California, Los Angeles Foundation 10920 Wilshire Blvd 11th Floor Los Angeles, CA 90024-6513	\$100.00	Matching Gifts\US	
9/22/2011	University of California, Los Angeles Foundation 10920 Wilshire Blvd 11th Floor Los Angeles, CA 90024-6513	\$200.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/24/2011	University of Central Missouri Foundation Smiser Alumni Center University of Central Missouri Warrensburg, MO 64093	\$75.00	Matching Gifts\US	
3/24/2011	University of Chicago 1427 E 60th Street, Suite 120 Chicago, IL 60637	\$550.00	Matching Gifts\US	
3/24/2011	University Of Cincinnati Foundation Po Box 19970 Cincinnati, OH 45219-0970	\$450.00	Matching Gifts\US	
12/19/2011	University of Colorado Foundation 4740 Walnut Street Boulder, CO 80301-9922	\$1,600.00	Matching Gifts\US	
12/19/2011	University of Colorado Foundation 4740 Walnut Street Boulder, CO 80301-9922	\$25,000.00	Company-wide	Contribution from the current year budget for one payment of a three year \$75,000 conditional pledge, subject to annual review, designated to the University of Colorado Engineering BOLD Program for K-12 STEM Advancements Program Scheduled as follows: \$25,000 in 2011, \$25,000 in 2012 and \$25,000 in 2013
12/19/2011	University of Delaware Development Office Newark, DE 19716	\$500.00	Matching Gifts\US	
6/20/2011	University of Evansville 1800 Lincoln Ave Evansville, IN 47722	\$100.00	Matching Gifts\US	
12/19/2011	University of Evansville 1800 Lincoln Ave. Evansville, IN 47722	\$200.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
4/15/2011	University of Florida Foundation PO Box 115703 Gainesville, FL 32611	\$2,500.00	Company-wide	Contribution from 2011 Budget in support of University of Florida Spring 2011 Graduation Dinner
9/22/2011	University of Florida Foundation PO Box 115703 Gainesville, FL 32611	\$100.00	Matching Gifts\US	
12/19/2011	University of Florida Foundation PO Box 115703 Gainesville, FL 32611	\$125.00	Matching Gifts\US	
12/19/2011	University of Georgia Foundation UGA Foundation Bldg 824 S Milledge Avenue Athens, GA 30602-5582	\$100.00	Matching Gifts\US	
12/19/2011	University of Great Falls 1301 20th St. S. Great Falls, MT 59405	\$200.00	Matching Gifts\US	
1/26/2011	University of Houston 4800 Calhoun Road Houston, TX 77004	\$1,500.00	College Relations\University Grants	Contribution from 2011 budget for student scholarship awards for three University of Houston student recipients
3/24/2011	University of Houston 4800 Calhoun Road Houston, TX 77004	\$550.00	Matching Gifts\US	
6/20/2011	University of Houston 4800 Calhoun Road Houston, TX 77004	\$52.00	Matching Gifts\US	
7/1/2011	University of Houston 4800 Calhoun Road Houston, TX 77004	-\$52.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
7/27/2011	University of Houston 4800 Calhoun Road Houston, TX 77004	\$52.00	Matching Gifts\US	
8/22/2011	University of Houston 4800 Calhoun Road Houston, TX 77004	\$850.00	College Relations\University Sponsorships	Contribution from 2011 budget to sponsorship of BBQ for \$650 (Off With a Bang Beginning of Semester party) and \$200 towards coverage of food expenses for first general meeting.
8/22/2011	University of Houston 4800 Calhoun Road Houston, TX 77004	\$1,500.00	College Relations\University Sponsorships	Contribution from 2011 budget for scholarships for students attending University of Houston System at Sugar Land
8/22/2011	University of Houston 4800 Calhoun Road Houston, TX 77004	\$4,000.00	College Relations\Career Center	Contribution from 2010 budget designated to the Engineering Career Center.
8/22/2011	University of Houston 4800 Calhoun Road Houston, TX 77004	\$30,000.00	College Relations\University Grants	Contribution from 2011 funds as approved by the College Relations program designated to the College of Technology as follows: \$4,000 Fluor Faculty Excellence Awards, and to the Cullen College of Engineering as follows: \$6,000 Girls Reaching Exc (GRADE) camps, \$5,000 Fluor Faculty Award, \$5,000 Texas Diesel Research and Testing Center, \$5,000 Engineering Laboratory Enhancements, \$5,000 PROMES
9/22/2011	University of Houston 4800 Calhoun Road Houston, TX 77004	\$581.00	College Relations\University Sponsorships	Contribution from 2011 budget to sponsor food for their tailgate party held on 9/3/11.
10/21/2011	University of Houston 4800 Calhoun Road Houston, TX 77004	-\$581.00	College Relations\University Sponsorships	Contribution from 2011 budget to sponsor food for their tailgate party held on 9/3/11.
10/24/2011	University of Houston 4800 Calhoun Road Houston, TX 77004	\$581.00	College Relations\University Sponsorships	Contribution from 2011 budget to sponsor food for their tailgate party held on 9/3/11

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/19/2011	University of Houston 4800 Calhoun Road Houston, TX 77004	\$50.00	Matching Gifts\US	
12/19/2011	University of Houston 4800 Calhoun Road Houston, TX 77004	\$300.00	College Relations\University Sponsorships	Contribution from 2011 budget for SHPE Thanksgiving Potluck held on 11/22/11
12/19/2011	University of Houston 4800 Calhoun Road Houston, TX 77004	\$437.00	College Relations\University Sponsorships	Contribution from 2011 budget for sponsorship of food for ASCE 3rd general meeting
12/19/2011	University of Houston 4800 Calhoun Road Houston, TX 77004	\$620.00	College Relations\University Sponsorships	Contribution from 2011 budget for sponsorship for AICHE towards classroom equipment that is needed.
3/24/2011	University of Illinois Foundation 1305 West Green Street Urbana, IL 61801-2962	\$1,050.00	Matching Gifts\US	
9/22/2011	University of Illinois Foundation 1305 West Green Street Urbana, IL 61801-2962	\$840.00	Matching Gifts\US	
12/19/2011	University of Illinois Foundation 1305 West Green Street Urbana, IL 61801-2962	\$50.00	Matching Gifts\US	
3/24/2011	University of Michigan Dept Ch 10189 Palatine, IL 60055-0189	\$1,000.00	Matching Gifts\US	
9/22/2011	University of Michigan Dept Ch 10189 Palatine, IL 60055-0189	\$250.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/24/2011	University of Minnesota Foundation Lockbox "B" P O Box 70870 CM 3854 St Paul, MN 55170-3854	\$250.00	Matching Gifts\US	
6/20/2011	University of New Hampshire Foundation Inc. 9 Edgewood Road Durham, NH 03824	\$150.00	Matching Gifts\US	
9/22/2011	University of New Mexico Foundation Two Woodward Center 700 Lomas Blvd NE Albuquerque, NM 87102-2568	\$100.00	Matching Gifts\US	
3/24/2011	University of North Carolina at Chapel Hill P O. Box 309 Chapel Hill, NC 27514	\$3,000.00	Matching Gifts\US	
12/19/2011	University of North Texas Foundation 1155 Union Circle #311250 Denton, TX 76203-5017	\$50.00	Matching Gifts\US	
3/24/2011	University of Notre Dame 1100 Grace Hall Notre Dame, IN 46556-5612	\$2,200.00	Matching Gifts\US	
9/22/2011	University of Notre Dame 1100 Grace Hall Notre Dame, IN 46556-5612	\$1,500.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/24/2011	University of Oklahoma Foundation 100 Timberdell Road Norman, OK 73019	\$250.00	Matching Gifts\US	
12/19/2011	University of Oklahoma Foundation 100 Timberdell Road Norman, OK 73019	\$200.00	Matching Gifts\US	
3/24/2011	University of Pittsburgh Park Plaza, 128 North Craig Street Pittsburgh, PA 15260	\$250.00	Matching Gifts\US	
9/22/2011	University of Pittsburgh Park Plaza, 128 North Craig Street Pittsburgh, PA 15260	\$100.00	Matching Gifts\US	
12/19/2011	University of Pittsburgh Park Plaza, 128 North Craig Street Pittsburgh, PA 15260	\$250.00	Matching Gifts\US	
12/19/2011	University of Portland 5000 N. Willamette Blvd. Portland, OR 97203	\$100.00	Matching Gifts\US	
3/24/2011	University of Rochester PO Box 270032 Rochester, NY 14627-0032	\$50.00	Matching Gifts\US	
3/24/2011	University of San Diego 5998 Alcalá Park #DAC 312 San Diego, CA 92110	\$50.00	Matching Gifts\US	
6/20/2011	University of San Diego 5998 Alcalá Park #DAC 312 San Diego, CA 92110	\$50.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/19/2011	University of San Diego 5998 Alcala Park #DAC 312 San Diego, CA 92110	\$50.00	Matching Gifts\US	
2/24/2011	University of South Carolina Educational Foundation 1A08 Swearingen Engineering Bldg. Columbia, SC 29208	\$250,000.00	Company-wide	Contribution from the current year budget for one payment of a five-year \$1,250,000 conditional pledge, subject to annual review, designated to the University of South Carolina Hydrogen Economy Center of Economic Excellence Schedule as follows: 2011 - \$250,000, 2012 - \$250,000, 2013 - \$250,000, 2014 - \$250,000, 2015 - \$250,000.
4/15/2011	University of South Carolina Educational Foundation 1A08 Swearingen Engineering Bldg. Columbia, SC 29208	\$2,000.00	Company-wide	Contribution from 2011 budget for support of the Pastides Healthy and Sustainable Carolina Fund.
7/27/2011	University of South Carolina Educational Foundation 1A08 Swearingen Engineering Bldg. Columbia, SC 29208	\$30,000.00	College Relations\University Grants	Contribution from the 2011 budget as approved by the College Relations program to support the Fluor Innovation Collaborative, a joint effort of the Darla Moore School of Business & the College of Engineering & Computing as follows \$20,000 to develop academic initiative USC-based competitions; \$10,000 CEC-DMSB Faculty Stipends for two faculty members
7/27/2011	University of South Carolina Educational Foundation 1A08 Swearingen Engineering Bldg. Columbia, SC 29208	\$4,000.00	College Relations\Career Center	Contribution from the 2011 budget designated to the USC Career Center Technology Career Partner to support the Perfect Interview program
6/20/2011	University of Southern California University Park Los Angeles, CA 90089-7090	\$700.00	Matching Gifts\US	
9/22/2011	University of Southern California University Park Los Angeles, CA 90089-7090	\$50.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/24/2011	University of Tennessee Advance Services-Gift Record Office 600 Henley Street B022 UT Conference Center Building Knoxville, TN 37996-4103	\$300.00	Matching Gifts\US	
12/19/2011	University of Tennessee Advance Services-Gift Record Office 600 Henley Street B022 UT Conference Center Building Knoxville, TN 37996-4103	\$100.00	Matching Gifts\US	
5/24/2011	University of Texas at Arlington 701 South Nedderman Dr , #421 Arlington, TX 76019-0190	\$10,000.00	Domestic\Dallas	Contribution from 2011 budget to support the Summer Engineering Camps
3/24/2011	University of Texas at Austin P.O. Box 7458 Austin, TX 78713-7458	\$250.00	Matching Gifts\US	
6/20/2011	University of Texas at Austin P O. Box 7458 Austin, TX 78713-7458	\$170.00	Matching Gifts\US	
9/22/2011	University of Texas at Austin P.O. Box 7458 Austin, TX 78713-7458	\$50.00	Matching Gifts\US	
9/22/2011	University of Texas at Austin P.O. Box 7458 Austin, TX 78713-7458	\$25,000.00	College Relations\University Grants	Contribution from 2011 budget for 2011/2012 University of Texas Partner Grant

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9/22/2011	University of Texas at Austin P O. Box 7458 Austin, TX 78713-7458	\$3,000.00	College Relations\University Sponsorships	Contribution from 2011 budget for Support of a General Meeting, Membership Week, A Walk for Education, Academic Technical Bowl and Six Sigma Training Workshop
9/22/2011	University of Texas at Austin P.O. Box 7458 Austin, TX 78713-7458	\$3,000.00	College Relations\University Sponsorships	Contribution from 2011 budget for support of a General Meeting, SHPE Lonestar Showdown, Ladies Night, Jalapenardy, and Conference Registrations.
12/19/2011	University of Texas at Austin P O. Box 7458 Austin, TX 78713-7458	\$1,755.00	Matching Gifts\US	
12/19/2011	University of Texas at Austin P.O. Box 7458 Austin, TX 78713-7458	\$10,000.00	Domestic\Dallas	Contribution from 2011 budget designated to the Texas Regional Collaboratives for STEM teacher professional development.
12/19/2011	University of Texas at Austin P O Box 7458 Austin, TX 78713-7458	\$75,000.00	Company-wide	Contribution from 2011 budget to provide a newly renovated Fluor Adaptable Geotechnical Laboratory at The University of Texas at Austin
3/24/2011	University of Wisconsin Foundation 1848 University Ave Madison, WI 53726	\$200.00	Matching Gifts\US	
12/19/2011	University of Wisconsin Foundation 1848 University Ave. Madison, WI 53726	\$200.00	Matching Gifts\US	
3/24/2011	University of Wyoming Foundation 1200 East Iverson Laramie, WY 82070	\$250.00	Matching Gifts\US	
12/19/2011	University of Wyoming Foundation 1200 East Iverson Laramie, WY 82070	\$250.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
9/22/2011	Upcountry History Museum 540 Buncombe Street Greenville, SC 29601	\$3,500.00	Domestic\Greenville	Contribution from 2011 budget in support of the "Traveling Trunk Program " This program sends material of significant historical interest to area schools and provides teacher guides to accompany the trunk.
6/20/2011	Urban League of the Upstate, Inc. 15 Regency Hill Drive Greenville, SC 29607	\$6,000.00	Domestic\Greenville	Contribution from 2011 budget in support of the 2011-2012 Membership Campaign These funds support programs like Urban Achievers, Pre-College Enrollment Services, Parent University, Housing Counseling Services, and Career Links.
3/24/2011	USC Business Partnership Foundation 1600 Hampton Street Suite 736-N Columbia, SC 29208	\$272.00	Matching Gifts\US	
6/20/2011	USC Business Partnership Foundation 1600 Hampton Street Suite 736-N Columbia, SC 29208	\$100.00	Matching Gifts\US	
3/24/2011	Valley Christian School System 10818 Artesia Blvd Cerritos, CA 90703	\$750.00	Matching Gifts\US	
12/19/2011	Valley Christian School System 10818 Artesia Blvd Cerritos, CA 90703	\$800.00	Matching Gifts\US	
3/24/2011	Valparaiso University 1100 Campus Drive South Valparaiso, IN 46383	\$100.00	Matching Gifts\US	
3/24/2011	Virginia Tech Foundation, Inc. 902 Price's Fork Rd Ste 4400 Blacksburg, VA 24060-6811	\$1,000.00	Matching Gifts\US	
5/13/2011	Virginia Tech Foundation, Inc. 902 Price's Fork Rd Ste 4400 Blacksburg, VA 24060-6811	\$1,000.00	College Relations\University Sponsorships	Contribution from 2011 budget for Silver Sponsorship of 3rd Annual Construction Industry Day, Myers-Lawson School of Construction at Virginia Tech

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
7/27/2011	Virginia Tech Foundation, Inc. 902 Price's Fork Rd Ste 4400 Blacksburg, VA 24060-6811	\$10,000.00	College Relations\University Grants	A contribution from the 2011 budget to provide \$10,000 in support to the following initiatives \$4,000 - Corporate - 2nd Annual Construction Futures Symposium, \$1,000 - Foundation - Connecting Women in Construction program; \$1,000 - Foundation - to support the mentoring of new students, \$2,500 - Foundation - to support faculty professional development, \$500 - Foundation - to support instructional needs; \$1,000 - Foundation - discretionary funds to be used by the Director of professional enrichment
9/22/2011	Virginia Tech Foundation, Inc. 902 Price's Fork Rd Ste 4400 Blacksburg, VA 24060-6811	\$100.00	Matching Gifts\US	
9/22/2011	Virginia Tech Foundation, Inc. 902 Price's Fork Rd Ste 4400 Blacksburg, VA 24060-6811	\$8,000.00	College Relations\University Sponsorships	Contribution from 2011 budget for the American Society of Civil Engineers student chapter to sponsor the student competitions at the ASCE Virginia conference.
8/22/2011	Vogel Alcove 7557 Rambler Rd., #262 Dallas, TX 75231	\$5,000.00	Domestic\Dallas	Early Childhood Enrichment program from 2011 Dallas contributions budget
6/20/2011	Volunteer Center of North Texas 2800 Live Oak Street Dallas, TX 75204	\$1,502.56	Domestic\Dallas	Contribution from 2011 budget for Community Service Project
12/19/2011	Volunteer Center of North Texas 2800 Live Oak Street Dallas, TX 75204	\$8,000.00	Domestic\Dallas	Contribution from 2011 budget for corporate membership dues
3/24/2011	Walla Walla University 204 S College Avenue College Place, WA 99324	\$1,000.00	Matching Gifts\US	
12/19/2011	Washington State University - Tri-Cities 2710 Crimson Way Richland, WA 99354	\$10,000.00	Company-wide	Contribution from 2011 budget for Engineering Scholarships

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FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
6/14/2011	Wentworth Institute of Technology 550 Huntington Ave Boston, MA 02115	-\$300.00	Matching Gifts\US	
6/20/2011	Wentworth Institute of Technology 550 Huntington Ave Boston, MA 02115	\$300.00	Matching Gifts\US	
3/24/2011	Wesley College 120 N. State Street Dover, DE 19901	\$100.00	Matching Gifts\US	
6/20/2011	Wesley College 120 N. State Street Dover, DE 19901	\$250.00	Matching Gifts\US	
3/24/2011	West Lafayette Schools Education Foundation 1130 N. Salisbury Street West Lafayette, IN 47906-2447	\$150.00	Matching Gifts\US	
9/22/2011	Whitman College 345 Boyer Ave Walla Walla, WA 99362	\$300.00	Matching Gifts\US	
6/20/2011	Whitworth University 300 W Hawthorne Rd Spokane, WA 99251	\$2,750.00	Matching Gifts\US	
12/19/2011	Wichita State University Foundation 1845 N. Fairmount Wichita, KS 67260-0002	\$2,500.00	Matching Gifts\US	
6/20/2011	Wilcheser Elementary PTA 13618 St Mary's Lane Houston, TX 77079	\$250.00	Matching Gifts\US	

Foundation Grants - Tax Report

FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/24/2011	William Marsh Rice University 6100 Main Street Matching Gifts MS-81 Houston, TX 77005-1892	\$1,850.00	Matching Gifts\US	
6/20/2011	William Marsh Rice University 6100 Main Street Matching Gifts MS-81 Houston, TX 77005-1892	\$150.00	Matching Gifts\US	
9/22/2011	William Marsh Rice University 6100 Main Street Matching Gifts MS-81 Houston, TX 77005-1892	\$2,001.00	Matching Gifts\US	
12/19/2011	William Marsh Rice University 6100 Main Street Matching Gifts MS-81 Houston, TX 77005-1892	\$6,550.00	Matching Gifts\US	
3/24/2011	Winthrop University Foundation 638 Oakland Ave. Rock Hill, SC 29733	\$500.00	Matching Gifts\US	
6/20/2011	Winthrop University Foundation 638 Oakland Ave. Rock Hill, SC 29733	\$150.00	Matching Gifts\US	
9/22/2011	Winthrop University Foundation 638 Oakland Ave. Rock Hill, SC 29733	\$225.00	Matching Gifts\US	
12/19/2011	Winthrop University Foundation 638 Oakland Ave. Rock Hill, SC 29733	\$175.00	Matching Gifts\US	
6/20/2011	Wofford College 429 N Church Street Spartanburg, SC 29303-3663	\$500.00	Matching Gifts\US	

Foundation Grants - Tax Report

FY 2011 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
9/22/2011	Wofford College 429 N Church Street Spartanburg, SC 29303-3663	\$750.00	Matching Gifts\US	
4/26/2011	Womens Museum An Institute For The Future 3800 Parry Avenue Dallas, TX 75226	\$8,000.00	Domestic\Dallas	Contribution from 2011 budget in support of Womens Engineering Exhibit
12/19/2011	Worcester Polytechnic Institute 100 Institute Road Worcester, MA 01609-2280	\$500.00	Matching Gifts\US	
12/19/2011	World Affairs Council of Dallas/Fort Worth 325 North St. Paul St, Ste 4200 Dallas, TX 75201	\$50,000.00	Company-wide	Contribution from 2011 budget for support of the International Education Program as follows: \$15,000 for a sponsor of the 2012 Academic WorldQuest, \$15,000 for teacher programs and \$20,000 for Student Programs.
3/24/2011	Xavier University 3800 Victory Pkwy Cincinnati, OH 45207	\$150.00	Matching Gifts\US	
11/21/2011	YMCA of Metropolitan Dallas 601 N Akard St. Dallas, TX 75201	\$5,000.00	Domestic\Dallas	Contribution from 2010 budget in support of afterschool and day camp programs.
12/19/2011	Young Mens Christian Association Of Greensboro Inc 620 Green Valley Rd Ste 210 Greensboro, NC 27408-7725	\$15,000.00	Military Support Coalition	Contribution from 2011 budget for Summer Camp Scholarships for Children of Military Families at YMCA Camp Weaver.
4/26/2011	YWCA of Greenville 700 Augusta Street Greenville, SC 29605	\$1,000.00	Domestic\Greenville	Contribution from 2011 budget for YWCA of Greenville. This contribution is in support of the GAP for Greenville/Golf for Greenville Tournament and will be combined with the funds raised to purchase and install a new roof top HVAC unit
Grand Totals (505 items)		\$4,362,646.61		

The Fluor Foundation
EIN: 51-0196032
Form 990-PF
Part VII-A, Line 3

RESTATED BYLAWS
(Adopted June 11, 1980)
(as amended January 29, 2001)
(as amended April 24, 2006)
(as amended November 30, 2011)

of

THE FLUOR FOUNDATION
a California Nonprofit Public Benefit Corporation

ARTICLE I

PRINCIPAL EXECUTIVE OFFICE

The principal executive office of The Fluor Foundation ("The Foundation") shall be located at 6700 Las Colinas Boulevard, Irving, Texas 75039. The Board of Trustees may change the principal office from one location to another.

ARTICLE II

MEMBERSHIP

Pursuant to Section 5310 of the California Nonprofit Public Benefit Corporation Law, The Foundation shall have no members.

ARTICLE III

BOARD OF TRUSTEES

Section 3.01 Powers and Number

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the business and affairs of The Foundation shall be managed, and all corporate powers shall be exercised, by or under the direction of a Board of Trustees. The number of Trustees shall be no less than eight and no more than ten, with the exact number of Trustees fixed from time to time within such range by duly adopted resolutions of the Board of Trustees.

Section 3.02 Election and Term

Trustees shall be nominated and elected by the Trustees then in office. Each Trustee, including a Trustee elected to fill a vacancy, shall hold office until a successor has been elected and qualified.

Section 3.03 Vacancies

A vacancy or vacancies in the Board of Trustees shall be deemed to exist on the occurrence of (i) the death, resignation or removal of any Trustee, or (ii) the increase in the authorized number of Trustees.

Except as provided in this paragraph, any Trustee may resign at any time, which resignation shall be effective upon giving written notice to the President, the Secretary or the Board of Trustees, unless such notice specifies a later time for such resignation to become effective. If the resignation of a Trustee is to become effective at a future time, the Board of Trustees may elect a successor to take office when such resignation becomes effective. No Trustee may resign when The Foundation would then be left without a duly elected Trustee in charge of its affairs.

Any Trustee may be removed in accordance with Section 5222 of the California Nonprofit Public Benefit Corporation Law.

Section 3.04 Restriction on Interested Trustees

A majority of the persons serving on the Board of Trustees at any time may not be interested persons. An interested person is (1) any person currently being compensated by The Foundation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Trustee as such, it being understood that no part of any compensation paid to any such person by any corporation or other organization which is a contributor to The Foundation for services performed by such person as a director or officer or other official of such corporation or organization shall be deemed to be compensation paid to such person as a Trustee of The Foundation; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, mother-in-law or father-in-law of any such person. The provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by The Foundation.

Section 3.05 Notice of Meetings

Meetings of the Board of Trustees may be called by the Chairman of the Board, or the President or any Vice President or the Secretary or any two Trustees.

Notice of a meeting of the Board of Trustees shall be given to each Trustee, and such notice shall set forth the time and place, within or without the State of California, but need not specify the purpose of the meeting. Such notice shall be sent by first class mail not less than four days before the time set for the meeting, or such notice shall be delivered personally or by telephone or electronic transmission (including facsimile or e-mail) at least 48 hours before the time set for the meeting.

Any meeting of the Board of Trustees or any committee thereof may be held by conference telephone or similar communications equipment so long as all Trustees

participating in such meeting can hear one another, and all such Trustees shall be deemed to be present in person at such meeting.

Section 3.06 Waiver of Notice

Actions taken at any meeting of the Board of Trustees, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the Trustees not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes thereof, or (c) any Trustee not receiving notice attends such meeting without protesting, prior thereto or at its commencement, the lack of notice to such Trustee. All such waivers, consents and approvals shall be made a part of the minutes of such meeting.

Section 3.07 Quorum

Except as otherwise provided by law, the presence of a majority of the whole Board of Trustees shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Trustees present at any meeting may adjourn the same from time to time until a quorum shall be present.

Section 3.08 Action Without Meeting

Any action required or permitted to be taken by the Board of Trustees, or any committee thereof, may be taken without a meeting, if all members of the Board of Trustees or such committee, as the case may be, consent in writing or by electronic means to that action. Such action by written consent shall have the same force and effect as the unanimous vote of such Trustees. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 3.09 Compensation

Trustees shall receive no compensation for their services as such.

Section 3.10 Committees

The Board of Trustees may, by resolution passed by the Board, designate one or more committees, each committee to consist of two or more of the Trustees. Except as otherwise provided in the Board resolution designating a committee, the presence of a majority of the authorized number of members of such committee shall be required to constitute a quorum for the transaction of business at any meeting of such committee. Any such committee, to the extent provided by resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have any power or authority in reference to amending the Articles of Incorporation or the Bylaws of the Corporation. Any

such committee shall keep written minutes of its meetings and report the same to the Board at the next regular meeting of the Board.

ARTICLE IV

OFFICERS

Section 4.01 Officers

The officers of The Foundation shall be a President, a Secretary, and a Treasurer who shall be the chief financial officer. The Foundation may also have, at the discretion of the Board of Trustees, a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be designated.

Section 4.02 Election and Resignation

The officers of The Foundation shall be elected by the Board of Trustees, and each shall serve at the pleasure of the Board. Any officer may resign at any time by giving written notice to The Foundation.

Section 4.03 Fidelity Bonds

If required by the Board of Trustees, all officers and employees of The Foundation handling or responsible for funds shall give The Foundation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of their office and for restoration to The Foundation of all its books, papers, vouchers, money, and other property of every kind in their possession or under their control on their death, resignation, retirement, or removal from office.

ARTICLE V

INDEMNIFICATION OF TRUSTEES, OFFICERS AND OTHER AGENTS

Section 5.01 Definitions

Except to the extent prohibited by then applicable law, The Foundation shall indemnify and hold harmless each agent of The Foundation, as the term "agent" is defined in Section 5238 of the California Nonprofit Public Benefit Corporation Law, from and against any expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any "proceeding" (as defined in said Section 5238). The Foundation shall advance to its agents "expenses" (as defined in Section 5238) incurred in defending any proceeding prior to the final disposition thereof except to the extent prohibited by then applicable law.

Section 5.02 Right to Indemnification

This Section shall create a right of indemnification for each person referred to in Section 5.01 hereof, whether or not the proceeding to which the indemnification relates arose in whole or in part prior to adoption of this Section, and in the event of death such right shall extend to such person's legal representatives. The right of indemnification hereby given shall not be exclusive of any other rights such person may have whether by law or under any agreement, insurance policy, vote of Trustees or otherwise.

Section 5.03 Insurance

The Foundation shall have power to purchase and maintain insurance on behalf of any agent of The Foundation against any liability asserted against or incurred by such agent in his capacity as such or arising out of the agent's status as such whether or not The Foundation has the power to indemnify such agent against such liability.

ARTICLE VI

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both The Foundation and a natural person.

ARTICLE VII

AMENDMENTS OF BYLAWS

These Bylaws may be amended or repealed and new Bylaws may be adopted by the Trustees.

ARTICLE VIII

FISCAL YEAR

The fiscal year of The Foundation shall end on the 31st day of December of each calendar year.

ARTICLE IX

LIABILITIES

No person who is now, or who later becomes, a Trustee of The Foundation shall be personally liable to the creditors of The Foundation for any indebtedness or liability, and any and all creditors of The Foundation shall look only to the assets of The Foundation for payment.