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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2012**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation THE FLUOR FOUNDATION		A Employer identification number 51-0196032
Number and street (or P O box number if mail is not delivered to street address) 6700 LAS COLINAS 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 all 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) \$ 12,476,435 (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)
1	Contributions, gifts, grants, etc., received (attach schedule)	3,158,038			
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	153,145	153,145	153,145	
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)		1,034,085		
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	3,311,183	1,187,230	153,145	
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) 1	11,218	11,218	11,218	
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 2	9,152			
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	20,370	11,218	11,218	
25	Contributions, gifts, grants paid	4,327,951			4,327,951
26	Total expenses and disbursements. Add lines 24 and 25	4,348,321	11,218	11,218	4,327,951
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-1,037,138			
b	Net investment income (if negative, enter -0-)		1,176,012		
c	Adjusted net income (if negative, enter -0-)			141,927	

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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		1,294,024	117,284	117,284
	2	Savings and temporary cash investments		31,610	23,572	23,572
	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)	4,831,626	5,882,455	5,882,455	
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule) Stmt 3	3,372,480	2,380,344	2,380,344	
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule) Stmt 3	3,584,818	4,072,780	4,072,780	
14		Land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)	2,719			
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	13,117,277	12,476,435	12,476,435	
17		Accounts payable and accrued expenses	3,279	3,485		
18		Grants payable				
Net Assets or Fund Balances	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>)	13,951	20,384		
	23	Total liabilities (add lines 17 through 22)	17,230	23,869		
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	13,100,047	12,452,566		
	30	Total net assets or fund balances (see instructions)	13,100,047	12,452,566		
31	Total liabilities and net assets/fund balances (see instructions)	13,117,277	12,476,435			

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	13,100,047
2	Enter amount from Part I, line 27a	2	-1,037,138
3	Other increases not included in line 2 (itemize) ▶ <u>Statement 4</u>	3	389,657
4	Add lines 1, 2, and 3	4	12,452,566
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,452,566

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 Nuveen - Investment Securities			P	Various	8/30/2012
b Other Realized Gain / Loss			P	Various	Various
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			1,085,151		
b			-51,066		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
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	1,034,085	
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))
2011	4,361,470	12,809,538	0.3405
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
2 Total of line 1, column (d)			2 1.4777
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 0.2955
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 13,060,478
5 Multiply line 4 by line 3			5 3,859,371
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 11,760
7 Add lines 5 and 6			7 3,871,131
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 4,327,951

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	11,760
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	11,760
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	11,760
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,198	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	29,198	
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	17,438	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 17,438 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 Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file 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 ☒ \$ None (2) On foundation managers ☒ \$ None		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ None		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes See Attachment	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? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ California		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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?	13	X	
Website address ▶ <u>http://www.fluor.com/SiteCollectionDocuments/Fluor_Foundation_Form_990-PF_2011.pdf</u>				
14	The books are in care of ▶ <u>Susan McWhorter</u> Telephone no ▶ <u>469-398-7000</u> Located at ▶ <u>6700 Las Colinas Blvd., Irving, TX</u> ZIP+4 ▶ <u>75039-2902</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	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				X

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)?	☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No		
If "Yes," list the years			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)		3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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	▶

Form 990-PF (2012)

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	12,228,852
b	Average of monthly cash balances	1b	1,030,517
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	13,259,369
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	13,259,369
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	198,891
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,060,478
6	Minimum investment return. Enter 5% of line 5	6	653,024

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	653,024
2a	Tax on investment income for 2012 from Part VI, line 5	2a	11,760
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	11,760
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	641,264
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	641,264
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	641,264

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	4,327,951
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	4,327,951
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	11,760
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,316,191

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				641,264
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	2,763,424			
b From 2008	3,272,496			
c From 2009	3,513,709			
d From 2010	3,538,936			
e From 2011	3,725,239			
f Total of lines 3a through e	16,813,804			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 4,327,951				
a Applied to 2011, 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 2012 distributable amount				641,264
e Remaining amount distributed out of corpus . .	3,686,687			
5 Excess distributions carryover applied to 2012 . (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	20,500,491			
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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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 2007 not applied on line 5 or line 7 (see instructions) . . .	2,763,424			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	17,737,067			
10 Analysis of line 9				
a Excess from 2008 . . .	3,272,496			
b Excess from 2009 . . .	3,513,709			
c Excess from 2010 . . .	3,538,936			
d Excess from 2011 . . .	3,725,239			
e Excess from 2012 . . .	3,686,687			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0	0	0	0	0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0	0	0	0	0
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0	0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets	0	0	0	0	0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	0	0	0	0	0
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0	0	0	0	0
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)	0	0	0	0	0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)	0	0	0	0	0
(3) Largest amount of support from an exempt organization	0	0	0	0	0
(4) Gross investment income	0	0	0	0	0

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 or e-mail of the person to whom applications should be addressed

Statement 6

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

Statement 6

c Any submission deadlines

Statement 6

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

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				4,327,951
Total			3a	4,327,951
b Approved for future payment				
Hearing and Speech Foundation	N/A	501 c 3		105,000
South Carolina State University	N/A	501 c 3		50,000
University of Colorado Foundation	N/A	501 c 3		25,000
University of South Carolina	N/A	501 c 3		750,000
Boys & Girls Clubs of America	N/A	501 c 3		500,000
Clemson University Endowment	N/A	501 c 3		1,200,000
Greenville Hospital System	N/A	501 c 3		187,500
Total			3b	2,817,500

Form 990-PF (2012)

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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

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

[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	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**

correct, and complete. Declaration of preparer (other than taxpayer) is based on all information
 Signature of officer or trustee | Date
 10/11/13

President & Trustee

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.

2012

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	\$ 3,158,038	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)

Name of organization

Employer identification number

THE FLUOR FOUNDATION

51-0196032

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

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

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
---	----- ----- -----	----- ----- -----	----- ----- -----
	(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, 2012

STATEMENT 1

Page 1, Part I, Line 16c

Other Professional Fees

Investment Management and Administration Fees	<u>11,218</u>
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STATEMENT 2

Page 1, Part I, Line 18

Taxes

Federal Excise Tax (Benefit) Expense	<u>9,152</u>
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The Fluor Foundation

EIN: 51-0196032

Form 990-PF Return of Private Foundation

December 31, 2012

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	4,831,626	5,882,455	5,882,455
	4,831,626	5,882,455	5,882,455

Page 2, Part II, Line 10(c)

Investments - Corporate Bonds

	Beginning of Year	End of Year	
		Book Value	Fair Market
Corporate Bonds	3,372,480	2,380,344	2,380,344
	3,372,480	2,380,344	2,380,344

Page 2, Part II, Line 13

Investments - Other

	Beginning of Year	End of Year	
		Book Value	Fair Market
US Equity Fund	3,584,818	4,072,780	4,072,780
Investments in Mutual Funds	3,584,818	4,072,780	4,072,780

STATEMENT 4

Page 2, Part III, Line 3

Other Increases not included in line 2

Unrealized Loss	(644,428)
Realized Gain	1,034,085
	389,657

The Fluor Foundation

EIN: 51-0196032

Form 990-PF Return of Private Foundation

December 31, 2012

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-
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 15 hours per week	-0-	-0-	-0-
D T Seaton 6700 Las Colinas Blvd, Irving TX 75039	Chairman 50 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	Secretary & Director 25 hours per week	-0-	-0-	-0-
B C Porter (Elected 05/04/2012) 6700 Las Colinas Blvd, Irving TX 75039	Director 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-
R C Webb (Elected 06/04/2012) 6700 Las Colinas Blvd, Irving TX 75039	President & Trustee 4 hours per week	-0-	-0-	-0-
K D Grimes 6700 Las Colinas Blvd, Irving TX 75039	Director 15 hours per week	-0-	-0-	-0-
T Robinson (Elected 2/13/2013) 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, 2012

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

http://www.fluor.com/SiteCollectionDocuments/Fluor_Foundation_Form_990-PF_2011.pdf

Foundation Grants - Tax Report

FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
1/31/2012	A.J. Whittenberg Elementary School 420 Westfield Street Greenville, SC 29601	\$5,000.00	Domestic\Greenville	Contribution from the 2012 budget in support of the Junior FIRST LEGO League program (Jr FLL).
8/29/2012	A J. Whittenberg Elementary School 420 Westfield Street Greenville, SC 29601	\$1,000.00	Domestic\Greenville	Contribution from 2012 budget to support purchasing consumable supplies in classrooms and the STEM labs
12/20/2012	Aiken Music Festival PO Box 5538 Aiken, SC 29804	\$10,000.00	Company-wide	Contribution from 2012 budget for Education Outreach for the Juilliard in Aiken Festival, 2013.
12/20/2012	Aiken Technical College Foundation 2276 Jefferson Davis Highway Aiken, SC 29801	\$25,000.00	Company-wide	Contribution from 2012 budge toward build and equip the Center for Energy and Advanced Manufacturing. Contribution eligible for matching under the Federal Economic Development Administration Grant
6/22/2012	Aliso Niguel High School PTSA 28000 Wolverine Way Aliso Viejo, CA 92656	\$50.00	Matching Gifts\US	
12/20/2012	Aliso Niguel High School PTSA 28000 Wolverine Way Aliso Viejo, CA 92656	\$50.00	Matching Gifts\US	
5/23/2012	American Cancer Society 6301 Richmond Ave. Houston, TX 77057	\$2,500.00	Domestic\Houston	Contribution from the 2012 budget for Silver level sponsorship of the 2012 Relay for Life of Sugar Land, an overnight fundraising walk.
3/19/2012	American Institute of Chemical Engineers 3 Park Ave New York, NY 10016-5991	\$1,000.00	Company-wide	Contributions from 2012 budget to sponsor the Robert E Wilson Award presented for outstanding chemical engineering contributions in the nuclear industry.
9/25/2012	American Institute of Chemical Engineers 3 Park Ave. New York, NY 10016-5991	\$1,000.00	Company-wide	Contributions from 2012 budget to sponsor the 2012 Robert E Wilson Award presented for outstanding chemical engineering contributions in the nuclear industry

Foundation Grants - Tax Report

FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
6/22/2012	American Red Cross 4800 Harry Hines Blvd Dallas, TX 75235	\$10,000.00	Company-wide	Contribution from 2012 company wide budget for Disaster Relief for North Texas Storms
12/13/2012	American Red Cross 4800 Harry Hines Blvd Dallas, TX 75235	\$20,000.00	Company-wide	Contribution from 2012 budget for Disaster relief support related to Hurricane Sandy.
12/13/2012	American Red Cross 4800 Harry Hines Blvd Dallas, TX 75235	-\$20,000.00	Company-wide	Contribution from 2012 budget for Disaster relief support related to Hurricane Sandy
12/13/2012	American Red Cross 4800 Harry Hines Blvd Dallas, TX 75235	\$20,000.00	Company-wide	Contribution from 2012 budget for Disaster relief support related to Hurricane Sandy.
4/30/2012	Amy's Friends 4209 McKinney Ave, Ste. 202D PO Box 192378 Dallas, TX 75219	\$7,500.00	Domestic\Dallas	Contribution from 2012 budget for Second Chance Job Program
6/22/2012	Anderson University 316 Boulevard Anderson, SC 29621-4035	\$100.00	Matching Gifts\US	
12/13/2012	Angel On A Leash 630 9th Avenue #1009 New York, NY 10036	\$15,000.00	Military Support Coalition Company-wide	Contribution from 2012 budget for volunteer therapy dog teams that add value to the rehabilitation process for the military members, visiting with veterans and their families as they go through the process of healing and re-entering civilian life
3/19/2012	Anneliese Schools 20062 Laguna Canyon Rd. Laguna Beach, CA 92651	\$500.00	Matching Gifts\US	
12/20/2012	Appalachian State University Foundation P.O. Box 32014 Boone, NC 28608	\$100.00	Matching Gifts\US	

Foundation Grants - Tax Report

FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/19/2012	Arizona State University Foundation P.O. Box 2260 Tempe, AZ 85280-2260	\$940.00	Matching Gifts\US	
12/20/2012	Arizona State University Foundation P.O. Box 2260 Tempe, AZ 85280-2260	\$940.00	Matching Gifts\US	
6/22/2012	Asbury Theological Seminary 204 N Lexington Ave Wilmore, KY 40390	\$5,000.00	Matching Gifts\US	
3/19/2012	Association Of Former Students Of Texas A & M University 505 George Bush Dr College Station, TX 77840-2918	\$1,570.00	Matching Gifts\US	
6/22/2012	Association Of Former Students Of Texas A & M University 505 George Bush Dr College Station, TX 77840-2918	\$405.00	Matching Gifts\US	
9/25/2012	Association Of Former Students Of Texas A & M University 505 George Bush Dr College Station, TX 77840-2918	\$180.00	Matching Gifts\US	
12/20/2012	Association Of Former Students Of Texas A & M University 505 George Bush Dr College Station, TX 77840-2918	\$3,715.00	Matching Gifts\US	
6/22/2012	Azusa Pacific University 901 E. Alosta Ave Azusa, CA 91702	\$50.00	Matching Gifts\US	

Foundation Grants - Tax Report

FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/20/2012	Barnwell County United Way Po Box 189 Barnwell, SC 29812-0189	\$9,122.41	United Way\US	Contribution from the 2012 budget for the Fluor Corporate Gift for the 2012/2013 SRNS United Way campaign.
3/19/2012	Belmont University 1900 Belmont Boulevard Nashville, TN 37212-3757	\$100.00	Matching Gifts\US	
12/20/2012	Beta Gamma Sigma Inc. 125 Weldon Pkwy Maryland Heights, MO 63043	\$50.00	Matching Gifts\US	
6/22/2012	Bethel's Place 12660 Sandpiper Houston, TX 77035	\$5,000.00	Domestic\Houston	contribution from the 2012 budget for the Bethel's Place Adult Educational Program.
6/22/2012	Bethlehem Christian Academy 4 Harrison Bridge Road Simpsonville, SC 29681	\$2,452.00	Matching Gifts\US	
3/19/2012	Big Brothers Big Sisters Lone Star - Dallas County 2900 Live Oak St Dallas, TX 75204	\$5,000.00	Domestic\Dallas	Contribution from 2012 contributions budget for STEPS-2-STEM program
6/22/2012	Boise State University Foundation 2225 University Drive Boise, ID 83706	\$5,000.00	Matching Gifts\US	
12/20/2012	Boise State University Foundation 2225 University Drive Boise, ID 83706	\$250.00	Matching Gifts\US	
9/25/2012	Bowling Green State University Mileti Alumni Center Bowling Green, OH 43403	\$1,000.00	Matching Gifts\US	

Foundation Grants - Tax Report

FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
8/29/2012	Boy Scouts of America National Council 1325 West Walnut Hill Lane Irving, TX 75038	\$25,000.00	Company-wide	Contribution from the 2012 budget for Local Council Impact Grants - Dallas, Greenville, Houston and SoCal
11/28/2012	Boys & Girls Club of Capistrano Valley One Via Positiva San Juan Capistrano, CA 92675	\$2,500.00	Domestic\Aliso Viejo	Contribution from the 2012 budget for general operating support in honor of Margarita's Miranda's retirement from Fluor in 2012.
11/28/2012	Boys & Girls Club of Capistrano Valley One Via Positiva San Juan Capistrano, CA 92675	-\$2,500.00	Domestic\Aliso Viejo	Contribution from the 2012 budget for general operating support in honor of Margarita's Miranda's retirement from Fluor in 2012.
12/13/2012	Boys & Girls Club of Capistrano Valley One Via Positiva San Juan Capistrano, CA 92675	\$2,500.00	Domestic\Aliso Viejo	Contribution from the 2012 budget for general operating support in honor of Margarita's Miranda's retirement from Fluor in 2012.
12/20/2012	Boys & Girls Clubs of America 1275 Peachtree Street, N.E. Atlanta, GA 30309-3506	\$250,000.00	Company-wide	Contribution from the current year budget for one payment of a three year \$750,000 conditional pledge, subject to annual review, designated to "The Boys & Girls Clubs of America" as follows \$250,000 - 2012, 2013 - \$250,000; 2014 - \$250,000.
12/20/2012	Boys & Girls Clubs of Greater Dallas 4816 Worth Street Dallas, TX 75246	\$25,000 00	Domestic\Dallas	Contribution from 2012 budget for continue implementation of the Collegiate Steps component of Project Learn.
8/29/2012	Boys & Girls Clubs of Tustin 580 W Sixth Street Tustin, CA 92680	\$5,000.00	Domestic\Aliso Viejo	Contribution from 2012 funds to support the Circle of Life Environmental Education Program.
3/19/2012	British Schools and Universities Foundation, Inc 575 Madison Ave., Suite 1006 New York, NY 10022-2511	\$100.00	Matching Gifts\US	

Foundation Grants - Tax Report

FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
6/22/2012	Brown University Box 1877 Providence, RI 02912	\$250.00	Matching Gifts\US	
12/20/2012	Brushy Creek Elementary School 1344 Brushy Creek Rd. Taylors, SC 29687	\$100.00	Matching Gifts\US	
6/22/2012	Bryson Elementary School 703 Bryson Drive Simpsonville, SC 29681	\$250.00	Matching Gifts\US	
12/20/2012	Bryson Elementary School 703 Bryson Drive Simpsonville, SC 29681	\$250.00	Matching Gifts\US	
3/19/2012	Bucknell University Cooley Hall Lewisburg, PA 17837	\$100.00	Matching Gifts\US	
3/19/2012	Cal State Fullerton Philanthropic Foundation 2600 E Nutwood Ave., Suite 850 Fullerton, CA 92831	\$50.00	Matching Gifts\US	
3/19/2012	California Institute of Technology 1200 E. California Blvd., M/S 5-32 Pasadena, CA 91125	\$150.00	Matching Gifts\US	
12/28/2012	California Institute of Technology 1200 E. California Blvd , M/S 5-32 Pasadena, CA 91125	\$5,000.00	Matching Gifts\US	
3/19/2012	California Polytechnic State University One Grand Ave , Bldg 17 Rm 113 San Luis Obispo, CA 93407-0280	\$5,500.00	Matching Gifts\US	

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FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
6/22/2012	California Polytechnic State University One Grand Ave., Bldg 17 Rm. 113 San Luis Obispo, CA 93407-0280	\$650.00	Matching Gifts\US	
3/19/2012	California State Polytechnic University, Pomona 3801 W. Temple Ave Gift Processing Dept /Bldg. 1-211 Pomona, CA 91768	\$350.00	Matching Gifts\US	
9/25/2012	California State Polytechnic University, Pomona 3801 W. Temple Ave. Gift Processing Dept /Bldg. 1-211 Pomona, CA 91768	\$650.00	Matching Gifts\US	
6/22/2012	California State University Long Beach Foundation 6300 State University Drive, Suite 332 Long Beach, CA 90815	\$2,250.00	Matching Gifts\US	
3/19/2012	California State University, Chico 400 West First Street, EC Sapp Hall Chico, CA 95929-0155	\$50.00	Matching Gifts\US	
6/22/2012	California State University, Chico 400 West First Street, EC Sapp Hall Chico, CA 95929-0155	\$100.00	Matching Gifts\US	
3/19/2012	California State University, Dominguez Hills 1000 E. Victoria St. Carson, CA 90747	\$150.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
6/22/2012	California State University, Fullerton Department of Mathematics 800 N State College Blvd Fullerton, CA 92834-	\$5,000.00	Domestic\Aliso Viejo	Contribution from 2012 budget for support of the Mathematics Intensive Summer Session (MISS) program.
12/20/2012	California State University, Long Beach 1250 Bellflower Boulevard Long Beach, CA 90840	\$1,500.00	Matching Gifts\US	
12/20/2012	Calvin College 3201 Burton St SE Grand Rapids, MI 49546	\$800.00	Matching Gifts\US	
12/20/2012	Calvin Theological Seminary 3233 Burton St SE Grand Rapids, MI 49546	\$800.00	Matching Gifts\US	
2/22/2012	Camp Fire USA First Texas Council 2700 Meacham Boulevard Fort Worth, TX 76137	\$7,500.00	Domestic\Dallas	Contribution from 2012 budget for Child Development Associate credential program
6/22/2012	Campanile Foundation 5500 Campanile Drive San Diego, CA 92182-8035	\$250.00	Matching Gifts\US	
6/22/2012	Carnegie-Mellon University 6 PPG Place, 11th Floor Pittsburgh, PA 15222-5409	\$300.00	Matching Gifts\US	
12/13/2012	Carolina High School and Academy of Engineering and Health Professions 2725 Anderson Road Greenville, SC 29611	\$2,500.00	Domestic\Greenville	Contribution from 2012 budget in support of the engineering magnet program to purchase consumable classroom items and upgrades to the Principles of Engineering (POE) and prototype lab

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/19/2012	Case Western Reserve University 10900 Euclid Ave. Cleveland, OH 44106-7035	\$250.00	Matching Gifts\US	
4/30/2012	Center for Developmental Services 29 North Academy Street Greenville, SC 29601-	\$2,500.00	Domestic\Greenville	Contribution from 2012 budget in support of the Family Support Services provided by CDS.
8/29/2012	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.
3/19/2012	Chi Omega Foundation 3395 Players Club Pkwy Memphis, TN 38125	\$200.00	Matching Gifts\US	
12/20/2012	Chi Omega Kaleidoscope 14522 Ivy Wood Court Humble, TX 77396	\$250.00	Matching Gifts\US	
6/22/2012	CHOC Children's Foundation 1201 W. La Veta Ave. Orange, CA 92868	\$25,000.00	United Way\US	Contribution from 2012 budget for a matching contribution through the Fluor United Way program for the 2011/2012 campaign This matching contribution is designated to the CHOC Children's Foundation.
6/22/2012	Christ Church Episcopal School 245 Cavalier Drive Greenville, SC 29607	\$200.00	Matching Gifts\US	
12/20/2012	Christ Church Episcopal School 245 Cavalier Drive Greenville, SC 29607	\$400.00	Matching Gifts\US	
3/19/2012	Cincinnati State Technical and Community College 3520 Central Pkwy Cincinnati, OH 45223	\$150.00	Matching Gifts\US	

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FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
5/23/2012	Claremont Graduate University 165 E. 10th Street Claremont, CA 91711	\$5,000.00	Domestic\Aliso Viejo	Contribution from 2012 budget to support the Claremont Long Beach Math Collaborative.
12/20/2012	Claremont McKenna College 500 E. 9th Street, #323 Claremont, CA 91711-6400	\$5,000 00	Matching Gifts\US	
5/23/2012	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.
3/19/2012	Clemson University Foundation PO Box 1889 Clemson, SC 29633-1889	\$3,050.00	Matching Gifts\US	
5/23/2012	Clemson University Foundation PO Box 1889 Clemson, SC 29633-1889	\$10,000.00	Domestic\Greenville	Contributions from 2012 budget to support the South Carolina's Coalition of Mathematics and Science STEM Leadership for Inclusion (iSTEM).
6/22/2012	Clemson University Foundation PO Box 1889 Clemson, SC 29633-1889	\$50.00	Matching Gifts\US	
9/25/2012	Clemson University Foundation PO Box 1889 Clemson, SC 29633-1889	\$550.00	Matching Gifts\US	
12/20/2012	Clemson University Foundation PO Box 1889 Clemson, SC 29633-1889	\$2,500.00	Matching Gifts\US	
12/28/2012	Clemson University Foundation PO Box 1889 Clemson, SC 29633-1889	\$300,000.00	Company-wide	Contribution from the current year budget for one payment of a five (5) year \$1,500,000 conditional pledge, subject to annual review, designated to Clemson University Foundation for the International Expansion of Masters of Engineering in Supply Chain & Logistics as follows: 2012 \$300,000, 2013 \$300,000, 2014 \$300,000, 2015 \$300,000, 2016 \$300,000.

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
8/3/2012	Clemson University Research Foundation Department of Mathematical Sciences 0106 Martin Hall Box 340975 Clemson, SC 29634	\$10,000.00	Domestic\Greenville	Contribution from 2012 budget for Math Out of the Box (MOOTB)/Professional Development for Integrated Inquiry (PD12) Funds will be used to assist schools in their transition to STEM teaching and learning to improve the career and college readiness of their students
12/20/2012	College of William and Mary P.O. Box 1693 Williamsburg, VA 23187-8779	\$1,000.00	Matching Gifts\US	
9/25/2012	Colorado School of Mines Foundation, Inc PO Box 4005 Golden, CO 80401	\$250.00	Matching Gifts\US	
10/23/2012	Communities In School of Greater Central Texas, Inc. 4520 E Central Tx Expressway, Suite 106 Killeen, TX 76543-5626	\$10,000.00	Military Support Coalition Company-wide	Contribution from 2012 budget for Communities In Schools Angel Fund serving at-risk youth and family members of military families in the Fort Hood, Texas, area
8/29/2012	Community Foundation of Greenville 630 E. Washington Street, Suite A Greenville, SC 29601	\$1,000.00	Domestic\Greenville	Contribution from 2012 budget in support of Greenville Heroes: Serve & Protect Fund The scholarship program offers financial aid to the children of local police and fire department employees.
3/19/2012	Community Storehouse P O. Box 13 4640 Keller-Hicks Rd Keller, Texas 76244	\$5,000.00	Domestic\Dallas	Contribution from 2012 for Case Mgmt Services and Essential Food for Summer Educational Programs
3/19/2012	Concordia University Wisconsin 12800 N Lake Shore Dr Mequon, WI 53097-2402	\$100.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/20/2012	Concordia University Wisconsin 12800 N Lake Shore Dr Mequon, WI 53097-2402	\$100.00	Matching Gifts\US	
12/20/2012	Coppell Middle School North PTO 120 Nataches Trace Coppell, TX 75019	\$100.00	Matching Gifts\US	
6/22/2012	Crean Luthueran High School 12500 Sand Canyon Ave Irvine, CA 92618	\$5,000.00	Matching Gifts\US	
3/19/2012	Cristo Rey Jesuit High School of Houston 6700 Mount Camel Street Houston, TX 77087	\$100.00	Matching Gifts\US	
12/20/2012	D Evelyn Education Foundation 10359 West Nassau Avenue Denver, CO 80235	\$500.00	Matching Gifts\US	
2/22/2012	Dallas Area Habitat for Humanity, Inc. 2800 N Hampton Road Dallas, TX 75212	\$10,000.00	Domestic\Dallas	Contribution from 2012 budget for Habitat build
3/19/2012	Dallas County Community College District Foundation 1601 S Lamar Street, Ste 130 Dallas, TX 75215	\$10,000.00	Domestic\Dallas	Contribution from 2012 budget for STEM Scholars and Fellows Institute
9/25/2012	Davidson College Box 7174 Davidson, NC 28035	\$200.00	Matching Gifts\US	
8/29/2012	Delaware Symphony Association P. O Box 1870 Wilmington, DE 19899	\$5,000.00	Company-wide	Contribution from the 2012 budget in the name of Lee and Vicki Tashjian

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FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/19/2012	Delphos St. John's Schools 515 E. Second Street Delphos, OH 45833	\$5,000.00	Matching Gifts\US	
3/19/2012	Dickinson College P. O. Box 1773 Carlisle, PA 17013-2896	\$50.00	Matching Gifts\US	
3/19/2012	Don Bosco Technical Institute 1151 San Gabriel Blvd. Rosemead, CA 91770-4299	\$1,000.00	Matching Gifts\US	
6/22/2012	Don Bosco Technical Institute 1151 San Gabriel Blvd. Rosemead, CA 91770-4299	\$500.00	Matching Gifts\US	
12/20/2012	Don Bosco Technical Institute 1151 San Gabriel Blvd. Rosemead, CA 91770-4299	\$1,000.00	Matching Gifts\US	
12/20/2012	Don Juan Avila Middle School PTSA 26278 Wood Canyon Dr Aliso Viejo, CA 92656	\$50.00	Matching Gifts\US	
12/20/2012	Dordt College 498 4th Ave NE Sioux Center, IA 51250	\$800.00	Matching Gifts\US	
9/25/2012	Dr. Ronald E. McNair Educational (DREME) Science Literacy Foundation 1623 Chelsea Place Seabrook, TX 77586	\$10,000.00	Domestic\Houston	contribution from the 2012 budget for the 2013 Teacher Institute and STEM Youth Academy

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
9/25/2012	Dr. Ronald E. McNair Educational (DREME) Science Literacy Foundation 1623 Chelsea Place Seabrook, TX 77586	\$595.00	Domestic\Houston	Contribution from the 2012 budget for the bus transportation cost, as the intent is for the 5 Hr minimum of \$595.00 to cover the time to travel from camp at TSU to Fluor, visit, and return to camp, the first line cost on the First Class Bus Tours invoice
6/22/2012	Drexel University 3141 Chestnut Street, Room 310 Philadelphia, PA 19104	\$100.00	Matching Gifts\US	
6/22/2012	Eagle Ranch Inc. P.O. Box 7200 Chestnut Mountain, GA 30502	\$4,600.00	Matching Gifts\US	
6/22/2012	East Stroudsburg University Foundation 200 Prospect Street East Stroudsburg, PA 18301-2999	\$1,500.00	Matching Gifts\US	
9/25/2012	Eastern Illinois University 600 Lincoln Ave. Charleston, IL 61920	\$100.00	Matching Gifts\US	
9/25/2012	Education Foundation of Harris County 6300 Irving Blvd., Ste. 305 Houston, TX 77022	\$5,000.00	Domestic\Houston	contribution from the 2012 budget for The All Earth EcoBot Challenge
11/2/2012	Education Foundation of Harris County 6300 Irving Blvd., Ste. 305 Houston, TX 77022	\$3,800.00	Domestic\Houston	contribution from the 2012 budget for Science Fiction Teaching Physics with Children's Literature program, a hands-on professional development workshop
9/25/2012	Engineers Without Borders USA 4665 Nautilus Ct S Ste 300 Boulder, CO 80301-3263	\$10,000.00	Domestic\Houston	contribution from the 2012 budget designated to Engineers Without Borders-Colonia Esmeralda El Salvador water project.

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
10/23/2012	Environmental Nature Center 1601 E 16TH St Newport Beach, CA 92663-5977	\$5,000.00	Domestic\Aliso Viejo	Contribution from 2012 budget for Student Tours and Traveling Naturalist Programs.
3/19/2012	Erskine College PO Box 608 Due West, SC 29639	\$1,300.00	Matching Gifts\US	
6/22/2012	Evans Scholars Foundation One Briar Road Golf, IL 60029	\$5,000.00	Matching Gifts\US	
12/13/2012	Families Forward 9221 Irvine Blvd. Irvine, CA 92618	\$15,000.00	Domestic\Aliso Viejo	Contribution from 2012 budget to support the Housing First Program
4/30/2012	Family Place P.O. Box 7999 Dallas, TX 75209	\$10,000.00	Company-wide	Contribution from the 2012 budget for the creation of a Nature Classroom at the Safe Campus (Centennial Community Fund Winner)
10/23/2012	Family Place P.O. Box 7999 Dallas, TX 75209	\$5,000.00	Domestic\Dallas	Contribution from 2012 budget for The Family Place Safe Campus in an effort to provide food, shelter and basic needs.
1/31/2012	Family Promise Of Lancaster County 608 Freemont Dr Lancaster, SC 29720-1516	\$500.00	Company-wide	Contribution from the 2012 budget for general support (Knowvember).
2/22/2012	Fisher-Nightingale Houses Po Box 33871 Wright Patterson AFB, OH 45433-0871	\$2,000.00	Military Support Coalition Company-wide	Contribution from the 2012 budget for support of the Fisher House activities for military service members and their families including monthly meals for Fisher I and Fisher House II guests
6/22/2012	Fitchburg State College Foundation Inc. 160 Pearl Street Fitchburg, MA 01420	\$100.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
11/9/2012	Fitchburg State College Foundation Inc 160 Pearl Street Fitchburg, MA 01420	-\$100.00	Matching Gifts\US	
10/23/2012	Food Finders 2301 E. 28th Street, Suite 303 Signal Hill, CA 90755	\$10,000.00	Domestic\Aliso Viejo	Contribution from 2012 budget for Food Rescue Program
12/13/2012	Food Program And Clothesline Of Jackson 210 Pearl St Jackson, OH 45640-1722	\$7,500.00	Company-wide	Contribution from 2012 budget for purchase of food products in support of the Food Program and Clothesline of Jackson.
9/25/2012	Fort Bend Baptist Academy P.O. Box 112 Sugar Land, TX 77487	\$100.00	Matching Gifts\US	
6/22/2012	Fort Bend CORPS 13330 South Gessner Missouri City, TX 77489	\$10,000.00	Domestic\Houston	Contribution from 2012 sponsorship for Fort Bend CORPS Hearts and Hammers Project.
6/22/2012	Fort Bend Family Health Center, Inc. 400 Austin St Richmond, TX 77469	\$2,500.00	Domestic\Houston	contribution from 2012 budget for immunizations for uninsured children at the 2012 Back-to-School Health Fair
3/19/2012	Fort Bend Habitat for Humanity 13570 Murphy Road Stafford, TX 77477	\$7,500.00	Domestic\Houston	Contribution from the 2012 budget in support of new home construction
3/19/2012	Fort Bend Independent School District Education Foundation 16431 Lexington Blvd. Sugar Land, TX 77479	\$3,841.50	Domestic\Houston	Contribution from the 2012 budget for Towneview Elementary School Science on Stage assemblies, as well as science classes and museum visits, in collaboration with the Houston Museum of Natural Science
4/30/2012	Fort Bend Independent School District Education Foundation 16431 Lexington Blvd. Sugar Land, TX 77479	\$7,700.00	Domestic\Houston	Contribution from the 2012 budget in support of the Grants to Teachers and Schools program, which provides sophisticated math and/or science equipment for teachers to use in schools across the district

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
11/2/2012	Fort Bend Independent School District Education Foundation 16431 Lexington Blvd. Sugar Land, TX 77479	\$5,000.00	Domestic\Houston	contribution from the 2012 budget in support of the "Reaching the Whole Teacher" program, which will provide professional development training to Fort Bend ISD teachers in the fields of science, technology, engineering and math (STEM).
12/13/2012	Fort Bend Independent School District Education Foundation 16431 Lexington Blvd. Sugar Land, TX 77479	\$3,000.00	Domestic\Houston	Contribution from the 2012 budget for the solar panels will serve a dual purpose: 1. provide alternate energy source and economic savings via energy savings 2. provide an on-campus educational resource for instruction in areas of physics, environmental science, economic (return on investment as well as other cost analysis for energy savings).
9/25/2012	Friends of Paris Mountain	\$15,000.00	Domestic\Greenville	Contribution from 2012 budget in support of a composting toilet at Paris Mountain State Park.
1/31/2012	Frontiers of Flight Museum, Inc. 6911 Lemmon Ave. Dallas, TX 75209-3603	\$6,500.00	Domestic\Dallas	Contribution from the 2012 budget for educational programming.
6/22/2012	Furman University Foundation 3300 Poinsett Highway Greenville, SC 29613	\$1,100.00	Matching Gifts\US	
12/20/2012	Furman University Foundation 3300 Poinsett Highway Greenville, SC 29613	\$141.00	Matching Gifts\US	
3/19/2012	Georgia Tech Foundation, Inc 190 North Ave Atlanta, GA 30313	\$750.00	Matching Gifts\US	
6/22/2012	Georgia Tech Foundation, Inc 190 North Ave. Atlanta, GA 30313	\$650.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
9/25/2012	Georgia Tech Foundation, Inc. 190 North Ave Atlanta, GA 30313	\$1,100.00	Matching Gifts\US	
3/19/2012	Girl Scouts of Northeast Texas 6001 Summerside Dr Dallas, TX 75252	\$10,000.00	Domestic\Dallas	Contribution from 2012 budget for Teaming for Tomorrow
12/13/2012	Girl Scouts of San Jacinto Council 3110 Southwest Freeway Houston, TX 77098	\$5,000.00	Domestic\Houston	Contribution form 2012 budget for Girl Scouting at-risk girls in Fort Bend
8/3/2012	Girls Incorporated of Orange County 150 Paularino, D-290 Costa Mesa, CA 92626	\$10,000.00	Domestic\Aliso Viejo	Contribution from 2012 funds to support the new Technology Center.
6/22/2012	Glenforest School 1041 Harbor Dr West Columbia, SC 29169	\$500.00	Matching Gifts\US	
9/25/2012	Glenforest School 1041 Harbor Dr West Columbia, SC 29169	\$1,000.00	Matching Gifts\US	
11/9/2012	Glenforest School 1041 Harbor Dr West Columbia, SC 29169	-\$500.00	Matching Gifts\US	
12/20/2012	Gonzaga University 502 E. Boone Ave Spokane, WA 99258-0001	\$100.00	Matching Gifts\US	
12/13/2012	Good Samaritan Network Of Ross County Inc 133 East Seventh Street PO Box 1780 Chillicothe, OH 45601	\$7,500.00	Company-wide	Contribution from 2012 budget for purchase of food items for the pantry

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
5/23/2012	Goodwill Industries of Upstate/Midlands South Carolina 115 Haywood Road Greenville, SC 29607	\$3,000.00	Domestic\Greenville	Contribution from 2012 budget in support of the job training center. Funds will be used to purchase job training software and the USB audio systems for the training rooms.
8/29/2012	Governors School For The Arts Fdn Inc P.O. Box 8458 15 University Street Greenville, SC 29604	\$8,500.00	Domestic\Greenville	Contribution from 2012 budget to expand the study of the Reedy River, which is part of the Environmental Science Honors curriculum.
6/22/2012	Grace School Foundation 10219 Ella Lee Lane Houston, TX 77042	\$350.00	Matching Gifts\US	
1/31/2012	Greater Chicago Food Depository 4100 W Ann Lurie Place Chicago, IL 60632-3920	\$500.00	Company-wide	Contribution from the 2012 budget for general support. (Knowvember)
4/30/2012	Greater Irving Las Colinas Chamber Education Foundation 5201 N O'Connor Blvd Irving, Texas 75039	\$10,000.00	Domestic\Dallas	Contribution from the 2012 contributions budget for One Irving's Educational Initiatives
12/28/2012	Greenville Hospital System University Medical Center 701 Grove Road Greenville, SC 29605	\$62,500.00	Company-wide	Contribution from the current year budget for one payment of a three year \$250,000 conditional pledge, subject to annual review, designated to Greenville Hospital System University Medical Center as follows. 2012 \$62,500; 2013 \$62,500 ; 2014 \$62,500, 2015 \$62,500
4/30/2012	Greenville Literacy Association, Inc 225 S. Pleasantburg Dr., Suite C-10 Greenville, SC 29607	\$2,500.00	Domestic\Greenville	Contribution from 2012 budget in support of the adult literacy program provided by the Greenville Literacy Association. Funds will be used to purchase class sets of math and science skills books
8/29/2012	Greenville Symphony Orchestra 200 South Main Street Greenville, SC 29601	\$2,500.00	Domestic\Greenville	Contribution from 2012 budget in support of the EdReach project

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
10/23/2012	Greenville Tech Foundation, Inc. MS 6002 P O Box 5616 Greenville, SC 29606-5616	\$5,000.00	Domestic\Greenville	Contribution from 2012 budget in support of the Quick Jobs With a Future program.
12/13/2012	Greenville Tech Foundation, Inc. MS 6002 P.O. Box 5616 Greenville, SC 29606-5616	\$1,000.00	Domestic\Greenville	Contribution from 2012 budget in support of "Passport to Success" Transition Day for the Future program. The program is sponsored by Greenville County Schools and Greenville Technical College.
6/22/2012	Greer Middle College Charter High School 138 W. McElhane Road Taylors, SC 29687	\$500.00	Matching Gifts\US	
8/29/2012	Habitat for Humanity - Anchorage 500 W International Airport Rd Ste E Anchorage, AK 99518-1175	\$5,000.00	Domestic\Aliso Viejo	Contribution from 2012 funds to support the 2012 Energy Partnership Home Build in Anchorage.
8/29/2012	Habitat for Humanity of Orange County 2200 S. Ritchey Santa Ana, CA 92705	\$25,000.00	Domestic\Aliso Viejo	Contribution from 2012 funds to support the seventeen homes of the Santa Anna VI Development
4/30/2012	Hands on Greenville 600 E. Washington St, Suite 610 Greenville, SC 29601	\$5,000.00	Domestic\Greenville	Contribution from 2012 budget in support of 2012 Hands on Greenville (HOG) Day.
12/13/2012	Harvest Hope Food Bank 2818 White Horse Road Greenville, SC 29611	\$5,000.00	Domestic\Greenville	Contribution from 2012 budget in support of HOPE (Help Our People Eat) The grant will provide approximately 25,000 pounds of food which will give the ability to feed 8,333 individuals or 2,063 families of four for one day or 525 individuals for a two week period
2/22/2012	Hearing & Speech Foundation 1652 E Broadway Ave Maryville, TN 37804-5800	\$45,000.00	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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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/13/2012	Hidden Wounds Inc 7001 St. Andrews Road PMB 323 Columbia, SC 29212	\$15,000.00	Military Support Coalition Company-wide	Contribution from 2012 budget for providing an internet-based training program, which will provide initial training, on-going continuing education, and an on-line community where vet-peer counselors can receive and provide support from, and to, each other.
10/23/2012	Hispanic-American Women's Association P.O. Box 17674 Greenville, SC 29606	\$3,500.00	Domestic\Greenville	Contribution from 2012 budget in support of the scholarship fund benefitting Hispanic students.
6/22/2012	Hockaday School 11600 Welch Road Dallas, TX 75229	\$1,500.00	Matching Gifts\US	
12/20/2012	Hockaday School 11600 Welch Road Dallas, TX 75229	\$1,500.00	Matching Gifts\US	
3/19/2012	Holy Family of Nazareth School 2323 Cheyenne Street Irving, TX 75062	\$1,675.00	Matching Gifts\US	
12/20/2012	Holy Family of Nazareth School 2323 Cheyenne Street Irving, TX 75062	\$2,284.00	Matching Gifts\US	
3/19/2012	Holy Ghost Catholic School 6920 Chimney Rock Rd. Houston, TX 77081	\$50.00	Matching Gifts\US	
3/19/2012	Holy Rosary Catholic School 1408 James Street Rosenberg, TX 77471	\$100.00	Matching Gifts\US	
9/25/2012	Homes For Our Troops Inc 6 Main Street Taunton, MA 02780-2767	\$25,000.00	Military Support Coalition Company-wide	Contribution from 2012 budget as approved by the Fluor Military Support Coalition program for Co-sponsorship of Homes for our Troops Home build project for Army SSG Wallace Fanene in Winchester, California.

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
8/3/2012	Homes of Hope 3 Dunean Street Greenville, SC 29611	\$20,000.00	Domestic\Greenville	Contribution from 2012 budget in support of the men's job skill training and mentoring program.
3/19/2012	Hopkins School Incorporated 986 Forest Road New Hven, CT 06515	\$100 00	Matching Gifts\US	
3/19/2012	Houston Baptist University 7502 Fondren Rd Houston, TX 77074	\$100.00	Matching Gifts\US	
3/19/2012	Houston Golf Association 5810 Wilson Road, Suite 112 Humble, TX 77396	\$15,000.00	Domestic\Houston	Contribution from the 2012 budget designated to Junior Achievement through the 2012 Shell Houston Open Charity Partners golf tournament
5/23/2012	Houston Golf Association 5810 Wilson Road, Suite 112 Humble, TX 77396	\$15,000 00	Domestic\Houston	Contribution from 2012 budget for the purchase of student and classroom materials for four middle schools to host a Science Fair and Engineering Day to support KIPP's STEM program.
12/20/2012	Illinois Institute of Technology 10 W. 35th St., Ste 1700 Chicago, IL 60616	\$50.00	Matching Gifts\US	
1/31/2012	Illumination Foundation 2691 Richter Avenue, Suite 107 Irvine, CA 92606	\$10,000 00	Domestic\Aliso Viejo	Contribution from the 2012 budget to support the Orange County Family Winter Transitional Shelter Program
3/19/2012	Inner City Catholic Schools 1700 San Jacinto Houston, TX 77002	\$50 00	Matching Gifts\US	
9/25/2012	Inside the Outdoors Foundation 500 Kalmus Drive Costa Mesa, CA 92628-9050	\$5,000.00	Domestic\Aliso Viejo	Contribution from 2012 funds to support the Building Environmental Stewards for Tomorrow (BEST) environmental education programs

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FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
9/25/2012	Iowa State University Foundation 2505 University Boulevard P.O. Box 2230 Ames, IA 50010-2230	\$50.00	Matching Gifts\US	
5/23/2012	Irving Cares 440 South Nursery Road Irving, TX 75060	\$10,000.00	Domestic\Dallas	Contribution from 2012 budget for the Emergency Assistance Program.
12/20/2012	Jesuit College Preparatory School of Dallas Foundation, Inc 12345 Inwood Road Dallas, TX 75244	\$400.00	Matching Gifts\US	
2/3/2012	JK Group, Inc Trustees for Fluor Foundation Matching Funds P.O. Box 7099 Princeton, NJ 08543-7099	\$89,034.62	United Way\US	Contribution from the 2012 budget for the One-time Corporate Gift for the Fluor United Way Campaign for 2011/2012
2/24/2012	JK Group, Inc Trustees for Fluor Foundation Matching Funds P.O. Box 7099 Princeton, NJ 08543-7099	\$191,461.41	United Way\US	Contribution from the 2012 budget for the Q4 2011 match for the Fluor United Way Campaign for 2010/2011
5/3/2012	JK Group, Inc Trustees for Fluor Foundation Matching Funds P.O. Box 7099 Princeton, NJ 08543-7099	\$288,136.46	United Way\US	Contribution from the 2012 budget for the Q1 2012 match for the Fluor United Way Campaign for 2011/2012.
8/10/2012	JK Group, Inc. Trustees for Fluor Foundation Matching Funds P.O. Box 7099 Princeton, NJ 08543-7099	\$220,147.94	United Way\US	Contribution from the 2012 budget for the Q2 2012 match for the Fluor United Way Campaign for 2011/2012
8/3/2012	Junior Achievement of Dallas, Inc 1201 West Executive Drive Dallas, TX 75081-2232	\$5,000.00	Domestic\Dallas	Contribution from 2012 budget for Pathways to Graduation program

Foundation Grants - Tax Report

FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
4/30/2012	Kids Around The World Inc 1031 Calle Recodo, Ste. E San Clemente, CA 92673	\$10,000.00	Company-wide	Contribution from the 2012 budget for the support of packing nutritious meals for the hungry (Centennial Community Fund Winner)
12/20/2012	Kinkaid School, Inc 201 Kinkaid School Dr Houston, TX 77204	\$200.00	Matching Gifts\US	
3/19/2012	Knox College 2 E. South Street, K-230 Galesburg, IL 61401-4938	\$250.00	Matching Gifts\US	
1/31/2012	KOCE-TV Foundation 3080 Bristol Street #400 P.O. Box 25113, Santa Ana, CA 92799-5113 Costa Mesa, CA 92626	\$5,000.00	Domestic\Aliso Viejo	Contribution from the 2012 budget to support the March 8th pledge night.
3/19/2012	Lamar Educational Awards Foundation 3911 Ave I Rosenberg, TX 77479	\$15,000.00	Domestic\Houston	Contribution from the 2012 budget for the Bringing Science to Life program, consisting of science enrichment presentations and workshops for approximately 1000 students
6/22/2012	Lamar Educational Awards Foundation 3911 Ave I Rosenberg, TX 77479	\$4,500.00	Domestic\Houston	contribution from the 2012 budget for the iMath Academy and CSI workshops.
12/20/2012	Lamar Educational Awards Foundation 3911 Ave I Rosenberg, TX 77479	\$1,314.00	Domestic\Houston	Contribution from the 2012 budget for With "Fun and Engaging Physics" teachers will be able to make physics more relevant to their junior high students through a series of hands-on experiences. Their goal is to make abstract physics concepts exciting and relevant so that students will gain a clear understanding of them. 500 Students will benefit
12/20/2012	Langston Foundation Inc. 457A Pennsylvania Ave Greer, SC 29650	\$1,080.00	Matching Gifts\US	

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FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
10/23/2012	Laura's House 999 Corporate Drive, Suite225 Ladera Ranch, CA 92694	\$10,000.00	Domestic\Aiso Viejo	Contribution from the 2012 budget for Domestic Violence Emergency Shelter and Support Services Program.
3/19/2012	Lawrence University of Wisconsin 711 E. Boldt Way, Spc 1847 Appleton, WI 54911	\$50.00	Matching Gifts\US	
9/25/2012	Lead Academy Public Charter School 29 Ridgeway Drive Greenville, SC 29605	\$1,500.00	Domestic\Greenville	Contribution from 2012 budget in support of the LINX - STEM program for math and science classes.
2/22/2012	Leadership South Carolina P O. Box 23205 900 Clemson Road Columbia, SC 29224	\$1,000.00	Domestic\Greenville	Contribution from 2012 budget in support of the Leadership Class of 2012 project (Special Olympics).
9/25/2012	Lehigh University 622 Brodhead Ave. Bethlehem, PA 18015-3055	\$500.00	Matching Gifts\US	
3/19/2012	Loyola Marymount University 1 LMU Drive, Ste 2800 Los Angeles, CA 90045-2659	\$5,000.00	Matching Gifts\US	
6/22/2012	Loyola Marymount University 1 LMU Drive, Ste 2800 Los Angeles, CA 90045-2659	\$100.00	Matching Gifts\US	
12/20/2012	Loyola Marymount University 1 LMU Drive, Ste 2800 Los Angeles, CA 90045-2659	\$300.00	Matching Gifts\US	
3/19/2012	LSU Foundation 3838 W Lakeshore Dr Baton Rouge, LA 70808-4600	\$2,000.00	Matching Gifts\US	

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FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/19/2012	Massachusetts Institute of Technology 600 Memorial Drive, W98-308 Cambridge, MA 02139-4822	\$6,000.00	Matching Gifts\US	
3/19/2012	MD Anderson Cancer Center PO Box 4464 Houston, TX 77210-4464	\$200.00	Matching Gifts\US	
12/20/2012	MD Anderson Cancer Center PO Box 4464 Houston, TX 77210-4464	\$100.00	Matching Gifts\US	
4/30/2012	Meals on Wheels 15 Oregon St Greenville, SC 29605	\$20,000.00	Domestic\Greenville	Contribution from 2012 budget in support of Meals on Wheels. The funds will be used to directly purchase meals for the clients of Meals on Wheels.
6/22/2012	Memorial Lutheran School 5800 Westheimer Road Houston, TX 77057	\$5,000.00	Matching Gifts\US	
9/25/2012	Memorial Lutheran School 5800 Westheimer Road Houston, TX 77057	\$4,910.00	Matching Gifts\US	
3/19/2012	Miami University 926 Chestnut St Oxford, OH 45056	\$150.00	Matching Gifts\US	
6/22/2012	Michigan Tech Fund 1400 Townsend Drive Houghton, MI 49931	\$100.00	Matching Gifts\US	
8/29/2012	Military Child Education Coalition 909 Mountain Lion Cir Harker Heights, TX 76548-5709	\$21,500.00	Military Support Coalition Company-wide	Contribution from 2012 budget for One Student to Student Program and one Junior Student to Student Program.
3/19/2012	Millsaps College 1707 N State Street Jackson, MS 39210	\$250.00	Matching Gifts\US	

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FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
5/23/2012	MIND Research Institute 111 Academy Drive, Suite 100 Irvine, CA 92807	\$15,000.00	Domestic\Aliso Viejo	Contribution from 2012 funds to support Orange County Math Initiative
3/19/2012	Missouri University of Science and Technology 112 Campus Support Facility 1870 Miner Circle Rolla, MI 65409-1320	\$2,500.00	Matching Gifts\US	
3/19/2012	Montana State University Foundation, Inc. 1501 South 11th Avenue Bozeman, MT 59717-2750	\$5,000.00	Matching Gifts\US	
12/20/2012	Montgomery Bell Academy 4001 Harding Rd Nashville, TN 37205-1902	\$2,000.00	Matching Gifts\US	
9/25/2012	National Alliance for Partnerships in Equity Education Foundation 3157 Limestone Road P.O. Box 369 Cochranville, PA 19330	\$10,000 00	Domestic\Dallas	Contribution from 2012 budget for STEM Equity Pipeline Program
8/3/2012	National Merit Scholarship Corp. 1560 Sherman Ave Ste 200 Evanston, IL 60201-4897	\$8,250 00	Company-wide	Contribution from 2012 budget for 1-Time Single Payment for 2012 Stipend Total: 7,500 NMSC Grants - Basic Support- 750
12/20/2012	New Mexico State University Foundation Inc Po Box 3590 Las Cruces, NM 88003-3590	\$200.00	Matching Gifts\US	
2/22/2012	Night Stalker Foundation 11304 Bell Station Rd Oak Grove, KY 42262-8343	\$5,000.00	Military Support Coalition Company-wide	Contribution from the 2012 budget for five \$1,000 scholarships to the Night Stalker Foundation

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
8/3/2012	North Augusta 2000, Inc PO Box 6067 North Augusta, SC 29861	\$10,000.00	Company-wide	Contribution from the 2012 budget for the Reading Readiness Program
3/19/2012	North Carolina State University P.O. Box 7474 Raleigh, NC 27695-7474	\$100.00	Matching Gifts\US	
6/22/2012	North Carolina State University P.O. Box 7474 Raleigh, NC 27695-7474	\$500.00	Matching Gifts\US	
9/25/2012	North Carolina State University P.O. Box 7474 Raleigh, NC 27695-7474	\$200.00	Matching Gifts\US	
12/20/2012	North Carolina State University P O Box 7474 Raleigh, NC 27695-7474	\$500.00	Matching Gifts\US	
3/19/2012	North Hills Preparatory School 606 E. Royal Lane Irving, TX 75039	\$500.00	Matching Gifts\US	
12/20/2012	North Hills Preparatory School 606 E. Royal Lane Irving, TX 75039	\$500.00	Matching Gifts\US	
3/19/2012	Northeastern University 360 Huntington Ave Boston, MA 02115	\$50.00	Matching Gifts\US	
3/19/2012	Northwestern University 2020 Ridge Ave , Room 230 Evanston, IL 60208-4305	\$2,250.00	Matching Gifts\US	
6/22/2012	Northwestern University 2020 Ridge Ave , Room 230 Evanston, IL 60208-4305	\$100.00	Matching Gifts\US	

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FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/20/2012	Northwestern University 2020 Ridge Ave , Room 230 Evanston, IL 60208-4305	\$2,000.00	Matching Gifts\US	
3/19/2012	Oak Creek PTA 1 Dovecreek Irvine, CA 92618	\$50.00	Matching Gifts\US	
12/20/2012	Oak Creek PTA 1 Dovecreek Irvine, CA 92618	\$100.00	Matching Gifts\US	
1/31/2012	OneOC 1901 East Fourth St., Suite 100 Santa Ana, CA 92705	\$20,000.00	Domestic\Aliso Viejo	Contribution from the 2012 budget for Science @ OC's Orange County Middle School Science Initiatives Teacher Training
12/13/2012	Operation Safety Net, Scioto County Homeless Shelter 615 Eighth Street Portsmouth, OH 45662	\$7,500.00	Company-wide	Contribution from 2012 budget to help with our winter heating bills at the shelter and holiday pantry baskets
6/22/2012	Orange County High School of the Arts Attn. Matching Gifts 1010 N. Main Street Santa Ana, CA 92701	\$1,000.00	Matching Gifts\US	
12/20/2012	Orange County High School of the Arts Attn. Matching Gifts 1010 N Main Street Santa Ana, CA 92701	\$1,500.00	Matching Gifts\US	
6/22/2012	Oregon State University Foundation 850 SW 35th Corvallis, OR 97333	\$100.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
6/22/2012	Owensboro Catholic High School 1524 W. Parrish Ave Owensboro, KY 42301	\$150.00	Matching Gifts\US	
3/19/2012	Panola College 1109 W Panola Carthage, TX 75633	\$500.00	Matching Gifts\US	
3/19/2012	Pennsylvania State University One Old Main University Park, PA 16802	\$50.00	Matching Gifts\US	
9/25/2012	Pennsylvania State University One Old Main University Park, PA 16802	\$5,000.00	Matching Gifts\US	
12/13/2012	Pike County Outreach Council of Churches, Inc. 107 w. Second Street Waverly, OH 45690-1305	\$7,500.00	Company-wide	Contribution from 2012 budget to assist in feeding, housing those who are homeless, keep individuals in their homes and assist with emergencies.
12/13/2012	Pike County YMCA 400 Pride Drive Waverly, OH 45690	\$10,000.00	Company-wide	Contribution from 2012 budget for Everyone Deserves a YMCA Annual Support Campaign To give 224 disadvantaged families the opportunity to participate in scheduled activities regardless of fees that help promote a healthy lifestyle, youth development, and create social responsibility
12/20/2012	Pitts School Road Elementary School 720 Pitts School Road SW Concord, NC 28027	\$2,000.00	Matching Gifts\US	
3/19/2012	Pittsburg State University Foundation, Inc. 401 East Ford Ave Pittsburg, KS 66762	\$50.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
6/22/2012	Polytechnic Institute of New York University BOX 48 Six Metro Tech Center Brooklyn, NY 11021	\$5,000.00	Matching Gifts\US	
12/20/2012	Prince of Peace Catholic School 5100 Plano Parkway West Plano, TX 75093	\$225.00	Matching Gifts\US	
4/30/2012	Project Host Inc 525 S Academy St Greenville, SC 29601-2405	\$10,000.00	Company-wide	Contribution from the 2012 budget for the support of the erection of the Solexx Conservatory Greenhouse for the CC Pearce Culinary School at Project Host Soup Kitchen (Centennial Community Fund Winner)
3/19/2012	Providence College 1 Cunningham Street Providence, RI 02918	\$500.00	Matching Gifts\US	
12/20/2012	Public Education Partners 225 S Pleasantburg Drive, Suite B1 Greenville, SC 29602-	\$2,500.00	Domestic\Greenville	Contribution from 2012 budget to support The Early Grades Reading Initiative program.
6/22/2012	Purdue Foundation, Inc 403 West Wood Street West Lafayette, IN 47907-2007	\$7,050.00	Matching Gifts\US	
6/22/2012	Radford University Foundation P.O. Box 6893 Radford, VA 24142	\$5,000.00	Matching Gifts\US	
3/19/2012	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	

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FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/13/2012	RONALD McDONALD HOUSE CHARITIES OF AUGUSTA INC 938 Greene Street Augusta, GA 30901	\$25,000.00	Company-wide	Contribution from 2012 budget for construction aspect of the project.
8/3/2012	Roper Mountain Science Center Association 402 Roper Mountain Road Greenville, SC 29615	\$10,500.00	Domestic\Greenville	Contribution from 2012 budget in support of the technology upgrade to the observatory
3/19/2012	Rose-Hulman Institute of Technology 5500 Wabash Avenue Terre Haute, IN 47803	\$900.00	Matching Gifts\US	
6/22/2012	Rose-Hulman Institute of Technology 5500 Wabash Avenue Terre Haute, IN 47803	\$100.00	Matching Gifts\US	
2/22/2012	Rudolph Gordon Elementary 1507 Scuffletown Rd Simpsonville, SC 29681	\$500.00	Company-wide	Contribution from the 2012 budget for program support (Knowwember)
4/30/2012	Safe Harbor, Inc. P O Box 174 Greenville, SC 29602	\$10,000.00	Company-wide	Contribution from the 2012 budget to create a library/computer space within Safe Harbor. (Centennial Community Fund)
12/20/2012	Safe Harbor, Inc. P O Box 174 Greenville, SC 29602	\$1,200.00	Domestic\Greenville	Contribution from 2012 budget to purchase software and books for the new computer lab
12/20/2012	Saint David's School 12 E 89TH St New York, NY 10128	\$5,000.00	Matching Gifts\US	
12/20/2012	Sam Houston State University PO Box 2537 Huntsville, TX 77341-2537	\$500.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
1/31/2012	Scholarship America Inc. c/o First National Bank P.O. Box 240 St. Peter, MN 56082-0240	\$34,450.00	Scholarships\Employee's Children	Contribution from the 2012 budget for the two-thirds management fee for the 2012 Fluor Scholarship Program for Employees' Children.
1/31/2012	Scholarship America Inc. c/o First National Bank P O Box 240 St. Peter, MN 56082-0240	\$1,750.00	Scholarships\Job Corps	Contribution from the 2012 budget for the two-thirds management fee for the Fluor Foundation Job Corps Scholarship Program.
8/3/2012	Scholarship America Inc. c/o First National Bank P.O. Box 240 St. Peter, MN 56082-0240	\$544,943.00	Scholarships\Employee's Children	Contribution from the 2012 budget for 2012 The Fluor Scholarship Program Scholarship awards 524,100 Remaining management fee 15,600 Wire fees/Priority mail: 5,243
8/3/2012	Scholarship America Inc. c/o First National Bank P.O. Box 240 St. Peter, MN 56082-0240	\$95,625.00	Scholarships\Job Corps	Contribution from the 2012 budget for 2012 Fluor Foundation Job Corps Scholarship Program Scholarship awards: 95,000 Remaining management fee 625 00
3/19/2012	School District of Greenville County, Fine Arts Center 102 Pine Knoll Drive Greenville, SC 29609	\$500 00	Matching Gifts\US	
2/22/2012	Seabee Memorial Scholarship Association Inc P.O. Box 667 Gulfport, MS 39502	\$10,000.00	Military Support Coalition Company-wide	Contribution from the 2012 (2011*) budget for support of the Fallen Seabee Scholarship fund.
10/23/2012	Seabee Memorial Scholarship Association Inc P.O. Box 667 Gulfport, MS 39502	\$10,000.00	Military Support Coalition Company-wide	Contribution from the 2012 budget for The Seabee Memorial Scholarship Association's Fallen Seabee Fund that is set aside specifically to insure that children of service members will have the financial ability to afford the college of their choice

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
9/25/2012	Sigma Phi Epsilon Educational Foundation P.O. Box 1901 Richmond, VA 23218-1901	\$5,000.00	Matching Gifts\US	
3/19/2012	South Carolina Governor's School for Science and Mathematics Foundation Inc 401 Railroad Ave Hartsville, SC 29550	\$9,000.00	Domestic\Greenville	Contribution from 2012 budget to support the Summer Program for Research Interns (SPRI).
12/20/2012	South Carolina Governor's School for Science and Mathematics Foundation Inc 401 Railroad Ave Hartsville, SC 29550	\$2,500.00	Matching Gifts\US	
6/22/2012	South Carolina Governor's School for the Arts and Humanities 15 University Street Greenville, SC 29601	\$50.00	Matching Gifts\US	
9/25/2012	South Carolina Higher Education Foundation 1122 Lady Street, Suite 30 Columbia, SC 29201	\$1,000.00	Matching Gifts\US	
3/19/2012	South Carolina State University 300 College Street, N.E. Orangeburg, SC 29117	\$55,000.00	Company-wide	Contribution from the current year budget for one payment of a three year \$155,000 conditional pledge, subject to annual review, designated to the capital campaign to support the new Engineering and Computer Science Learning facility as follows 2010 \$50,000, 2012 \$55,000, and 2013 \$50,000.
6/22/2012	Southern Illinois University Foundation Mailcode 6805, SIUC 1235 Douglas Dr Carbondale, IL 62901-6805	\$1,000.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/19/2012	St. Agnes Academy 9000 Bellaire Blvd Houston, TX 77036	\$100.00	Matching Gifts\US	
12/20/2012	St. Agnes Academy 9000 Bellaire Blvd Houston, TX 77036	\$600.00	Matching Gifts\US	
12/20/2012	St. Alcuin Montessori School 6144 Churchhill Way Dallas, TX 75230	\$500.00	Matching Gifts\US	
3/19/2012	St. Anthony of Padua Catholic School 311 Gower St. Greenville, SC 29611	\$5,000.00	Matching Gifts\US	
6/22/2012	St. Anthony of Padua Catholic School 311 Gower St Greenville, SC 29611	\$5,000.00	Matching Gifts\US	
6/22/2012	St. Benedict's Preparatory School 520 Dr. Martin Luther King Blvd Newark, NJ 07102-1314	\$5,000.00	Matching Gifts\US	
3/19/2012	St. Joseph's High School 100 Saint Josephs Dr. Greenville, SC 29607	\$1,131.60	Matching Gifts\US	
6/22/2012	St. Mark's School of Texas 10600 Preston Raod Dallas, TX 75230-4047	\$5,000.00	Matching Gifts\US	
3/19/2012	St. Mary's and All Angels #7 Pursuit Aliso Viejo, CA 92656	\$200.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/19/2012	St. Michael's Preparatory School 19292 El Toro Road Silverado, CA 92676-9710	\$1,000.00	Matching Gifts\US	
6/22/2012	St Thomas Aquinas Catholic School 3741 Abrams Road Dallas, TX 75243	\$245.00	Matching Gifts\US	
12/20/2012	St Thomas Aquinas Catholic School 3741 Abrams Road Dallas, TX 75243	\$300.00	Matching Gifts\US	
3/19/2012	St. Thomas High School 4500 Memorial Drive Houston, TX 77007	\$50.00	Matching Gifts\US	
3/19/2012	State University of Iowa Foundation P.O. Box 4550 Iowa City, IA 52244-4550	\$100.00	Matching Gifts\US	
12/20/2012	State University of Iowa Foundation P O Box 4550 Iowa City, IA 52244-4550	\$100.00	Matching Gifts\US	
3/19/2012	Stephen F. Austin University P.O. Box 6092, SFA Station Nacogdoches, TX 75962	\$500.00	Matching Gifts\US	
6/22/2012	Stevens Institute of Technology Castle Point on Hudson Hoboken, NJ 07030	\$200.00	Matching Gifts\US	
12/20/2012	Stevens Institute of Technology Castle Point on Hudson Hoboken, NJ 07030	\$250.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/19/2012	Strake Jesuit College Preparatory 8900 Bellaire Boulevard Houston, TX 77036-4699	\$3,450.00	Matching Gifts\US	
9/25/2012	Strake Jesuit College Preparatory 8900 Bellaire Boulevard Houston, TX 77036-4699	\$60.00	Matching Gifts\US	
12/20/2012	Strake Jesuit College Preparatory 8900 Bellaire Boulevard Houston, TX 77036-4699	\$500.00	Matching Gifts\US	
6/22/2012	Susquehanna University 514 University Ave Selinsgrove, PA 17870	\$5,000.00	Matching Gifts\US	
3/19/2012	Tarleton State University P.O. Box T-0260 Tarleton Station, TX 76402	\$500.00	Matching Gifts\US	
6/22/2012	Tarleton State University P.O. Box T-0260 Tarleton Station, TX 76402	\$500.00	Matching Gifts\US	
3/19/2012	Texas A&M Foundation 401 George Bush Drive College Station, TX 77840-2811	\$501.75	Matching Gifts\US	
6/22/2012	Texas A&M Foundation 401 George Bush Drive College Station, TX 77840-2811	\$501.75	Matching Gifts\US	
9/25/2012	Texas A&M Foundation 401 George Bush Drive College Station, TX 77840-2811	\$669.00	Matching Gifts\US	
12/20/2012	Texas A&M Foundation 401 George Bush Drive College Station, TX 77840-2811	\$334.50	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
9/25/2012	Texas Aggie Corps of Cadets Association 1134 Finfeather Rd Bryan, TX 77842	\$500.00	Matching Gifts\US	
3/19/2012	Texas Tech Foundation, Inc P.O. Box 45025 Lubbock, TX 79409-5025	\$300.00	Matching Gifts\US	
6/22/2012	Texas Tech Foundation, Inc P.O. Box 45025 Lubbock, TX 79409-5025	\$200.00	Matching Gifts\US	
9/25/2012	Texas Tech Foundation, Inc. P.O. Box 45025 Lubbock, TX 79409-5025	\$1,225.00	Matching Gifts\US	
8/29/2012	Texas Trees Foundation 2100 Ross Avenue, Suite 975 Dallas, Texas 75201	\$10,000.00	Domestic\Dallas	Contribution from 2012 budget for the Schools Alive! Trees and Technology
12/13/2012	The Army Scholarship Foundation 11700 Preston Road, Ste 660-301 Dallas, TX 75230	\$25,000.00	Military Support Coalition Company-wide	Contribution from the 2012 budget for Establish a Fluor perpetual scholarship (\$15,000) and sponsor annual scholarships for calendar year 2013 (\$10,000) for family members of those who serve and have served honorably as soldiers in the United States Army.
12/20/2012	The Awty International School 7455 Awty School Lane Houston, TX 77055-0000	\$250.00	Matching Gifts\US	
3/19/2012	The Citadel Foundation 171 Moultrie Street Charleston, SC 29409-0202	\$100.00	Matching Gifts\US	
6/22/2012	The Citadel Foundation 171 Moultrie Street Charleston, SC 29409-0202	\$400.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
9/25/2012	The Citadel Foundation 171 Moultrie Street Charleston, SC 29409-0202	\$100.00	Matching Gifts\US	
12/20/2012	The Citadel Foundation 171 Moultrie Street Charleston, SC 29409-0202	\$500.00	Matching Gifts\US	
7/12/2012	The Citadel Foundation 171 Moultrie Street Charleston, SC 29409-0202	-\$400.00	Matching Gifts\US	The Citadel Foundation refunded Fluor for this Q2 2012 Matching Gift to Education. This grant should not have been processed as Citadel did not submit within Fluor's 90-day deadline, therefore, this grant was not valid per the Fluor Foundation guideline
3/19/2012	The Fay School 105 N. Post Oak Ln. Houston, TX 77024	\$300.00	Matching Gifts\US	
8/3/2012	The HSC Foundation 2013 H Street, NW Suite 300 Washington, DC 20006	\$10,000.00	Military Support Coalition Company-wide	Contribution from 2012 budget for providing supportive services that assist young veterans with disabilities to achieve their educational and employment goals, while helping them transition back to civilian life
12/20/2012	The Pegasus School 19692 Lexington Lane Huntington Beach, CA 92646	\$200.00	Matching Gifts\US	
12/20/2012	The Regis School Of The Sacred Heart 7330 Westview Dr Houston, TX 77055	\$200.00	Matching Gifts\US	
3/19/2012	The School District of Greenville County P.O. Box 2848 Greenville, SC 29602	\$1,300.00	Domestic\Greenville	Contribution from 2012 budget in support of the Shining Stars Teach Recruitment event.
12/20/2012	The Walker Foundation 355 Cedar Springs Road Spartanburg, SC 29302	\$500.00	Matching Gifts\US	

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FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
6/22/2012	The Woodlawn School P.O. Box 549 Davidson, NC 28036	\$150.00	Matching Gifts\US	
12/20/2012	The Woodlawn School P.O. Box 549 Davidson, NC 28036	\$225.00	Matching Gifts\US	
4/30/2012	Trees For Houston 10401 Stella Link Road Houston, TX 77025	\$10,000.00	Company-wide	Contribution from the 2012 budget to plant native trees at a local elementary school and provide educational programs at the school for the purpose of cultivating the minds of the students toward the preservation of trees. (Centennial Community Fund Winner)
3/19/2012	Trevecca Nazarene University 333 Murfreesboro Road Nashville, TN 37210	\$5,000.00	Matching Gifts\US	
5/23/2012	Trinity River and Dogwood Canyon Audubon Centers 6500 Great Trinity Forest Way Dallas, TX 75217	\$10,000.00	Domestic\Dallas	Contribution from 2012 budget for Audubon's own field-based nature education program Eco-Investigations provides a wonderful living laboratory for students to explore the outdoors.
10/23/2012	Trinity River Mission 2060 Singleton Blvd., Suite 104 Dallas, Texas 75212	\$10,000.00	Domestic\Dallas	Trinity River Mission (TRM) is a volunteer-based community learning center promoting literacy, encouraging academic success, and developing effective life skills among disadvantaged youth in West Dallas.
10/11/2012	Trust, Inc., Trustees for Fluor Foundation Matching Funds 2201 Wisconsin Ave., Suite 250 Washington, DC 20007	\$207,339.09	United Way\US	Contribution from the 2012 budget for the Q3 2012 match for the Fluor United Way Campaign for 2011/2012

Foundation Grants - Tax Report

FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
10/22/2012	Trust, Inc., Trustees for Fluor Foundation Matching Funds 2201 Wisconsin Ave., Suite 250 Washington, DC 20007	\$34,725.99	United Way\US	Contribution from the 2012 budget for the Q3 2012 match for the Fluor United Way Campaign for 2011/2012 (Payment 2 of 2 for Q3 2012) A second payment is required as a "Revised" U S Employee Payroll Deduction File was created The original file was \$414,678.17 w/ Matching Contribution = \$207,339.09 The new file = \$482,775.15 + \$1,355.01 Expat Payroll Deduction = \$484,130.16 (Revised Total) w/ Matching Contribution = \$242,065.08. The \$34,725.99 makes up the difference b/tw the original Matching Contribution of \$207,339.09 and the "Revised" Matching Contribution of \$242,065.08.
3/19/2012	Trustees of Boston University 595 Commonwealth Ave., Suite 700 West Entrance Boston, MA 02215	\$50.00	Matching Gifts\US	
3/19/2012	Trustees Of The University of Pennsylvania 409 A Franklin Building 3451 Walnut Street Philadelphia, PA 19104-6285	\$250.00	Matching Gifts\US	
3/19/2012	U C Santa Cruz Foundation 1156 High St. Santa Cruz, CA 95064	\$1,250.00	Matching Gifts\US	
12/20/2012	U S. Air Force Academy 3116 Academy Drive USAF Academy, CO 80840	\$5,000.00	Matching Gifts\US	
3/19/2012	U S. Naval Academy Foundation 247 King George Street Annapolis, MD 21402-5068	\$100.00	Matching Gifts\US	
12/20/2012	U S. Naval Academy Foundation 247 King George Street Annapolis, MD 21402-5068	\$1,000.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/19/2012	UC Santa Barbara Foundation UCSB Gifts Administration Santa Barbara, CA 93106-1131	\$50.00	Matching Gifts\US	
8/29/2012	United Ministries 606 Pendleton Street Greenville, SC 29601	\$5,000.00	Domestic\Greenville	Contribution from 2012 budget in support of the Adult Education Program to prepare to take and pass the GED Exam and enroll in an appropriate program of higher education or job training
12/13/2012	United Service Organizations, Inc / USO Houston 2111 Wilson Boulevard, Suite 1200 Arlington, VA 22201	\$6,500.00	Military Support Coalition Company-wide	Contribution from 2012 budget to providing a private phone network for troops to make free phone calls home, access to computers with free high speed Internet bandwidth to connect online, with friends and family, as well as free wireless Internet access for troops with their own computers
12/20/2012	United Service Organizations, Inc. / USO Houston 2111 Wilson Boulevard, Suite 1200 Arlington, VA 22201	\$20,000.00	Military Support Coalition Company-wide	Contribution from 2012 budget to provide exceptional service to traveling troops and military family members, to ease the stress of separation due to deployment, to foster camaraderie amongst local military families, and to boost the self-esteem of military children
12/20/2012	United Way of Aiken County P O Box 699 Aiken, SC 29802-0699	\$74,025.14	United Way\US	Contribution from the 2012 budget for the Fluor Corporate Gift for the 2012/2013 SRNS United Way campaign
12/20/2012	United Way Of Allendale County Inc Po Box 9 Allendale, SC 29810-0009	\$1,971.00	United Way\US	Contribution from the 2012 budget for the Fluor Corporate Gift for the 2012/2013 SRNS United Way campaign.
12/20/2012	United Way Of Bamberg Colleton And Hampton Inc Po Box 200 Walterboro, SC 29488-0025	\$4,302.38	United Way\US	Contribution from the 2012 budget for the Fluor Corporate Gift for the 2012/2013 SRNS United Way campaign. Disbursement as follows Bamberg \$2,149.40, Colleton \$707.70: Hampton \$1,445.28
12/20/2012	United Way Of Edgefield County Inc Po Box 72 Edgefield, SC 29824-0072	\$5,568.35	United Way\US	Contribution from the 2012 budget for the Fluor Corporate Gift for the 2012/2013 SRNS United Way campaign.

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/20/2012	United Way Of McDuffie County Inc Po Box 87 Thomson, GA 30824-0087	\$433.92	United Way\US	Contribution from the 2012 budget for the Fluor Corporate Gift for the 2012/2013 SRNS United Way campaign.
12/20/2012	United Way Of Screven Po Box 27 Sylvania, GA 30467-0027	\$613.76	United Way\US	Contribution from the 2012 budget for the Fluor Corporate Gift for the 2012/2013 SRNS United Way campaign.
4/30/2012	United Way of the Bay Area 221 Main Street, Suite 300 San Francisco, CA 94105	\$272.50	United Way\US	Contribution from the 2012 budget for the 2011/2012 Fluor United Way Campaign special event match
12/20/2012	United Way Of The Central Savannah River Area Inc 630 Ellis St Augusta, GA 30901-1464	\$63,764.18	United Way\US	Contribution from the 2012 budget for the Fluor Corporate Gift for the 2012/2013 SRNS United Way campaign.
12/20/2012	United Way Of The Midlands 1800 Main St Ste 2 Columbia, SC 29201-2433	\$3,198.86	United Way\US	Contribution from the 2012 budget for the Fluor Corporate Gift for the 2012/2013 SRNS United Way campaign. Breakdown is as follows: \$2,473.09 to Midlands and \$725.77 to Edisto
3/19/2012	University of California, Berkeley Foundation 2080 Addison Street #4200 Berkeley, CA 94720-4200	\$2,300.00	Matching Gifts\US	
9/25/2012	University of California, Berkeley Foundation 2080 Addison Street #4200 Berkeley, CA 94720-4200	\$50.00	Matching Gifts\US	
12/20/2012	University of California, Berkeley Foundation 2080 Addison Street #4200 Berkeley, CA 94720-4200	\$1,000.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/19/2012	University of California, Davis Foundation One Shields Avenue Davis, CA 95616	\$50.00	Matching Gifts\US	
6/22/2012	University of California, Davis Foundation One Shields Avenue Davis, CA 95616	\$1,000.00	Matching Gifts\US	
1/31/2012	University of California, Irvine Foundation 100 Theory, Suite 250 Irvine, CA 92617	\$3,300.00	Domestic\Aliso Viejo	Contribution from the 2012 budget to support the 2012 MathCounts Regional and State competitions.
3/19/2012	University of California, Irvine Foundation 100 Theory, Suite 250 Irvine, CA 92617	\$400.00	Matching Gifts\US	
9/25/2012	University of California, Irvine Foundation 100 Theory, Suite 250 Irvine, CA 92617	\$150.00	Matching Gifts\US	
12/20/2012	University of California, Irvine Foundation 100 Theory, Suite 250 Irvine, CA 92617	\$2,600.00	Matching Gifts\US	
3/19/2012	University of California, Los Angeles Foundation 10920 Wilshire Blvd 11th Floor Los Angeles, CA 90024-6513	\$700.00	Matching Gifts\US	
9/25/2012	University of California, Los Angeles Foundation 10920 Wilshire Blvd 11th Floor Los Angeles, CA 90024-6513	\$500.00	Matching Gifts\US	

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FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/20/2012	University of California, Los Angeles Foundation 10920 Wilshire Blvd 11th Floor Los Angeles, CA 90024-6513	\$100.00	Matching Gifts\US	
3/19/2012	University of California, San Diego 9500 Gilman Dr. MC 0940 La Jolla, CA 92093-0940	\$500.00	Matching Gifts\US	
3/19/2012	University of Chicago 1427 E. 60th Street, Suite 120 Chicago, IL 60637	\$500.00	Matching Gifts\US	
3/19/2012	University Of Cincinnati Foundation PO Box 19970 Cincinnati, OH 45219-0970	\$300.00	Matching Gifts\US	
12/20/2012	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.
3/19/2012	University of Dayton 300 College Park Dayton, OH 45469-2961	\$100.00	Matching Gifts\US	
12/20/2012	University of Delaware Development Office 83 E Main Street, 3rd Floor Newark, DE 19716	\$750.00	Matching Gifts\US	
9/25/2012	University of Florida Foundation PO Box 115703 Gainesville, FL 32611	\$200.00	Matching Gifts\US	

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FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/20/2012	University of Great Falls 1301 20th St. S. Great Falls, MT 59405	\$200.00	Matching Gifts\US	
3/19/2012	University of Houston 4800 Calhoun Road Houston, TX 77004	\$15,550.00	Matching Gifts\US	
12/20/2012	University of Illinois Foundation 1305 West Green Street Urbana, IL 61801-2962	\$55.00	Matching Gifts\US	
3/19/2012	University of Kentucky 343 Walker Ste 303 Lexington, KY 40504	\$100.00	Matching Gifts\US	
12/20/2012	University of Kentucky 343 Walker Ste 303 Lexington, KY 40504	\$50.00	Matching Gifts\US	
6/22/2012	University of Mary Hardin-Baylor UMHB Box 8433 900 College Street Belton, TX 76513	\$5,000.00	Matching Gifts\US	
3/19/2012	University of Massachusetts Lowell One University Ave. Lowell, MA 01854	\$751.00	Matching Gifts\US	
9/25/2012	University of Michigan Dept Ch 10189 Palatine, IL 60055-0189	\$250.00	Matching Gifts\US	
3/19/2012	University of North Carolina at Chapel Hill P.O. Box 309 Chapel Hill, NC 27514	\$51.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
6/22/2012	University of North Carolina at Chapel Hill P.O. Box 309 Chapel Hill, NC 27514	\$500.00	Matching Gifts\US	
12/20/2012	University of North Carolina at Chapel Hill P.O. Box 309 Chapel Hill, NC 27514	\$50.00	Matching Gifts\US	
3/19/2012	University of Notre Dame 1100 Grace Hall Notre Dame, IN 46556-5612	\$600.00	Matching Gifts\US	
6/22/2012	University of Notre Dame 1100 Grace Hall Notre Dame, IN 46556-5612	\$100.00	Matching Gifts\US	
6/22/2012	University of Oklahoma Foundation 100 Timberdell Road Norman, OK 73019	\$50.00	Matching Gifts\US	
3/19/2012	University of Rochester PO Box 270032 Rochester, NY 14627-0032	\$50.00	Matching Gifts\US	
3/19/2012	University of Saint Mary 4100 S 4th Street Leavenworth, KS 66048	\$50.00	Matching Gifts\US	
2/22/2012	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.

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
3/19/2012	University of South Carolina Educational Foundation 1A08 Swearingen Engineering Bldg Columbia, SC 29208	\$372.00	Matching Gifts\US	
3/19/2012	University of Southern California University Park Los Angeles, CA 90089-7090	\$100 00	Matching Gifts\US	
12/20/2012	University of Southern California University Park Los Angeles, CA 90089-7090	\$100 00	Matching Gifts\US	
12/20/2012	University of St. Thomas 3800 Montrose Blvd Houston, TX 77006	\$100 00	Matching Gifts\US	
3/19/2012	University of Tennessee Advance Services-Gift Record Office 600 Henley Street B022 UT Conference Center Building Knoxville, TN 37996-4103	\$350 00	Matching Gifts\US	
4/30/2012	University of Texas at Arlington 701 South Nedderman Dr, #421 Arlington, TX 76019-0190	\$10,000 00	Domestic\Dallas	Contribution from 2012 budget to support the Summer Engineering Camps
3/19/2012	University of Texas at Austin P.O Box 7458 Austin, TX 78713-7458	\$775 00	Matching Gifts\US	
6/22/2012	University of Texas at Austin P.O Box 7458 Austin, TX 78713-7458	\$250 00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
9/25/2012	University of Texas at Austin P.O. Box 7458 Austin, TX 78713-7458	\$475.00	Matching Gifts\US	
10/23/2012	University of Texas at Austin P.O. Box 7458 Austin, TX 78713-7458	\$10,000.00	Domestic\Dallas	Contribution from 2012 budget for STEM Teacher Professional Development
12/20/2012	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
12/20/2012	University of Texas at Austin P.O. Box 7458 Austin, TX 78713-7458	\$225.00	Matching Gifts\US	
12/20/2012	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
3/19/2012	University of Texas at San Antonio One UTSA Circle San Antonio, Texas 78249	\$10,000.00	Domestic\Dallas	Contribution from 2012 budget for TexPREP
6/22/2012	University of Texas at San Antonio One UTSA Circle San Antonio, Texas 78249	\$100.00	Matching Gifts\US	
12/20/2012	University of Wisconsin Foundation 1848 University Ave Madison, WI 53726	\$250.00	Matching Gifts\US	
3/19/2012	University of Wyoming Foundation 1200 East Ivinson Laramie, WY 82070	\$250.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
12/20/2012	University of Wyoming Foundation 1200 East Ivinson Laramie, WY 82070	\$250 00	Matching Gifts\US	
8/29/2012	Upcountry History Museum 540 Buncombe Street Greenville, SC 29601	\$3,500 00	Domestic\Greenville	Contribution from 2012 budget in support of the Time Travels Program These are hands-on interactive programs for 3rd, 4th, 5th, and 8th grade students meeting South Carolina Social Studies curriculum guidelines
8/3/2012	Urban League of the Upstate, Inc. 15 Regency Hill Drive Greenville, SC 29607	\$7,500 00	Domestic\Greenville	Contribution from 2012 budget in support of Project Ready. This program provides college preparatory assistance to students in grades 7 through 12.
6/22/2012	USC Business Partnership Foundation 1600 Hampton Street Suite 736-N Columbia, SC 29208	\$250 00	Matching Gifts\US	
12/20/2012	USC Business Partnership Foundation 1600 Hampton Street Suite 736-N Columbia, SC 29208	\$375 00	Matching Gifts\US	
12/20/2012	Valley Christian School System 10818 Artesia Blvd Cerritos, CA 90703	\$800 00	Matching Gifts\US	
3/19/2012	Valparaiso University 1100 Campus Drive South Valparaiso, IN 46383	\$100 00	Matching Gifts\US	
12/20/2012	Valparaiso University 1100 Campus Drive South Valparaiso, IN 46383	\$100 00	Matching Gifts\US	
3/19/2012	Vanderbilt University VU Station B #357727 2301 Vanderbilt Place Nashville, TN 37235	\$75 00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
6/22/2012	Virginia Military Institute Foundation Incorporated P.O. Box 932 Lexington, VA 24450	\$5,000.00	Matching Gifts\US	
3/19/2012	Virginia Tech Foundation, Inc. 902 Price's Fork Rd Ste 4400 Blacksburg, VA 24060-6811	\$1,000.00	Matching Gifts\US	
9/25/2012	Virginia Tech Foundation, Inc. 902 Price's Fork Rd Ste 4400 Blacksburg, VA 24060-6811	\$100.00	Matching Gifts\US	
6/22/2012	Walla Walla University 204 S. College Avenue College Place, WA 99324	\$1,000.00	Matching Gifts\US	
9/25/2012	WESTERN MICHIGAN UNIVERSITY FOUNDATION 1903 W Michigan Ave Kalamazoo, MI 49008-5403	\$500.00	Matching Gifts\US	
12/20/2012	Western New Mexico University Foundation PO Box 1158 Silver City, NM 88062	\$250.00	Matching Gifts\US	
12/20/2012	Westlake Academy Foundation 2600 J T Ottinger Rd Westlake, TX 76262	\$1,000.00	Matching Gifts\US	
6/22/2012	Whitworth University 300 W Hawthorne Rd Spokane, WA 99251	\$2,800.00	Matching Gifts\US	
6/22/2012	Wichita State University Foundation 1845 N Fairmount Wichita, KS 67260-0002	\$5,000.00	Matching Gifts\US	

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
6/22/2012	Wilchester Elementary PTA 13618 St. Mary's Lane Houston, TX 77079	\$250.00	Matching Gifts\US	
3/19/2012	William Marsh Rice University 6100 Main Street Matching Gifts MS-81 Houston, TX 77005-1892	\$7,550.00	Matching Gifts\US	
6/22/2012	William Marsh Rice University 6100 Main Street Matching Gifts MS-81 Houston, TX 77005-1892	\$7,750.00	Matching Gifts\US	
12/20/2012	William Marsh Rice University 6100 Main Street Matching Gifts MS-81 Houston, TX 77005-1892	\$100.00	Matching Gifts\US	
3/19/2012	Winthrop University Foundation 638 Oakland Ave. Rock Hill, SC 29733	\$700.00	Matching Gifts\US	
6/22/2012	Winthrop University Foundation 638 Oakland Ave. Rock Hill, SC 29733	\$750.00	Matching Gifts\US	
9/25/2012	Winthrop University Foundation 638 Oakland Ave. Rock Hill, SC 29733	\$300.00	Matching Gifts\US	
12/20/2012	Winthrop University Foundation 638 Oakland Ave. Rock Hill, SC 29733	\$100.00	Matching Gifts\US	
3/19/2012	Wofford College 429 N Church Street Spartanburg, SC 29303-3663	\$250.00	Matching Gifts\US	

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FY 2012 Payments Including Voids

Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
6/22/2012	Wofford College 429 N Church Street Spartanburg, SC 29303-3663	\$250 00	Matching Gifts\US	
9/25/2012	Wofford College 429 N Church Street Spartanburg, SC 29303-3663	\$500 00	Matching Gifts\US	
12/20/2012	Wofford College 429 N Church Street Spartanburg, SC 29303-3663	\$1,250 00	Matching Gifts\US	
9/25/2012	Worcester Polytechnic Institute 100 Institute Road Worcester, MA 01609-2280	\$1,000 00	Matching Gifts\US	
12/20/2012	World Affairs Council of Dallas/Fort Worth 325 North St. Paul St, Ste 4200 Dallas, TX 75201	\$25,000.00	Company-wide	Contribution from 2012 budget for WorldQuest and Teacher Training Programs.
3/19/2012	Xavier University 3800 Victory Pkwy Cincinnati, OH 45207	\$150 00	Matching Gifts\US	
12/20/2012	YMCA Judson Community Center 2 Eighth Street Greenville, SC 29611	\$2,500 00	Domestic\Greenville	Contribution from 2012 budget in support of the after-school programs provided at the community center
8/3/2012	YMCA of Metropolitan Dallas 601 N Akard St. Dallas, TX 75201	\$10,000.00	Domestic\Dallas	Contribution from 2012 budget in support of afterschool and day camp programs
5/23/2012	YMCA of the Greater Houston Area 911 Thompson Hwy Richmond, TX 77469	\$5,000 00	Domestic\Houston	Contribution from 2012 budget for YMCA Camp Cloud Outreach Day Camp

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Check Date	Payee Name & Address	Amount	Program or Office	Request Project Description
4/30/2012	YWCA of Metropolitan Dallas 4144 N. Central Expressway, Ste. 580 Dallas, TX 75204	\$7,500.00	Domestic\Dallas	Contribution from 2012 budget for the YW Nurse Family Partnership
Grand Totals (449 items)		\$4,327,951.11		

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAR 19 2012

RESTATED
ARTICLES OF INCORPORATION
OF
THE FLUOR FOUNDATION

The undersigned certify that:

1. They are the President and Secretary, respectively, of The Fluor Foundation, a California nonprofit public benefit corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

I

The name of this corporation is THE FLUOR FOUNDATION.

II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific purpose of the corporation shall be to operate without limitation for charitable, scientific, ecological, literary or educational purposes and to engage in any and all lawful activities incidental to the foregoing, except as restricted herein.

III

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. Notwithstanding any other provision of these Restated Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be

carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

IV

A. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer or member thereof or to the benefit of any private person.

B. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Internal Revenue Code section 501(c)(3).

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of trustees.

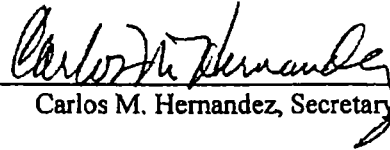
4. This corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: March 19, 2012

A handwritten signature in black ink, appearing to read 'Lee C. Tashjian', written over a horizontal line.

Lee C. Tashjian, President

A handwritten signature in black ink, appearing to read 'Carlos M. Hernandez', written over a horizontal line.

Carlos M. Hernandez, Secretary