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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation BECHTEL GROUP FOUNDATION	A Employer identification number 94-6078120
Number and street (or P O box number if mail is not delivered to street address) / Room/suite 50 BEALE STREET; C/O TAX DEPARTMENT	B Telephone number 415-768-7158
City or town, state, and ZIP code SAN FRANCISCO, CA 94105	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: [X] 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) ▶$ 24,994,868. J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) (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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	3,534,102.			
	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	493,241.	493,241.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	316,325.			
	b Gross sales price for all assets on line 6a 316,325.				
	7 Capital gain net income (from Part IV, line 2)		316,325.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	4,343,668.	809,566.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	650.	650.	0.	0.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	5,240.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	86,136.	86,136.	0.	0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	92,026.	86,786.	0.	0.
	25 Contributions, gifts, grants paid	2,232,007.			2,232,007.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,324,033.	86,786.	0.	2,232,007.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	2,019,635.			
	b **Net investment income** (if negative, enter -0-)		722,780.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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14381108 099815 BGP 2012.04040 BECHTEL GROUP FOUNDATION BGP1

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing		1,739,913.	1,739,913.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 25,713. Less: allowance for doubtful accounts ▶	23,430.	25,713.	25,713.
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	8,397,809.	10,511,120.	10,511,120.
	c Investments - corporate bonds STMT 6	7,176,203.	9,604,367.	9,604,367.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	2,772,309.	3,113,755.	3,113,755.
	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	18,369,751.	24,994,868.	24,994,868.
Liabilities	17 Accounts payable and accrued expenses	23,335.	25,505.	
	18 Grants payable		1,739,913.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	23,335.	1,765,418.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	18,346,416.	23,229,450.	
	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			
	30 **Total net assets or fund balances**	18,346,416.	23,229,450.	
	31 **Total liabilities and net assets/fund balances**	18,369,751.	24,994,868.	

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	18,346,416.
2	Enter amount from Part I, line 27a	2	2,019,635.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	2,863,399.
4	Add lines 1, 2, and 3	4	23,229,450.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,229,450.

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	EQUITY INDEX	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	316,325.			316,325.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				316,325.
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** 316,325.

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). If (loss), enter -0- in Part I, line 8 **3** 316,325.

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	2,599,228.	19,471,279.	.133490
2010	2,651,625.	18,303,845.	.144867
2009	2,001,097.	15,618,316.	.128125
2008	2,053,120.	16,018,198.	.128174
2007	1,957,208.	17,265,939.	.113357

2	**Total** of line 1, column (d)	2	.648013
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	.129603
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	21,982,618.
5	Multiply line 4 by line 3	5	2,849,013.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,228.
7	Add lines 5 and 6	7	2,856,241.
8	Enter qualifying distributions from Part XII, line 4	8	2,232,007.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	14,456.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	14,456.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	14,456.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,000.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	9,500.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	14,500.
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	44.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 0. **Refunded** ▶			11	44.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X	

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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 ▶ WWW.BECHTEL.COM

14 The books are in care of ▶ PEGGY H. RESTIVO Telephone no. ▶ 415-768-0067
Located at ▶ 50 BEALE STREET, SAN FRANCISCO, CA ZIP+4 ▶ 94105

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

		Line	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
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.) N/A	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.)* N/A	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

Form **990-PF** (2012)

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)?	☐ 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)?	N/A	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? N/A	☐ 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		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	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.

(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 8		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

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

(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 ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	21,935,115.
b	Average of monthly cash balances	1b	382,264.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	22,317,379.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	22,317,379.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	334,761.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,982,618.
6	**Minimum investment return.** Enter 5% of line 5	6	1,099,131.

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	1,099,131.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 14,456.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	14,456.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,084,675.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,084,675.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,084,675.

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	2,232,007.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	2,232,007.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,232,007.

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				1,084,675.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 — 1,097,103.				
b From 2008 — 1,268,486.				
c From 2009 — 1,266,010.				
d From 2010 — 1,751,631.				
e From 2011 — 1,656,364.				
f **Total** of lines 3a through e	7,039,594.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 2,232,007.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,084,675.
e Remaining amount distributed out of corpus	1,147,332.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,186,926.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	1,097,103.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	7,089,823.			
10 Analysis of line 9:				
a Excess from 2008 — 1,268,486.				
b Excess from 2009 — 1,266,010.				
c Excess from 2010 — 1,751,631.				
d Excess from 2011 — 1,656,364.				
e Excess from 2012 — 1,147,332.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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:

SEE STATEMENT 9

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT				2,232,007.
Total			▶ 3a	2,232,007.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	493,241.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	316,325.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		809,566.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 809,566.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			Yes	No
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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ Peggy H Restivo 11.13.13 ▶ PEGGY H. RESTIVO Assistant Controller ~~(Authorized Officer)~~

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
SHARON L. ZORBACH	Sharon Zorbach	11/11/13		P00125475
Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 225 WEST SANTA CLARA STREET, SUITE 600 SAN JOSE, CA 95113			Phone no. (408)704-4000	

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
BECHTEL GROUP FOUNDATION	94-6078120

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	[X] 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

[X] 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	Employer identification number
BECHTEL GROUP FOUNDATION	94-6078120

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	BECHTEL CORPORATION 50 BEALE STREET SAN FRANCISCO, CA 94105	$ 3,534,102.	Person [X] 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
BECHTEL GROUP FOUNDATION	94-6078120

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
		$	

Name of organization	Employer identification number
BECHTEL GROUP FOUNDATION	94-6078120

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 entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Bechtel Group Foundation
Roster of Grants
Jan 2012 thru Dec 2012

Grant Recipient	Address	Amount	Status of Grant Recipient	Purpose of Grant
ACE Mentor Program of America	400 Main Street, Suite 600, Stamford, CT 06901	$10,000	Public Charity	Support Frederick, Maryland Chapter
Junior Achievement USA	One Education Way, Colorado Springs, CO 80906	$25,000 00	Public Charity	Support JA Program in Qatar
Scholarship America	One Scholarship Way, St. Peter, MN 56082	$63,000.00	Public Charity	Support Bechtel Global Scholars Program
Movember	1518 Abbott Kinney Blvd, Venice, CA 90291	$5,000 00	Public Charity	Support Campaign Led by Bechtel's Next Generation Employee Network
American Red Cross	2525 E Street, Washington, DC 20006	$100,000 00	Public Charity	Support Hurricane Sandy Campaign
Charities Aid Foundation America	Kings St Station, 1800 Diagonal Road, Suite 150, Alexandria, VA 22314	$36,000.00	Public Charity	Support Wonder of Science Program at Australian Academy of Technological Sciences and Engineering
FIRST	200 Bedford Street, Manchester, NH 03101	$500,000.00	Public Charity	Support FIRST Competitions Worldwide
Junior Achievement USA	One Education Way, Colorado Springs, CO 80906	$475,000 00	Public Charity	Support JA Programs Worldwide
Engineers Without Borders - USA	4665 Nautilus Court, Suite 300, Boulder, CO 80301	$150,000.00	Public Charity	Support EWB Programs and Chapters in US
Ocean Exploration Trust	55 Coogan Blvd, Mystic, CT 06355	$250,000.00	Public Charity	Support OET Programs Worldwide
Charities Aid Foundation America	Kings St Station, 1800 Diagonal Road, Suite 150, Alexandria, VA 22314	$37,000.00	Public Charity	Support Wonder of Science Program at Australian Academy of Technological Sciences and Engineering
Charities Aid Foundation America	Kings St Station, 1800 Diagonal Road, Suite 150, Alexandria, VA 22314	$110,000 00	Public Charity	Support Engineers Without Borders Organizations in Australia and United Kingdom
National Engineers Week Foundation	1420 King Street, Alexandria, VA 22314	$250,000.00	Public Charity	Support Engineers Week Programs Worldwide

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	493,241.	0.	493,241.
TOTAL TO FM 990-PF, PART I, LN 4	493,241.	0.	493,241.

FORM 990-PF		LEGAL FEES		STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	650.	650.	0.	0.
TO FM 990-PF, PG 1, LN 16A	650.	650.	0.	0.

FORM 990-PF		TAXES		STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX EXPENSE	5,240.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	5,240.	0.	0.	0.

FORM 990-PF		OTHER EXPENSES		STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSE	84,188.	84,188.	0.	0.
OTHER	1,948.	1,948.	0.	0.
TO FORM 990-PF, PG 1, LN 23	86,136.	86,136.	0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	10,511,120.	10,511,120.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,511,120.	10,511,120.

FORM 990-PF	CORPORATE BONDS	STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	9,604,367.	9,604,367.
TOTAL TO FORM 990-PF, PART II, LINE 10C	9,604,367.	9,604,367.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - OTHER	COST	3,113,755.	3,113,755.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,113,755.	3,113,755.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ADAMS, MICHAEL A. 50 BEALE STREET SAN FRANCISCO, CA 94105	DIRECTOR/SENIOR VICE-PRESIDENT 0.00	0.	0.	0.
BAILEY, MICHAEL C. 50 BEALE STREET SAN FRANCISCO, CA 94105	DIRECTOR/SENIOR VICE-PRESIDENT 0.00	0.	0.	0.
BECHTEL, RILEY P. 50 BEALE STREET SAN FRANCISCO, CA 94105	DIRECTOR/CHAIRMAN 0.00	0.	0.	0.
MACDONALD, JOHN A. 50 BEALE STREET SAN FRANCISCO, CA 94105	DIRECTOR/PRESIDENT 0.00	0.	0.	0.
WHEELESS, CHARLENE A. 50 BEALE STREET SAN FRANCISCO, CA 94105	DIRECTOR 0.00	0.	0.	0.
DESHONG, JOHN K. 50 BEALE STREET SAN FRANCISCO, CA 94105	PRINCIPAL VICE PRESIDENT AND TREASURER 0.00	0.	0.	0.
SPARKS, M. ANETTE 50 BEALE STREET SAN FRANCISCO, CA 94105	PRINCIPAL VICE PRESIDENT AND CONTROLLE 0.00	0.	0.	0.
QUAZZO, MARY W. 50 BEALE STREET SAN FRANCISCO, CA 94105	VICE PRESIDENT AND SECRETARY 0.00	0.	0.	0.
LANG, LEEANNE M. 50 BEALE STREET SAN FRANCISCO, CA 94105	ASSISTANT SECRETARY 0.00	0.	0.	0.
PERROU, ELDYNE S. 50 BEALE STREET SAN FRANCISCO, CA 94105	ASSISTANT SECRETARY 0.00	0.	0.	0.
SCHAFER, KIMBERLEY C. 50 BEALE STREET SAN FRANCISCO, CA 94105	ASSISTANT SECRETARY 0.00	0.	0.	0.

RESTIVO, PEGGY H. 50 BEALE STREET SAN FRANCISCO, CA 94105	ASSISTANT CONTROLLER 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 9
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BECHTEL GROUP FOUNDATION
50 BEALE STREET
SAN FRANCISCO, CA 94105

FORM AND CONTENT OF APPLICATIONS

WRITTEN SUBMISSIONS SHOULD INCLUDE PROOF OF IRS EXEMPTION AND OTHER DOCUMENTS.

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO RELIGIOUS, ENTERTAINMENT, OR LIMITED INTEREST GROUPS. FOCUS IS ON GIVING TO COMMUNITIES WORLDWIDE WITH BECHTEL OFFICES OR PROJECTS, AND ON MATHEMATICS, SCIENCES AND ENGINEERING.

Bechtel Group Foundation
Roster of Grants
Jan 2012 thru Dec 2012

Grant Recipient	Address	Amount	Status of Grant Recipient	Purpose of Grant
American Red Cross	2525 E Street, Washington, DC 20006	$42,063 28	Public Charity	Match Employee Gifts to Hurricane Sandy Campaign
University of California, Davis	1460 Drew Avenue, Suite 100, Davis, CA 95618	$10,000 00	Public Charity	Support Annual Fund
American Academy of Arts and Sciences	136 Irving Street, Cambridge, MA 02138	$10,000.00	Public Charity	Support Annual Fund
The Conservation Fund	1655 N. Fort Myer Drive, Suite 1300, Arlington, VA 22209	$10,000.00	Public Charity	Support Corporate Partners Program
Total Grants		**$2,083,063.28**		

BECHTEL GROUP FOUNDATION
MATCHING GIFTS
12/31/2012

Carson-Newman College	1,000 00
Geneva College	1,000 00
Harvey Mudd College	1,000 00
Harvey Mudd College	1,000 00
Massachusetts Institute of Technology	1,000 00
University of Arizona Fdn	1,000 00
University of Texas	1,000.00
Clarkson University 1	1,000.00
Elizabethtown College	1,000.00
Frederick Community College Foundation	1,000.00
Occidental College	1,000.00
Purdue University	1,000.00
Texas A&M University	1,000.00
Sam Houston State University	1,000.00
University of Houston Alumni Association	1,000.00
Univer.of Maryland College Prk Fdtn,Inc	1,000 00
University of Notre Dame	1,000 00
University of Notre Dame	1,000 00
University of Tennessee 3	1,000.00
University of Tennessee 3	1,000 00
United States Air Force Academy	1,000 00
Virginia Tech Foundation, Inc	1,000 00
Brigham Young University	1,000.00
Carnegie Mellon University	1,000.00
Pennsylvania State University	1,000 00
Robert Morris University	1,000.00
SCCC Foundation, Inc	1,000 00
Sienna College	1,000 00
Vassar College	1,000 00
Grove City College	1,000.00
Pennsylvania State University	1,000 00
Rensselaer Polytechnic Institute 1	1,000.00
Robert Morris University	1,000.00
Saint Vincent College	1,000.00
Swarthmore College	1,000.00
University of Pittsburgh	1,000 00
Washington and Lee University	1,000 00
Pennsylvania State University	1,000 00
Bucknell University	1,000 00
Clarkson University 1	1,000 00
Furman University	1,000 00
Humboldt State University	1,000.00
Knox College	1,000.00
Macalester College	1,000.00
Point Loma Nazarene University	1,000.00
Rice University	1,000 00
South Dakota School of Mines & Technology	1,000.00
University of Florida Ftdn , Inc.	1,000.00

University of Oklahoma	1,000.00
University of Texas - Houston	1,000.00
Michigan State University	1,000 00
Ohio State University	1,000 00
Pennsylvania State University	1,000 00
Rensselaer Polytechnic Institute 1	1,000 00
San Jose State University	1,000 00
Texas A&M University	1,000 00
U S Naval Academy	1,000 00
Washington State University	1,000 00
Wentworth Institute of Technology	1,000 00
The Citadel	1,000.00
Duke University	1,000.00
Robert Morris University	1,000 00
University of Cental Missouri	1,000 00
Worcester Polytechnic Institute	1,000 00
Shippensburg University	900.00
Virginia Tech Foundation, Inc	850.00
USMMA Alumni & Foundation, Inc	850.00
Harvey Mudd College	850.00
Rice University	750.00
Trine University	750.00
Grove City College	700 00
Webb Institute	650.00
Goucher College	625.00
Clarkson University 1	600 00
Union Graduate College	600 00
Webb Institute	550 00
Texas A&M University	510 00
Mount Holyoke College	500.00
Pennsylvania State University	500.00
Pennsylvania State University	500.00
South Dakota School of Mines & Technology	500.00
North Carolina State University	500.00
U C Berkeley	500 00
University of Houston	500.00
Vanderbilt University	500 00
Cal Poly State University - San Luis Obis	500 00
Georgia Tech Foundation	500 00
Hillsdale College	500 00
Idaho State University	500 00
Thiel College	500 00
Thunderbird School of Global Mgmt	500 00
Trine University	500.00
University Of Nevada	500.00
University of Delaware	500.00
University of Houston	500.00
Clemson University Foundation	500.00
The Cooper Union	500.00
Furman University	500.00
Saint Anselm College	500 00
Stanford University	500.00
Thomas More College	500 00

University of Houston	500 00
University of Pennsylvania	500.00
Association of Graudates of the USMA	500 00
University of Tennessee 3	500 00
USMMA Alumni & Foundation, Inc	500 00
Brazosport College	500 00
Frederick Community College Foundation	500 00
Pennsylvania State University	500 00
Thomas Edison State College Fnd	500 00
University of Arizona Fdn	500 00
Univer of Maryland College Prk Fdtn,Inc	500 00
University of Washington Foundation	500 00
University of Wisconsin 1	500 00
U S Military Academy	500.00
Saint Mary's College 1	500 00
Saint Joseph's University	475.00
College of William & Mary	400.00
Oregon State University	400.00
Massachusetts Institute of Technology	400 00
Binghamton University Foundation	400 00
Union College	400.00
Wells College	400 00
Binghamton University Foundation	400 00
Columbia University 1	350.00
Yale University	350 00
Rensselaer Polytechnic Institute 1	350.00
Clemson University	350.00
Massachusetts Institute of Technology	350.00
Thiel College	350.00
Ave Maria University, Inc	330.00
Franciscan University of Steubenville	330.00
Hillsdale College	330.00
Bucknell University	300.00
North Dakota State Univ Dev Fndn	300.00
Pennsylvania State University	300.00
Rensselaer Polytechnic Institute 1	300.00
University of Rhode Island	300.00
Indiana Institute of Technology	300 00
University of Houston	300 00
University of Vermont	300 00
Virginia Tech Foundation, Inc	300 00
Grove City College	300 00
The Cooper Union	300 00
Michigan Tech Fund	300 00
Missouri University of Science & Technolo	300 00
Webb Institute	300 00
Webb Institute	300 00
George Washington University	300.00
Humboldt State University	300.00
Pennsylvania State University	300.00
South Dakota State University	300.00
Texas Tech Foundation, Inc	300.00
Texas A&M University	300.00

Villanova University	300 00
University of Texas	255 00
Le Tourneau University	253.00
Cal Poly State University - San Luis Obis	250 00
Catholic University of America	250 00
Texas Tech Foundation, Inc	250 00
Texas Tech Foundation, Inc	250 00
U S Naval Academy	250 00
Albion College	250.00
Embry-Riddle Aeronautical Univ	250.00
Idaho State University	250.00
Michigan Tech Fund	250.00
Occidental College	250.00
Purdue University	250.00
Rice University	250.00
University of Illinois Foundation	250.00
University of Michigan 1	250.00
Truman State University Foundation	250.00
University of Idaho	250.00
Carnegie Mellon University	250 00
Carnegie Mellon University	250 00
Furman University	250 00
Le Tourneau University	250.00
Pennsylvania State University	250 00
U S Merchant Marine Academy	250 00
University of Wisconsin Foundation	250 00
Duquesne University 1	250 00
Pennsylvania State University	250.00
Saint Mary's College 1	250 00
Bowling Green State University Fdtn Inc	250.00
Bucknell University	250.00
Clarkson University 1	250.00
Clarkson University 1	250.00
Clarkson University 1	250.00
Golden Gate University	250 00
Harvard University	250 00
Kalamazoo College	250 00
Kalamazoo College	250 00
Kenyon College	250 00
University of Notre Dame	250 00
Washington State University Fdtn	250 00
West Virginia University	250 00
Union College	250.00
West Virginia University	250.00
University of Tennessee 3	250.00
Kansas State University	250.00
Los Medanos College	250.00
Los Medanos College	250.00
San Diego State University	250.00
St Ambrose University	250.00
Texas Tech Foundation, Inc	250 00
Robert Morris University	250.00
University of Alabama	232 00

Association of Graudates of the USMA	225 00
Christendom Education Corporation	220 00
Queens College	200.00
Saint Joseph's University	200 00
University of Texas	200.00
University of Washington Foundation	200 00
Cal Poly State University - San Luis Obis	200 00
Gettysburg College	200 00
Michigan Tech Fund	200 00
Southern Illinois University	200.00
University of Florida Ftdn , Inc	200 00
Virginia Tech Foundation, Inc	200.00
Le Tourneau University	200.00
Pennsylvania State University	200 00
Pennsylvania State University	200 00
Union Graduate College	200.00
Pennsylvania State University	200 00
Canisius College	200.00
Harvard University	200 00
Michigan State University	200 00
University of Arizona Fdn	200 00
University of Houston	200.00
University of Houston	200 00
University of Houston	200 00
University of Idaho Foundation, Inc	200 00
University of Washington Foundation	200 00
Hawaii Pacific University	200 00
University of Notre Dame	200 00
Univer of Maryland College Prk Fdtn,Inc	200.00
University of Washington Foundation	200.00
University of Washington Foundation	200.00
University of Washington Foundation	200 00
Clarkson University 1	200 00
Pennsylvania State University	200.00
University of Pittsburgh	200.00
University of Utah 1	200 00
Catholic University of America	150.00
South Dakota School of Mines & Technology	150.00
University of Delaware	150.00
Cal Poly Pomona	150.00
Montgomery Community College Foundation	150.00
Northwestern University	150.00
Stanford University	150.00
University of Dayton	150.00
University of Houston	150.00
University of Idaho Foundation, Inc.	150.00
University of Massachusetts	150 00
Wellesley College	150 00
Cleveland Clinic Foundation	150.00
Rensselaer Polytechnic Institute 1	150 00
University of Minnesota Foundation	150 00
University of Wisconsin - Superior	150.00
Carnegie Mellon University	150 00

Carnegie Mellon University	150 00
Carnegie Mellon University	150 00
Clarkson University 1	150.00
Genesco Foundation, Inc.	150 00
Michigan Tech Fund	150.00
Rensselaer Polytechnic Institute 1	150.00
Lehigh University	150 00
Purdue University	150 00
Univer of Maryland College Prk Fdtn,Inc	150 00
University of Washington Foundation	150.00
Webb Institute	150 00
University of Florida Ftdn , Inc	150 00
Washington State University Fdtn	150.00
Michigan Tech Fund	150.00
Pennsylvania State University	150.00
Rochester Institute of Technology	150.00
Rochester Institute of Technology	150.00
University of New Hampshire	150 00
University of Wisconsin	150 00
Texas A&M University	135 00
Texas A&M University	135 00
University of Texas - Austin	128 00
Univer of Maryland College Prk Fdtn,Inc	125 00
Texas A&M University	125.00
College of Saint Rose	125.00
Geneva College	125.00
University of New Hampshire	125.00
University of Rochester	125.00
Michigan Tech Fund	125.00
University of Idaho Foundation, Inc	125 00
Bucknell University	125 00
Bucknell University	125.00
Geneva College	125.00
West Virginia University	125.00
Washington State University Fdtn	122.00
University of Florida Ftdn , Inc	120.00
Rensselaer Polytechnic Institute 1	113.97
Rensselaer Polytechnic Institute 1	113 97
University of Idaho Foundation, Inc	110 00
Michigan Tech Fund	105 00
Carnegie Mellon University	101 00
Howard Community College	100.00
Iowa State University	100.00
North Carolina State University	100 00
Pepperdine University	100 00
Texas A&M University	100 00
Capital University	100.00
Univer of Maryland College Prk Fdtn,Inc	100 00
University of Massachusetts	100.00
University of New Mexico Foundation	100.00
University of Southern California	100.00
University of Southern California	100.00
Ursinus College	100.00

Virginia Tech Foundation, Inc	100 00
Clemson University Foundation	100.00
Michigan State University	100.00
Purdue University	100.00
St Mary's University	100.00
Stevens Institute of Technology	100.00
Texas A&M University	100 00
Texas A&M University - Kingsville	100 00
Trinity University	100 00
University of Alabama	100.00
University of Idaho Foundation, Inc	100.00
U S Naval Academy	100.00
University Of Nevada	100 00
Washington State University Fdtn	100.00
Alfred University	100 00
Bucknell University	100 00
Clarkson University 1	100 00
Duke University	100.00
Empire State College	100.00
Binghamton University Foundation	100.00
Georgia Tech Foundation	100 00
Georgia Tech Foundation	100.00
Indiana University	100 00
Lycoming College	100.00
Marist College	100.00
Massachusetts Institute of Technology	100.00
Pennsylvania State University	100 00
Rensselaer Polytechnic Institute 1	100 00
Rensselaer Polytechnic Institute 1	100 00
Rensselaer Polytechnic Institute 1	100.00
Texas A&M University	100.00
Union College	100 00
U S Merchant Marine Academy	100.00
University of Nebraska Foundation	100 00
University of Pittsburgh	100 00
University of Southern California	100.00
University of Wisconsin Foundation	100.00
West Virginia University	100 00
West Virginia University	100 00
Wichita State University Foundation	100 00
Carnegie Mellon University	100.00
Clarkson University 1	100.00
Concordia College	100.00
Drexel University	100 00
Fordham University	100 00
Iowa State University	100.00
Iowa State University	100.00
LeMoyne College	100 00
Molloy College	100 00
Ohio Northern University	100 00
Pennsylvania State University	100 00
Polytechnic University	100 00
Princeton University	100.00

Sienna College	100 00
University of Albany	100 00
University of Pennsylvania	100.00
University of Utah 1	100.00
USMMA Alumni Foundation Inc 1	100.00
Western New England University	100 00
California State University - East Bay	100 00
Edgewood College	100 00
Georgia Tech Foundation	100 00
Iowa State University	100 00
McDaniel College	100 00
Radford University Foundation, Inc	100 00
Stevens Institute of Technology	100.00
Texas A&M University	100.00
University of Arizona Fdn	100.00
University of Arizona Fdn	100.00
U C Berkeley	100.00
U C Santa Barbara	100.00
University of Florida Ftdn , Inc	100.00
University of Houston	100.00
University of Houston	100.00
University of Houston	100 00
University of Houston	100 00
University of Houston	100.00
University of Idaho Foundation, Inc	100.00
Univer of Maryland College Prk Fdtn,Inc	100.00
University of Texas - Austin	100.00
University of Wisconsin Foundation	100.00
Union Graduate College	100.00
University of Notre Dame	100.00
Skidmore College	100 00
University of Pittsburgh	100 00
Kansas State University	100.00
Emerson College	100 00
Cornell University	100 00
University of Pittsburgh	100.00
Utah Valley University	100.00
Rutgers University	100.00
North Carolina State University	100.00
BYU - Idaho	100 00
Grove City College	100 00
West Virginia University	100 00
West Virginia University	100 00
U C Santa Barbara	100 00
Utah State University	100.00
Lehigh University	100.00
Pennsylvania State University	100.00
USMMA Alumni & Foundation, Inc	100.00
Denison University	100.00
Georgia Tech Foundation	100 00
Indiana University of Pennsylvania	100 00
Michigan State University	100.00
Michigan State University	100.00

Michigan Tech Fund	100 00
Montana State University	100 00
Notre Dame of Maryland University	100.00
Pennsylvania State University	100 00
Rice University	100 00
SouthWestern University	100 00
Stevens Institute of Technology	100.00
Trinity University	100 00
U C Santa Cruz	100 00
University of Houston	100 00
University of Michigan 1	100 00
University of Washington Foundation	100 00
Ursinus College	100 00
Arizona State University Foundation	100.00
Grove City College	100.00
Grove City College	100.00
Iowa State University	100 00
Medical University of South Carolina Fnd	100.00
Michigan Tech Fund	100 00
Pennsylvania State University	100 00
Potsdam College Foundation, Inc	100 00
Rensselaer Polytechnic Institute 1	100 00
Texas A&M University	100.00
Union College	100.00
Union College	100 00
University of Cincinnati	100 00
University of Cincinnati	100 00
University of Pennsylvania	100 00
University of Pittsburgh	100.00
University of Utah 1	100.00
University of Utah 1	100 00
Villanova University	100 00
Susquehanna University	75 00
Duplicate check	-100 00
	148,944.00

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. BECHTEL GROUP FOUNDATION	Employer identification number (EIN) or 94-6078120
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 50 BEALE STREET, C/O TAX DEPARTMENT	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94105-1813	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ TOM L. SERAME

Telephone No. ▶ 415-768-3370 FAX No. ▶ 415-768-5004

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . ▶ ☐ . If it is for part of the group, check this box . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15 , 20 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year 20 12 or
▶ ☐ tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 14,500
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 5,000
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 9,500.00

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☐

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . ☐

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ ____________________

Telephone No. ▶ ____________________ FAX No. ▶ ____________________

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until ____________________ , 20 ____ .

5 For calendar year _____ , or other tax year beginning ____________ , 20 ____ , and ending ____________ , 20 ____ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ____________________

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ [signature] PEGGY H. RESTIVO Title ▶ ASSISTANT CONTROLLER Date ▶ 5/13/13

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☐
• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	BECHTEL GROUP FOUNDATION	94-6078120
	Number, street, and room or suite no. If a P.O. box, see instructions. 50 BEALE STREET, C/O TAX DEPARTMENT	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94105-1813	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ TOM L. SERAME

Telephone No. ▶ 415-768-3370 FAX No. ▶ 415-768-5004

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until ______, 20 ___ , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☐ calendar year 20 ___ or
▶ ☐ tax year beginning ______, 20 ___, and ending ______, 20 ___.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☐

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

		Enter filer's identifying number, see instructions
Type or print	Name of exempt organization or other filer, see instructions. BECHTEL GROUP FOUNDATION	Employer identification number (EIN) or 94-6078120
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 50 BEALE STREET, C/O TAX DEPARTMENT	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94105-1813	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ TOM L. SERAME

Telephone No. ▶ 415-768-3370 FAX No. ▶ 415-768-5004

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER, 15 , 20 13 .

5 For calendar year 2012 or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO PREPARE AN ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 14,500
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 14,500
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.00

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Peggy Hefestro PEGGY H. RESTIVO Assistant Controller (Authorized Officer) Title ▶ ASSISTANT CONTROLLER Date ▶ 8-2-2013