

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

2010

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 2010, or tax year beginning _____, **and ending** _____

G Check all that apply: Initial return Amended return Initial return of a former public charity Address change Final return Name change

Name of foundation STEPHEN BECHTEL FUND		A Employer identification number 20-8680679
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 193809	Room/suite	B Telephone number 415-284-8568
City or town, state, and ZIP code SAN FRANCISCO, CA 94119-3809		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,552,274.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				N/A	
1	Contributions, gifts, grants, etc., received	30,000,000.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	171.	171.		STATEMENT 1
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)		0.		
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)				
11	Other income				
12	Total. Add lines 1 through 11	30,000,171.	171.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	149,200.	0.		149,200.
14	Other employee salaries and wages	553,394.	0.		553,394.
15	Pension plans, employee benefits	68,734.	0.		68,734.
16a	Legal fees STMT 2	53,332.	0.		53,332.
b	Accounting fees STMT 3	21,450.	0.		21,450.
c	Other professional fees STMT 4	110,469.	0.		110,469.
17	Interest				
18	Taxes STMT 5	3.	0.		0.
19	Depreciation and depletion				
20	Occupancy	69,925.	0.		69,925.
21	Travel, conferences, and meetings	10,043.	0.		10,043.
22	Printing and publications				
23	Other expenses STMT 6	47,149.	0.		47,149.
24	Total operating and administrative expenses. Add lines 13 through 23	1,083,699.	0.		1,083,696.
25	Contributions, gifts, grants paid See Stmt A *	22,488,075.			22,488,075.
26	Total expenses and disbursements. Add lines 24 and 25	23,571,774.	0.		23,571,771.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	6,428,397.			
b	Net investment income (if negative, enter -0-)		171.		
c	Adjusted net income (if negative, enter -0-)			N/A	

* See Statement C regarding Conduit Private Foundation Elections

** See Statement E regarding calculation for status as a Conduit Private Foundation for 2010

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,123,489.	10,546,227.	10,546,227.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 48.			
	Less: allowance for doubtful accounts ▶	701.	48.	48.
	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	367.	5,999.	5,999.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	4,124,557.	10,552,274.	10,552,274.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
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)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	4,124,557.	10,552,274.		
30 Total net assets or fund balances	4,124,557.	10,552,274.		
31 Total liabilities and net assets/fund balances	4,124,557.	10,552,274.		

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	4,124,557.
2 Enter amount from Part I, line 27a	2	6,428,397.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,552,954.
5 Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	680.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,552,274.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	NONE			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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	
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	15,704,894.	702,339.	22.360846
2008	12,589,711.	364,755.	34.515527
2007	0.	98,500.	.000000
2006			
2005			

2	Total of line 1, column (d)	2	56.876373
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	18.958791
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,387,990.
5	Multiply line 4 by line 3	5	26,314,612.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2.
7	Add lines 5 and 6	7	26,314,614.
8	Enter qualifying distributions from Part XII, line 4	8	23,571,771.

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits/payments. Total tax due is 364.00, with 364.00 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, 'Yes', and 'No'. Includes questions about political campaigns, expenditures, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of CFO/SECRETARY Telephone no. 415-284-8570
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
16 At any time during calendar year 2010, 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?

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.
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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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 page 22 of the instructions)?
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 2010?
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?
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?
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?
b If "Yes," did it have excess business holdings in 2010 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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2010?

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)? Yes No **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? Yes No **N/A**

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? Yes No 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? Yes No **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 7		149,200.	19,076.	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
SUSAN M. HARVEY - P.O. BOX 193809, SAN FRANCISCO, CA 941193809	PROGRAM DIRECTOR 14.00	57,687.	18,348.	0.
ALLISON H. TURNER - P.O. BOX 193809, SAN FRANCISCO, CA 941193809	PROGRAM OFFICER 18.00	57,150.	11,192.	0.
JOYA BANERJEE - P.O. BOX 193809, SAN FRANCISCO, CA 941193809	PROGRAM OFFICER 20.00	59,750.	7,865.	0.

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	
3 All other program-related investments. See instructions.	
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	0.
b	Average of monthly cash balances	1b	1,409,127.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,409,127.
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	1,409,127.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,137.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,387,990.
6	Minimum investment return. Enter 5% of line 5	6	69,400.

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	69,400.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	69,397.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	69,397.
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	69,397.

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	23,571,771.
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	23,571,771.
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	23,571,771.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				69,397.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 23,571,771.				
a Applied to 2009, 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)	4,162,400. (1)			
d Applied to 2010 distributable amount				69,397.
e Remaining amount distributed out of corpus	19,339,974.			
5 Excess distributions carryover applied to 2010 (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	23,502,374.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	23,502,374. (2)			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

023581 12-07-10 (1) See Statement D regarding 2009 Conduit Private Foundation elections made on the Fund's 2009 filed 990-PF Form 990-PF (2010)
 (2) See Statement E regarding calculation for status as a Conduit Private Foundation for 2010
 (3) See Statement C regarding 2010 Conduit Private Foundation elections

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
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 the 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).)

S.D. BECHTEL, JR.

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

NONE

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

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

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 <i>Paid during the year</i> SEE STATEMENT A				22,488,075.
Total ▶ 3a				22,488,075.
b <i>Approved for future payment</i>				
Total SEE STATEMENT 8 ▶ 3b				15,000,000.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2010

Name of the organization

STEPHEN BECHTEL FUND

Employer identification number

20-8680679

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, aggregate 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 aggregate 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 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization STEPHEN BECHTEL FUND	Employer identification number 20-8680679
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	STEPHEN D. BECHTEL JR. P.O. BOX 193809 SAN FRANCISCO, CA 941193809	\$ 30,000,000*	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

* The Fund did not provide any goods or services in consideration for any property contributed as described on Schedule B

STEPHEN BECHTEL FUND
2010 TAX YEAR

STATEMENT A
20-8680679

Grants Paid from Jan 1, 2010 - December 31, 2010

<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Tax Status</u>	<u>Program Area</u>	<u>Type of Support</u>	<u>Payment Date</u>	<u>Grant Amount</u>
Boy Scouts of America, San Francisco Bay Area Council	1001 Davis Street San Leandro, CA 94577-1514	501c(3)	Character/Citizenship Development	Capital	4/30/2010	500,000
Boy Scouts of America, San Francisco Bay Area Council	1001 Davis Street San Leandro, CA 94577-1514	501c(3)	Character/Citizenship Development	Capital	12/17/2010	500,000
Boy Scouts of America, San Francisco Bay Area Council	1001 Davis Street San Leandro, CA 94577-1514	501c(3)	Character/Citizenship Development	Capital	12/17/2010	500,000
American Enterprise Institute for Public Policy Research	1150 Seventeenth Street, N. W. Washington, DC 20036	501c(3)	Character/Citizenship Development	Program	12/17/2010	650,000
Board of Trustees of Leland Stanford Junior University	Arrillaga Family Sports Center Stanford University Stanford, CA 94305-6150	501c(3)	Character/Citizenship Development	Program	4/2/2010	5,000
Boy Scouts of America, San Francisco Bay Area Council	1001 Davis Street San Leandro, CA 94577-1514	501c(3)	Character/Citizenship Development	Program	6/4/2010	1,000
Boy Scouts of America, San Francisco Bay Area Council	1001 Davis Street San Leandro, CA 94577-1514	501c(3)	Character/Citizenship Development	Program	7/16/2010	200,000
Boy Scouts of America, San Francisco Bay Area Council	1001 Davis Street San Leandro, CA 94577-1514	501c(3)	Character/Citizenship Development	Program	9/3/2010	50,000
Civic Ventures	114 Sansome Street, Suite 850 San Francisco, CA 94104	501c(3)	Character/Citizenship Development	Program	7/23/2010	50,000
Community Initiatives	354 Pine Street, Suite 700 San Francisco, CA 94104	501c(3)	Character/Citizenship Development	Program	6/18/2010	27,800
Contra Costa College Memorial Scholarship Foundation	2600 Mission Bell Drive San Pablo, CA 94806	501c(3)	Character/Citizenship Development	Program	1/29/2010	3,000
Developmental Studies Center	2000 Embarcadero, Suite 305 Oakland, CA 94606-5300	501c(3)	Character/Citizenship Development	Program	10/1/2010	200,000
Oakland Small Schools Foundation	P.O. Box 20238 Oakland, CA 94620-0238	501c(3)	Character/Citizenship Development	Program	8/27/2010	8,500
Regents of the University of California	102 California Hall Berkeley, CA 94720-1508	501c(3)	Character/Citizenship Development	Program	10/15/2010	10,000
RYSE Inc.	205 41st Street Richmond, CA 94805	501c(3)	Character/Citizenship Development	Program	6/11/2010	50,000
San Francisco Police Activities League	350 Amber Drive San Francisco, CA 94131-1698	501c(3)	Character/Citizenship Development	Program	12/3/2010	5,000
National Disaster Search Dog Foundation Inc.	501 East Ojai Avenue Ojai, CA 93023	501c(3)	Civic	Capital	10/1/2010	200,000
National Disaster Search Dog Foundation Inc.	501 East Ojai Avenue Ojai, CA 93023	501c(3)	Civic	Capital	12/17/2010	200,000
National Disaster Search Dog Foundation Inc.	501 East Ojai Avenue Ojai, CA 93023	501c(3)	Civic	Capital	7/23/2010	100,000
Public Policy Institute of California	500 Washington Street Suite 600 San Francisco, CA 94111	501c(3) 501c(3)	Civic	Capital	3/8/2010	500,000
Public Policy Institute of California	500 Washington Street Suite 600 San Francisco, CA 94111	501c(3) 501c(3)	Civic	Capital	3/9/2010	500,000
Graduate Theological Union	2400 Ridge Road Berkeley, CA 94709	501c(3)	Civic	Endowment	5/7/2010	50,000
United Religions	P.O. Box 29242 San Francisco, CA 94129	501c(3)	Civic	Endowment	5/7/2010	50,000
Center for Competitive Politics	124 West Street S., Ste 201 Alexandria, VA 22314	501c(3)	Civic	Program	12/3/2010	1,000
Mercatus Center Inc.	3301 North Fairfax Drive, Suite 450 Arlington, VA 22201	501c(3)	Civic	Program	8/20/2010	200,000
National Disaster Search Dog Foundation Inc.	501 East Ojai Avenue Ojai, CA 93023	501c(3)	Civic	Program	10/1/2010	25,000
Piedmont Community Church	400 Highland Avenue Piedmont, CA 94611	501c(3)	Civic	Program	8/27/2010	25,000
Piedmont Community Church	400 Highland Avenue Piedmont, CA 94611	501c(3)	Civic	Program	8/27/2010	25,000

STEPHEN BECHTEL FUND
2010 TAX YEAR

STATEMENT A
20-8680679

Grants Paid from Jan 1, 2010 - December 31, 2010

<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Tax Status</u>	<u>Program Area</u>	<u>Type of Support</u>	<u>Payment Date</u>	<u>Grant Amount</u>
Piedmont Community Church	400 Highland Avenue Piedmont, CA 94611	501c(3)	Civic	Program	12/3/2010	25,000
Public Policy Institute of California	500 Washington Street Suite 600 San Francisco, CA 94111	501c(3) 501c(3)	Civic	Program	12/1/2010	55,000
Seeds of Peace	370 Lexington Avenue, Suite 401 New York, NY 10017	501c(3)	Civic	Program	4/30/2010	25,000
The Bay Area News Project	126 Post Street, 5th Floor San Francisco, CA 94108	501c(3)	Civic	Program	6/18/2010	125,000
The Board of Trustees of Leland Stanford Junior University	Stanford University Stanford, CA 94305-6010	501c(3)	Civic	Program	3/8/2010	600,000
The Board of Trustees of Leland Stanford Junior University	Stanford University Stanford, CA 94305-6010	501c(3)	Civic	Program	12/17/2010	600,000
The Board of Trustees of Leland Stanford Junior University	579 Serra Mall at Galvez Street Stanford, CA 94305-6015	501c(3)	Civic	Program	12/1/2010	10,000
The California Museum of History, Women and The Arts	1020 O Street Sacramento, CA 95814	501c(3)	Civic	Program	10/22/2010	50,000
U. S. Civilian Research & Development Foundation	1530 Wilson Blvd., Suite 300 Arlington, VA 22209	501c(3)	Civic	Program	10/1/2010	5,000
United Religions	P.O. Box 29242 San Francisco, CA 94129	501c(3)	Civic	Program	7/16/2010	100,000
Water Education Foundation	717 K Street, Suite 317 Sacramento, CA 95814	501c(3)	Civic	Program	6/11/2010	25,000
Comfort for America's Uniformed Services	6315 Bren Mar Drive, Suite 175 Alexandria, VA 22312	501c(3)	Civic	Underwrite Benefit	7/16/2010	15,000
The Commonwealth Club of California	595 Market Street, 2nd Floor San Francisco, CA 94105	501c(3)	Civic	Underwrite Benefit	1/15/2010	50,000
Woodrow Wilson International Center for Scholars	Washington, D.C.	501c(3)	Civic	Underwrite Benefit	5/14/2010	10,000
Monterey Museum of Art	559 Pacific Street Monterey, CA 93940	501c(3)	Cultural	Program	12/1/2010	20,000
Schola Cantorum, Inc.	2218 Old Middlefield Way, Suite G Mountain View, CA 94043	501c(3)	Cultural	Underwrite Benefit	5/28/2010	1,000
Nature Conservancy, Inc.	559 East South Temple Salt Lake City, UT 84102	501c(3)	Environment	Capital	10/1/2010	50,000
American Rivers Inc.	1101 14th Street, NW Suite 1400 Washington, DC 20005	501c(3)	Environment	Program	9/17/2010	250,000
Big Sur Land Trust	P. O. Box 221864 Carmel, CA 93922	501c(3)	Environment	Program	12/17/2010	100,000
California Rangeland Trust	1225 H Street Sacramento, CA 95814-1910	501c(3)	Environment	Program	8/6/2010	75,000
California Waterfowl Association	4630 Northgate Blvd, Suite 150 Sacramento, CA 95834	501c(3)	Environment	Program	11/23/2010	10,000
Carpe Diem West	325 Pine Street Sausalito, CA 94965	501c(3)	Environment	Program	2/12/2010	10,000
Carpe Diem West	325 Pine Street Sausalito, CA 94965	501c(3)	Environment	Program	8/27/2010	44,275
District Ten Wild Duck Eggs	9512 Mathews Lane Marysville, CA 95901	501c(3)	Environment	Program	10/15/2010	1,500
Ducks Unlimited, Inc.	NATIONAL HEADQUARTERS One Waterfowl Way Memphis, TN 38120-2351	501c(3)	Environment	Program	10/29/2010	1,000
Friends of Bear River Refuge	c/o Jon J. Bunderson 45 North 100 East Brigham City, Utah 84302	501c(3)	Environment	Program	12/1/2010	10,000
National Audubon Society	225 Varick Street 7th floor New York, NY 10014	501c(3)	Environment	Program	4/9/2010	2,500

STEPHEN BECHTEL FUND
2010 TAX YEAR

STATEMENT A
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National Audubon Society, Inc.	4225 Hollis St. Emeryville, CA 94608	501c(3)	Environment	Program	7/30/2010	119,000
National Parks Conservation Association	777 Sixth Street NW, Suite 700 Washington, DC 20001	501c(3)	Environment	Program	12/17/2010	100,000
National Wildlife Refuge Association	1250 Connecticut Ave., NW Suite 600 Washington, DC 20036	501c(3)	Environment	Program	12/10/2010	25,000
Pacific Institute for Studies in Development, Environment and Security	654 13th Street Oakland, CA 94612	501c(3)	Environment	Program	10/8/2010	250,000
Point Reyes Bird Observatory	3820 Cypress Drive #11 Petaluma, CA 94954	501c(3)	Environment	Program	7/16/2010	89,000
Resources for the Future, Inc.	1616 P Street, NW Washington, DC 20036	501c(3)	Environment	Program	8/27/2010	50,000
The Nature Conservancy	201 Mission Street, 4th Floor San Francisco, CA 94105	501c(3)	Environment	Program	7/30/2010	120,000
Theodore Roosevelt Conservation Partnership Inc.	1660 L Street NW, Suite 208 Washington, DC 20036	501c(3)	Environment	Program	10/15/2010	25,000
Trout Unlimited	2239 5th street Berkeley, CA 94710	501c(3)	Environment	Program	6/25/2010	25,000
Trustees of The Smith College	76 Elm Street Northampton, MA 01063	501c(3)	Environment	Program	9/24/2010	100,000
UC Davis Foundation	Watershed Sciences Building, 1st Floor One Shields Avenue Davis, CA 95616	501c(3)	Environment\Other	Program	4/9/2010	500,000
UC Davis Foundation	Watershed Sciences Building, 1st Floor One Shields Avenue Davis, CA 95616	501c(3)	Environment\Other	Program	12/17/2010	500,000
United States Sportsmen's Alliance Foundation	801 Kingsmill Parkway Columbus, Ohio 43229-1137	501c(3)	Environment	Program	10/1/2010	15,000
Water Education Foundation	717 K Street, Suite 317 Sacramento, CA 95814	501c(3)	Environment	Program	7/30/2010	25,000
Western Rivers Conservancy	71 SW Oak Street Suite 100 Portland, OR 97204	501c(3)	Environment	Program	10/15/2010	50,000
California Polytechnic State University Foundation	1 Grand Avenue San Luis Obispo, CA 93407	501c(3)	General Education	Endowment	4/30/2010	50,000
Eastside College Preparatory School, Inc.	1041 Myrtle Street East Palo Alto, CA 94303	501c(3)	General Education	Program	5/21/2010	60,000
Marines' Memorial Association	c/o the Marines' Memorial Club 609 Sutter Street San Francisco, CA 94102	501c(3)	General Education	Program	7/23/2010	25,000
Oakland Military Institute	c/o VentureSpark 2269 Chestnut St., Suite 500 San Francisco, CA 94123	501c(3)	General Education	Program	1/29/2010	5,000
Oakland Small Schools Foundation	P.O. Box 20238 Oakland, CA 94620-0238	501c(3)	General Education	Program	7/30/2010	150,000
Regents of the University of Californai	2449 Bancroft Way #4200 Berkeley, CA 94720-4200	501c(3)	General Education	Program	7/16/2010	10,000
Regents of the University of California	545 Student Services, #1900 Berkeley, CA 94720-1900	501c(3)	General Education	Program	9/10/2010	20,000
Santa Catalina School	1500 Mark Thomas Drive Monterey, CA 93940-5291	501c(3)	General Education	Program	5/28/2010	100,000
Santa Catalina School	1500 Mark Thomas Drive Monterey, CA 93940-5291	501c(3)	General Education	Program	6/25/2010	10,000
Santa Catalina School	1500 Mark Thomas Drive Monterey, CA 93940-5291	501c(3)	General Education	Program	12/3/2010	40,000
Scripps College	1020 Columbia Avenue Claremont, CA 91711-3905	501c(3)	General Education	Program	12/1/2010	50,000

STEPHEN BECHTEL FUND
2010 TAX YEAR

STATEMENT A
20-8680679

Grants Paid from Jan 1, 2010 - December 31, 2010

<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Tax Status</u>	<u>Program Area</u>	<u>Type of Support</u>	<u>Payment Date</u>	<u>Grant Amount</u>
The Board of Trustees of Leland Stanford Junior University	The President's Fund 301 Encina Hall Stanford, CA 94305-6076	501c(3)	General Education	Program	6/25/2010	25,000
Whitman College Board of Trustees	345 Boyer Avenue Walla Walla, WA 99362	501c(3)	General Education	Program	8/27/2010	5,000
Year Up Inc.	210 Spear Street San Francisco, CA 94105	501c(3)	General Education	Program	5/21/2010	40,000
Children's Hospital and Research Center at Oakland	747 Fifty Second Street Oakland, CA 94609-1809	501c(3)	Health	Capital	3/8/2010	700,000
Children's Hospital and Research Center at Oakland	747 Fifty Second Street Oakland, CA 94609-1809	501c(3)	Health	Capital	3/8/2010	700,000
Children's Hospital and Research Center at Oakland	747 Fifty Second Street Oakland, CA 94609-1809	501c(3)	Health	Capital	3/8/2010	700,000
Huckleberry Youth Programs, Inc.	3310 Geary Blvd San Francisco, CA 94118	501c(3)	Health	Capital	7/23/2010	50,000
Northern California Congregational Retirement Homes, Inc.	Carmel Valley Manor 8545 Carmel Valley Road Carmel, CA 93923-9556	501c(3)	Health	Capital	7/16/2010	100,000
Samaritan House	4031 Pacific Boulevard San Mateo, CA 94403	501c(3)	Health	Capital	11/12/2010	50,000
University of California San Francisco Foundation	220 Montgomery Street, 5th Floor San Francisco, CA 94104	501c(3)	Health	Endowment	3/8/2010	125,000
University of California San Francisco Foundation	220 Montgomery Street, 5th Floor San Francisco, CA 94104	501c(3)	Health	Endowment	3/8/2010	125,000
University of California San Francisco Foundation	220 Montgomery Street, 5th Floor San Francisco, CA 94104	501c(3)	Health	Endowment	3/8/2010	125,000
Alzheimer's Disease and Related Disorders Association	1060 La Avenida Street Mountain View, CA 94043-1422	501c(3)	Health	Program	10/29/2010	150,000
American Diabetes Association	P.O. Box 11454 Alexandria, VA 22312	501c(3)	Health	Program	9/3/2010	500
Board of Trustees for the University of Alabama	1719 6th Avenue South CIRC 516 Birmingham, AL 35294	501c(3)	Health	Program	7/30/2010	100,000
Buck Institute for Age Research	8001 Redwood Blvd. Novato, CA 94945	501c(3)	Health/Research	Program	11/5/2010	150,000
California Pacific Medical Center Foundation	P.O. Box 7999 San Francisco, CA 94120-7999	501c(3)	Health	Program	12/3/2010	25,000
Children's Hospital and Research Center at Oakland	747 Fifty Second Street Oakland, CA 94609-1809	501c(3)	Health	Program	6/4/2010	150,000
J. David Gladstone Institutes	1650 Owens Street San Francisco, CA 94158	501c(3)	Health/Research	Program	11/19/2010	150,000
J. David Gladstone Institutes	1650 Owens Street San Francisco, CA 94158	501c(3)	Health	Program	10/15/2010	125,000
J. David Gladstone Institutes	1650 Owens Street San Francisco, CA 94158	501c(3)	Health	Program	12/17/2010	125,000
J. David Gladstone Institutes	1650 Owens Street San Francisco, CA 94158	501c(3)	Health	Program	12/17/2010	125,000
Northern California Congregational Retirement Homes, Inc.	Carmel Valley Manor 8545 Carmel Valley Road Carmel, CA 93923-9556	501c(3)	Health	Program	12/1/2010	40,000
Oakland Unified School District	1025 Second Avenue Oakland, CA 94606	501c(3)	Health	Program	7/16/2010	40,000
Public Health Institute	555 12th Street, 10th Floor Oakland, CA 94607-4046	501c(3)	Health	Program	1/29/2010	5,000
San Francisco Breastfeeding Promotion Coalition	527 Baker Street San Francisco, CA 94117	501c(3)	Health	Program	2/5/2010	3,000

STEPHEN BECHTEL FUND
2010 TAX YEAR

STATEMENT A
20-8680679

Grants Paid from Jan 1, 2010 - December 31, 2010

<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Tax Status</u>	<u>Program Area</u>	<u>Type of Support</u>	<u>Payment Date</u>	<u>Grant Amount</u>
The Board of Trustees of Leland Stanford Junior University	Encina Hall, East Wing - 5th Floor 616 Serra Street Stanford, CA 94305	501c(3)	Health	Program	2/26/2010	50,000
The Board of Trustees of Leland Stanford Junior University	Encina Hall, East Wing - 5th Floor 616 Serra Street Stanford, CA 94305	501c(3)	Health	Program	12/1/2010	75,000
The Susan G. Komen Breast Cancer Foundation	P.O. Box 29316 San Francisco, CA 94129	501c(3)	Health	Program	10/26/2010	1,000
Trustees of Boston University	1 Sherborn Street 7th Floor Boston, MA 02215	501c(3)	HealthResearch	Program	12/1/2010	150,000
UC San Francisco Foundation	Young Adult and Family Center Langley Porter Psychiatric Institute 401 Parnassus Avenue San Francisco, CA 94143	501c(3)	Health	Program	11/12/2010	50,000
University of California, San Francisco Foundation	3333 California Street, Suite 380 San Francisco, CA 94143-1265	501c(3)	HealthResearch	Program	12/20/2010	150,000
University of California, San Francisco Foundation	3333 California Street, Suite 380 San Francisco, CA 94143-1265	501c(3)	Health	Program	12/10/2010	100,000
Urban Strategies Council	672 13th Street Oakland, CA 94612-2404	501c(3)	Health	Program	11/12/2010	50,000
Exploratorium, The	At the Palace of Fine Arts 3601 Lyon Street San Francisco, CA 94123-1099	501c(3)	STEMOther	Capital	3/8/2010	1,000,000
Exploratorium, The	At the Palace of Fine Arts 3601 Lyon Street San Francisco, CA 94123-1099	501c(3)	STEMOther	Capital	12/17/2010	1,000,000
Purdue Foundation	Department of Engineering Education Purdue University Neil Armstrong Hall of Engineering, Rm 1317 701 W. Stadium Avenue West Lafayette, IN 47906-2045	501c(3)	STEM	Endowment	3/8/2010	1,000,000
California Council on Science and Technology	5005 La Mart Drive, Suite 105 Riverside, CA 92507	501c(3)	STEMOther	Program	11/5/2010	200,000
California Institute of Technology	1200 E. California Blvd. Pasadena, CA 91125	501c(3)	STEM	Program	9/10/2010	35,000
California Polytechnic State University Foundation	1 Grand Avenue San Luis Obispo, CA 93407	501c(3)	STEM	Program	6/11/2010	265,000
California State University East Bay Foundation	25800 Carlos Bee Blvd. Hayward, CA 94542	501c(3)	STEM	Program	8/20/2010	205,000
Chabot Space & Science Center Foundation	10000 Skyline Blvd. Oakland, CA 94619	501c(3)	STEM	Program	11/24/2010	300,000
Chi Epsilon	University of Texas at Arlington Box 19316 Arlington, TX 76019-0316	501c(3)	STEM	Program	11/24/2010	5,000
Colorado School of Mines	The Trefny Institute for Educational Innovation Golden, Colorado 80401	501c(3)	STEMGrades P-8	Program	10/15/2010	500,000
Colorado School of Mines	The Trefny Institute for Educational Innovation Golden, Colorado 80401	501c(3)	STEMGrades P-8	Program	12/17/2010	500,000
Corporation for Education Network Initiatives in California (CENIC)	1415 L Street, Suite 870 Sacramento, CA 95814	501c(3)	STEM	Program	6/25/2010	300,000
Corporation for Education Network Initiatives in California (CENIC)	1415 L Street, Suite 870 Sacramento, CA 95814	501c(3)	STEM	Program	12/17/2010	700,000

**STEPHEN BECHTEL FUND
2010 TAX YEAR**

**STATEMENT A
20-8680679**

Grants Paid from Jan 1, 2010 - December 31, 2010

<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Tax Status</u>	<u>Program Area</u>	<u>Type of Support</u>	<u>Payment Date</u>	<u>Grant Amount</u>
DonorsChoose Inc.	323 Geary Street Suite 419 San Francisco, CA 94102	501c(3) 3/8/2005	STEM	Program	7/30/2010	30,000
Exploratorium, The	At the Palace of Fine Arts 3601 Lyon Street San Francisco, CA 94123-1099	501c(3)	STEM	Program	10/15/2010	450,000
Harvey Mudd College	301 Platt Boulevard Claremont, CA 91711	501c(3)	STEM	Program	12/3/2010	50,000
Katherine Branson School	Wonderfest P.O. Box 887 Ross, CA 94957	501c(3)	STEM	Program	9/3/2010	34,000
Lafayette Library and Learning Center Foundation	3491 Mt. Diablo Rd. Lafayette, CA 94549-3915	501c(3)	STEM	Program	10/8/2010	25,000
National Academy of Sciences	500 5th Street NW Room NAS 218 Washington, D.C. 20001	501c(3)	STEM	Program	10/8/2010	25,000
National Academy of Sciences	500 5th Street NW Room NAS 218 Washington, D.C. 20001	501c(3)	STEM	Program	12/17/2010	500,000
National Action Council for Minorities in Engineering, Inc.	440 Hamilton Ave., Suite 302 White Plains, NY 10601-1813	501c(3)	STEM	Program	7/2/2010	65,000
Ocean Exploration Trust Inc.	P.O. Box 42 Old Lyme, CT 06371	501c(3)	STEM	Program	4/30/2010	180,000
Project Exploration	950 East 61st Street Chicago, IL 60637	501c(3)	STEM	Program	6/25/2010	25,000
Reasoning Mind, Inc.	3050 Post Oak Blvd, Suite 1200 Houston, TX 77056	501c(3)	STEM	Program	9/24/2010	165,000
Regents of the University of California	100 Medical Center Way Woods Building, UCSF Box 0905 San Francisco, CA 94143-0905	501c(3)	STEM	Program	11/12/2010	50,000
Strategic Education Research Partnership Institute	1101 14th Street, N. W., Suite 300 Washington, DC 20005	501c(3)	STEMGrades P-8	Program	11/12/2010	500,000
Tau Beta Pi Association, Inc., The	508 Dougherty Engineering Bldg. University of Tennessee P. O. Box 2697 Knoxville, TN 37996-2215	501c(3)	STEM	Program	11/5/2010	50,000
Trustees of Boston University	1 Sherborn Street 7th Floor Boston, MA 02215	501c(3)	STEM	Program	12/10/2010	100,000
Yale University	c/o Yale Office of Development 157 Church St. New Haven, CT 06510-2100	501c(3)	STEM	Program	11/19/2010	250,000

Total Charitable Distribution Paid 1/01/10 - 12/31/10

\$22,488,075

**STEPHEN BECHTEL FUND
2010 TAX YEAR**

**STATEMENT B
20-8680679**

Grants Paid from Jan 1, 2011 - March 15, 2011

<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Tax Status</u>	<u>Program Area</u>	<u>Type of Support</u>	<u>Payment Date</u>	<u>Grant Amount</u>
Boy Scouts of America	1325 West Walnut Hill Lane P.O. Box 152079 Irving, Texas 75038	501c(3)	Character/Citizenship Development	Capital	2/11/2011	\$10,000,000
Open Table Inc.	7000 North 16th Street Suite 120-238 Phoenix, AZ 85020-5547	501c(3)	Character/Citizenship Development	Program	2/4/2011	\$5,000
National Audubon Society, Inc.	4225 Hollis St. Emeryville, CA 94608	501c(3)	Environment	Program	2/4/2011	\$35,000
Public Policy Institute of California	500 Washington Street Suite 600 San Francisco, CA 94111	501c(3) 501c(3)	Environment	Program	2/4/2011	\$25,000
San Francisco Parks Trust	McLaren Lodge Golden Gate Park, 501 Stanyan Street San Francisco, CA 94117	501c(3)	Environment	Program	1/21/2011	\$50,000
San Francisco School Alliance Foundation	135 Van Ness Ave., Room 408 San Francisco, CA 94102	501c(3)	Environment	Program	2/4/2011	\$100,000
The Board of Trustees of Leland Stanford Junior University	Frances C. Arrillaga Alumni Center 326 Galvez Street Stanford, CA 94305-6105	501c(3)	Environment	Program	1/7/2011	\$100,000
Youth Radio	1701 Broadway Oakland, CA 94612	501c(3)	Environment	Program	2/18/2011	\$100,000
Foundation For Teaching Economics	260 Russell Blvd., Suite B Davis, CA 95616	501c(3)	General Education	Program	2/4/2011	\$10,000
SEE College Prep Inc.	90 South Spruce Ave., Suite P South San Francisco, CA 94080	501c(3)	General Education	Program	1/14/2011	\$25,000
Oakland Military Institute	c/o VentureSpark 2269 Chestnut St., Suite 500 San Francisco, CA 94123	501c(3)	General Education	Underwrite Benefit	1/14/2011	\$5,000
Samaritan House	4031 Pacific Boulevard San Mateo, CA 94403	501c(3)	Health	Capital	2/18/2011	\$50,000
Afterschool Alliance	1616 H Street, Suite 820 Washington, DC 20006	501c(3)	STEM	Program	3/11/2011	\$60,000
Massachusetts Institute of Technology	77 Massachusetts Avenue Cambridge, MA 02139-4307	501c(3)	STEM	Program	1/14/2011	\$45,000
Oakland Unified School District	310 E. 10th Street, Room 201A Oakland, CA 94606-2302	501c(3)	STEM	Program	2/4/2011	\$130,000
The Board of Trustees of Leland Stanford Junior University	Office of Development Frances C. Arrillaga Alumni Center 326 Galvez Street Stanford, CA 94305	501c(3)	STEM	Program	1/14/2011	\$45,000

Total Charitable Distribution Paid 1/01/11 - 3/15/11	\$10,785,000
Less: Grants to be treated as Qualifying Distributions for the 2011 Tax year	(\$124,900)
Grants Paid in 2011 - Elected as being made in the 2010 tax year (See Statement C)	<u>\$10,660,100</u>

**** Note:** See Statement C Regarding Conduit Foundation Election Pursuant to Code Sec. 4942(h)(2) and Code Sec. 170(b)(1)(F)(ii)

STEPHEN BECHTEL FUND
2010 TAX YEAR

STATEMENT C
FEIN 20-8680679

**STATEMENT REGARDING STATUS AS A CONDUIT PRIVATE FOUNDATION
INTERNAL REVENUE CODE SECTION 170(b)(1)(F)(ii) ELECTION
INTERNAL REVENUE CODE SECTION 4942(h)(2) ELECTION**

PURSUANT TO IRC §170(b)(1)(F)(ii) AND TREAS. REGS. §1.170A-9(h), THE FOUNDATION HEREBY ELECTS TO TREAT THE QUALIFYING DISTRIBUTIONS MADE DURING THE 2½ MONTH PERIOD (JANUARY THROUGH MARCH 15, 2011) FOLLOWING THE CLOSE OF THE 2010 TAX YEAR AS BEING MADE DURING THE CURRENT 2010 TAX YEAR. (SEE STATEMENT B.)

PURSUANT TO IRC § 4942(h)(2) AND TREAS. REGS. §53.4942(a)-3(d)(2), THE FOUNDATION ALSO HEREBY ELECTS TO TREAT THE QUALIFYING DISTRIBUTIONS MADE DURING THE 2 ½ MONTH PERIOD (JANUARY THROUGH MARCH 15, 2011) FOLLOWING THE CLOSE OF THE 2010 TAX YEAR, AS OUT OF CORPUS.

THE AMOUNT FOR THE ABOVE ELECTIONS IS AS FOLLOWS:

ELECTION AMOUNT TREATED AS MADE OUT OF CORPUS FOR
THE 2010 TAX YEAR: \$10,660,100

THE FOUNDATION MEETS THE REQUIREMENTS OF IRC §§ 170(b)(1)(A)(vii), 170(b)(1)(F)(ii) AND 4942(h)(2) IN THAT QUALIFYING DISTRIBUTIONS OUT OF CORPUS WERE MADE WITHIN 2 MONTHS AND 15 DAYS FOLLOWING THE CLOSE OF THE 2010 TAX YEAR IN AN AMOUNT EQUAL TO 100% OF ALL CONTRIBUTIONS RECEIVED DURING THE 2010 TAX YEAR AND IN THAT THERE IS NO REMAINING UNDISTRIBUTABLE INCOME FOR THE 2009 AND 2010 TAX YEARS. THEREFORE, THE FOUNDATION IS A CONDUIT PRIVATE FOUNDATION AND THE FOUNDATION QUALIFIES AS A 50% CHARITY.

DATED: 9-29-11

Lauren B. Dachs
LAUREN B. DACHS
PRESIDENT
STEPHEN BECHTEL FUND

STEPHEN BECHTEL FUND
2009 TAX YEAR

STATEMENT D
FEIN 20-8680679

**STATEMENT REGARDING STATUS AS A CONDUIT PRIVATE FOUNDATION
INTERNAL REVENUE CODE SECTION 170(b)(1)(F)(ii) ELECTION
INTERNAL REVENUE CODE SECTION 4942(h)(2) ELECTION**

PURSUANT TO IRC §170(b)(1)(F)(ii) AND TREAS. REGS. §1.170A-9(h), THE FOUNDATION HEREBY ELECTS TO TREAT THE QUALIFYING DISTRIBUTIONS MADE DURING THE 2½ MONTH PERIOD (JANUARY THROUGH MARCH 15, 2010) FOLLOWING THE CLOSE OF THE 2009 TAX YEAR AS BEING MADE DURING THE CURRENT 2009 TAX YEAR. (SEE STATEMENT B.)

PURSUANT TO IRC § 4942(h)(2) AND TREAS. REGS. §53.4942(a)-3(d)(2), THE FOUNDATION ALSO HEREBY ELECTS TO TREAT THE QUALIFYING DISTRIBUTIONS MADE DURING THE 2 ½ MONTH PERIOD (JANUARY THROUGH MARCH 15, 2010) FOLLOWING THE CLOSE OF THE 2009 TAX YEAR, AS OUT OF CORPUS.

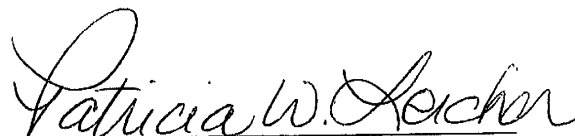
THE AMOUNT FOR THE ABOVE ELECTIONS IS AS FOLLOWS:

ELECTION AMOUNT TREATED AS MADE OUT OF CORPUS FOR
THE 2009 TAX YEAR:

\$4,162,400

THE FOUNDATION MEETS THE REQUIREMENTS OF IRC §§ 170(b)(1)(A)(vii), 170(b)(1)(F)(ii) AND 4942(h)(2) IN THAT QUALIFYING DISTRIBUTIONS OUT OF CORPUS WERE MADE WITHIN 2 MONTHS AND 15 DAYS FOLLOWING THE CLOSE OF THE 2009 TAX YEAR IN AN AMOUNT EQUAL TO 100% OF ALL CONTRIBUTIONS RECEIVED DURING THE 2009 TAX YEAR AND IN THAT THERE IS NO REMAINING UNDISTRIBUTABLE INCOME FOR THE 2008 AND 2009 TAX YEARS. THEREFORE, THE FOUNDATION IS A CONDUIT PRIVATE FOUNDATION AND THE FOUNDATION QUALIFIES AS A 50% CHARITY.

DATED: October 13, 2010


PATRICIA LEICHER
CHIEF FINANCIAL OFFICER
STEPHEN BECHTEL FUND

**CALCULATION FOR STATUS AS A CONDUIT PRIVATE FOUNDATION
INTERNAL REVENUE CODE SECTION 170(b)(1)(F)(ii)
INTERNAL REVENUE CODE SECTION 4942(h)(2)**

**A. 2010 QUALIFYING DISTRIBUTIONS REQUIREMENTS
TO BE TREATED AS A CONDUIT FOUNDATION**

2009 UNDISTRIBUTED INCOME	\$0
2010 DISTRIBUTABLE AMOUNT (Part XI, Line 7, Page 8, 2010 Form 990-PF)	\$69,397
2010 TOTAL CONTRIBUTIONS RECEIVED (Part I, Line 1(a), Page 1, 2010 Form 990-PF)	<u>\$30,000,000</u>
TOTAL AMOUNT TO BE DISTRIBUTED BY 3/15/11 TO BE DEEMED A CONDUIT FOUNDATION	<u>\$30,069,397</u>

B. 2010 QUALIFYING DISTRIBUTIONS MADE

TOTAL QUALIFYING DISTRIBUTIONS FOR 2010 (Part I, Line 26(d), Page 1 and Part XII, Line 4, Page 8, 2010 Form 990-PF)	\$23,571,771
ELECTIONS MADE ON FILED 2009 FORM 990-PF FOR QUALIFYING DISTRIBUTIONS MADE BETWEEN 1/1/10 AND 3/15/10 TO BE TREATED AS MADE IN THE 2009 TAX YEAR (Statement D)	(\$4,162,400)
ELECTIONS MADE ON 2010 FORM 990-PF FOR QUALIFYING DISTRIBUTIONS MADE BETWEEN 1/1/11 AND 3/15/11 TO BE TREATED AS MADE IN THE 2010 TAX YEAR (Statement C)	<u>\$10,660,100</u>
TOTAL AMOUNT DISTRIBUTED BY 3/15/11	<u>\$30,069,471</u>

**STEPHEN BECHTEL FUND
2010 TAX YEAR**

**STATEMENT E
FEIN 20-8680679
PAGE 2 OF 2**

THEREFORE, THE FOUNDATION MEETS THE REQUIREMENTS OF IRC §§ 170(b)(1)(A)(vii), 170(b)(1)(F)(ii) AND 4942(h)(2) IN THAT QUALIFYING DISTRIBUTIONS OUT OF CORPUS WERE MADE WITHIN 2 MONTHS AND 15 DAYS FOLLOWING THE CLOSE OF THE 2010 TAX YEAR IN AN AMOUNT EQUAL TO 100% OF ALL CONTRIBUTIONS RECEIVED DURING THE 2010 TAX YEAR AND IN THAT THERE WAS NO REMAINING UNDISTRIBUTABLE INCOME FOR 2009 AND 2010 TAX YEARS. THUS, THE FOUNDATION IS A CONDUIT PRIVATE FOUNDATION AND THE FOUNDATION QUALIFIES AS A 50% CHARITY.

DATED: 9-29-11

Lauren B. Dachs
LAUREN B. DACHS
PRESIDENT
STEPHEN BECHTEL FUND

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO BANK	171.	0.	171.
TOTAL TO FM 990-PF, PART I, LN 4	171.	0.	171.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	53,332.	0.		53,332.
TO FM 990-PF, PG 1, LN 16A	53,332.	0.		53,332.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	21,450.	0.		21,450.
TO FORM 990-PF, PG 1, LN 16B	21,450.	0.		21,450.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PHILANTHROPIC/CHARITABLE CONSULTANTS	110,469.	0.		110,469.
TO FORM 990-PF, PG 1, LN 16C	110,469.	0.		110,469.

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

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROGRAM COSTS	4,187.	0.		4,187.
RECORDING & FILING FEES	313.	0.		313.
OFFICE SUPPLIES	5,225.	0.		5,225.
COMPUTER SOFTWARE & SUPPORT	24,937.	0.		24,937.
MEMBERSHIP FEES & SUBSCRIPTIONS	7,440.	0.		7,440.
MISC OFFICE EXPENSES	3,664.	0.		3,664.
COMPUTER EQUIPMENT	1,383.	0.		1,383.
TO FORM 990-PF, PG 1, LN 23	47,149.	0.		47,149.

FORM 990-PF

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

STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
S.D. BECHTEL, JR. P.O. BOX 193809 SAN FRANCISCO, CA 941193809	CHAIRMAN / DIRECTOR 0.00	0.	0.	0.
LAUREN B. DACHS P.O. BOX 193809 SAN FRANCISCO, CA 941193809	PRES/EXEC DIR/DIRECTOR 16.00	100,000.	10,428.	0.
PATRICIA W. LEICHER P.O. BOX 193809 SAN FRANCISCO, CA 941193809	CFO/SECRETARY 7.80	49,200.	8,648.	0.
ELIZABETH H. BECHTEL P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
NONIE B. RAMSAY P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
ALAN B. DACHS P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
DEBORAH L. DUNCAN P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
JUDE P. LASPA P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
BOB PECK P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
JOHN W. WEISER P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		149,200.	19,076.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BOY SCOUTS OF AMERICA - SF BAY AREA COUNCIL 1001 DAVIS STREET SAN LEANDRO, CA 94577-1514	NONE PROGRAM	501(C)(3)	10,000,000.
CALIFORNIA COUNCIL SCIENCE & TECH - LEGIS FELLOWS 5005 LA MART DRIVE, SUITE 105 RIVERSIDE, CA 92507	NONE PROGRAM	501(C)(3)	400,000.
NATIONAL DISASTER SEARCH DOG FOUNDATION 206 N. SIGNAL STREET, SUITE R OJAI, CA 93023	NONE PROGRAM	501(C)(3)	200,000.
THE EXPLORATORIUM 3601 LYON STREET SAN FRANCISCO, CA 94123-1099	NONE PROGRAM	501(C)(3)	1,000,000.
U.C. DAVIS CENTER FOR WATERSHED SCIENCES WATERSHED SCIENCES BLDG, 1ST FL, ONE SHIELDS AVENUE DAVIS, CA	NONE PROGRAM	501(C)(3)	500,000.
THE BAY CITIZEN 126 POST STREET, SUITE 500 SAN FRANCISCO, CA 94108	NONE PROGRAM	501(C)(3)	125,000.
CSU - EAST BAY - SCIENCE CERTIFICATE - OFFICE OF UNIVERSITY ADVANCEMENT, 25800 CARLOS BEE BLVD HAYWARD, CA 94542	NONE PROGRAM	501(C)(3)	200,000.
NATIONAL ACADEMY OF ENGINEERING 500 FIFTH STREET, NV, A&P-359 WASHINGTON, DC 20001	NONE PROGRAM	501(C)(3)	500,000.

STEPHEN BECHTEL FUND

20-8680679

PACIFIC INSTITUTE
654 13TH STREET, PRESERVATION
PARK OAKLAND, CA 94612

NONE
PROGRAM

501(C)(3) 250,000.

STANFORD - HOOVER
434 GALVEZ MALL, STANFORD
UNIVERSITY STANFORD, CA
94305-6010

NONE
PROGRAM

501(C)(3) 1,800,000.

THEODORE ROOSEVELT CONSERVATION
PARTNERSHIP
555 ELEVENTH STREET, N.W., 6TH
FLOOR WASHINGTON, DC 20004

NONE
PROGRAM

501(C)(3) 25,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3B

15,000,000.