Form **990-PF**

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.

Department of the Treasury Internal Revenue Service

OMB No. 1545-0052

For ca	lend	ar year 2010, or tax year beginning		, and en	aing		
G Ch	eck a	Ill that apply: Initial return	Initial return of a for	•	narity	Final return	
Nam	e of f	Amended return	Address change	<u> </u>		A Employer identification	number
wan	6 01 1	oundation					
		STEPHEN BECHTEL FUND				20-8680679	
Numb	er an	d street (or P.O. box number if mail is not delivered to street a	ddress)	1	Room/suite	B Telephone number	
		P.O. BOX 193809				415-284-85	
City	or to	wn, state, and ZIP code				C if exemption application is p	
			19-3809			D 1. Foreign organizations 2. Foreign organizations me check here and attach co	eting the 85% test,
H_C		ype of organization: X Section 501(c)(3) exe				1	
	Sec	tion 4947(a)(1) nonexempt charitable trust	ther taxable private foundate	Accru	ıal	E If private foundation sta under section 507(b)(1)	tus was terminated
		ket value of all assets at end of year J Accountin	g method: Lash Cash er (specify)	L ACCIT	Jai	F If the foundation is in a	
(irc		art II, col. (c), line 16) Uth 10,552,274. (Part I, colum	nn (d) must be on cash b	asis.)		under section 507(b)(1)(B), check here
Pa		Analysis of Revenue and Expenses	(a) Revenue and	(b) Net inv	estment/	(c) Adjusted net	(d) Disbursements for charitable purposes
		(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	expenses per books	inco		income	(cash basis only)
	1	Contributions, gifts, grants, etc., received	30,000,000.			N/A	
	2	Check if the foundation is not required to attach Sch. B					
	3	Interest on savings and temporary cash investments					d = 1 = 1 = 1
	4	Dividends and interest from securities	171.		171		STATEMENT 1
		Gross rents	.,				
	b	Net rental income or (loss)					
ē	_	Net gain or (loss) from sale of assets not on line 10					
Revenue	_b	assets on line 6a			0		1
æ		Capital gain net income (from Part IV, line 2)					
		Net short-term capital gain Income modifications		······································			
	10a	Gross sales less returns and allowances					-
		Less: Cost of goods sold					
		Gross profit or (loss)					
	11	Other income					
	12	Total. Add lines 1 through 11	30,000,171.		171	•	140 000
	13	Compensation of officers, directors, trustees, etc.	149,200.		0		149,200.
		Other employee salaries and wages	553,394.		0		553,394. 68,734.
ç		Pension plans, employee benefits	68,734. 53,332.		0		53,332.
กรеร	16a	Legal fees STMT 2	21,450.		0	•	21,450.
xpe	b	Accounting fees STMT 3	110,469.		0	•	110,469.
e E	17	Other professional fees STMT 4 Interest	110,400+		<u>J</u>	-	
ativ	18	Taxes STMT 5	3.		0	•	0.
istr	19	Depreciation and depletion					
ä	20	Occupancy	69,925.		0	•	69,925.
Ā	21	Travel, conferences, and meetings	10,043.		0	•	10,043.
P E	22	Printing and publications					
ng 8	23	Other expenses STMT 6	47,149.		0	•	47,149.
rati	24	Total operating and administrative	4 000 505		^		1 002 606
Operating and Administrative Expe	l	expenses. Add lines 13 through 23	1,083,699.		0	•	1,083,696.
J		Contributions, gifts, grants paid See Stmt A *	22,488,075.				22,488,075.
	26	Total expenses and disbursements.	23,571,774.		0		23,571,771.
	-	Add lines 24 and 25 Subtract line 26 from line 12:	<u> </u>		<u> </u>	•	20101211120
	1		6,428,397.				
	1	Excess of revenue over expenses and disbursements Net investment income (if negative, enter -0-)	0, =20, 331.		171		
		Adjusted net income (if negative, enter -0-)				N/A	
0235		Augusteu net income (ir negative, enter -0-)	** - ** - ** - *				Form 990-PF (2010)

023501 12-07-10 LHA For Paperwork Reduction Act Notice, see the instructions.

^{*} See Statement C regarding Conduit Private Foundation Elections

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

STEPHEN BECHTEL FUND

Pa	art l	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only.	d a Desta Malara	(A) De als Value	(c) Fair Market Value
			(a) Book Value	(b) Book Value	10 FAC 227
		Cash - non-interest-bearing	4,123,489.	10,546,227.	10,546,227.
	2	Savings and temporary cash investments			
		Accounts receivable ► 48.			4.5
		Less: allowance for doubtful accounts ▶	701.	48.	48.
	4	Pledges receivable -		1	
		Less; allowance for doubtful accounts ▶			
ļ	5	Grants receivable			
١		Receivables due from officers, directors, trustees, and other			
		disqualified persons			
	7	Other notes and loans receivable			
		Less: allowance for doubtful accounts ▶			
_s		Inventories for sale or use			
Assets		Prepaid expenses and deferred charges	367.	5,999.	5,999.
As		Investments - U.S. and state government obligations			
		Investments - corporate stock			
		Investments - corporate bonds			
		Investments - Land, buildings, and equipment: basis			
	11	Less: accumulated depreciation			
	1	investments - mortgage loans			
		Investments - other			
	14	Land, buildings, and equipment: basis			
		Less: accumulated depreciation			
	15	Other assets (describe -			
				40 ==0 0=4	10 550 074
	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			
ģ	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
ā	21	Mortgages and other notes payable			
۳		Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
_		Foundations that follow SFAS 117, check here			
		and complete lines 24 through 26 and lines 30 and 31.			
es	24	Unandidad			
SE .	25	Temporarily restricted			
ä	26	Permanently restricted			
펄	20	Foundations that do not follow SFAS 117, check here			
ב		,			
or Fund Balanc	07	and complete lines 27 through 31.	0.	0.	
ets	27	Capital stock, trust principal, or current funds	0.	0.	
Net Assets	28	Paid-in or capital surplus, or land, bldg., and equipment fund	4,124,557.	10,552,274.	
ξĀ	29	Retained earnings, accumulated income, endowment, or other funds			
ž	30	Total net assets or fund balances	4,124,557.	10,552,274.	
			4 104 557	10 550 074	
_	31	Total liabilities and net assets/fund balances	4,124,557.	10,552,274.	
P	art	III Analysis of Changes in Net Assets or Fund Ba	lances		
1		I net assets or fund balances at beginning of year - Part II, column (a), line 3			
	(mu	st agree with end-of-year figure reported on prior year's return)			4,124,557.
		r amount from Part I, line 27a		2	6,428,397.
3	Othe	er increases not included in line 2 (itemize)		3	0.
4	Add	lines 1, 2, and 3			10,552,954.
5	Deci	reases not included in line 2 (itemize) PRIOR PERIOD AL	JUSTMENT	5	680.
		I net assets or fund balances at end of year (line 4 minus line 5) - Part II, col		6	10,552,274.
					Form 990-PF (2010)

	STEPHEN	BECHTEL	FUNI
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Part IV (Capital Gains a	nd Los	ses for Tax on In	vestment	Income	1					1	
	(a) List and descri 2-story brick war	be the kind ehouse; or	d(s) of property sold (e.g. common stock, 200 shs	, real estate, . MLC Co.)		` P ·	low acc Purch - Dona	ase	(c) Dat (mo.,	e acquired day, yr.)	(d) Date sold (mo., day, yr.)	
1a						-						
b	NOI	<u>1E</u>				-					-	
C												
d		-				 						
e	1	40 D		(a) Coat	or other basis	ТТ			/h)	Gain or (los	9)	
(e) Gros	s sales price		epreciation allowed (or allowable)	plus ex	pense of sale					us (f) minus		
<u>a</u>												
<u>b</u>												
C		7										
<u>d</u>												
Complete c	nly for assets showin	g gain in c	olumn (h) and owned by	the foundation	on 12/31/69			(1	Gains	(Col. (h) gai	in minus	
Complete	In tor abbate crievin) Adjusted basis		cess of col. (i)			còl	(k), bu	it not less th	an -0-) or	
(i) F.M.V. as of 12/31/69 as of 12/31/69 over col. (j), if any				LOSS	es (from col	. (11))						
a												
<u> </u>												
C												
d												
e												
			∫ If gain, also ente	r in Part I, line 7	7	7						
2 Capital gain	net income or (net ca	pital loss)	If (loss), enter -C)- in Part Í, line '	7	}	2					
3 Net short-te	rm capital gain or (los	s) as defir	ned in sections 1222(5) a									
If gain, also	enter in Part I, line 8,	column (c).									
If (loce) and	tor -O- in Part I line 8						3					
			ection 4940(e) fo					nent inc	ome			
(For optional us	se by domestic private	foundation	ns subject to the section	4940(a) tax on	net investment	incom	e.)					
If section 4940	(d)(2) applies, leave t	his nart hla	ink.									
											Yes X No	
			tax on the distributable ar			erioa?					[162A NO	
If "Yes," the fou	ndation does not qua	lify under s	section 4940(e). Do not c nn for each year; see inst	omplete this pa	rt. making any ent	ries						
1 Enter the a	ppropriate amount in	each colui		I UCTIONS DETONE	making any chi		`				(d) tribution ratio	
B	ase period years	i_\	(b) Adjusted qualifying di	stributions	Net value of r	c) noncha	<i>)</i> tritable	-use assets		Dist (col. (b)	tribution ratio divided by col. (c))	
Calendar year	ar (or tax year beginni	ng in)		04,894.				2,339		(0011 (0)	22.36084	
	2009			39,711.			36	4,755				
	2008		14,50	0.				8,500			.000000	
	2007			<u> </u>		11.10.01.0		0,500				
	2006	-								****		
	2005	, l.,										
O Tatal of the	a 1 column (d)								2	.	56.87637	
2 lotal of line	e i, column (u)	E-voor boo	se period - divide the total		or by the numb	er of v	ears		· -	-		
3 Average us	ion has been in evicte	orytai bas	than 5 years	1 011 lillo 2 by 0,	or by the name	o. o. ,	ou. o		3	1	18.95879	
the lounda	IOII IIds Deeli iii existe	11166 11 1699	than 5 years						·			
4 Enter the n	ot value of noncharita	hla-uca aci	sets for 2010 from Part X	line 5							1,387,990	
4 CHIEFTHE	et value of Honorialita	Dic-use as	3613 101 2010 HOIII1 art A	,								
E Multiply lin	a 1 hy line 3									5	26,314,612	
5. Muluply III	e 4 Dy IIIIe 3								"			
6 Enter 1% o	of net investment inco	me (1% of	Part I, line 27b)							3	2	
C LINGI 170 C	ii iiet iiivestiiiciit iiico	1110 (170 01	1 art 1, mio 27 b)									
7 Add lines 5	and 6								;	7 🔟	26,314,614	
/ Aud mies	, and 0											
9 Enter quali	fring distributions fro	m Part XII	, line 4							в	23,571,771	
			neck the box in Part VI, lir									
	equal to or greater tha rt VI instructions.	e 7, 61	IOON LIIG DON III FAIL VI, III	ווויט וט, מווט טטווון	pioto that part ut	u	.,. w					
											5 000 DE 1001	

Form	990-PF (2010) STEPHEN BECHTEL FUND		No. 34			8680			age 4
Pa	rt VI Excise Tax Based on Investment Income (Section 4940)	a), 49	940(b), 4940(e), or 4	948	- see i	nstru	ction	is)
	Exempt operating foundations described in section 4940(d)(2), check here and ente)					
	Date of ruling or determination letter: (attach copy of letter if neces								
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here	ar	nd enter 1%	•	1				<u>3.</u>
~	of Part I, line 27b						•		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of	f Part I.	, line 12, col. (b).	}					
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Othe				2				0.
	Add lines 1 and 2				3				3.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Other				4				0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-				5				3.
6	Credits/Payments:								
9	2010 estimated tax payments and 2009 overpayment credited to 2010	6a		367.					
	Exempt foreign organizations - tax withheld at source	6b			1				
		6c			1				
	Backup withholding erroneously withheld			2000	1	Ì			
- u - 7	Total credits and payments. Add lines 6a through 6d				7			3	67.
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attach	ed			8				****
8	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed				9				
9	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid				10	1		3	64.
10	Enter the amount of line 10 to be: Credited to 2011 estimated tax		364 Refu	nded 🕨	11	-		<u> </u>	0.
De	rt VII-A Statements Regarding Activities		30 ± 1 11010	naca p	, ,,	L			
	During the tax year, did the foundation attempt to influence any national, state, or local legislat	ion or	did it participate o	r intervene	e in			Yes	No
14	any political campaign?						1a		Х
	Did it spend more than \$100 during the year (either directly or indirectly) for political purpose:	s (see i	instructions for de	finition)?			1b		Х
U	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and of								
	distributed by the foundation in connection with the activities.	JOPICO	or arry materials	равлоги					
_	Did the foundation file Form 1120-POL for this year?						1c		X
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the y		***************************************				<u> </u>		
G	(1) On the foundation. \$	cai.		0.					
_	Enter the reimbursement (if any) paid by the foundation during the year for political expenditu	rotavi	mnosed on found		-				
e		16 (4)	imposca on louna	ation					
•	managers. > \$ 0 . Has the foundation engaged in any activities that have not previously been reported to the IRS	20					2		Х
2):					-		
	If "Yes," attach a detailed description of the activities. Has the foundation made any changes, not previously reported to the IRS, in its governing ins	trumai	nt articles of inco	noration	or				
3	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes						3		Х
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?						4a		X
48	Did the foundation have unrelated business gross income of \$1,000 or more during the year?				·······	ντ / Δ	4b		-11
_	If "Yes," has it filed a tax return on Form 990-T for this year? Was there a liquidation, termination, dissolution, or substantial contraction during the year?					·X7	5		х
5							-		
_	If "Yes," attach the statement required by General Instruction T.	ort							
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied eith	er.							
	By language in the governing instrument, or	dirontic	and that conflict wi	th the ates	o love				
•	• By state legislation that effectively amends the governing instrument so that no mandatory						_ ا	Х	
	remain in the governing instrument?						7	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.								
88	Enter the states to which the foundation reports or with which it is registered (see instructions	s) -							
	CA, DE		Dan and 4 1 1	-4-\					1
i	o If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Att						١.,	v	
	of each state as required by General Instruction G? If "No," attach explanation						8b	X	
9									v
	year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," co						9	-	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule	listing t	their names and addre	sses	.,,,,,,,		10		X

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Pa	rt VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		_X_
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before			
	August 17, 2008?	12		<u> </u>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
~	Website address ► N/A			
4	The books are in care of ► CFO/SECRETARY Telephone no. ► 415-28	4-8	<u>570</u>	<u> </u>
	Located at ▶ 199 FREMONT STREET, 25TH FLOOR, SAN FRANCISCO, CA ZIP+4 ▶94	105		
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	N	/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
_	securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of			l
	the foreign country	<u> </u>		İ
Pa	art VII-B Statements Regarding Activities for Which Form 4720 May Be Required			,
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			-
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			ĺ
	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? IRC Sec 4941(d)(2)(E) X Yes No			ĺ
	(5) Transfer any income or assets to a disqualified person (or make any of either available Reg 53.4941(d)-3(c)(2) Ex.	}		
	for the benefit or use of a disqualified person)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No"	İ		
	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.)			
	o 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here			
	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?	1c		Х
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? Yes X No		l	
	If "Yes," list the years ,,,,,	1		
ı	h 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.			
3	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
•	during the year? Yes X No			
	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? (Use Schedule C,			
	Form 4720, to determine if the foundation had excess business holdings in 2010.)	3b		
Δ	a 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 jeonardy before the first day of the tay year heginning in 2010?	4b		X

Form 990-PF (2010) STEPHEN BF TEL FUND		<u>~~2</u>	20-86806	79 Page 6
Part VII-B Statements Regarding Activities for Which F	Form 4720 May Be F	Regaired (conti	inued)	
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	1 4945(e))?	\	es X No	
(2) Influence the outcome of any specific public election (see section 4955); o	r to carry on, directly or indire	ectiv.		
any voter registration drive?			es X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes	?		es X No	(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section			
509(a)(1), (2), or (3), or section 4940(d)(2)?			/as X No	
(5) Provide for any purpose other than religious, obstituble ecientific literary	or advectional nurneese, or f		CS LZL NO	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or i	[O] .	/00 V No	
the prevention of cruelty to children or animals?		in Degulations	es 🕰 NU	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und			NT / N	Eh
section 53.4945 or in a current notice regarding disaster assistance (see instru				5b
Organizations relying on a current notice regarding disaster assistance check h				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption for	rom the tax because it mainta	ined		No.
expenditure responsibility for the grant?	N	[/A\	∕es ∟ No	
If "Yes," attach the statement required by Regulations section 53.494	5 -5(d) .		ŷ.	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to				
a personal benefit contract?		\ \	∕es 🗶 No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal 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 s	helter transaction?	\ <u></u>	res 🗶 No	3
b If "Yes," did the foundation receive any proceeds or have any net income attribu	Itable to the transaction?		N/A	7b
Information About Officers, Directors, Trust	ees, Foundation Ma	nagers, High	ly	
Part VIII Paid Employees, and Contractors	•			
1 List all officers, directors, trustees, foundation managers and their	compensation.			
	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other
(a) Name and address	(b) Title, and average hours per week devoted to position	(If not paid, enter -0-)	and deferred compensation	allowances
SEE STATEMENT 7		149 200	. 19,076.	0.
SEE STATEMENT /		145/200	. 25,0,0,	
100000000000000000000000000000000000000				
- Address				
AND THE PARTY OF T				
	-			
derivation of the second of th				
	-			
		to UNIONIE II		
2 Compensation of five highest-paid employees (other than those inc		enter "NONE."	(d) Contributions to	(a) Evnança
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	amnlovaa hanafit nlane	(e) Expense account, other
	devoted to position		compensation	allowances
SUSAN M. HARVEY - P.O. BOX 193809,	PROGRAM DIREC			
SAN FRANCISCO, CA 941193809	14.00	57,687	. 18,348.	0.
ALLISON H. TURNER - P.O. BOX 193809,	PROGRAM OFFIC	ER		
SAN FRANCISCO, CA 941193809	18.00	57,150	. 11,192	0.
	PROGRAM OFFIC	ER		
FRANCISCO, CA 941193809	20.00	59,750	7,865	0.
			-	
	1			
	1			
Total number of other employees paid over \$50,000				0
Total number of other employees haid over \$50,000		<u> </u>		

Form **990-PF** (2010)

Total. Add lines 1 through 3	>	0.
All other program-related investments. See instructions. 3		
2		
		· · · · · · · · · · · · · · · · · · ·
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. 1 N/A	,	runount
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
4		
	_	
3		
2		
1 N/A		
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.	E	xpenses
Part IX-A Summary of Direct Charitable Activities		
Total number of others receiving over \$50,000 for professional services	, >	0
NONE		
(a) Name and address of each person paid more than \$50,000 (b) Type of service	(c) Compensation
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."		
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)		
	-86806	79 Page 7

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) Part X Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: 1a a Average monthly fair market value of securities 1,409,127 1b b Average of monthly cash balances 1c c Fair market value of all other assets 1,409,127 1d d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and Acquisition indebtedness applicable to line 1 assets 1.409 3 Subtract line 2 from line 1d Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 387,990. 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 69.400. Minimum investment return. Enter 5% of line 5 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.) 69,400. Minimum investment return from Part X, line 6 Tax on investment income for 2010 from Part VI, line 5 Income tax for 2010. (This does not include the tax from Part VI.) 2c Add lines 2a and 2b 3 Distributable amount before adjustments. Subtract line 2c from line 1 4 Recoveries of amounts treated as qualifying distributions 4 Add lines 3 and 4 5 5 Deduction from distributable amount (see instructions) 6 Distributable amount as adjusted, Subtract line 6 from line 5. Enter here and on Part XIII, line 1 Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: 23,571,771. a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 1a 1b Program-related investments - total from Part IX-B 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes Amounts set aside for specific charitable projects that satisfy the: a Suitability test (prior IRS approval required) 3a 3b Cash distribution test (attach the required schedule) 23,571,771 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b 23.571.771. Adjusted qualifying distributions. Subtract line 5 from line 4 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.

Form **990-PF** (2010)

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	4			
c From 2007				
d From 2008				
e From 2009			İ	
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.	ത		
d Applied to 2010 distributable amount	1/104/1001	117		69,397.
e Remaining amount distributed out of corpus	19,339,974.			
5 Excess distributions carryover applied to 2010	0.			0.
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus, Add lines 3f, 4c, and 4e, Subtract line 5	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 (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

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

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

c Any submission deadlines:

3 Grants and Contributions Paid During the Yea		Payment		
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
a Paid during the year SEE STATEMENT A				22,488,075.
			> 20	22 488 075
Total b Approved for future payment			> 3a	22,488,075
a Approved to reach payment				
Total SEE STATEMENT 8			▶ 3b	15,000,000

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

Enter gross amounts unless otherwise indicated.	Unrelate	ed business income		by section 512, 513, or 514	(e)
•	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:	code		-		
<u> </u>			-		
b					
<u> </u>			+ -		\
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	171.	
5 Net rental income or (loss) from real estate:			 		
Debt-financed property 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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory			-		
11 Other revenue:	•				
				,	
a					***************************************
b	1				
d					
Δ					
12 Subtotal. Add columns (b), (d), and (e)		C).	171.	0.
13 Total. Add line 12, columns (b), (d), and (e)					
(See worksheet in line 13 instructions to verify calculations.)		,,			
Part XVI-B Relationship of Activities	to the Acc	omplishment of	Fxemnt	Purposes	
<u></u>					
Line No. Explain below how each activity for which inc	ome is reported	in column (e) of Part XV	I-A contribu	ted importantly to the accon	nplishment of
the foundation's exempt purposes (other than	n by providing i	unus ior such purposes).			
N/A					
				A COMMUNE AND A COMMUNE	
					A A A A A A A A A A A A A A A A A A A
		A A A A A A A A A A A A A A A A A A A			
				1.000	
					- 000 DE (00.40)

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

	Excilipt Organ							\	B. I
				g with any other organizatior		on 501(c) of		Yes	NO
				7, relating to political organiz	zations?				
	from the reporting founds						4 (4)		- v
							ا دهه د د ا		X
(2) Other	assets						1a(2)		X
b Other tran									37
• •									X
(2) Purct	nases of assets from a no	ncharitable exempt o	organization						X
(3) Renta	al of facilities, equipment,	or other assets							X_
(4) Reim	bursement arrangements	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		***************************************					X
									X
(6) Perfo	rmance of services or me	mbership or fundrais	sing solicitatio	ns				-	X
c Sharing o	f facilities, equipment, ma	illing lists, other asse	ts, or paid em	ployees		••••			X
d If the answ	wer to any of the above is	"Yes," complete the f	following sche	dule. Column (b) should alw	ays show the fair m	arket value of the g	oods, other ass	ets,	
or service	s given by the reporting f	oundation. If the four	ndation receive	ed less than fair market value	e in any transaction	or sharing arrangei	nent, show in		
column (d	i) the value of the goods,								
L)Line no.	(b) Amount involved	(c) Name of	f noncharitable	e exempt organization	(d) Description	of transfers, transactio	ns, and sharing ar	rangeme	ents
			N/A						
				I Marian					
		<u> </u>			 				
					<u> </u>				
<u></u>									
							1,4-40,017	•	
								٠	
2a Is the fou	indation directly or indirec	tly affiliated with, or	related to, one	or more tax-exempt organiz	ations described				_
in section	1 501(c) of the Code (othe	r than section 501(c)(3)) or in sec	tion 527?				LX	No
b If "Yes," c	omplete the following sch	redule.							
	(a) Name of or			(b) Type of organization	((c) Description of re	lationship		
	N/A								
	, , , , , , , , , , , , , , , , , , , ,								
Und	ler penalties of perjury, I declar	re that I have examined t	this return, includ	ling accompanying schedules and	d statements, and to the	e best of my knowledg	and belief, it is t	ue, corr	ect,
Sign and	complete, Declaration of prep	arer (other than taxpayer	r or fiduciary) is b	ased on all information of which p	oreparer has any knowl	edge.			
Here	Lamen	.B. Dack	'n S	19.29.	II N DE	RES/EXEC	DTR		
	Signature of officer or tr			Date	<u> </u>	itle		·	
	Print/Type preparer's n		Preparer's s		Date	Check if	PTIN		
	Transcribbe bieharer 2 ii	шно	Toparor	ngriaturo	2/ /	self- employed			
Paid	DADDADA ***	ID DUS!	A//	M	9/28/11	J Jp. 9 9 9	P00439	1226	2
	BARBARA MU			DODE TIP	1,51,	Firm's EIN ▶ 9			
Preparer	Firm's name FAF	КЕППА ВКАГ	אנע + MLP + אנע	ARTEL LLP		FIRM'S EIN - 9	4-134/4	444	
Use Only		 			1000				
				REET, SUITE	TROO				
	SI SI	AN FRANCIS	SCO, CA	94104		Phone no.			
							Form 99	U-PF	(2010)

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

Department of the Treasury

Schedule of Contributors

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

OMB	No.	1545-0047

Employer identification number

2010

Name of the organization

2010

20-8680679 STEPHEN BECHTEL FUND Organization type (check one): Section: Filers of: 501(c)() (enter number) organization Form 990 or 990-EZ 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization 501(c)(3) exempt private foundation Form 990-PF 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, 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).

	Schedule B	(Form 990,	990-EZ, or	990-PF) (2010)
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Page	1 of	1 of Part I
rage	T 01	T 01-411

Name of organization

Employer identification number

STEPHE	N BECHTEL	FUND

20-8680679

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 X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
	· · · · · · · · · · · · · · · · · · ·	\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZiP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

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

		<u>Tax</u>	<u>Program</u>	Type of	<u>Payment</u>	Grant
<u> Grantee Legal Name</u>	Grantee Address	<u>Status</u>	<u>Area</u>	Support	<u>Date</u>	<u>Amount</u>
Boy Scouts of America, San	1001 Davis Street		Character/Citizenship		4/00/0040	500,000
Francisco Bay Area Council	San Leandro, CA 94577-1514	501c(3)	Development	Capital	4/30/2010	500,000
Boy Scouts of America, San	1001 Davis Street	504-(0)	Character/Citizenship	Conital	12/17/2010	500,000
Francisco Bay Area Council	San Leandro, CA 94577-1514	501c(3)	Development Character/Citizenship	Capital	12/1//2010	300,000
Boy Scouts of America, San	1001 Davis Street	5010(3)	Development	Capital	12/17/2010	500,000
Francisco Bay Area Council	San Leandro, CA 94577-1514	501c(3)	Development	Capital	12/1//2010	
American Enterprise Institute for Public Policy Research	1150 Seventeenth Street, N. W. Washington, DC 20036 Arrillaga Family Sports Center	501c(3)	Character/Citizenship Development	Program	12/17/2010	650,000
Board of Trustees of Leland Stanford Junior University	Stanford University Stanford, CA 94305-6150	501c(3)	Character/Citizenship Development	Program	4/2/2010	5,000
Boy Scouts of America, San	1001 Davis Street		Character/Citizenship	_	21112212	4 000
Francisco Bay Area Council	San Leandro, CA 94577-1514	501c(3)	Development	Program	6/4/2010	_1,000
Boy Scouts of America, San	1001 Davis Street	#0.4 (D)	Character/Citizenship	D	7/4/6/2010	200,000
Francisco Bay Area Council	San Leandro, CA 94577-1514	501c(3)	Development	Program	7/16/2010	200,000
Boy Scouts of America, San	1001 Davis Street San Leandro, CA 94577-1514	501c(3)	Character/Citizenship Development	Program	9/3/2010	50,000
Francisco Bay Area Council	114 Sansome Street, Suite 850	3010(3)	Character/Citizenship	Tiogram	3/3/2010	00,000
Civia Vanturas	San Francisco, CA 94104	501c(3)	Development	Program	7/23/2010	50,000
Civic Ventures	354 Pine Street. Suite 700	3010(3)	Character/Citizenship	Trogram	772072010	00,000
Community Initiatives	San Francisco, CA 94104	501c(3)	Development	Program	6/18/2010	27,800
Contra Costa College Memorial	2600 Mission Bell Drive	00.0(0)	Character/Citizenship			
Scholarship Foundation	San Pablo, CA 94806	501c(3)	Development	Program	1/29/2010	3,000
Control of the Contro	2000 Embarcadero, Suite 305	<u>`</u>	Character/Citizenship			
Developmental Studies Center	Oakland, CA 94606-5300	501c(3)	Development	Program	10/1/2010	200,000
	P.O. Box 20238		Character/Citizenship			
Oakland Small Schools Foundation	Oakland, CA 94620-0238	501c(3)	Development	Program	8/27/2010	8,500
Regents of the University of	102 California Hall		Character/Citizenship		1011510010	40.000
California	Berkeley, CA 94720-1508	501c(3)	Development	Program	10/15/2010	10,000
<u></u> .	205 41st Street	504-(0)	Character/Citizenship	Drogram	6/11/2010	50,000
RYSE Inc.	Richmond, CA 94805	501c(3)	Development Character/Citizenship	Program	0/11/2010	30,000
San Francisco Police Activities	350 Amber Drive San Francisco, CA 94131-1698	501c(3)	Development	Program	12/3/2010	5,000
League National Disaster Search Dog	501 East Ojai Avenue	3010(3)	Development	rrogram	12/0/2010	
Foundation Inc.	Ojai, CA 93023	501c(3)	Civic	Capital	10/1/2010	200,000
National Disaster Search Dog	501 East Ojai Avenue					
Foundation Inc.	Ojai, CA 93023	501c(3)	Civic	Capital	12/17/2010	200,000
National Disaster Search Dog	501 East Ojai Avenue	<u> </u>		-		
Foundation Inc.	Ojai, CA 93023	501c(3)	Civic	Capital	7/23/2010	100,000
	500 Washington Street Suite 600	501c(3)	Oi i i	Comital	3/8/2010	500,000
Public Policy Institute of California	San Francisco, CA 94111	501c(3)	Civic	Capital	3/6/2010	300,000
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
Conducto Theological Union	2400 Ridge Road	5010(2)	Civic	Endowment	5/7/2010	50,000
Graduate Theological Union	Berkeley, CA 94709 P.O. Box 29242	501c(3)	CIVIC	Endowinent	3///2010	30,000
United Religions	San Francisco, CA 94129	501c(3)	Civic	Endowment	5/7/2010	50,000
Office (Teligions	124 West Street S., Ste 201	50.0(0)				
Center for Competitive Politics	Alexandria, VA 22314	501c(3)	Civic	Program	12/3/2010	1,000
Contact to Compounts to mass	3301 North Fairfax Drive, Suite					
	450	504 (5)	0: :-	D	0/20/2040	300 000
Mercatus Center Inc.	Arlington, VA 22201	501c(3)	Civic	Program	8/20/2010	200,000
National Disaster Search Dog	501 East Ojai Avenue	5010(3)	Civic	Program	10/1/2010	25,000
Foundation Inc.	Ojai, CA 93023	501c(3)	CIVIC	riogram	10/1/2010	20,000
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

Grantee Legal Name	Grantee Address	<u>Tax</u> Status	<u>Program</u> Area	Type of Support	Payment Date	Grant Amount
Orantee Legar Italiic	400 Highland Avenue	<u> </u>				
Piedmont Community Church	Piedmont, CA 94611	501c(3)	Civic	Program	12/3/2010	25,000
	500 Washington Street					
n in n in it in a contract.	Suite 600	501c(3)	Civic	Program	12/1/2010	55,000
Public Policy Institute of California	San Francisco, CA 94111	501c(3)	CIVIC	Flogram	12/1/2010	30,000
	370 Lexington Avenue, Suite 401					
Seeds of Peace	New York, NY 10017	501c(3)	Civic	Program	4/30/2010	25,000
	126 Post Street, 5th Floor	-				
The Bay Area News Project	San Francisco, CA 94108	501c(3)	Civic	Program	6/18/2010	125,000
The Board of Trustees of Leland	Stanford University	-04 (0)	0	n	2/9/2040	600,000
Stanford Junior University	Stanford, CA 94305-6010	501c(3)	Civic	Program	3/8/2010	000,000
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	579 Serra Mall at Galvez Street	3010(0)	0.0.0	1.7-9		
Stanford Junior University	Stanford, CA 94305-6015	501c(3)	Civic	Program	12/1/2010	10,000
The California Museum of History,	1020 O Street					
Women and The Arts	Sacramento, CA 95814	501c(3)	Civic	Program	10/22/2010	50,000
U. S. Civilian Research &	1530 Wilson Blvd., Suite 300			Ī _	40/4/0040	E 000
Development Foundation	Arlington, VA 22209	501c(3)	Civic	Program	10/1/2010	5,000
	P.O. Box 29242	E01a/2)	Civic	Program	7/16/2010	100,000
United Religions	San Francisco, CA 94129 717 K Street, Suite 317	501c(3)	CIVIC	Flogram	7710/2010	100,000
Water Education Foundation	Sacramento, CA 95814	501c(3)	Civic	Program	6/11/2010	25,000
Comfort for America's Uniformed	6315 Bren Mar Drive, Suite 175	0010(0)		Underwrite		
Services	Alexandria, VA 22312	501c(3)	Civic	Benefit	7/16/2010	15,000
The Commonwealth Club of	595 Market Street, 2nd Floor			Underwrite		
California	San Francisco, CA 94105	501c(3)	Civic	Benefit	1/15/2010	50,000
Woodrow Wilson International				Underwrite	5/44/0040	10.000
Center for Scholars	Washington, D.C.	501c(3)	Civic	Benefit	5/14/2010	10,000
Decretarios Decreasion of Ant	559 Pacific Street Monterey, CA 93940	501c(3)	Cultural	Program	12/1/2010	20,000
Monterey Museum of Art	2218 Old Middlefield Way, Suite	3010(3)	Cultural	riogiani	12/1/2010	20,000
·	G G			Underwrite		
Schola Cantorum, Inc.	Mountain View, CA 94043	501c(3)	Cultural	Benefit	5/28/2010	1,000
	559 East South Temple					
Nature Conservancy, Inc.	Salt Lake City, UT 84102	501c(3)	Environment	Capital	10/1/2010	50,000
	1101 14th Street, NW					
	Suite 1400	E010(3)	Environment	Program	9/17/2010	250,000
American Rivers Inc.	Washington, DC 20005 P. O. Box 221864	501c(3)	Elivironinent	Flogram	3/1//2010	250,000
Big Sur Land Trust	Carmel, CA 93922	501c(3)	Environment	Program	12/17/2010	100,000
Dig Gui Land Trust	1225 H Street	00.000				· · · · · · · · · · · · · · · ·
California Rangeland Trust	Sacramento, CA 95814-1910	501c(3)	Environment	Program	8/6/2010	75,000
	4630 Northgate Blvd, Suite 150			_		10.000
California Waterfowl Association	Sacramento, CA 95834	501c(3)	Environment	Program	11/23/2010	10,000
	325 Pine Street	504-(0)	Cariananant	Broaram	2/12/2010	10,000
Carpe Diem West	Sausalito, CA 94965 325 Pine Street	501c(3)	Environment	Program	2/12/2010	10,000
Carpe Diem West	Sausalito, CA 94965	501c(3)	Environment	Program	8/27/2010	44,275
Carpe Diem vvest	9512 Mathews Lane	30.10(0)				
District Ten Wild Duck Eggs	Marysville, CA 95901	501c(3)	Environment	Program	10/15/2010	1,500
	NATIONAL HEADQUARTERS					
1	One Waterfowl Way			1 _		
Ducks Unlimited, Inc.	Memphis, TN 38120-2351	501c(3)	Environment	Program	10/29/2010	1,000
	c/o Jon J. Bunderson	1				
Friends of Roos Biver Defines	45 North 100 East	501c(3)	Environment	Program	12/1/2010	10,000
Friends of Bear River Refuge	Brigham City, Utah 84302 225 Varick Street	3010(3)	LIMIONNEIL	1 Togram	12/1/2010	10,000
	7th floor					
National Audubon Society	New York, NY 10014	501c(3)	Environment	Program	4/9/2010	2,500

Grantee Legal Name	Grantee Address	<u>Tax</u> Status	<u>Program</u> <u>Area</u>	Type of Support	Payment <u>Date</u>	<u>Grant</u> <u>Amount</u>
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
N. C. LANGER F. F. F. C. Accordation	1250 Connecticut Ave., NW Suite 600	5010(3)	Environment	Program	12/10/2010	25,000
National Wildlife Refuge Association Pacific Institute for Studies in	Washington, DC 20036	501c(3)	Litviolinent	1 Togram	12/10/2010	
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 201 Mission Street, 4th Floor	501c(3)	Environment	Program	8/27/2010	50,000
The Nature Conservancy	San Francisco, CA 94105 1660 L Street NW, Suite 208	501c(3)	Environment	Program	7/30/2010	120,000
Theodore Roosevelt Conservation Partnership Inc.	Washington, DC 20036 2239 5th street	501c(3)	Environment	Program	10/15/2010	25,000
Trout Unlimited	Berkeley, CA 94710 76 Elm Street	501c(3)	Environment	Program	6/25/2010	25,000
Trustees of The Smith College	Northampton, MA 01063 Watershed Sciences Building, 1st	501c(3)	Environment	Program	9/24/2010	100,000
UC Davis Foundation	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 2449 Bancroft Way	501c(3)	General Education	Program	7/30/2010	150,000
Regents of the University of Californai	#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 1500 Mark Thomas Drive	501c(3)	General Education	Program	5/28/2010	100,000
Santa Catalina School	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

Grantee Legal Name	Grantee Address	<u>Tax</u> Status	<u>Program</u> Area	Type of Support	Payment Date	<u>Grant</u> Amount
	The President's Fund		<u> </u>			
The Board of Trustees of Leland	301 Encina Hall	E01a/2\	General Education	Program	6/25/2010	25,000
Stanford Junior University	Stanford, CA 94305-6076 345 Boyer Avenue	501c(3)	General Education	riogram	0/23/2010	20,000
Whitman College Board of Trustees	Walla Walla, WA 99362	501c(3)	General Education	Program	8/27/2010	5,000
	210 Spear Street			_		40.000
Year Up Inc.	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	747 Fifty Second Street	2011(1)				
Center at Oakland	Oakland, CA 94609-1809	501c(3)	Health	Capital	3/8/2010	700,000
Children's Hospital and Research	747 Fifty Second Street	E01a(2)	Health	Canital	3/8/2010	700,000
Center at Oakland	Oakland, CA 94609-1809 3310 Geary Blvd	501c(3)	пеаш	Capital	3/8/2010	700,000
Huckleberry Youth Programs, Inc.	San Francisco, CA 94118	501c(3)	Health	Capital	7/23/2010	50,000
	Carmel Valley Manor					
Northern California Congregational	8545 Carmel Valley Road	E01a(2)	Llooith	Canital	7/16/2010	100,000
Retirement Homes, Inc.	Carmel, CA 93923-9556 4031 Pacific Boulevard	501c(3)	Health	Capital	7710/2010	100,000
Samaritan House	San Mateo, CA 94403	501c(3)	Health	Capital	11/12/2010	50,000
University of California San	220 Montgomery Street, 5th Floor				0/0/0040	105.000
Francisco Foundation	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	220 Montgomery Street, 5th Floor		Llooth	Endoumont	3/8/2010	125,000
Francisco Foundation Alzheimer's Disease and Related	San Francisco, CA 94104 1060 La Avenida Street	501c(3)	Health	Endowment	3/6/2010	125,000
Disorders Association	Mountain View, CA 94043-1422	501c(3)	Health	Program	10/29/2010	150,000
	P.O. Box 11454			_		
American Diabetes Association	Alexandria, VA 22312 1719 6th Avenue South	501c(3)	Health	Program	9/3/2010	500
Board of Trustees for the University	CIRC 516					
of Alabama	Birmingham, AL 35294	501c(3)	Health	Program	7/30/2010	100,000
	8001 Redwood Blvd.				44/5/0040	450,000
Buck Institute for Age Research California Pacific Medical Center	Novato, CA 94945 P.O. Box 7999	501c(3)	Health\Research	Program	11/5/2010	150,000
Foundation	San Francisco, CA 94120-7999	501c(3)	Health	Program	12/3/2010	25,000
Children's Hospital and Research	747 Fifty Second Street					
Center at Oakland	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
	1650 Owens Street					
J. David Gladstone Institutes	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	Carmel Valley Manor 8545 Carmel Valley Road					
Retirement Homes, Inc.	Carmel, CA 93923-9556	501c(3)	Health	Program	12/1/2010	40,000
	1025 Second Avenue					
Oakland Unified School District	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	527 Baker Street	0010(0)	, iodiui	1.09.0	1,20,2010	5,300
Promotion Coalition	San Francisco, CA 94117	501c(3)	Health	Program	2/5/2010	3,000

Grantee Legal Name	Grantee Address	<u>Tax</u> Status	Program Area	Type of Support	Payment Date	<u>Grant</u> <u>Amount</u>
	Encina Hall, East Wing - 5th Floor					
The Board of Trustees of Leland	616 Serra Street					
Stanford Junior University	Stanford, CA 94305	501c(3)	Health	Program	2/26/2010	50,000
The Decad of Tourishes of Lelevil	Encina Hall, East Wing - 5th Floor 616 Serra Street					
The Board of Trustees of Leland Stanford Junior University	Stanford, CA 94305	501c(3)	Health	Program	12/1/2010	75,000
The Susan G. Komen Breast Cancer	P.O. Box 29316	55.5(5)				
Foundation	San Francisco, CA 94129	501c(3)	Health	Program	10/26/2010	1,000
	1 Sherborn Street		:			
Trustees of Boston University	7th Floor Boston, MA 02215	501c(3)	Health\Research	Program	12/1/2010	150,000
Trustees of Boston University	Young Adult and Family Center	3010(3)	Ticalati toocaron	, 10g.u		
	Langley Porter Psychiatric					
	Institute					
	401 Parnassus Avenue	E01e(2)	Health	Program	11/12/2010	50,000
UC San Francisco Foundation	San Francisco, CA 94143	501c(3)	nealui	Flogram	11/12/2010	
University of California, San	3333 California Street, Suite 380					
Francisco Foundation	San Francisco, CA 94143-1265	501c(3)	Health\Research	Program	12/20/2010	150,000
University of California, San	3333 California Street, Suite 380	F04=(2)	Health	Program	12/10/2010	100,000
Francisco Foundation	San Francisco, CA 94143-1265 672 13th Street	501c(3)	nealtii	Flogram	12/10/2010	100,000
Urban Strategies Council	Oakland, CA 94612-2404	501c(3)	Health	Program	11/12/2010	50,000
	At the Palace of Fine Arts					
	3601 Lyon Street			0. 751	0/0/0040	4 000 000
Exploratorium, The	San Francisco, CA 94123-1099 At the Palace of Fine Arts	501c(3)	STEM\Other	Capital	3/8/2010	1,000,000
	3601 Lyon Street					
Exploratorium, The	San Francisco, CA 94123-1099	501c(3)	STEM\Other	Capital	12/17/2010	1,000,000
	Department of Engineering					
	Education					
	Purdue University Neil Armstrong Hall of					
	Engineering, Rm 1317	[
	701 W. Stadium Avenue					
Purdue Foundation	West Lafayette, IN 47906-2045	501c(3)	STEM	Endowment	3/8/2010	1,000,000
California Council on Science and	5005 La Mart Drive, Suite 105	E01a(3)	STEM\Other	Program	11/5/2010	200,000
Technology	Riverside, CA 92507 1200 E. California Blvd.	501c(3)	STEWNOUIEI	riogram	11/3/2010	200,000
California Institute of Technology	Pasadena, CA 91125	501c(3)	STEM	Program	9/10/2010	35,000
California Polytechnic State	1 Grand Avenue					
University Foundation	San Luis Obispo, CA 93407	501c(3)	STEM	Program	6/11/2010	265,000
California State University East Bay	25800 Carlos Bee Blvd. Hayward, CA 94542	5010(3)	STEM	Program	8/20/2010	205,000
Foundation Chabot Space & Science Center	10000 Skyline Blvd.	501c(3)	STEW	riogiam	0/20/2010	200,000
Foundation	Oakland, CA 94619	501c(3)	STEM	Program	11/24/2010	300,000
	University of Texas at Arlington	` ` `				***************************************
	Box 19316			 	14/04/0040	5 000
Chi Epsilon	Arlington, TX 76019-0316	501c(3)	STEM	Program	11/24/2010	5,000
	The Trefny Institute for Educational Innovation					
Colorado School of Mines	Golden, Colorado 80401	501c(3)	STEM\Grades P-8	Program	10/15/2010	500,000
	The Trefny Institute for					
1	Educational Innovation	F04 (0)	OTEMO: des D.A.	0	10/17/0010	500.000
Colorado School of Mines	Golden, Colorado 80401	501c(3)	STEM\Grades 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	1415 L Street, Suite 870	55.5(5)			1	
Initiatives in California (CENIC)	Sacramento, CA 95814	501c(3)	STEM	Program	12/17/2010	700,000

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

	<u>Tax</u>	<u>Program</u>	Type of	<u>Payment</u>	<u>Grant</u>
Grantee Address	<u>Status</u>	<u>Area</u>	<u>Support</u>	<u>Date</u>	<u>Amount</u>
323 Geary Street					
			_	7/00/0040	30,000
	3/8/2005	STEM	Program	//30/2010	30,000
•	5010/3\	CTEM	Program	10/15/2010	450,000
	5010(3)	31 EWI	Flogiam	10/13/2010	100,000
	501673	STEM	Program:	12/3/2010	50,000
	0010(0)	0,2			
Ross, CA 94957	501c(3)	STEM	Program	9/3/2010	34,000
3491 Mt. Diablo Rd.					
Lafayette, CA 94549-3915	501c(3)	STEM	Program	10/8/2010	25,000
500 5th Street NW					
			_	10/0/0010	25 000
	501c(3)	STEM	Program	10/8/2010	25,000
	5010(3)	STEM	Program	12/17/2010	500,000
	3010(3)	STEW	riogram	12/11/2010	
·	501c(3)	STFM	Program	7/2/2010	65,000
	3010(0)	012	1.03		
	501c(3)	STEM	Program	4/30/2010	180,000
950 East 61st Street					
Chicago, IL 60637	501c(3)	STEM	Program	6/25/2010	25,000
			_	0/04/0040	405.000
Houston, TX 77056	· 501c(3)	STEM	Program	9/24/2010	165,000
100 14- 15-10- 14-11/					
.	501c(3)	STEM	Program	11/12/2010	50,000
	3010(3)	OTEM	1 Togicani	1	
, ,					
Washington, DC 20005	501c(3)	STEM\Grades P-8	Program	11/12/2010	500,000
508 Dougherty Engineering Bldg.					
University of Tennessee			ļ		
			1 _	141510010	50,000
	501c(3)	STEM	Program	11/5/2010	50,000
5.5	5010(3)	STEM	Program	12/10/2010	100,000
	3010(3)	O I LIWI	riogram	12/10/2010	.55,000
			1		
I control of the cont	501c(3)	STEM	Program	11/19/2010	250,000
	323 Geary Street Suite 419 San Francisco, CA 94102 At the Palace of Fine Arts 3601 Lyon Street San Francisco, CA 94123-1099 301 Platt Boulevard Claremont, CA 91711 Wonderfest P.O. Box 887 Ross, CA 94957 3491 Mt. Diablo Rd. Lafayette, CA 94549-3915 500 5th Street NW Room NAS 218 Washington, D.C. 20001 500 5th Street NW Room NAS 218 Washington, D.C. 20001 440 Hamilton Ave., Suite 302 White Plains, NY 10601-1813 P.O. Box 42 Old Lyme, CT 06371 950 East 61st Street Chicago, IL 60637 3050 Post Oak Blvd, Suite 1200 Houston, TX 77056 100 Medical Center Way Woods Building, UCSF Box 0905 San Francisco, CA 94143-0905 1101 14th Street, N. W., Suite 300 Washington, DC 20005	323 Geary Street Suite 419 San Francisco, CA 94102 At the Palace of Fine Arts 3601 Lyon Street San Francisco, CA 94123-1099 301 Platt Boulevard Claremont, CA 91711 Wonderfest P.O. Box 887 Ross, CA 94957 3491 Mt. Diablo Rd. Lafayette, CA 94549-3915 500 5th Street NW Room NAS 218 Washington, D.C. 20001 500 5th Street NW Room NAS 218 Washington, D.C. 20001 500 5th Street NW Room NAS 218 Washington, D.C. 20001 501c(3) 440 Hamilton Ave., Suite 302 White Plains, NY 10601-1813 P.O. Box 42 Old Lyme, CT 06371 950 East 61st Street Chicago, IL 60637 501c(3) 3050 Post Oak Blvd, Suite 1200 Houston, TX 77056 501c(3) 100 Medical Center Way Woods Building, UCSF Box 0905 San Francisco, CA 94143-0905 San Francisco, CA 94143-0905 1101 14th Street, N. W., Suite 300 Washington, DC 20005 501c(3) 508 Dougherty Engineering Bldg. University of Tennessee P. O. Box 2697 Knoxville, TN 37996-2215 1 Sherborn Street 7th Floor Boston, MA 02215 c/o Yale Office of Development 157 Church St.	San Francisco, CA 94102 San Francisco, CA 94102 San Francisco, CA 94102 San Francisco, CA 94102 San Francisco, CA 94123-1099 So1c(3) STEM	Suite 419	323 Geary Street Suite 419 San Francisco, CA 94102 At the Palace of Fine Arts 3601 Lyon Street San Francisco, CA 94123-1099 501c(3) STEM Program 10/15/2010 301 Platt Boulevard Claremont, CA 91711 Vonderfest P.O. Box 887 Ross, CA 94957 501c(3) STEM Program 12/3/2010 Washington, D.C. 20001 500 Sth Street NW Room NAS 218 Washington, D.C. 20001 440 Hamilton Ave., Suite 302 White Plains, NY 10601-1813 P.O. Box 42 Old Lyme, CT 06371 950 East 61st Street Chicago, IL 60637 501c(3) STEM Program 10/8/2010 501c(3) STEM Program 10/8/2010 501c(3) STEM Program 10/8/2010 501c(3) STEM Program 10/8/2010 501c(3) STEM Program 10/8/2010 501c(3) STEM Program 10/8/2010 501c(3) STEM Program 10/8/2010 501c(3) STEM Program 10/8/2010 501c(3) STEM Program 7/2/2010 401 Lyme, CT 06371 P.O. Box 42 Old Lyme, CT 06371 S01c(3) STEM Program 4/30/2010 950 East 61st Street Chicago, IL 60637 501c(3) STEM Program 6/25/2010 3050 Post Oak Blvd, Suite 1200 Houston, TX 77056 501c(3) STEM Program 11/12/2010 100 Medical Center Way Woods Building, UCSF Box 0905 San Francisco, CA 94143-0905 501c(3) STEM Program 11/12/2010 1101 14th Street, N. W., Suite 300 Washington, D.C 20005 501c(3) STEM Program 11/12/2010 1101 14th Street, N. W., Suite 300 Washington, D.C 20005 501c(3) STEM Program 11/12/2010 11/12/2010 11/12/2010 11/12/2010 11/12/2010 11/12/2010 11/12/2010 11/12/2010 11/12/2010 11/12/2010 11/12/2010 11/12/2010 11/12/2010 11/12/2010 11/12/2010 11/12/2010 11/12/2010 11/12/2010 11/12/2010

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

\$22,488,075

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

Grantee Legal		<u>Tax</u>		Type of	<u>Payment</u>	Grant
<u>Name</u>	<u> Grantee Address</u>	<u>Status</u>	<u>Program Area</u>	<u>Support</u>	<u>Date</u>	<u>Amount</u>
	1325 West Walnut Hill Lane					
	P.O. Box 152079		Character/Citizenship	1	0	*** ***
Boy Scouts of America	Irving, Texas 75038	501c(3)	Development	Capital	2/11/2011	\$10,000,000
	7000 North 16th Street					
	Suite 120-238	(-)	Character/Citizenship		0/4/0044	\$5,000
Open Table Inc.	Phoenix, AZ 85020-5547	501c(3)	Development	Program	2/4/2011	\$5,000
National Audubon Society,	4225 Hollis St.	E04=/3\	Environment	Program	2/4/2011	\$35,000
Inc.	Emeryville, CA 94608 500 Washington Street	501c(3)	Environment	Flogram	2/4/2011	400,000
Public Policy Institute of	Suite 600	501c(3)				
California	San Francisco, CA 94111	501c(3)	Environment	Program	2/4/2011	\$25,000
California	McLaren Lodge	3010(3)	Livionicit	riogiam	2, 112011	
	Golden Gate Park, 501 Stanyan					
	Street					
San Francisco Parks Trust	San Francisco, CA 94117	501c(3)	Environment	Program	1/21/2011	\$50,000
barr rancisco rants must	Carritanology, Creating	55.5(5)				
San Francisco School	135 Van Ness Ave., Room 408					
Alliance Foundation	San Francisco, CA 94102	501c(3)	Environment	Program	2/4/2011	\$100,000
The Board of Trustees of	Frances C. Arrillaga Alumni Center			1		
Leland Stanford Junior	326 Galvez Street					ļ
University	Stanford, CA 94305-6105	501c(3)	Environment	Program	1/7/2011	\$100,000
	1701 Broadway					
Youth Radio	Oakland, CA 94612	501c(3)	Environment	Program	2/18/2011	\$100,000
Foundation For Teaching	260 Russell Blvd., Suite B			1 _	0/4/0044	040.000
Economics	Davis, CA 95616	501c(3)	General Education	Program	2/4/2011	\$10,000
	90 South Spruce Ave., Suite P	504=(0)	Constant Education	Drogram	1/14/2011	\$25,000
SEE College Prep Inc.	South San Francisco, CA 94080	501c(3)	General Education	Program	1/14/2011	\$25,000
	c/o VentureSpark			ĺ		
College d \$400acco legations	2269 Chestnut St., Suite 500 San Francisco, CA 94123	501c(3)	General Education	Underwrite Benefit	1/14/2011	\$5,000
Oakland Military Institute	San Francisco, CA 94 123	30 (0(3)	General Education	Onderwrite Denem	171472011	\$0,000
	4031 Pacific Boulevard					
Samaritan House	San Mateo, CA 94403	501c(3)	Health	Capital	2/18/2011	\$50,000
Samantan riouse	Garrinates, GA 54465	00.0(0)	1100.01	3 3 7 1 1 1		†
	1616 H Street, Suite 820			1		
Afterschool Alliance	Washington, DC 20006	501c(3)	STEM	Program	3/11/2011	\$60,000
		` '				
Massachusetts Institute of	77 Massachusetts Avenue					ļ
Technology	Cambridge, MA 02139-4307	501c(3)	STEM	Program	1/14/2011	\$45,000
<u> </u>						
Oakland Unified School	310 E. 10th Street, Room 201A		1			
District	Oakland, CA 94606-2302	501c(3)	STEM	Program	2/4/2011	\$130,000
	Office of Development					
The Board of Trustees of	Frances C. Arrillaga Alumni Center					
Leland Stanford Junior	326 Galvez Street			_	4/44/5544	0.45.000
University	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)

\$10,660,100

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

STATEMENT REGARDING STATUS AS A CONDUIT PRIVATE FOUNDATION INTERNAL REVENUE CODE SECTION 170(b)(1)(F)(ii) ELECTION INTERNAL REVENUE CODE SECTION 4942(b)(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: 4-29-11

LAUREN B. DACHS
PRESIDENT

STEPHEN BECHTEL FUND

STATEMENT D FEIN 20-8680679

STEPHEN BECHTEL FUND 2009 TAX YEAR

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

STATEMENT E FEIN 20-8680679 PAGE 1 OF 2

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 QUALFYING 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	\$30,069,397
В.	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	\$30,069,471

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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
PRESIDENT
STEPHEN BECHTEL FUND

FORM 990-PF DIVIDEND	S AND	INTER	EST FROM	SECUR	ITIES	STATEMENT	_1
SOURCE		GROSS	AMOUNT	CAPITAL GAINS DIVIDENDS		COLUMN (A) AMOUNT	
WELLS FARGO BANK	•		171.		0.	1	71.
TOTAL TO FM 990-PF, PART I, L	N 4		171.		0.	1	71.
FORM 990-PF		LEGAL	FEES			STATEMENT	2
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INV MENT IN	EST-	(C) ADJUSTED NET INCOME	(D) CHARITA E PURPOS	
LEGAL FEES	5	3,332.		0.		53,332.	
TO FM 990-PF, PG 1, LN 16A	5	3,332.		0.		53,3	32.
FORM 990-PF	AC	COUNTI	NG FEES			STATEMENT	3
DESCRIPTION	EXPE	A) INSES BOOKS	(B) NET IN MENT IN	EST-	(C) ADJUSTED NET INCOM		
ACCOUNTING FEES	2	21,450.		0.		21,4	50.
TO FORM 990-PF, PG 1, LN 16B	2	21,450.		0.		21,4	50.
FORM 990-PF (OTHER	PROFES	SIONAL E	FEES		STATEMENT	4
DESCRIPTION	EXPI	(A) ENSES BOOKS	(B) NET INV MENT IN	/EST-	(C) ADJUSTED NET INCOM		
PHILANTHROPIC/CHARITABLE CONSULTANTS	1:	LO,469.		0.		110,4	69
TO FORM 990-PF, PG 1, LN 16C	1:	10,469.		0.		110,4	69.

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



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





STATEMENT 8

FORM	990-PF	GRANTS A	AND	CONTRIBU	JTTONS
		APPROVED	FOR	FUTURE	PAYMENT

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	was e	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, LI	INE 3B		<u></u>	15,000,000.