

Form **990-PF**

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

OMB No. 1545-0052

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 S. D. BECHTEL, JR. FOUNDATION		A Employer identification number 20-3759208
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) 284-8670
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) ▶ \$ 270,196,380. (Part I, column (d) must be on cash basis.)	J Accounting method: <input type="checkbox"/> Cash <input checked="" 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	1 Contributions, gifts, grants, etc., received	45,554,294.		N/A	
	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	4,246,317.	3,466,128.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,250,669.			STATEMENT 1
	b Gross sales price for all assets on line 6a	12,106,885.			
	7 Capital gain net income (from Part IV, line 2)		3,632,351.		
	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	40,963.	2,982,080.		STATEMENT 3	
12 Total. Add lines 1 through 11	57,092,243.	10,080,559.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	214,800.	65,600.		149,200.
	14 Other employee salaries and wages	541,529.	35,000.		506,529.
	15 Pension plans, employee benefits	164,650.	24,957.		112,339.
	16a Legal fees STMT 4	53,871.	0.		53,332.
	b Accounting fees STMT 5	122,975.	0.		134,075.
	c Other professional fees STMT 6	315,419.	203,010.		112,469.
	17 Interest				
	18 Taxes STMT 7	668,716.	45,010.		2,633.
	19 Depreciation and depletion				
	20 Occupancy	68,175.	10,695.		59,230.
	21 Travel, conferences, and meetings	6,157.	0.		6,236.
	22 Printing and publications				
	23 Other expenses STMT 8	2,279,299.	1,415,528.		53,385.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,435,591.	1,799,800.		1,189,428.
	25 Contributions, gifts, grants paid	34,633,729.			33,290,043.
26 Total expenses and disbursements. Add lines 24 and 25	39,069,320.	1,799,800.		34,479,471.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	18,022,923.				
b Net investment income (if negative, enter -0-)		8,280,759.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	6,617,888.	22,894,959.	22,894,959.
	3	Accounts receivable	2,081,253.		
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	360,413.	307,016.	307,016.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	STMT 10 28,014,133.	30,994,106.	30,994,106.
	c	Investments - corporate bonds	STMT 11 995,267.	616,026.	616,026.
	11	Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation				
12	Investments - mortgage loans				
13	Investments - other	STMT 12 191,333,911.	211,043,002.	211,043,002.	
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation				
15	Other assets (describe)	STATEMENT 13 2,428,429.	2,260,018.	2,260,018.	
16	Total assets (to be completed by all filers)	231,750,977.	270,196,380.	270,196,380.	
Liabilities	17	Accounts payable and accrued expenses	224,292.	822,228.	
	18	Grants payable	61,605,039.	53,721,784.	
	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)	61,829,331.	54,544,012.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	167,683,217.	213,583,415.	
	25	Temporarily restricted	2,238,429.	2,068,953.	
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances	169,921,646.	215,652,368.		
31	Total liabilities and net assets/fund balances	231,750,977.	270,196,380.		

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	169,921,646.
2	Enter amount from Part I, line 27a	2	18,022,923.
3	Other increases not included in line 2 (itemize)	3	28,262,093.
4	Add lines 1, 2, and 3	4	216,206,662.
5	Decreases not included in line 2 (itemize)	5	554,294.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	215,652,368.

Form 990-PF (2010)

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 MUTUAL FUND DISTRIBUTIONS	P	VARIOUS	VARIOUS
b SALE OF SECURITIES	P	VARIOUS	VARIOUS
c CAPITAL GAIN FROM K-1S	P	VARIOUS	VARIOUS
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 8,000,000.		7,244,496.	755,504.
b 4,106,885.		4,036,136.	70,749.
c		-2,806,098.	2,806,098.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			755,504.
b			70,749.
c			2,806,098.
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	3,632,351.
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	N/A

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	26,874,012.	205,510,769.	.130767
2008	12,226,763.	235,529,991.	.051912
2007	8,838,238.	247,536,669.	.035705
2006	6,414,129.	194,028,031.	.033058
2005	4,864,965.	129,821,213.	.037474

2 Total of line 1, column (d)	2	.288916
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	.057783
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	230,875,750.
5 Multiply line 4 by line 3	5	13,340,693.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	82,808.
7 Add lines 5 and 6	7	13,423,501.
8 Enter qualifying distributions from Part XII, line 4	8	34,479,471.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	82,808.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	82,808.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	82,808.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	393,507.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	393,507.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	310,699.
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 310,699. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ CONTROLLER Telephone no. ▶ (415) 284-8689 Located at ▶ 199 FREMONT STREET, 25TH FLOOR, SAN FRANCISCO, CA ZIP+4 ▶ 94105			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 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, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? IRC SEC 4941(d)(2)(E) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available REG. SEC 53.4941(d)-(3)(c)(2) EX 1 for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A
 Organizations relying on a current notice regarding disaster assistance check here ▶

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b Yes No
 If "Yes" to 6b, file Form 8870. X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		214,800.	30,605.	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
BARBARA CARTIER - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	CONTROLLER 20.00	70,000.	12,201.	0.
SUSAN M. HARVEY - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM DIRECTOR 14.00	57,687.	18,348.	0.
ALLISON H. TURNER - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	PROGRAM OFFICER 18.00	57,150.	11,192.	0.
JOYA BANERJEE - 199 FREMONT STREET, SAN FRANCISCO, CA 94105	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
MONTICELLO ASSOCIATES - 1800 LARIMER STREET, SUITE 2100, DENVER, CO 80202	INVESTMENT ADVISORS	118,750.
DELOITTE & TOUCHE LLP - 555 MISSION ST., STE 1400, SAN FRANCISCO, CA 94105	FINANCIAL STATEMENT AUDIT	81,100.
OSTERWEIS CAPITAL MANAGEMENT - ONE MARITIME PLAZA, SUITE 800, SAN FRANCISCO, CA 94111	INVESTMENT MANAGEMENT & ADVISOR	75,312.
DELOITTE TAX LLP - 555 MISSION ST., STE 1400, SAN FRANCISCO, CA 94105	TAX PREPARATION	52,975.
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	224,426,808.
b	Average of monthly cash balances	1b	9,774,816.
c	Fair market value of all other assets	1c	190,000.
d	Total (add lines 1a, b, and c)	1d	234,391,624.
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	234,391,624.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,515,874.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	230,875,750.
6	Minimum investment return. Enter 5% of line 5	6	11,543,788.

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	11,543,788.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	82,808.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	115,737.
c	Add lines 2a and 2b	2c	198,545.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,345,243.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	11,345,243.
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	11,345,243.

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	34,479,471.
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	34,479,471.
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	82,808.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	34,396,663.

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				11,345,243.
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	5,333,244.			
f Total of lines 3a through e	5,333,244.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 34,479,471.				
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)	0.			
d Applied to 2010 distributable amount				11,345,243.
e Remaining amount distributed out of corpus	23,134,228.			
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:	28,467,472.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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)	0.			
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	28,467,472.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009	5,333,244.			
e Excess from 2010	23,134,228.			

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				(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).)

SEE STATEMENT 15

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		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)					
a Paid during the year SEE STATEMENT A					33,290,043.
Total ▶ 3a					33,290,043.
b Approved for future payment SEE STATEMENT B					8037931.
Total ▶ 3b					8037931.

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

Employer identification number

S. D. BECHTEL, JR. FOUNDATION

20-3759208

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 S.D. BECHTEL, JR. FOUNDATION	Employer identification number 20-3759208
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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	<p><u>LAURA P. BECHTEL CHARITABLE UNITRUST II</u></p> <p><u>P.O. BOX 193809</u></p> <p><u>SAN FRANCISCO, CA 94119-3809</u></p>	\$ <u>554,294.*</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<p><u>MR. AND MRS. STEPHEN D BECHTEL, JR.</u></p> <p><u>P.O. BOX 193809</u></p> <p><u>SAN FRANCISCO, CA 94119-3809</u></p>	\$ <u>45,000,000.*</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	<p><u>S.D. BECHTEL CHARITABLE UNITRUST II</u></p> <p><u>P.O. BOX 193809</u></p> <p><u>SAN FRANCISCO, CA 94119-3809</u></p>	\$ <u>299,400.*</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	<p>_____ *The Foundation did not provide any goods or services in consideration for any property contributed as described in Schedule B.</p> <p>_____</p>	_____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	<p>_____</p> <p>_____</p> <p>_____</p>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	<p>_____</p> <p>_____</p> <p>_____</p>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

S.D. BECHTEL, JR. FOUNDATION

20-3759208

Part II Noncash Property (see instructions)

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

Name of organization S.D. BECHTEL, JR. FOUNDATION	Employer identification number 20-3759208
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MUTUAL FUND DISTRIBUTIONS			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
8,000,000.	7,244,496.	0.	0.	755,504.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
4,106,885.	4,036,136.	0.	0.	70,749.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN FROM K-1S			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	-6,424,416.	0.	0.	6,424,416.	

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	7,250,669.

FORM 990-PF **DIVIDENDS AND INTEREST FROM SECURITIES** **STATEMENT** **2**

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	2,883,204.	0.	2,883,204.
INTEREST INCOME	1,363,113.	0.	1,363,113.
TOTAL TO FM 990-PF, PART I, LN 4	4,246,317.	0.	4,246,317.

FORM 990-PF **OTHER INCOME** **STATEMENT** **3**

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER K-1 INCOME	0.	2,968,138.	
MISCELLANEOUS INVESTMENT INCOME	13,942.	13,942.	
MISCELLANEOUS INCOME	27,021.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	40,963.	2,982,080.	

FORM 990-PF **LEGAL FEES** **STATEMENT** **4**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSE	53,871.	0.		53,332.
TO FM 990-PF, PG 1, LN 16A	53,871.	0.		53,332.

FORM 990-PF **ACCOUNTING FEES** **STATEMENT** **5**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT AND REVIEW FEES	122,975.	0.		134,075.
TO FORM 990-PF, PG 1, LN 16B	122,975.	0.		134,075.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	2,000.	0.		2,000.
NORTHERN TRUST	84,260.	84,260.		0.
MONTICELLO	118,750.	118,750.		0.
CONSULTANTS	110,409.	0.		110,469.
TO FORM 990-PF, PG 1, LN 16C	315,419.	203,010.		112,469.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX PROVISION	596,334.	0.		0.
FOREIGN TAX	69,749.	45,010.		0.
OTHER STATE TAXES	2,358.	0.		2,358.
MISC. ANNUAL FILING FEES	275.	0.		275.
TO FORM 990-PF, PG 1, LN 18	668,716.	45,010.		2,633.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
K-1 DEDUCTIONS	2,216,682.	1,407,843.		0.
SUBSCRIPTION	413.	0.		413.
INSURANCE	2,817.	0.		2,817.
OFFICE SUPPLIES	5,254.	0.		5,254.
COMPUTER MAINTENANCE AND SUPPORT	27,568.	0.		26,320.
PROFESSIONAL DEVELOPMENT	3,434.	0.		3,480.
MEMBERSHIP FEES	7,273.	0.		7,028.
MISC. EXPENSES	8,173.	0.		8,073.
MISC. INVESTMENT EXPENSES	7,685.	7,685.		0.
TO FORM 990-PF, PG 1, LN 23	2,279,299.	1,415,528.		53,385.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	18,650,337.
ASSUMPTION OF PRIOR YEAR GRANT PAYABLE BY AFFILIATED ORGANIZATION	9,226,941.
UNREALIZED GAINS ON CHARITABLE TRUSTS	384,815.
TOTAL TO FORM 990-PF, PART III, LINE 3	28,262,093.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OZ OVERSEAS FUND, LTD	5,215,130.	5,215,130.
CLOVIS CAPITAL PARTNERS LTD	8,736,759.	8,736,759.
ETON PARK OVERSEAS FUND	8,862,907.	8,862,907.
VARIOUS COMMON STOCKS - OSTERWEIS	8,179,310.	8,179,310.
TOTAL TO FORM 990-PF, PART II, LINE 10B	30,994,106.	30,994,106.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	616,026.	616,026.
TOTAL TO FORM 990-PF, PART II, LINE 10C	616,026.	616,026.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PIMCO DISTRESSED MORTGAGE FUND	FMV	4,652,809.	4,652,809.
INDUS STRUCTURED FINANCE	FMV	3,001,737.	3,001,737.
DODGE & COX STOCK FUND	FMV	13,193,638.	13,193,638.
GMO US EQUITY	FMV	13,806,017.	13,806,017.
CONVEXITY CAPITAL OFFSHORE	FMV	20,335,137.	20,335,137.
LONGLEAF PARTNER SMALL CAP EQUITY FUND	FMV	3,703,753.	3,703,753.

FORTRESS VALUE RECOVERY FUND TE I LLC	FMV	168,204.	168,204.
FORTRESS VALUE RECOVERY FUND I LTD	FMV	291,230.	291,230.
CLAYTON, DUBLIER & RICE FUND VII CO-INV.	FMV	659,916.	659,916.
CALERA CAPITAL PARTNERS III	FMV	2,978,568.	2,978,568.
CLAYTON, DUBLIER & RICE FUND VIII	FMV	2,744,683.	2,744,683.
FARRALLON CAPITAL PARTNERS	FMV	7,378,631.	7,378,631.
FORTRESS CREDIT OPPORTUNITIES FUND	FMV	3,673,841.	3,673,841.
HIGHCLERE INTERNATIONAL	FMV	5,071,912.	5,071,912.
HIGHFIELDS CAPITAL	FMV	5,761,527.	5,761,527.
MADISON DEARBORN PARTNERS V-A	FMV	6,110,099.	6,110,099.
MADISON DEARBORN PARTNERS V-B	FMV	1,026,984.	1,026,984.
MADISON DEARBORN CAPITAL PARTNERS VI-A	FMV	1,235,587.	1,235,587.
MAKENA CAPITAL ASSOCIATES	FMV	24,372,583.	24,372,583.
MHR INSTITUTIONAL PARTNERS III	FMV	6,638,231.	6,638,231.
NEWPORT ASIA INSTITUTIONAL FUND	FMV	8,229,172.	8,229,172.
TRINITY VENTURES VII	FMV	892,632.	892,632.
SPINNAKER GLOBAL EMERGING MARKETS	FMV	5,092,800.	5,092,800.
TIFF PARTNERS IV	FMV	1,865,767.	1,865,767.
WTF-CTF MICRO-CAP EQUITY PORTFOLIO	FMV	9,814,058.	9,814,058.
YORKTOWN ENERGY PARTNERS VI	FMV	920,872.	920,872.
YORKTOWN ENERGY PARTNERS VII	FMV	1,417,738.	1,417,738.
FARALLON FCIP	FMV	149.	149.
RAPTOR PRIVATE HOLDINGS	FMV	496,701.	496,701.
PIMCO TOTAL RETURN FUND	FMV	13,894,583.	13,894,583.
PIMCO SHORT TERM FUND	FMV	17,398,288.	17,398,288.
IP III BLOCKER - I LP (MHR III)	FMV	806,247.	806,247.
MAVERICK FUND LTD	FMV	4,179,477.	4,179,477.
HOLOWESKO GLOBAL FUND LTD	FMV	4,088,016.	4,088,016.
DODGE & COX INTERNATIONAL STOCK FUND	FMV	9,324,544.	9,324,544.
CLAYTON, DUBLIER & RICE FUND VII	FMV	5,816,871.	5,816,871.
TOTAL TO FORM 990-PF, PART II, LINE 13		211,043,002.	211,043,002.

FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART	190,000.	190,000.	190,000.
BENEFICIAL INTEREST IN CHARITABLE TRUSTS	2,238,429.	2,068,953.	2,068,953.
DUE FROM OTHER PARTIES	0.	1,065.	1,065.
TO FORM 990-PF, PART II, LINE 15	2,428,429.	2,260,018.	2,260,018.

FORM 990-PF

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

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEPHEN D. BECHTEL, JR. P.O. BOX 193809 SAN FRANCISCO, CA 94119	CHAIRMAN/DIRECTOR 10.00	0.	0.	0.
LAUREN B. DACHS 199 FREMONT STREET SAN FRANCISCO, CA 94105	PRESIDENT/EXEC. DIRECTOR/DIRECTOR 16.00	100,000.	10,428.	0.
ELIZABETH H. BECHTEL P.O. BOX 193809 SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
NONIE B. RAMSAY P.O. BOX 193809 SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
ALAN M. DACHS 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
DEBORAH L. DUNCAN 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
JUDE L. LASPA P.O. BOX 193809 SAN FRANCISCO, CA 94119	DIRECTOR 5.00	0.	0.	0.
BOB PECK 199 FREMONT STREET SAN FRANCISCO, CA 94105	DIRECTOR 5.00	0.	0.	0.
JOHN W. WEISER P.O. BOX 193809 SAN FRANCISCO, CA 94119	DIRECTOR 5.00	0.	0.	0.
PATRICIA W. LEICHER 199 FREMONT STREET SAN FRANCISCO, CA 94105	CFO/SECRETARY 18.00	114,800.	20,177.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		214,800.	30,605.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 15

NAME OF MANAGER

STEPHEN D. BECHTEL, JR.
ELIZABETH H. BECHTEL

S. D. Bechtel, Jr. Foundation

Grants Paid in 2010

<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Tax Status</u>	<u>Grant Amount</u>	<u>Payment Date</u>	<u>Program Area</u>	<u>Type of Support</u>
Berkeley - Albany YMCA	2070 Allston Way, Suite 101 Berkeley, CA 94704-1458	501c(3)	\$200,000	12/7/2010	Character/Citizenship Development	Capital
Boy Scouts of America	1325 West Walnut Hill Lane P.O. Box 152079 Irving, Texas 75038	501c(3)	\$2,500,000	11/12/2010	Character/Citizenship Development	Capital
City Fields Foundation	1714 Stockton Street Suite 400 San Francisco, CA 94133	501c(3)	\$100,000	12/1/2010	Character/Citizenship Development	Capital
Project Playing and Learning in Adaptable Environments Inc.	800 Hearst Avenue Berkeley, CA 94710	501c(3)	\$25,000	6/11/2010	Character/Citizenship Development	Capital
Alta Bates Summit Foundation	2450 Ashby Avenue Berkeley, CA 94705	501c(3)	\$50,000	3/19/2010	Character/Citizenship Development	Program
Big Brothers Big Sisters of America	230 North 13th Street Philadelphia, PA 19107	501c(3)	\$200,000	10/22/2010	Character/Citizenship Development	Program
Big Brothers Big Sisters of the Bay Area	731 Market Street, 6th Floor San Francisco, CA 94103	501c(3) 501c(3)	\$50,000	7/16/2010	Character/Citizenship Development	Program
Boy Scouts of America, Piedmont Council	10 Highland Way Piedmont, CA 94611	501c(3)	\$25,000	12/1/2010	Character/Citizenship Development	Program
Boy Scouts of America, General Contributions	Various	501c(3)	\$5,000	10/1/2010	Character/Citizenship Development	Program
Boy Scouts of America, San Francisco Bay Area Council	1001 Davis Street San Leandro, CA 94577-1514	501c(3)	\$30,000	3/19/2010	Character/Citizenship Development	Program
Boys & Girls Clubs of Oakland	P. O. Box 23203 Oakland, CA 94623	501c(3)	\$50,000	9/10/2010	Character/Citizenship Development	Program
Boys & Girls Clubs of San Francisco	55 Hawthorne Street, Suite 600 San Francisco, CA 94105	501c(3)	\$100,000	2/26/2010	Character/Citizenship Development	Program
Camp Fire USA - Oakland East Bay Council	P. O. Box 23066 Oakland, CA 94623-0066	501c(3)	\$50,000	6/18/2010	Character/Citizenship Development	Program
Community Initiatives	5645 Oakgrove Avenue Oakland, CA 94618	501c(3)	\$25,000	10/8/2010	Character/Citizenship Development	Program
East Oakland Youth Development Center	8200 International Boulevard Oakland, CA 94621	501c(3)	\$100,000	4/2/2010	Character/Citizenship Development	Program
Faith Network of the East Bay, Inc.	2633 Telegraph Avenue, #409 Oakland, CA 94612	501c(3)	\$20,000	12/1/2010	Character/Citizenship Development	Program
First Place for Youth	519 17th Street Oakland, CA 94612	501c(3)	\$100	4/2/2010	Character/Citizenship Development	Program
First Place for Youth	519 17th Street Oakland, CA 94612	501c(3)	\$100,000	7/16/2010	Character/Citizenship Development	Program
Foundation For Students Rising Above	P.O. Box 29174 San Francisco, CA 94129	501c(3)	\$50,000	9/10/2010	Character/Citizenship Development	Program
Four Winds, Inc.	P. O. Box 140 Deer Harbor, WA 98243	501c(3)	\$50,000	10/1/2010	Character/Citizenship Development	Program
Girl Scouts of Northern California	7700 Edgewater Drive Suite 340 Oakland, CA 94621	501c(3)	\$125,000	12/1/2010	Character/Citizenship Development	Program
Girls Incorporated of Alameda County	13666 East 14th Street San Leandro, CA 94578	501c(3)	\$50,000	3/12/2010	Character/Citizenship Development	Program
Girls Incorporated of West Contra Costa County	260 Broadway Richmond, CA 94804	501c(3)	\$12,500	8/20/2010	Character/Citizenship Development	Program
Girls Incorporated of West Contra Costa County	260 Broadway Richmond, CA 94804	501c(3)	\$37,500	12/17/2010	Character/Citizenship Development	Program
Girls on the Run of the Bay Area, Inc.	3543 18th Street, #31 San Francisco, CA 94110	501c(3)	\$25,000	10/8/2010	Character/Citizenship Development	Program
Handful Players, Inc.	1700 California Street, Suite 335 San Francisco, CA 94109	501c(3)	\$10,000	6/25/2010	Character/Citizenship Development	Program
Huckleberry Youth Programs, Inc.	3310 Geary Blvd San Francisco, CA 94118	501c(3)	\$65,000	6/25/2010	Character/Citizenship Development	Program
Joseph and Edna Josephson Institute for the Advancement of Ethics	9841 Airport Blvd., Suite 300 Los Angeles, CA 90045	501c(3)	\$1,650	7/2/2010	Character/Citizenship Development	Program
Joseph and Edna Josephson Institute for the Advancement of Ethics	9841 Airport Blvd., Suite 300 Los Angeles, CA 90045	501c(3)	\$11,250	8/6/2010	Character/Citizenship Development	Program
Joseph and Edna Josephson Institute for the Advancement of Ethics	9841 Airport Blvd., Suite 300 Los Angeles, CA 90045	501c(3)	\$2,250	8/20/2010	Character/Citizenship Development	Program

Larkin Street Youth Services	701 Sutter Street, 2nd floor San Francisco, CA 94109-6453	501c(3)	\$100,000 10/15/2010	Character/Citizenship Development	Program
National Center for Youth Law	405 14th Street Oakland, CA 94612-2701	501c(3)	\$100,000 4/30/2010	Character/Citizenship Development	Program
Peralta Parent Group Inc.	Peralta Elementary School 460 63rd Street Oakland, CA 94609	501c(3)	\$25,000 5/28/2010	Character/Citizenship Development	Program
Positive Coaching Alliance	1001 N. Rengstroff Ave. Suite 100 Mountain View, CA 94043	501c(3)	\$192,000 6/11/2010	Character/Citizenship Development	Program
Project Playing and Learning in Adaptable Environments Inc.	800 Hearst Avenue Berkeley, CA 94710	501c(3)	\$25,000 12/3/2010	Character/Citizenship Development	Program
Public Conversations Project Inc.	46 Kondazian Street Watertown, MA 02472	501c(3)	\$25,000 4/9/2010	Character/Citizenship Development	Program
San Francisco Court Appointed Special Advocate Program	100 Bush Street Suite 650 San Francisco, CA 94104	501c(3)	\$50,000 5/28/2010	Character/Citizenship Development	Program
Special Olympics Northern California	3480 Buskirk Avenue Suite 340 Pleasant Hill, CA 94523	501c(3)	\$1,000 3/12/2010	Character/Citizenship Development	Program
Student Conservation Association, Inc., The	P. O. Box 550 Charlestown, NH 03603-0550	501c(3)	\$50,000 2/12/2010	Character/Citizenship Development	Program
Summer Search Foundation	500 Sansome Street, Suite 350 San Francisco, CA 94111	501c(3)	\$25,000 5/28/2010	Character/Citizenship Development	Program
Team Up For Youth	310 Eighth Street Oakland, CA 94607	501c(3)	\$200,000 12/17/2010	Character/Citizenship Development	Program
The Character Education Partnership Inc.	1025 Connecticut Avenue Suite 1011 Washington, DC 20036	501c(3)	\$50,000 2/26/2010	Character/Citizenship Development	Program
The Character Education Partnership Inc.	1025 Connecticut Avenue Suite 1011 Washington, DC 20036	501c(3)	\$25,000 5/14/2010	Character/Citizenship Development	Program
The Salvation Army	San Francisco City Administration Office 832 Folsom Street P. O. Box 193465 San Francisco, CA 94119-3465	501c(3)	\$50,000 4/9/2010	Character/Citizenship Development	Program
The School for Ethics and Global Leadership	1528 18th Street, NW Washington, D.C. 20036	501c(3)	\$50,000 3/12/2010	Character/Citizenship Development	Program
UCLA Foundation	2131 John Wooden Center c/o Jason Zeck Los Angeles, CA 90095, CA	501c(3)	\$300 6/18/2010	Character/Citizenship Development	Program
Youth Homes Incorporated	P.O. Box 5759 1855 Olympic Blvd. Walnut Creek, CA 94596	501c(3)	\$50,000 8/27/2010	Character/Citizenship Development	Program
Youth Tennis Advantage	610 16th Street, #415 Oakland, CA 94612	501c(3)	\$1,000 5/7/2010	Character/Citizenship Development	Program
Piedmont Beautification Foundation	Piedmont City Hall 120 Vista Avenue Piedmont, CA 94611	501c(3)	\$10,000 10/8/2010	Civic	Capital
American Academy of Arts and Sciences	Norton's Woods 136 Irving Street Cambridge, MA 02138-1996	501c(3)	\$250,000 11/5/2010	Civic	Program
Asian Art Museum Foundation of San Francisco	200 Larkin Street San Francisco, CA 94102	501c(3)	\$5,000 5/21/2010	Civic	Program
Berkeley Community Fund	800 Jones Street Berkeley, CA 94710	501c(3)	\$2,500 6/18/2010	Civic	Program
California Historical Society	678 Mission Street San Francisco, CA 94105-4014	501c(3)	\$5,000 10/8/2010	Civic	Program
Center for Strategic and International Studies, Inc.	1800 K Street NW Washington, DC 20006	501c(3)	\$5,000 11/19/2010	Civic	Program
Chronicle Season of Sharing Fund	c/o San Francisco Chronicle P. O. Box 44740 San Francisco, CA 94144	501c(3)	\$150 4/2/2010	Civic	Program
Corpus Christi Church	322 St. James Drive Piedmont, CA 94611	501c(3)	\$1,451 2/12/2010	Civic	Program
Corpus Christi Church	322 St. James Drive Piedmont, CA 94611	501c(3)	\$250 3/4/2010	Civic	Program
Council on Foundations	2121 Crystal Drive, Suite 700 Arlington, VA 22202	501c(3)	\$25,818 1/29/2010	Civic	Program
Diocese of Santa Rosa	P.O. Box 4077 Santa Rosa, CA 95402	501c(3)	\$100 4/2/2010	Civic	Program
Elderhostel, Inc.	11 Avenue de Lafayette Boston, MA 02111-1746	501c(3)	\$25,000 9/10/2010	Civic	Program
Foundation Center, The	79 Fifth Avenue New York, NY 10003-3076	501c(3)	\$3,500 9/24/2010	Civic	Program
Fritz Institute	50 Fremont Street, Suite 1150 San Francisco, CA 94105	501c(3)	\$50,000 5/21/2010	Civic	Program

George W. Bush Foundation	P.O. Box 600610 Dallas, TX 75206	501c(3)	\$50,000 9/3/2010	Civic	Program
Global Partnerships	909 NE Boat Street, #200 Seattle, WA 98105	501c(3)	\$1,000 6/18/2010	Civic	Program
Grantmakers for Effective Organizations	1725 DeSales Street, NW Suite 404 Washington, DC 20036	501c(3)	\$25,000 12/10/2010	Civic	Program
GuideStar USA Inc.	4801 Courthouse Street, Suite 220 Williamsburg, VA 23188	501c(3)	\$10,000 6/11/2010	Civic	Program
Independent Sector	1602 L St., NW Suite 900 Washington, D.C. 20036	501c(3)	\$12,150 1/15/2010	Civic	Program
KQED Inc.	2601 Mariposa Street San Francisco, CA 94110	501c(3)	\$250 4/2/2010	Civic	Program
Northern California Grantmakers	625 Market Street, 15th Floor San Francisco, CA 94105	501c(3)	\$13,000 2/5/2010	Civic	Program
Pacific Legal Foundation	930 G Street Sacramento, CA 95814	501c(3)	\$5,000 2/26/2010	Civic	Program
Philanthropy Roundtable	1150 17th Street, NW, # 503 Washington, DC 20036	501c(3)	\$100,000 8/20/2010	Civic	Program
Piedmont Community Church	400 Highland Avenue Piedmont, CA 94611	501c(3)	\$5,100 6/18/2010	Civic	Program
Support for International Change	P.O. Box 25803 Los Angeles, CA 90025	501c(3)	\$100 5/28/2010	Civic	Program
Taproot Foundation	466 Geary Street, Suite 206 San Francisco, CA 94102	501c(3)	\$54,000 4/2/2010	Civic	Program
Taproot Foundation	466 Geary Street, Suite 206 San Francisco, CA 94102	501c(3)	\$15,000 9/3/2010	Civic	Program
The Board of Trustees of Leland Stanford Junior University	Stanford University Stanford, CA 94305-6010	501c(3)	\$150,000 11/5/2010	Civic	Program
The California State Protocol Foundation	1215 K Street, Suite 1400 Sacramento, CA 95814	501c(3)	\$10,000 3/4/2010	Civic	Program
The Center for Effective Philanthropy	675 Massachusetts Avenue, 7th Floor Cambridge, MA 02139	501c(3)	\$15,000 9/24/2010	Civic	Program
The Friends of the Oakland Public Library	721 Washington Street Oakland, CA 94607	501c(3)	\$100 4/2/2010	Civic	Program
Tides Center	The Presidio P.O. Box 29907 San Francisco, CA 94129-0907	501c(3)	\$1,100 10/22/2010	Civic	Program
San Francisco Chamber of Commerce Foundation	235 Montgomery Street, Suite 1200 San Francisco, CA 94194	501c(3)	\$2,000 12/10/2010	Civic	Underwrite Benefit
California Missions Foundation	26555 Carmel Rancho Blvd., Suite 7 Carmel, CA 93923	501c(3)	\$225,000 4/30/2010	Cultural	Capital
Filoli Center	86 Canada Road Woodside, CA 94062-2143	501c(3)	\$5,000 12/1/2010	Cultural	Capital
Berkeley Repertory Theatre	2025 Addison Street Berkeley, CA 94704	501c(3)	\$100 5/28/2010	Cultural	Program
Berkeley Repertory Theatre	2025 Addison Street Berkeley, CA 94704	501c(3)	\$150 6/18/2010	Cultural	Program
California Symphony Orchestra, Inc.	877 Ygnacio Valley Road, Suite 200 Pleasant Hill, CA 94596	501c(3)	\$5,000 9/3/2010	Cultural	Program
Carmel Bach Festival, Inc.	P. O. Box 575 Carmel-By-The-Sea, CA 93921	501c(3)	\$10,000 10/8/2010	Cultural	Program
Carmel Ideas Foundation	P.O. Box 2424 c/o James & Cynthia McGillen Carmel, CA 93921	501c(3)	\$10,000 3/4/2010	Cultural	Program
Choral Arts Society of Utah	P.O. Box 2623 Salt Lake City, UT 84110	501c(3)	\$1,000 3/4/2010	Cultural	Program
Corporation of the Fine Arts Museums	De Young, Golden Gate Park 50 Hagiwara Tea Garden Drive San Francisco, CA 94118-4501	501c(3)	\$10,000 3/12/2010	Cultural	Program
Mater Dolorosa Passionist Retreat Center Inc.	700 N. Sunnyside Avenue Sierra Madre, CA 91024	501c(3)	\$500 5/28/2010	Cultural	Program
Merola Opera Program	301 Van Ness Avenue San Francisco, CA 94102	501c(3)	\$1,000 2/12/2010	Cultural	Program
Monterey County Symphony Association, Inc.	2560 Garden Road, Suite 101 Monterey, CA 93940	501c(3)	\$10,000 5/21/2010	Cultural	Program
Monterey Museum of Art	559 Pacific Street Monterey, CA 93940	501c(3)	\$7,500 10/22/2010	Cultural	Program
National Trust for Historic Preservation	The Hearst Building 5 Third Street, Suite 707 San Francisco, CA 94103	501c(3)	\$45,000 10/22/2010	Cultural	Program
Oakland Museum of California Foundation	1000 Oak Street Oakland, CA 94607-4892	501c(3)	\$250 5/28/2010	Cultural	Program

Oakland Symphony Chorus	360 Grand Avenue, #338 Oakland, CA 94610	501c(3)	\$100 5/28/2010	Cultural	Program
Peabody Historical Society	1556 N. 59th Peabody, KS 66866-9485	501c(3)	\$10,000 3/5/2010	Cultural	Program
Piedmont Historical Society	358 Hillside Avenue Piedmont, CA 94611	501c(3)	\$5,000 12/10/2010	Cultural	Program
Royal Oak Foundation, Inc. The	35 West 35th Street Suite 1200 New York, New York 10001	501c(3)	\$2,500 9/24/2010	Cultural	Program
San Francisco Museum of Modern Art	151 Third Street San Francisco, CA 94103-3159	501c(3)	\$10,000 10/8/2010	Cultural	Program
San Francisco Opera Association	301 Van Ness Avenue San Francisco, CA 94102-1729	501c(3)	\$10,000 2/12/2010	Cultural	Program
San Francisco Opera Association	301 Van Ness Avenue San Francisco, CA 94102-1729	501c(3)	\$10,000 5/28/2010	Cultural	Program
San Francisco Symphony	Davies Symphony Hall 201 Van Ness Ave San Francisco, CA 94102-4585	501c(3)	\$500 2/12/2010	Cultural	Program
San Francisco Symphony	Davies Symphony Hall 201 Van Ness Ave San Francisco, CA 94102-4585	501c(3)	\$5,000 12/3/2010	Cultural	Program
Victorian Preservation Center of Oakland (VPCO)	Cohen-Bray House 5245 College Avenue, Suite 145 Oakland, CA 94618	501c(3)	\$2,500 9/24/2010	Cultural	Program
Golden Gate National Parks Conservancy	Building 201, Fort Mason San Francisco, CA 94123	501c(3)	\$500,000 3/29/2010	Environment	Capital
American Farmland Trust	1200 18th Street, N.W. Suite 800 Washington, DC 20036	501c(3)	\$100,000 11/19/2010	Environment	Program
American Rivers Inc.	1101 14th Street, NW Suite 1400 Washington, DC 20005	501c(3)	\$50,000 4/2/2010	Environment	Program
Bay Area Ridge Trail Council	1007 General Kennedy Avenue, Suite 3 San Francisco, CA 94129-1400	501c(3)	\$81,250 10/29/2010	Environment	Program
Bay Nature Institute	1328 Sixth Street, #2 Berkeley, CA 94710	501c(3)	\$53,000 10/22/2010	Environment	Program
California State Parks Foundation	50 Francisco Street, Suite 110 San Francisco, CA 94133	501c(3)	\$150,000 11/19/2010	Environment	Program
California State Parks Foundation	50 Francisco Street, Suite 110 San Francisco, CA 94133	501c(3)	\$100 6/18/2010	Environment	Program
California State Parks Foundation	50 Francisco Street, Suite 110 San Francisco, CA 94133	501c(3)	\$75,000 10/1/2010	Environment	Program
California Waterfowl Association	4630 Northgate Blvd, Suite 150 Sacramento, CA 95834	501c(3)	\$250,000 12/1/2010	Environment	Program
Center for Land-Based Learning	5265 Putah Creek Road Winters, CA 95694	501c(3)	\$15,000 9/3/2010	Environment	Program
Center for Land-Based Learning	5265 Putah Creek Road Winters, CA 95694	501c(3)	\$10,000 10/22/2010	Environment	Program
City Parks Alliance Inc.	2121 Ward Ct., NW Fifth Floor Washington, DC 20037	501c(3)	\$25,000 10/29/2010	Environment	Program
CNA Corporation	4825 Mark Center Drive Alexandria, VA 22311	501c(3)	\$50,000 12/10/2010	Environment	Program
Connolly Ranch Education Center	3141 Browns Valley Road Napa, CA 94558	501c(3)	\$15,000 10/1/2010	Environment	Program
Conservation Corps North Bay	27 Larkspur Street San Rafael, CA 94901	501c(3)	\$20,000 7/23/2010	Environment	Program
Delta Waterfowl Foundation	P. O. Box 3128 Bismarck, ND 58502	501c(3)	\$200,000 12/1/2010	Environment	Program
Earth Island Institute	1771 Alcatraz Avenue Berkeley, CA 94703	501c(3)	\$20,000 5/28/2010	Environment	Program
East Bay Zoological Society	P. O. Box 5238 Oakland, CA 94605	501c(3)	\$5,000 10/15/2010	Environment	Program
Golden Gate National Parks Conservancy	Building 201, Fort Mason San Francisco, CA 94123	501c(3)	\$50,000 4/9/2010	Environment	Program
Land Trust Alliance, Inc.	1660 L St. NW Suite 1100 Washington, DC 20036	501c(3)	\$300,000 6/18/2010	Environment	Program
Lindsay Wildlife Museum	1931 First Avenue Walnut Creek, CA 94597	501c(3)	\$15,000 5/21/2010	Environment	Program
Muir Heritage Land Trust	P.O. Box 2452 Martinez, CA 94553	501c(3)	\$50,000 7/23/2010	Environment	Program
National Audubon Society, Inc.	4225 Hollis St. Emeryville, CA 94608	501c(3)	\$368,976 7/23/2010	Environment/Conservation/ Restoration	Program
National Audubon Society, Inc.	4225 Hollis St. Emeryville, CA 94608	501c(3)	\$50,000 12/1/2010	Environment	Program
National Audubon Society, Inc.	4225 Hollis St. Emeryville, CA 94608	501c(3)	\$300,000 12/17/2010	Environment	Program

National Audubon Society, Inc.	4225 Hollis St. Emeryville, CA 94608	501c(3)	\$40,000 12/17/2010	Environment	Program
National Fish and Wildlife Foundation	Western Partnership Field Office 90 New Montgomery Street Suite 1010 San Francisco, CA 94105	501c(3)	\$50,000 4/2/2010	Environment	Program
National Fish and Wildlife Foundation	Western Partnership Field Office 90 New Montgomery Street Suite 1010 San Francisco, CA 94105	501c(3)	\$100,000 11/19/2010	Environment	Program
Natural Heritage Institute	100 Pine Street Suite 1550 San Francisco, CA 94111	501c(3)	\$50,000 5/28/2010	Environment	Program
NatureBridge	28 Geary Street Suite 650 San Francisco, CA 94108	501c(3)	\$50,000 10/22/2010	Environment	Program
Northcoast Regional Land Trust	P.O. Box 398 Bayside, CA 95524	501c(3)	\$25,000 5/14/2010	Environment	Program
Pacific Forest Trust Inc.	The Presidio 1001-A O'Reilly Avenue San Francisco, CA 94129	501c(3)	\$70,000 5/28/2010	Environment	Program
Point Reyes Bird Observatory	3820 Cypress Drive #11 Petaluma, CA 94954	501c(3)	\$243,333 7/16/2010	Environment/Conservation/ Restoration	Program
Political Economy Research Center	2048 Analysis Drive Suite A Bozeman, MT 59718	501c(3)	\$50,000 12/17/2010	Environment	Program
Resource Media A Nonprofit Corporation	Resource Media 159 Western Avenue W, Suite 480 Seattle, WA 98119	501c(3)	\$117,500 7/16/2010	Environment	Program
Resources First Foundation	189 Main Street Yarmouth, ME 04222	501c(3)	\$25,000 12/1/2010	Environment	Program
Resources for the Future, Inc.	1616 P Street, NW Washington, DC 20036	501c(3)	\$250,000 10/15/2010	Environment	Program
Resources Legacy Fund	555 Capitol Mall, Ste 675 Sacramento, CA 95814	501c(3)	\$350,000 12/17/2010	Environment	Program
San Francisco Botanical Garden at Strybing Arboretum	Golden Gate Park Ninth Avenue at Lincoln Way San Francisco, CA 94122	501c(3)	\$25,000 5/7/2010	Environment	Program
San Francisco Zoological Society	1 Zoo Road San Francisco, CA 94132-1098	501c(3)	\$20,000 10/22/2010	Environment	Program
Sand County Foundation Inc.	16 North Carroll Street, Suite 450 Madison, WI 53703	501c(3)	\$20,000 6/25/2010	Environment	Program
Save The Bay	350 Frank H. Ogawa Plaza, Suite 900 Oakland, CA 94612-2016	501c(3)	\$50,000 11/19/2010	Environment	Program
Sierra Club Foundation	85 2nd Street, Suite 750 San Francisco, CA 94105	501c(3)	\$100 9/24/2010	Environment	Program
Sustainable Conservation	98 Battery Street, Suite 302 San Francisco, CA 94111	501c(3)	\$250,000 11/5/2010	Environment	Program
The Board of Trustees of Leland Stanford Junior University	Frances C. Arillaga Alumni Center 326 Galvez Street Stanford, CA 94305-6105	501c(3)	\$771,552 5/14/2010	Environment	Program
The Conservation Fund	1655 North Fort Myer Drive, Suite 1300 Arlington, VA 22209-3199	501c(3)	\$50,000 10/8/2010	Environment	Program
The Nature Conservancy	201 Mission Street, 4th Floor San Francisco, CA 94105	501c(3)	\$387,691 7/23/2010	Environment/Conservation/ Restoration	Program
The Nature Conservancy	201 Mission Street, 4th Floor San Francisco, CA 94105	501c(3)	\$150 4/2/2010	Environment	Program
The Nature Conservancy	201 Mission Street, 4th Floor San Francisco, CA 94105	501c(3)	\$150 6/18/2010	Environment	Program
The Nature Conservancy	201 Mission Street, 4th Floor San Francisco, CA 94105	501c(3)	\$60,000 6/25/2010	Environment	Program
The Nature Conservancy	201 Mission Street, 4th Floor San Francisco, CA 94105	501c(3)	\$100,000 10/29/2010	Environment	Program
The Trust for Public Land	Western Division Office 101 Montgomery Street, Suite 900 San Francisco, CA 94104	501c(3)	\$50,000 10/1/2010	Environment	Program
The Watershed Project	1327 South 46th Street 155 Richmond Field Station Richmond, CA 94804	501c(3)	\$25,000 10/8/2010	Environment	Program
The Yosemite Foundation	155 Montgomery Street Suite 1104 San Francisco, CA 94104	501c(3)	\$100,000 11/5/2010	Environment	Program
Trout Unlimited	2239 5th street Berkeley, CA 94710	501c(3)	\$140,000 12/17/2010	Environment	Program
Urban School of San Francisco	1563 Page Street San Francisco, CA 94117	501c(3)	\$10,000 10/22/2010	Environment	Program

Youth Speaks	1663 Mission Street, Suite 604 San Francisco, CA 94103 San Francisco, CA 94103		\$100,000 11/12/2010	Environment	Program
Berkeley Repertory Theatre	2025 Addison Street Berkeley, CA 94704	501c(3)	\$50,000 11/5/2010	General Education\Other	Capital
East Bay Zoological Society	P. O. Box 5238 Oakland, CA 94605	501c(3)	\$50,000 10/15/2010	General Education\Other	Capital
Marine Mammal Center	2000 Bunker Road, Fort Cronkhite Sausalito, CA 94965-2619	501c(3)	\$100,000 2/12/2010	General Education\Grades P-8	Capital
1200 Foundation	P.O. Box 22584 Oakland, CA 94609	501c(3)	\$1,200 3/4/2010	General Education	Program
A Better Chance Inc.	240 W. 35th Street New York, NY 10001	501c(3)	\$25,000 10/22/2010	General Education	Program
Ann Martin Children's Center	1250 Grand Avenue Piedmont, CA 94610	501c(3)	\$10,000 7/23/2010	General Education	Program
Architectural Foundation of San Francisco	160 Pine Street, Suite 505 San Francisco, CA 94111	501c(3)	\$50,000 10/22/2010	General Education	Program
Basic Fund	268 Bush Street No. 2717 San Francisco, CA 94104	501c(3)	\$25,000 8/20/2010	General Education	Program
Board of Trustees of Leland Stanford Junior University	Arrillaga Family Sports Center Stanford University Stanford, CA 94305-6150	501c(3)	\$1,500 10/15/2010	General Education	Program
CBEE Foundation	1215 K Street, Suite 1570 Sacramento, CA 95814	501c(3)	\$35,000 7/9/2010	General Education	Program
College Track	117 Broadway Oakland, CA 94607	501c(3)	\$50,000 10/22/2010	General Education	Program
Eastside College Preparatory School, Inc.	1041 Myrtle Street East Palo Alto, CA 94303	501c(3)	\$50,000 9/3/2010	General Education	Program
EdSource Inc.	520 San Antonio Road, Suite 200 Mountain View, CA 94040-1217	501c(3)	\$75,000 11/12/2010	General Education	Program
First Graduate	Presidio of San Francisco P.O. Box 29415 San Francisco, CA 94129	501c(3)	\$30,000 9/3/2010	General Education	Program
Foundation For Teaching Economics	260 Russell Blvd., Suite B Davis, CA 95616	501c(3)	\$10,000 2/12/2010	General Education	Program
Gateway High School	1430 Scott Street San Francisco, CA 94115	501c(3)	\$30,000 10/22/2010	General Education	Program
Great Oakland Public Schools Information Center	472 Water Street Oakland, CA 94607	501c(3)	\$10,000 10/22/2010	General Education	Program
Head-Royce School	4315 Lincoln Avenue Oakland, CA 94602	501c(3)	\$50,000 1/29/2010	General Education	Program
Head-Royce School	4315 Lincoln Avenue Oakland, CA 94602	501c(3)	\$7,500 10/22/2010	General Education	Program
Head-Royce School	4315 Lincoln Avenue Oakland, CA 94602	501c(3)	\$25,000 11/5/2010	General Education	Program
Juma Ventures	131 Steuart Street, Suite 201 San Francisco, CA 94105	501c(3)	\$50,000 7/2/2010	General Education	Program
Jumpstart for Young Children, Inc.	965 Mission Street Suite 300 San Francisco, CA 94103	501c(3)	\$60,000 7/23/2010	General Education	Program
Live Oak Foundation Inc	30 Keystone Avenue Morgan Hill, CA 95037	501c(3)	\$2,000 11/24/2010	General Education	Program
Marcus A. Foster Educational Institute	c/o Marcus Foster Education Center 1203 Preservation Parkway, Suite 303 Oakland, CA 94612	501c(3)	\$25,000 7/30/2010	General Education	Program
Mills College	5000 MacArthur Blvd. Oakland, CA 94613	501c(3)	\$20,000 9/3/2010	General Education	Program
Mission Graduates	3040 16th Street San Francisco, CA 94103	501c(3)	\$25,000 6/11/2010	General Education	Program
Oakland Museum of California Foundation	1000 Oak Street Oakland, CA 94607-4892	501c(3)	\$125 3/4/2010	General Education	Program
Oakland Museum of California Foundation	1000 Oak Street Oakland, CA 94607-4892	501c(3)	\$25,000 4/30/2010	General Education	Program
Oakland Small Schools Foundation	LIFE Academy of Health and Bioscience P.O. Box 20238 Oakland, CA 94620-0238	501c(3)	\$35,000 11/5/2010	General Education	Program
Oakland Small Schools Foundation	c/o Oakland Small Schools Foundation P.O. Box 20238 Oakland, CA 94620-0238	501c(3)	\$35,000 11/5/2010	General Education	Program
Parents for Public Schools Inc.	3543 18th Street San Francisco, CA 94110	501c(3)	\$25,000 9/21/2010	General Education	Program
Phillips Brooks School, The	2245 Avey Avenue Menlo Park, CA 94025	501c(3)	\$5,000 11/12/2010	General Education	Program

Pi Beta Phi Foundation	1154 Town & Country Commons Drive Town & Country, MO 63017	501c(3)	\$2,500	10/15/2010	General Education	Program
Piedmont Educational Foundation	P. O. Box 11192 Piedmont, CA 94611	501c(3)	\$250	5/28/2010	General Education	Program
Piedmont Educational Foundation	P. O. Box 11192 Piedmont, CA 94611	501c(3)	\$250	10/8/2010	General Education	Program
President and Trustees of Colby College	4342 Mayflower Hill Waterville, Maine 04901-8843	501c(3)	\$50,000	4/9/2010	General Education\Higher Ed	Program
President and Trustees of Colby College	4342 Mayflower Hill Waterville, Maine 04901-8843	501c(3)	\$10,000	4/9/2010	General Education	Program
Resonate Inc.	251 Rhode Island Street, Suite 205 San Francisco, CA 94103	501c(3)	\$25,000	10/22/2010	General Education	Program
San Francisco Education Fund	727 Golden Gate Avenue, Second Floor San Francisco, CA 94102	501c(3)	\$60,000	10/22/2010	General Education	Program
San Francisco School Alliance Foundation	114 Sansome Street, Suite 800 San Francisco, CA 94104	501c(3)	\$150,000	11/12/2010	General Education	Program
Santa Catalina School	1500 Mark Thomas Drive Monterey, CA 93940-5291	501c(3)	\$1,000	2/12/2010	General Education	Program
Super Stars Literacy Inc.	675 Hegenberger Road, Suite 250 Oakland, CA 94621	501c(3)	\$500	3/4/2010	General Education	Program
Teach For America	22 Fourth Street, 7th Floor San Francisco, CA 94103	501c(3)	\$250,000	5/28/2010	General Education	Program
Thacher School, Inc.	5025 Thacher Road Ojai, CA 93023-9001	501c(3)	\$7,500	11/12/2010	General Education	Program
The Athenian School	2100 Mt. Diablo Scenic Blvd. Danville, CA 94506-2002	501c(3)	\$5,000	11/12/2010	General Education	Program
The Board of Trustees of Leland Stanford Junior University	Suite 131C Stanford, CA 94305-5015	501c(3)	\$25,000	3/12/2010	General Education	Program
The Board of Trustees of Leland Stanford Junior University	Stanford, CA 94305	501c(3)	\$1,000	10/15/2010	General Education	Program
The Board of Trustees of Leland Stanford Junior University	Stanford, CA 94305	501c(3)	\$500	12/10/2010	General Education	Program
The Board of Trustees of Leland Stanford Junior University	Stanford, CA 94305	501c(3)	\$2,000	12/10/2010	General Education	Program
The Board of Trustees of Leland Stanford University	Policy Analysis for California Education 520 Galvez Mall MC: 3084 Stanford, CA 94305-3084	501c(3)	\$20,000	11/12/2010	General Education	Program
The Julia Morgan School for Girls	5000 MacArthur Blvd. Box 9966 Oakland, CA 94613	501c(3)	\$25,000	7/23/2010	General Education	Program
UC Berkeley Foundation	University Relations 2080 Addison St., #4200 Berkeley, CA 94720-4200 CA	501c(3)	\$100	9/24/2010	General Education	Program
UC Berkeley Foundation	University Relations 2080 Addison St., #4200 Berkeley, CA 94720-4200 CA	501c(3)	\$2,500	10/15/2010	General Education	Program
UC Davis Foundation	One Shields Avenue Davis, CA 95616	501c(3)	\$25,000	10/15/2010	General Education	Program
University of Puget Sound	1500 N. Warner St., #1056 Tacoma, WA 98416-1056	501c(3)	\$1,400	6/18/2010	General Education	Program
Wilderness Arts and Literacy Collaborative	695 Paris Street San Francisco, CA 94112	501c(3)	\$30,000	9/21/2010	General Education	Program
Year Up Inc.	210 Spear Street San Francisco, CA 94105	501c(3)	\$50,000	11/5/2010	General Education\Higher Ed	Program
Year Up Inc.	210 Spear Street San Francisco, CA 94105	501c(3)	\$25,000	12/10/2010	General Education	Program
Alameda County Health Care Foundation	1411 East 31st Street Oakland, CA 94602	501c(3)	\$50,000	10/1/2010	Health	Capital
Community Hospital Foundation	40 Ryan Court, Suite 200 Monterey, CA 93940	501c(3)	\$100,000	8/27/2010	Health\Preventative Care	Capital
Community Hospital Foundation	40 Ryan Court, Suite 200 Monterey, CA 93940	501c(3)	\$1,000,000	10/8/2010	Health	Capital
A Home Within Inc.	2500 18th Street San Francisco, CA 94110	501c(3)	\$25,000	7/9/2010	Health	Program
Alameda County Community Food Bank	P.O. Box 2599 Oakland, CA 94614	501c(3)	\$75,000	3/29/2010	Health	Program
Ambulatory Surgery Access Coalition	115 Sansome Street, Ste 1205 San Francisco, CA 94104	501c(3)	\$40,000	8/20/2010	Health\Preventative Care	Program

Ambulatory Surgery Access Coalition	115 Sansome Street, Ste 1205 San Francisco, CA 94104	501c(3)	\$25,000 8/20/2010	Health	Program
Bay Area Women's and Children's Center	318 Leavenworth Street San Francisco, CA 94102	501c(3)	\$75,000 4/9/2010	Health	Program
California Pacific Medical Center Foundation	P.O. Box 7999 San Francisco, CA 94120-7999	501c(3)	\$100,000 9/10/2010	Health	Program
California School Health Centers Association	660 13th Street, Suite 202 Oakland, CA 94612	501c(3)	\$75,000 4/2/2010	Health	Program
California School Health Centers Association	660 13th Street, Suite 202 Oakland, CA 94612	501c(3)	\$3,000 10/1/2010	Health	Program
Canine Companions for Independence	2965 Dutton Avenue P.O. Box 446 Santa Rosa, CA 95402-0446	501c(3)	\$10,000 3/4/2010	Health	Program
Center for Ecoliteracy	David Brower Center 2150 Allston Way, Suite 270 Berkeley, CA 94704-1377	501c(3)	\$70,000 7/16/2010	Health	Program
Center for Ecoliteracy	David Brower Center 2150 Allston Way, Suite 270 Berkeley, CA 94704-1377	501c(3)	\$50,000 10/1/2010	Health	Program
Children's Hospital and Research Center at Oakland	747 Fifty Second Street Oakland, CA 94609-1809	501c(3)	\$100,000 12/17/2010	Health	Program
Chronicle Season of Sharing Fund	c/o San Francisco Chronicle P. O. Box 44740 San Francisco, CA 94144	501c(3)	\$15,000 10/8/2010	Health	Program
Cooperative For Assistance And Relief Everywhere, Inc. - CARE	151 Ellis Street, NE Atlanta, GA 30303	501c(3)	\$300 9/24/2010	Health	Program
County of Alameda, Piedmont Unified School District	760 Magnolia Avenue Piedmont, CA 94611-4088	501c(3)	\$30,000 6/25/2010	Health	Program
Dental Health Foundation	520 3rd Street, Suite 108 Oakland, CA 94607	501c(3)	\$50,000 7/30/2010	Health	Program
East Bay Asian Youth Center	2025 East 12th Street Oakland, CA 94606	501c(3)	\$50,000 11/12/2010	Health	Program
Family House, Inc.	50 Irving Street San Francisco, CA 94122	501c(3)	\$100,000 6/25/2010	Health	Program
Family Violence Prevention Fund	383 Rhode Island Street Suite 304 San Francisco, CA 94103	501c(3)	\$500 10/22/2010	Health	Program
Food Runners	2579 Washington Street San Francisco, CA 94115	501c(3)	\$10,000 5/14/2010	Health	Program
Foundation for Osteoporosis Research & Education	1814 Franklin Street Suite 620 Oakland, CA 94612	501c(3)	\$25,000 8/27/2010	Health	Program
Jamestown Community Center Inc.	3382 26th Street San Francisco, CA 94110	501c(3)	\$25,000 12/3/2010	Health	Program
La Clinica de La Raza Inc.	1515 Fruitvale Avenue Oakland, CA 94601	501c(3)	\$150,000 12/3/2010	Health	Program
La Clinica de La Raza Inc.	1515 Fruitvale Avenue Oakland, CA 94601	501c(3)	\$100,000 12/17/2010	Health	Program
LifeLong Medical Care	2344 Sixth Street Berkeley, CA 94710	501c(3)	\$50,000 10/29/2010	Health	Program
NARAL Pro-Choice California Foundation	111 Pine Street, 1500 San Francisco, CA 94111-5617	501c(3)	\$25,000 10/29/2010	Health	Program
National Assembly on School-Based Health Care	1100 G. Street, N.W. Suite 735 Washington, DC 20005	501c(3)	\$75,000 3/12/2010	Health	Program
National Multiple Sclerosis Society	c/o Mr. Peter W. Stott, President and CEO Crown Pacific 121 S.W. Morrison Street, Suite 1500 Portland, OR 97204	501c(3)	\$3,000 4/30/2010	Health	Program
Northern California Institute for Bone Health Inc.	3100 Telegraph Avenue, Suite 3000 Oakland, CA 94609-3223	501c(3)	\$25,000 4/30/2010	Health	Program
Oakland Small Schools Foundation	P.O. Box 20238 Oakland, CA 94620-0238	501c(3)	\$50,000 11/12/2010	Health	Program
Oxfam-America Inc.	226 Causeway Street Boston, MA 02114-2171	501c(3)	\$400 4/2/2010	Health	Program
Peer Health Exchange, Inc.	545 Sansome Street, Suite 900 San Francisco, CA 94111	501c(3)	\$25,000 4/2/2010	Health	Program
Playworks Education Energized	380 Washington Street Oakland, CA 94607	501c(3)	\$50,000 12/3/2010	Health	Program
Project Open Hand	730 Polk Street San Francisco, CA 94109-7813	501c(3)	\$300 4/2/2010	Health	Program
Regents of the University of California	Institute for Health Policy Studies 3333 California St., Suite 265 San Francisco, CA 94143-0936	501c(3)	\$12,500 4/30/2010	Health	Program

Regents of the University of California at Berkeley	College of Natural Resources 9 Morgan Hall #3104 Berkeley, CA 94720-3100	501c(3)	\$12,500 5/21/2010	Health	Program
Regents of the University of California at Berkeley	College of Natural Resources 9 Morgan Hall #3104 Berkeley, CA 94720-3100	501c(3)	\$150,000 11/19/2010	Health	Program
Richmond Rescue Mission	P.O. Box 1112 Richmond, CA 94802	501c(3)	\$100 3/4/2010	Health	Program
San Francisco Aids Foundation	1035 Market Street, Suite 400 San Francisco, CA 94103, CA	501c(3)	\$350 4/30/2010	Health	Program
San Francisco Food Bank	900 Pennsylvania Avenue San Francisco, CA 94107	501c(3)	\$5,000 4/30/2010	Health	Program
San Francisco Food Bank	900 Pennsylvania Avenue San Francisco, CA 94107	501c(3)	\$75,000 10/1/2010	Health	Program
San Francisco Free Clinic	4900 California Street San Francisco, CA 94118	501c(3)	\$50,000 11/12/2010	Health	Program
San Francisco Medical Center Outpatient Improvement Programs	1091 Mission Street San Francisco, CA 94103	501c(3)	\$50,000 2/26/2010	Health	Program
Self-Help for the Elderly	407 Sansome Street San Francisco, CA 94111	501c(3)	\$200 10/22/2010	Health	Program
The Leukemia and Lymphoma Society	VARIOUS ADDRESSES - SEE LETTERS CA	501c(3)	\$520 12/17/2010	Health	Program
The Susan G. Komen Breast Cancer Foundation	P.O. Box 29316 San Francisco, CA 94129	501c(3)	\$5,000 10/29/2010	Health	Program
Tides Center	2140 Shattuck Avenue, Suite 610 Berkeley, CA 94707	501c(3)	\$38,000 10/8/2010	Health	Program
United Way of the Bay Area	221 Main Street, Suite 300 San Francisco, CA 94105	501c(3)	\$10,000 2/5/2010	Health	Program
United Way of the Bay Area	221 Main Street, Suite 300 San Francisco, CA 94105	501c(3)	\$50,000 11/12/2010	Health	Program
University of California, San Francisco Foundation	3333 California Street, Suite 380 San Francisco, CA 94143-1265	501c(3)	\$700,000 10/1/2010	Health	Program
University of California, San Francisco Foundation	3333 California Street, Suite 380 San Francisco, CA 94143-1265	501c(3)	\$100,000 12/10/2010	Health	Program
Volunteers in Medicine-San Francisco	4871 Mission Street San Francisco, CA 94112	501c(3)	\$50,000 6/11/2010	Health	Program
Young Men's Christian Association of the East Bay	4175 Lakeside Drive, #110 Richmond, CA 94806	501c(3)	\$50,000 11/12/2010	Health	Program
Bay Area Tumor Institute	400 30th Street, Suite 301 Oakland, CA 94609-3305	501c(3)	\$5,000 5/7/2010	Health	Underwrite Benefit
Exploratorium, The	At the Palace of Fine Arts 3601 Lyon Street San Francisco, CA 94123-1099	501c(3)	\$1,250,000 11/12/2010	STEM	Capital
Exploratorium, The	At the Palace of Fine Arts 3601 Lyon Street San Francisco, CA 94123-1099	501c(3)	\$1,250,000 11/19/2010	STEM	Capital
Exploratorium, The	At the Palace of Fine Arts 3601 Lyon Street San Francisco, CA 94123-1099	501c(3)	\$1,250,000 11/19/2010	STEM	Capital
Exploratorium, The	At the Palace of Fine Arts 3601 Lyon Street San Francisco, CA 94123-1099	501c(3)	\$1,250,000 11/19/2010	STEM	Capital
Monterey Bay Aquarium Foundation	886 Cannery Row Monterey, CA 93940-1085	501c(3)	\$1,000,000 9/24/2010	STEM	Capital
Oakland Museum of California Foundation	1000 Oak Street Oakland, CA 94607-4892	501c(3)	\$200,000 9/3/2010	STEM	Capital
Regents of the University of California	320 McLaughlin Hall, #1700 Berkeley, CA 94720-1722	501c(3)	\$600,000 6/4/2010	STEM	Capital
Trustees of The Smith College	76 Elm Street Northampton, MA 01063	501c(3)	\$600,000 9/24/2010	STEM	Capital
Achievement Rewards for College Scientists Foundation, Inc.	Northern California Chapter P. O. Box 29405 San Francisco, CA 94129-0405	501c(3)	\$20,000 10/22/2010	STEM	Program
American Chemical Society - Project SEED	2950 Merced Street, Suite 225 San Leandro, CA 94577-5669	501c(3)	\$10,000 7/2/2010	STEM	Program
American University in Cairo	420 Fifth Avenue 3rd Floor New York, NY 10018-2729	501c(3)	\$34,000 10/22/2010	STEM-Higher Ed	Program
California Academy of Sciences	55 Music Concourse Drive Golden Gate Park San Francisco, CA 94118	501c(3)	\$250,000 12/17/2010	STEM	Program
California Council on Science and Technology	5005 La Mart Drive, Suite 105 Riverside, CA 92507	501c(3)	\$67,000 10/29/2010	STEM	Program
California Council on Science and Technology	5005 La Mart Drive, Suite 105 Riverside, CA 92507	501c(3)	\$60,000 11/12/2010	STEM	Program
California Institute of Technology	1200 E. California Blvd. Pasadena, CA 91125	501c(3)	\$45,000 8/27/2010	STEM	Program

California Institute of Technology	1200 E. California Blvd. Pasadena, CA 91125	501c(3)	\$75,000 11/24/2010	STEM	Program
California Maritime Academy Foundation, Inc.	200 Maritime Academy Drive Vallejo, CA 94590-8181	501c(3)	\$25,000 6/4/2010	STEM	Program
California Polytechnic State University Foundation	1 Grand Avenue San Luis Obispo, CA 93407	501c(3)	\$45,000 4/30/2010	STEM	Program
Center for the Future of Teaching and Learning	133 Mission Street Suite 220 Santa Cruz, CA 95060	501c(3)	\$42,500 9/10/2010	STEM	Program
Center for the Future of Teaching and Learning	133 Mission Street Suite 220 Santa Cruz, CA 95060	501c(3)	\$812,300 10/15/2010	STEM	Program
Chabot Space & Science Center Foundation	10000 Skyline Blvd. Oakland, CA 94619	501c(3)	\$100,000 12/17/2010	STEM	Program
Change the Equation	c/o Menden Park Enterprises, LLC 8726 S. Sepulveda Blvd., #B52 Los Angeles, CA 90045	501c(3)	\$50,000 7/16/2010	STEM	Program
Community Initiatives	354 Pine Street, Suite 700 San Francisco, CA 94104	501c(3)	\$150,000 10/22/2010	STEM	Program
Community Initiatives	354 Pine Street, Suite 700 San Francisco, CA 94104	501c(3)	\$70,000 11/5/2010	STEM	Program
Community Resources for Science	1611 San Pablo Avenue, Suite 10B Berkeley, CA 94702	501c(3)	\$35,000 10/1/2010	STEM	Program
ConnectEd: The California Center for College and Career	2150 Shattuck Ave. Suite 1200 Berkeley, CA 94704	501c(3)	\$111,677 12/17/2010	STEM	Program
EdSource Inc.	520 San Antonio Road, Suite 200 Mountain View, CA 94040-1217	501c(3)	\$50,000 11/12/2010	STEM	Program
Foundation of City College of San Francisco	50 Phelan Avenue San Francisco, CA 94112	501c(3)	\$25,000 5/7/2010	STEM	Program
Georgia Tech Foundation, Inc	School of Civil & Environmental Engineering 790 Atlantic Drive Atlanta, GA 30332-0355	501c(3)	\$45,000 7/2/2010	STEM	Program
Girl Scouts of Northern California	7700 Edgewater Drive Suite 340 Oakland, CA 94621	501c(3)	\$100,000 12/3/2010	STEM	Program
Girls Incorporated of Alameda County	13666 East 14th Street San Leandro, CA 94578	501c(3)	\$60,000 10/29/2010	STEM	Program
Grantmakers for Education	720 SW Washington Street, Suite 605 Portland, OR 97205	501c(3)	\$29,500 11/12/2010	STEM	Program
Growth Sector	2625 Polk Street, Suite 4 San Francisco, CA 94109	501c(3)	\$450,000 9/21/2010	STEM	Program
Hispanic Scholarship Fund	55 Second Street, Suite 1500 San Francisco, CA 94105	501c(3)	\$12,500 9/3/2010	STEM/Higher Ed	Program
Industry Initiatives for Science and Math Education	5301 Stevens Creek Blvd. P. O. Box 58059; MS WO Santa Clara, CA 95052	501c(3)	\$75,000 1/29/2010	STEM	Program
International Computer Science Institute	1947 Center Street 6th Floor Berkeley, CA 94704	501c(3)	\$50,000 10/22/2010	STEM	Program
Junior Engineering Technical Society, Inc.	1420 King Street, Ste 405 Alexandria, VA 22314-2794	501c(3)	\$75,000 9/3/2010	STEM	Program
KCET Community Television of Southern California	4401 Sunset Blvd. Los Angeles, CA 90027	501c(3)	\$250,000 9/21/2010	STEM	Program
KQED Inc.	2601 Mariposa Street San Francisco, CA 94110	501c(3)	\$125,000 11/24/2010	STEM	Program
Massachusetts Institute of Technology	77 Massachusetts Avenue Cambridge, MA 02139-4307	501c(3)	\$45,000 9/21/2010	STEM	Program
Mathematical Sciences Research Institute	17 Gauss Way Berkeley, CA 94720-5070	501c(3)	\$350,000 11/19/2010	STEM	Program
MentorNet	840 W. California Ave., Suite 200 Sunnyvale, CA 94086	501c(3)	\$50,000 4/30/2010	STEM	Program
Museum of Science	Science Park Boston, MA 02114-1099	501c(3)	\$310,770 6/11/2010	STEM	Program
Museum of Science	Science Park Boston, MA 02114-1099	501c(3)	\$175,142 12/3/2010	STEM	Program
National Engineers Week Foundation	1420 King Street Alexandria, VA 22314	501c(3)	\$250,000 11/24/2010	STEM	Program
National Society of Black Engineers	205 Daingerfield Road Alexandria, VA 22314	501c(3)	\$45,000 8/27/2010	STEM	Program
New Teacher Center	725 Front Street Suite 400 Santa Cruz, CA 95060	501c(3)	\$100,000 12/10/2010	STEM	Program
President-Board of Trustees Santa Clara College	500 El Camino Real Santa Clara, CA 95053-0015	501c(3)	\$45,000 8/20/2010	STEM	Program

Regents of the University of California	Engineering Scholarship 320 McLaughlin Hall, #1700 Berkeley, CA 94720	501c(3)	\$45,000 11/12/2010	STEM	Program
Regents of the University of California	One Centennial Drive Berkeley, CA 94720-5200	501c(3)	\$87,500 4/21/2010	STEM	Program
Regents of the University of California	Walter A. Haas School of Business 545 Student Services Building #1900 Berkeley, CA 94720-1900	501c(3)	\$40,000 10/22/2010	STEM	Program
Regents of the University of California	Department of Statistics 367 Evans Hall, #3860 Berkeley, CA 94720-3860	501c(3)	\$100,000 11/12/2010	STEM	Program
Regents of the University of California	100 Medical Center Way Woods Building, UCSF Box 0905 San Francisco, CA 94143-0905	501c(3)	\$132,000 11/12/2010	STEM	Program
Regents of the University of California	University of California US-Institutional Advancement 1111 Franklin Street, Room 7202 Oakland, CA 94607-5200	501c(3)	\$100,000 12/17/2010	STEM	Program
Schmahl Science Workshops	171 Branham Lane, Suite 10, PMB 223 San Jose, CA 95136	501c(3)	\$75,000 8/27/2010	STEM	Program
Science Friday Initiative Inc	4 West 43rd Street, Suite 306 New York, NY 10036	501c(3)	\$100,000 5/21/2010	STEM	Program
Silicon Valley Education Foundation	1400 Parkmoor Avenue, Suite 200 San Jose, CA 95126	501c(3)	\$515,955 12/17/2010	STEM	Program
Society of Women Engineers	120 South LaSalle Suite 1515 Chicago, IL 60603	501c(3)	\$45,000 10/1/2010	STEM	Program
Strategic Education Research Partnership Institute	1101 14th Street, N. W., Suite 300 Washington, DC 20005	501c(3)	\$50,000 11/5/2010	STEM	Program
Tau Beta Pi Association, Inc., The	508 Dougherty Engineering Bldg. University of Tennessee P. O. Box 2697 Knoxville, TN 37996-2215	501c(3)	\$25,000 11/5/2010	STEM	Program
Tech Museum of Innovation, The	201 South Market Street San Jose, CA 95113-2008	501c(3)	\$75,000 11/12/2010	STEM	Program
Texas A&M Foundation	401 George Bush Drive College Station, TX 77840-2811	501c(3)	\$45,000 6/11/2010	STEM	Program
Texas A&M Foundation	401 George Bush Drive College Station, TX 77840-2811	501c(3)	\$45,000 11/19/2010	STEM	Program
The Board of Trustees of Leland Stanford Junior University	Office of Development Frances C. Armillaga Alumni Center 326 Galvez Street Stanford, CA 94305	501c(3)	\$45,000 8/20/2010	STEM	Program
The Breakthrough Collaborative Inc.	545 Sansome Street, Suite 700 San Francisco, CA 94111	501c(3)	\$75,000 12/10/2010	STEM	Program
The California State University Foundation	401 Golden Shore, 6th Floor Long Beach, CA 90802-4210	501c(3)	\$25,000 11/5/2010	STEM	Program
The MK Level Playing Field Institute	543 Howard Street, 5th Floor San Francisco, CA 94105	501c(3)	\$60,000 7/2/2010	STEM	Program
The Pennsylvania State University	17 Old Main University Park, PA 16801	501c(3)	\$45,000 6/25/2010	STEM	Program
The Regents of the University of California	Office of Research, Sponsored Programs UC Davis 1850 Research Park Drive, Suite 300 Davis, CA 95618	501c(3)	\$229,183 12/17/2010	STEM	Program
Trustees of Boston University	1 Sherborn Street 7th Floor Boston, MA 02215	501c(3)	\$45,000 4/30/2010	STEM	Program
Trustees of The Smith College	76 Elm Street Northampton, MA 01063	501c(3)	\$45,000 4/9/2010	STEM	Program
Trustees of The Smith College	76 Elm Street Northampton, MA 01063	501c(3)	\$42,000 4/9/2010	STEM	Program
United Negro College Fund, Inc.	Mills Building 220 Montgomery Street, Suite 1120 San Francisco, CA 94104	501c(3)	\$12,500 10/1/2010	STEM/Higher Ed	Program
University of California San Francisco Foundation	220 Montgomery Street, 5th Floor San Francisco, CA 94104	501c(3)	\$10,000 10/22/2010	STEM	Program
University of Maryland College Park Foundation	3207 Jeong H. Kim Engineering Building College Park, MD 20742-2831	501c(3)	\$45,000 4/30/2010	STEM	Program

University of Texas at Austin	P.O. Box 7726 Austin, TX 78713-7726	501c(3)	\$45,000 8/27/2010	STEM	Program
University of Texas at Austin	P.O. Box 7726 Austin, TX 78713-7726	501c(3)	\$250,000 7/30/2010	STEM	Program
Virginia Tech Foundation Inc.	University Development (0336) Blacksburg, VA 24061	501c(3)	\$45,000 9/3/2010	STEM	Program
WGBH Educational Foundation	One Guest Street Boston, MA 02135	501c(3)	\$200,000 12/7/2010	STEM	Program
Yale University	c/o Yale Office of Development 157 Church St. New Haven, CT 06510-2100	501c(3)	\$45,000 7/23/2010	STEM	Program
			\$33,290,043		

Grants and Contributions Approved for Future Payment

FORM 990 PF

Recipient name and address	Recipient relationship and purpose of grant	Recipient Status	Amount
Big Brothers/Big Sisters of America 230 North 13th Street Philadelphia, PA 19107	NONE PROGRAM	501(C)(3)	200,000
Change the Equation c/o Meridian Park Enterprises, LLC 8726 S. Sepulveda Blvd., #B52 Los Angeles, CA 90045	NONE PROGRAM	501(C)(3)	100,000
ConnectEd: The California Center for College and Career 2150 Shattuck Ave. Suite 1200 Berkeley, CA 94704	NONE PROGRAM	501(C)(3)	388,323
Resource Media A Nonprofit Corporation 159 Western Avenue W, Suite 480 Seattle, WA 98119	NONE PROGRAM	501(C)(3)	117,500
Head-Royce School 4315 Lincoln Avenue Oakland, CA 94602	NONE PROGRAM	501(C)(3)	50,000
Positive Coaching Alliance 1001 N. Rengstroff Ave. Suite 100 Mountain View, CA 94043	NONE PROGRAM	501(C)(3)	328,500
Resources for the Future 1616 P Street, NW Washington, DC 20036	NONE PROGRAM	501(C)(3)	250,000
Trustees of The Smith College 76 Elm Street Northampton, MA 01063	NONE CAPITAL	501(C)(3)	1,000,000
The Board of Trustees of Leland Stanford Junior University Frances C. Arrillaga Alumni Center 326 Galvez Street Stanford, CA 94305-6105	NONE PROGRAM	501(C)(3)	1,903,608
University of California, San Francisco Foundation 3333 California Street, Suite 380 San Francisco, CA 94143-1265	NONE PROGRAM	501(C)(3)	1,300,000
Regents of the University of California 320 McLaughlin Hall, #1700 Berkeley, CA 94720-1722	NONE CAPITAL	501(C)(3)	2,400,000
Total			<u>\$8,037,931</u>

Joint Pledges Note:

The Foundation made multiple year pledges to give ("pledges") to IRC 501(c)(3) organizations jointly with an affiliated IRC 501(c)(3) organization totaling \$71,670,200 which includes the \$8,037,931 of current year joint pledges. These pledges were made by the Foundation with the affiliated organization on a joint and several liability basis, which legally obligates both entities for the full amount of the pledges. For financial reporting purposes, the Foundation has reported its estimated expected payments under its own and joint pledge agreements on a discounted basis, which reflects the pledge agreement's fair value of \$53,722,000. These estimated payments may not necessarily reflect the ultimate payments to be made by the Foundation under these pledge agreements, nor do they change either entity's legal obligation for payment under such joint pledge agreements.