Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: STEPHEN BECHTEL FUND

Number and street (or P.O. box number if mail is not delivered to street address): P.O. BOX 193809 | Room/suite

City or town, state, and ZIP code: SAN FRANCISCO, CA 94119-3809

A Employer identification number 20-8680679

B Telephone number 415-284-8568

C If exemption application is pending, check here [ ]

D 1. Foreign organizations, check here [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 4,124,557.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	16,000,000.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,294.	3,294.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	16,003,294.	3,294.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	129,264.	0.		129,264.
	14 Other employee salaries and wages	328,244.	0.		328,244.
	15 Pension plans, employee benefits	88,520.	0.		88,520.
	16a Legal fees STMT 2	24,934.	0.		24,934.
	b Accounting fees STMT 3	18,231.	0.		18,231.
	c Other professional fees STMT 4	69,193.	0.		69,193.
	17 Interest				
	18 Taxes STMT 5	33.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy	49,019.	0.		49,019.
	21 Travel, conferences, and meetings	11,427.	0.		11,427.
	22 Printing and publications				
	23 Other expenses STMT 6	20,995.	0.		20,995.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	739,860.	0.		739,827.
	25 Contributions, gifts, grants paid See Stmt A	*14,965,100.			14,965,100.
	26 **Total expenses and disbursements.** Add lines 24 and 25	15,704,960.	0.		15,704,927.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	298,334.			
	b **Net investment income** (if negative, enter -0-)		3,294.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

923501 02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2009)

* See Statement C regarding Conduit Private Foundation Elections
** See Statement E regarding calculation for status as a Conduit Private Foundation for 2009

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

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

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

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

Type or print	Name of Exempt Organization STEPHEN BECHTEL FUND	**Employer identification number** 20-8680679
File by the extended due date for filing the return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 193809	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94119-3809	

Check type of return to be filed (File a separate application for each return):

[ ] Form 990 [ ] Form 990-EZ [ ] Form 990-T (sec. 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870
[ ] Form 990-BL [X] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

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

• The books are in the care of ▶ CFO/SECRETARY 199 FREMONT STREET, 25TH FLOOR - SAN FRANCISCO, CA 94105
Telephone No. ▶ 415-284-8570 FAX No. ▶ 415-284-8128

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

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010.

5 For calendar year 2009 , or other tax year beginning ______ , and ending ______ .

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
THE FUND IS WAITING FOR ADDITIONAL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 40.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 400.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification

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

Signature ▶ [signature] Title ▶ ATTORNEY Date ▶ 8/10/10

923832
05-26-09

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,822,910.	4,123,489.	4,123,489.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 701.			
	Less: allowance for doubtful accounts ▶	2,913.	701.	701.
	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	400.	367.	367.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,826,223.	4,124,557.	4,124,557.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,826,223.	4,124,557.	
	30 **Total net assets or fund balances**	3,826,223.	4,124,557.	
	31 **Total liabilities and net assets/fund balances**	3,826,223.	4,124,557.	

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	3,826,223.
2	Enter amount from Part I, line 27a	2	298,334.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,124,557.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,124,557.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	NONE			
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 3

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	12,589,711.	364,755.	34.515527
2007	0.	98,500.	.000000
2006			
2005			
2004			

2 Total of line 1, column (d)	2	34.515527
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	17.257764
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	702,339.
5 Multiply line 4 by line 3	5	12,120,801.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	33.
7 Add lines 5 and 6	7	12,120,834.
8 Enter qualifying distributions from Part XII, line 4	8	15,704,927.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	33.
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	33.
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	33.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 400.		
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	400.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	367.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 367. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA, DE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CFO/SECRETARY Telephone no. ▶ 415-284-8570

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 ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? IRC Sec 4941(d)(2)(E) ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available Reg. 53.4941(d)-3(c)(2) Ex. 1 for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)* 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 2009?	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 **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		129,264.	24,948.	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
ALLISON HARVEY - P.O. BOX 193809, SAN FRANCISCO, CA 941193809	PROGRAM OFFICER 18.00	54,831.	10,582.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	713,035.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	713,035.
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	713,035.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,696.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	702,339.
6	**Minimum investment return.** Enter 5% of line 5	6	35,117.

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	35,117.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 33.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	33.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	35,084.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	35,084.
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	35,084.

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	15,704,927.
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	15,704,927.
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	33.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	15,704,894.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				35,084.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 15,704,927.				
a Applied to 2008, 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)	3,832,200. (1)			
d Applied to 2009 distributable amount				35,084.
e Remaining amount distributed out of corpus	11,837,643.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	15,669,843.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	15,669,843. (2)			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

(1) See Statement D regarding 2008 Conduit Private Foundation elections made on the fund's 2008 filed 990-PF

(2) See Statement E regarding calculation for status as a Conduit Private Foundation for 2009

(3) See Statement C regarding 2009 Conduit Private Foundation elections.

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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 (a) 2009	Prior 3 years (b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

S.D. BECHTEL, JR.

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT A				14,965,100.
Total ▶ **3a**				14,965,100.
b *Approved for future payment*				
Total SEE STATEMENT 8 ▶ **3b**				13,100,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	3,294.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,294.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) .... 13 3,294.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Lauren B. Dachs | Date | PRES/EXEC DIR

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date 11/3/10	Check if self-employed ☐	Preparer's identifying number P00439228
Firm's name (or yours if self-employed), address, and ZIP code	FARELLA BRAUN + MARTEL LLP 235 MONTGOMERY STREET, SUITE 1800 SAN FRANCISCO, CA 94104	EIN ▶ 94-1527242	Phone no.

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

2009

Name of the organization

STEPHEN BECHTEL FUND

Employer identification number

20-8680679

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. .... ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

STEPHEN BECHTEL FUND

Employer identification number

20-8680679

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	STEPHEN D. BECHTEL JR. P.O. BOX 193809 SAN FRANCISCO, CA 941193809	$ 16,000,000 *	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

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

Grants Paid from Jan 1, 2009 - December 31, 2009

Grantee Legal Name	Grantee Address	Tax Status	Program Area	Type of Support	Payment Date	Grant Amount
Beta Theta Pi Foundation	5134 Bonham Road P. O. Box 6277 Oxford, Ohio 45056-6277	501c(3)	Character/Citizenship Development	Capital	2/20/2009	$50,000
Boy Scouts of America, San Francisco Bay Area Council	1001 Davis Street San Leandro, CA 94577-1514	501c(3)	Character/Citizenship Development	Capital	6/15/2009	$500,000
Mount Diablo YMCA	395 Civic Drive Suite G Pleasant Hill, CA 94523	501c(3)	Character/Citizenship Development	Capital	3/27/2009	$40,000
Mount Diablo YMCA	395 Civic Drive Suite G Pleasant Hill, CA 94523	501c(3)	Character/Citizenship Development	Capital	12/28/2009	$40,000
Mount Diablo YMCA	395 Civic Drive Suite G Pleasant Hill, CA 94523	501c(3)	Character/Citizenship Development	Capital	12/28/2009	$40,000
Mount Diablo YMCA	395 Civic Drive Suite G Pleasant Hill, CA 94523	501c(3)	Character/Citizenship Development	Capital	12/28/2009	$40,000
Mount Diablo YMCA	395 Civic Drive Suite G Pleasant Hill, CA 94523	501c(3)	Character/Citizenship Development	Capital	12/28/2009	$40,000
Board of Trustees of Leland Stanford Junior University	Arrillaga Family Sports Center Stanford University Stanford, CA 94305-6150	501c(3)	Character/Citizenship Development	Program	3/11/2009	$5,000
Board of Trustees of Leland Stanford Junior University	Arrillaga Family Sports Center Stanford University Stanford, CA 94305-6150	501c(3)	Character/Citizenship Development	Program	3/27/2009	$20,000
Board of Trustees of Leland Stanford Junior University	Arrillaga Family Sports Center Stanford University Stanford, CA 94305-6150	501c(3)	Character/Citizenship Development	Program	12/28/2009	$20,000
Board of Trustees of Leland Stanford Junior University	Arrillaga Family Sports Center Stanford University Stanford, CA 94305-6150	501c(3)	Character/Citizenship Development	Program	12/28/2009	$20,000
Board of Trustees of Leland Stanford Junior University	Arrillaga Family Sports Center Stanford University Stanford, CA 94305-6150	501c(3)	Character/Citizenship Development	Program	12/28/2009	$20,000
Board of Trustees of Leland Stanford Junior University	Arrillaga Family Sports Center Stanford University Stanford, CA 94305-6150	501c(3)	Character/Citizenship Development	Program	12/28/2009	$20,000
Boy Scouts of America, San Francisco Bay Area Council	1001 Davis Street San Leandro, CA 94577-1514	501c(3)	Character/Citizenship Development	Program	9/25/2009	$20,000
National Disaster Search Dog Foundation Inc.	501 East Ojai Avenue Ojai, CA 93023	501c(3)	Civic	Capital	2/20/2009	$200,000
Palmer R. Chitester Fund, Inc.	2002 Filmore Avenue, Suite 1 Erie, PA 16506	501c(3)	Civic	Capital	3/27/2009	$150,000
Public Policy Institute of California	500 Washington Street Suite 600 San Francisco, CA 94111	501c(3) 501c(3)	Civic	Capital	11/20/2009	$1,000,000
Americans for Prosperity Foundation	2111 Wilson Blvd., Suite 350 Arlington, VA 22201	501c(3)	Civic	Program	7/6/2009	$200,000
Bay Area Council Foundation	201 California St., Suite 1450 San Francisco, CA 94111	501c(3)	Civic	Program	6/15/2009	$25,000
Mercatus Center Inc.	3301 North Fairfax Drive, Suite 450 Arlington, VA 22201	501c(3)	Civic	Program	10/2/2009	$50,000
National Disaster Search Dog Foundation Inc.	501 East Ojai Avenue Ojai, CA 93023	501c(3)	Civic	Program	10/16/2009	$25,000
Piedmont Community Church	400 Highland Avenue Piedmont, CA 94611	501c(3)	Civic	Program	9/25/2009	$25,000

Grants Paid from Jan 1, 2009 - December 31, 2009

Grantee Legal Name	Grantee Address	Tax Status	Program Area	Type of Support	Payment Date	Grant Amount
Piedmont Community Church	400 Highland Avenue Piedmont, CA 94611	501c(3)	Civic	Program	7/31/2009	$25,000
Piedmont Community Church	400 Highland Avenue Piedmont, CA 94611	501c(3)	Civic	Program	11/20/2009	$10,000
San Francisco Fire Fighters Toy Program	698 Second Street San Francisco, CA 94107-2015	501c(3)	Civic	Program	12/18/2009	$2,000
San Francisco Police Activities League	350 Amber Drive San Francisco, CA 94131-1698	501c(3)	Civic	Program	12/18/2009	$2,500
United Religions	P.O. Box 29242 San Francisco, CA 94129	509a(1)	Civic	Program	6/15/2009	$100,000
United States Naval Academy Foundation	291 Wood Road Beach Hall Annapolis, MD 21402-1254	501c(3)	Civic	Program	5/29/2009	$15,000
Royal Oak Foundation, Inc. The	35 West 35th Street Suite 1200 New York, New York 10001	501c(3)	Cultural	Program	8/14/2009	$2,500
Big Sur Land Trust	P. O. Box 221864 Carmel, CA 93922	501c(3)	Environment\Conservation/Restoration	Program	10/16/2009	$100,000
District Ten Wild Duck Eggs	9512 Mathews Lane Marysville, CA 95901	501c(3)	Environment	Program	10/30/2009	$1,500
Friends of Bear River Refuge	c/o Jon J. Bunderson 45 North 100 East Brigham City, Utah 84302	501c(3)	Environment\Conservation/Restoration	Program	2/27/2009	$10,000
Heather Farm Garden Center Assn.	1540 Marchbanks Drive Walnut Creek, CA 94598	501c(3)	Environment	Program	10/9/2009	$1,500
National Audubon Society	225 Varick Street 7th floor New York, NY 10014	501c(3)	Environment	Program	4/15/2009	$2,500
National Fish and Wildlife Foundation	Western Partnership Field Office 90 New Montgomery Street Suite 720 San Francisco, CA 94105	501c(3)	Environment	Program	2/9/2009	$10,000
San Francisco Botanical Garden at Strybing Arboretum	Golden Gate Park Ninth Avenue at Lincoln Way San Francisco, CA 94122	501c(3)	Environment	Program	10/30/2009	$25,000
The Peregrine Fund	5668 West Flying Hawk Lane Boise, Idaho 83709	501c(3)	Environment	Program	7/10/2009	$25,000
UC Davis Foundation	Watershed Sciences Building, 1st Floor One Shields Avenue Davis, CA 95616	501c(3)	Environment\Other	Program	5/29/2009	$500,000
United States Sportsmen's Alliance Foundation	801 Kingsmill Parkway Columbus, Ohio 43229-1137	501c(3)	Environment	Program	6/26/2009	$10,000
Oakland Military Institute	c/o VentureSpark 2269 Chestnut St., Suite 500 San Francisco, CA 94123	501c(3)	General Education	Program	2/9/2009	$5,000
Regents of the University of Californai	2449 Bancroft Way #4200 Berkeley, CA 94720-4200	501c(3)	General Education	Program	6/19/2009	$10,000
Regents of the University of California	545 Student Services, #1900 Berkeley, CA 94720-1900	501c(3)	General Education	Program	6/19/2009	$20,000
The Board of Trustees of Leland Stanford Junior University	The President's Fund 301 Encina Hall Stanford, CA 94305-6076	501c(3)	General Education	Program	6/5/2009	$25,000
Children's Hospital and Research Center at Oakland	747 Fifty Second Street Oakland, CA 94609-1809	501c(3)	Health	Capital	11/20/2009	$700,000
Children's Hospital and Research Center at Oakland	747 Fifty Second Street Oakland, CA 94609-1809	501c(3)	Health	Capital	12/28/2009	$700,000

Grants Paid from Jan 1, 2009 - December 31, 2009

Grantee Legal Name	Grantee Address	Tax Status	Program Area	Type of Support	Payment Date	Grant Amount
J. David Gladstone Institutes	1650 Owens Street San Francisco, CA 94158	501c(3)	Health	Capital	3/11/2009	$250,000
Lucile Packard Foundation for Children's Health	400 Hamilton Avenue, Suite 340 Palo Alto, CA 94301	501c(3)	Health\Research	Endowment	2/27/2009	$533,400
Lucile Packard Foundation for Children's Health	400 Hamilton Avenue, Suite 340 Palo Alto, CA 94301	501c(3)	Health\Research	Endowment	2/27/2009	$533,400
Lucile Packard Foundation for Children's Health	400 Hamilton Avenue, Suite 340 Palo Alto, CA 94301	501c(3)	Health\Research	Endowment	2/27/2009	$533,400
Lucile Packard Foundation for Children's Health	400 Hamilton Avenue, Suite 340 Palo Alto, CA 94301	501c(3)	Health\Research	Endowment	2/27/2009	$533,400
University of California San Francisco Foundation	220 Montgomery Street, 5th Floor San Francisco, CA 94104	501c(3)	Health	Endowment	8/7/2009	$125,000
Alzheimer's Disease and Related Disorders Association	1060 La Avenida Street Mountain View, CA 94043-1422	501c(3)	Health	Program	10/21/2009	$150,000
American Heart Association	1710 Gilbreth Road Burlingame, CA 94010-1317	501c(3)	Health	Program	9/3/2009	$5,000
Buck Institute for Age Research	8001 Redwood Blvd. Novato, CA 94945	501c(3)	Health\Research	Program	10/16/2009	$150,000
California Pacific Medical Center Foundation	P.O. Box 7999 San Francisco, CA 94120-7999	501c(3)	Health	Program	2/17/2009	$25,000
Children's Hospital and Research Center at Oakland	747 Fifty Second Street Oakland, CA 94609-1809	501c(3)	Health	Program	5/29/2009	$150,000
J. David Gladstone Institutes	1650 Owens Street San Francisco, CA 94158	501c(3)	Health\Research	Program	12/4/2009	$150,000
J. David Gladstone Institutes	1650 Owens Street San Francisco, CA 94158	501c(3)	Health	Program	12/18/2009	$125,000
Northern California Congregational Retirement Homes, Inc.	Carmel Valley Manor 8545 Carmel Valley Road Carmel, CA 93923-9556	501c(3)	Health	Program	10/16/2009	$100,000
Regents of the University of California	3333 California Street, Suite 380 San Francisco, CA 94143-1265	501c(3)	Health\Research	Program	12/4/2009	$150,000
The Board of Trustees of Leland Stanford University	Encina Hall, East Wing - 5th Floor 616 Serra Street Stanford, CA 94305	501c(3)	Health	Program	10/23/2009	$100,000
Trustees of Boston University	1 Sherborn Street 7th Floor Boston, MA 02215	501c(3)	Health\Research	Program	10/21/2009	$150,000
Exploratorium, The	At the Palace of Fine Arts 3601 Lyon Street San Francisco, CA 94123-1099	501c(3)	STEM\Other	Capital	2/27/2009	$1,000,000
Regents of the University of California	One Centennial Drive Berkeley, CA 94720-5200	501c(3)	STEM\Grades P-8	Capital	2/27/2009	$250,000
Purdue Foundation	Department of Engineering Education Purdue University Neil Armstrong Hall of Engineering, Rm 1317 701 W. Stadium Avenue West Lafayette, IN 47906-2045	501c(3)	STEM	Endowment	12/22/2009	$1,000,000
California Academy of Sciences	55 Music Concourse Drive Golden Gate Park San Francisco, CA 94118	501c(3)	STEM	Program	12/4/2009	$63,000

STEPHEN BECHTEL FUND
2009 TAX YEAR

STATEMENT A
20-8680679

Grants Paid from Jan 1, 2009 - December 31, 2009

Grantee Legal Name	Grantee Address	Tax Status	Program Area	Type of Support	Payment Date	Grant Amount
California Academy of Sciences	55 Music Concourse Drive Golden Gate Park San Francisco, CA 94118	501c(3)	STEM	Program	12/11/2009	$175,000
California Council on Science and Technology	5005 La Mart Drive, Suite 105 Riverside, CA 92507	501c(3)	STEM\Other	Program	12/4/2009	$200,000
California Institute of Technology	1200 E. California Blvd. Pasadena, CA 91125	501c(3)	STEM	Program	3/18/2009	$25,000
California Polytechnic State University Foundation	1 Grand Avenue San Luis Obispo, CA 93407	501c(3)	STEM	Program	3/27/2009	$265,000
CBEE Foundation	1215 K Street, Suite 1570 Sacramento, CA 95814	501c(3)	STEM	Program	9/3/2009	$25,000
Chabot Space & Science Center Foundation	10000 Skyline Blvd. Oakland, CA 94619	501c(3)	STEM	Program	10/2/2009	$250,000
Chi Epsilon	University of Texas at Arlington Box 19316 Arlington, TX 76019-0316	501c(3)	STEM	Program	12/18/2009	$5,000
Colorado School of Mines	The Trefny Institute for Educational Innovation Golden, Colorado 80401	Non-profit organization	STEM\Grades P-8	Program	2/27/2009	$500,000
Exploratorium, The	At the Palace of Fine Arts 3601 Lyon Street San Francisco, CA 94123-1099	501c(3)	STEM	Program	9/18/2009	$350,000
Katherine Branson School	Wonderfest P.O. Box 887 Ross, CA 94957	501c(3)	STEM	Program	8/21/2009	$20,000
National Academy of Sciences	500 5th Street NW Room NAS 218 Washington, D.C. 20001	501c(3)	STEM	Program	1/9/2009	$50,000
National Academy of Sciences	500 5th Street NW Room NAS 218 Washington, D.C. 20001	501c(3)	STEM	Program	4/15/2009	$250,000
National Academy of Sciences	500 5th Street NW Room NAS 218 Washington, D.C. 20001	501c(3)	STEM	Program	10/30/2009	$20,000
Oakland Technical High School	4351 Broadway Oakland, CA 94611	501c(3)	STEM	Program	6/15/2009	$1,000
Purdue Foundation	Department of Engineering Education Purdue University Neil Armstrong Hall of Engineering, Rm 1317 701 W. Stadium Avenue West Lafayette, IN 47906-2045	501c(3)	STEM\Grades P-8	Program	12/4/2009	$1,000,000
Strategic Education Research Partnership Institute	2100 M Street, NW Suite 619 Washington, DC 20037	501c(3)	STEM\Grades P-8	Program	12/11/2009	$500,000
Tau Beta Pi Association, Inc., The	508 Dougherty Engineering Bldg. University of Tennessee P. O. Box 2697 Knoxville, TN 37996-2215	501c(3)	STEM	Program	12/18/2009	$50,000
Trustees of Boston University	1 Sherborn Street 7th Floor Boston, MA 02215	501c(3)	STEM	Program	12/4/2009	$100,000
Yale University	c/o Yale Office of Development 157 Church St. New Haven, CT 06510-2100	501c(3)	STEM	Program	10/16/2009	$250,000

Total Charitable Distribution Paid 1/01/09 - 12/31/09 **$14,965,100**

STEPHEN BECHTEL FUND **STATEMENT B**
2009 TAX YEAR **20-8680679**

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

Grantee Legal Name	Grantee Address	Tax Status	Program Area	Type of Support	Fund	Payment Date	Grant Amount
Contra Costa College Memorial Scholarship Foundation	2600 Mission Bell Drive San Pablo, CA 94806	501c(3)	Character/Citizenship Development	Program	Stephen Bechtel Fund	1/29/2010	$3,000
Public Policy Institute of California	500 Washington Street Suite 600 San Francisco, CA 94111	501c(3) 501c(3)	Civic	Capital	Stephen Bechtel Fund	3/8/2010	$500,000
Public Policy Institute of California	500 Washington Street Suite 600 San Francisco, CA 94111	501c(3) 501c(3)	Civic	Capital	Stephen Bechtel Fund	3/9/2010	$500,000
The Board of Trustees of Leland Stanford Junior University	Stanford University Stanford, CA 94305-6010	501c(3)	Civic	Program	Stephen Bechtel Fund	3/8/2010	$600,000
The Commonwealth Club of California	595 Market Street, 2nd Floor San Francisco, CA 94105	501c(3)	Civic	Underwrite Benefit	Stephen Bechtel Fund	1/15/2010	$50,000
Exloco	325 Pine Street Sausalito, CA 94965	501c(3)	Environment	Program	Stephen Bechtel Fund	2/12/2010	$10,000
Oakland Military Institute	c/o VentureSpark 2269 Chestnut St., Suite 500 San Francisco, CA 94123	501c(3)	General Education	Program	Stephen Bechtel Fund	1/29/2010	$5,000
Children's Hospital and Research Center at Oakland	747 Fifty Second Street Oakland, CA 94609-1809	501c(3)	Health	Capital	Stephen Bechtel Fund	3/8/2010	$700,000
Children's Hospital and Research Center at Oakland	747 Fifty Second Street Oakland, CA 94609-1809	501c(3)	Health	Capital	Stephen Bechtel Fund	3/8/2010	$700,000
Children's Hospital and Research Center at Oakland	747 Fifty Second Street Oakland, CA 94609-1809	501c(3)	Health	Capital	Stephen Bechtel Fund	3/8/2010	$700,000
University of California San Francisco Foundation	220 Montgomery Street, 5th Floor San Francisco, CA 94104	501c(3)	Health	Endowment	Stephen Bechtel Fund	3/8/2010	$125,000
University of California San Francisco Foundation	220 Montgomery Street, 5th Floor San Francisco, CA 94104	501c(3)	Health	Endowment	Stephen Bechtel Fund	3/8/2010	$125,000
University of California San Francisco Foundation	220 Montgomery Street, 5th Floor San Francisco, CA 94104	501c(3)	Health	Endowment	Stephen Bechtel Fund	3/8/2010	$125,000
Public Health Institute	555 12th Street, 10th Floor Oakland, CA 94607-4046	501c(3)	Health	Program	Stephen Bechtel Fund	1/29/2010	$5,000
San Francisco Breastfeeding Promotion Coalition	527 Baker Street San Francisco, CA 94117	501c(3)	Health	Program	Stephen Bechtel Fund	2/5/2010	$3,000
The Board of Trustees of Leland Stanford University	Encina Hall, East Wing - 5th Floor 616 Serra Street Stanford, CA 94305	501c(3)	Health	Program	Stephen Bechtel Fund	2/26/2010	$50,000
Exploratorium, The	At the Palace of Fine Arts 3601 Lyon Street San Francisco, CA 94123-1099	501c(3)	STEM\Other	Capital	Stephen Bechtel Fund	3/8/2010	$1,000,000
Purdue Foundation	Department of Engineering Education Purdue University Neil Armstrong Hall of Engineering, Rm 1317 701 W. Stadium Avenue West Lafayette, IN 47906-2045	501c(3)	STEM	Endowment	Stephen Bechtel Fund	3/8/2010	$1,000,000

Total Charitable Distribution Paid 1/01/10 - 3/15/10	$6,201,000
Less: Grants to be treated as Qualifying Distributions for the 2010 Tax year	($2,038,600)
Grants Paid in 2010 - Elected as being made in the 2009 tax year (See Statement C)	**$4,162,400**

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

STEPHEN BECHTEL FUND **STATEMENT C**
2009 TAX YEAR **FEIN 20-8680679**

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

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

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

THE AMOUNT FOR THE ABOVE ELECTIONS IS AS FOLLOWS:

ELECTION AMOUNT TREATED AS MADE OUT OF CORPUS FOR THE 2009 TAX YEAR: $4,162,400

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

DATED: October 13, 2010

Patricia W. Leicher
PATRICIA LEICHER
CHIEF FINANCIAL OFFICER
STEPHEN BECHTEL FUND

Statement D

STEPHEN BECHTEL FUND
2008 TAX YEAR

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

PURSUANT TO IRC §170(b)(1)(F)(ii) AND TREAS. REGS. §1.170A-9(h), THE FOUNDATION HEREBY ELECTS TO TREAT THE QUALIFYING DISTRIBUTIONS MADE DURING THE 2½ MONTH PERIOD (JANUARY THROUGH MARCH 15, 2009) FOLLOWING THE CLOSE OF THE 2008 TAX YEAR AS BEING MADE DURING THE CURRENT 2008 TAX YEAR. (SEE STATEMENT B.)

PURSUANT TO IRC § 4942(h)(2) AND TREAS. REGS. §53.4942(a)-3(d)(2), THE FOUNDATION ALSO HEREBY ELECTS TO TREAT THE QUALIFYING DISTRIBUTIONS MADE DURING THE 2 ½ MONTH PERIOD (JANUARY THROUGH MARCH 15, 2009) FOLLOWING THE CLOSE OF THE 2008 TAX YEAR, AS OUT OF CORPUS.

THE AMOUNT FOR THE ABOVE ELECTIONS IS AS FOLLOWS:

ELECTION AMOUNT TREATED AS MADE OUT OF CORPUS FOR THE 2008 TAX YEAR:	$3,832,200

THE FOUNDATION MEETS THE REQUIREMENTS OF IRC §§ 170(b)(1)(A)(vii), 170(b)(1)(F)(ii) AND 4942(h)(2) IN THAT QUALIFYING DISTRIBUTIONS OUT OF CORPUS WERE MADE WITHIN 2 MONTHS AND 15 DAYS FOLLOWING THE CLOSE OF THE 2008 TAX YEAR IN AN AMOUNT EQUAL TO 100% OF ALL CONTRIBUTIONS RECEIVED DURING THE 2008 TAX YEAR AND IN THAT THERE IS NO REMAINING UNDISTRIBUTABLE INCOME FOR THE 2007 AND 2008 TAX YEARS. THEREFORE, THE FOUNDATION IS A CONDUIT PRIVATE FOUNDATION AND THE FOUNDATION QUALIFIES AS A 50% CHARITY.

DATED: 10·11·09

Laurie B. Dachs
LAURIE B. DACHS
PRESIDENT & EXEC DIRECTOR
STEPHEN BECHTEL FUND

STEPHEN BECHTEL FUND
2009 TAX YEAR

STATEMENT E
FEIN 20-8680679

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

A. <u>2009 QUALFYING DISTRIBUTIONS REQUIREMENTS TO BE TREATED AS A CONDUIT FOUNDATION</u>

2008 UNDISTRIBUTED INCOME	$0
2009 DISTRIBUTABLE AMOUNT (Part XI, Line 7, Page 8, 2009 Form 990-PF)	$35,084
2009 TOTAL CONTRIBUTIONS (Part I, Line 1(a), Page 1, 2009 Form 990-PF)	$16,000,000
TOTAL AMOUNT TO BE DISTRIBUTED BY 3/15/10 TO BE DEEMED A CONDUIT FOUNDATION	**$16,035,084**

B. <u>2009 QUALIFYING DISTRIBUTIONS MADE</u>

TOTAL QUALIFYING DISTRIBUTIONS FOR 2009 (Part I, Line 26(d), Page 1 and Part XII, Line 4, Page 8, 2009 Form 990-PF)	$15,704,927
ELECTIONS MADE ON FILED 2008 FORM 990-PF FOR QUALIFYING DISTRIBUTIONS MADE BETWEEN 1/1/09 AND 3/15/09 TO BE TREATED AS MADE IN THE 2008 TAX YEAR (Statement D)	($3,832,200)
ELECTIONS MADE ON 2009 FORM 990-PF FOR QUALIFYING DISTRIBUTIONS MADE BETWEEN 1/1/10 AND 3/15/10 TO BE TREATED AS MADE IN THE 2009 TAX YEAR (Statement C)	$4,162,400
TOTAL AMOUNT DISTRIBUTED BY 3/15/10	**$16,035,127**

STEPHEN BECHTEL FUND
2009 TAX YEAR

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

DATED: October 13, 2010

Patricia W. Leicher
PATRICIA LEICHER
CHIEF FINANCIAL OFFICER
STEPHEN BECHTEL FUND

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO BANK	3,294.	0.	3,294.
TOTAL TO FM 990-PF, PART I, LN 4	3,294.	0.	3,294.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	24,934.	0.		24,934.
TO FM 990-PF, PG 1, LN 16A	24,934.	0.		24,934.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	18,231.	0.		18,231.
TO FORM 990-PF, PG 1, LN 16B	18,231.	0.		18,231.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PHILANTHROPIC/CHARITABLE CONSULTANTS	69,193.	0.		69,193.
TO FORM 990-PF, PG 1, LN 16C	69,193.	0.		69,193.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	33.	0.		0.
TO FORM 990-PF, PG 1, LN 18	33.	0.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROGRAM COSTS	6,301.	0.		6,301.
RECORDING & FILING FEES	313.	0.		313.
OFFICE SUPPLIES	2,620.	0.		2,620.
COMPUTER SOFTWARE & SUPPORT	2,458.	0.		2,458.
MEMBERSHIP FEES & SUBSCRIPTIONS	8,638.	0.		8,638.
MISC OFFICE EXPENSES	665.	0.		665.
TO FORM 990-PF, PG 1, LN 23	20,995.	0.		20,995.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
S.D. BECHTEL, JR. P.O. BOX 193809 SAN FRANCISCO, CA 941193809	CHAIRMAN / DIRECTOR 0.00	0.	0.	0.
LAUREN B. DACHS P.O. BOX 193809 SAN FRANCISCO, CA 941193809	PRES/EXEC DIR/DIRECTOR 16.00	80,964.	15,626.	0.
PATRICIA LEICHER P.O. BOX 193809 SAN FRANCISCO, CA 941193809	CFO/SECRETARY 7.20	48,300.	9,322.	0.
ELIZABETH H. BECHTEL P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
NONIE B. RAMSAY P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
ALAN B. DACHS P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
DEBORAH L. DUNCAN P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
JUDE P. LASPA P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
BOB PECK P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
JOHN W. WEISER P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		129,264.	24,948.	0.

FORM 990-PF GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BOY SCOUTS OF AMERICA - SF BAY AREA COUNCIL 1001 DAVIS STREET SAN LEANDRO, CA 94577-1514	NONE PROGRAM	501(C)(3)	1,500,000.
CALIFORNIA COUNCIL SCIENCE & TECH - LEGIS FELLOWS 5005 LA MART DRIVE, SUITE 105 RIVERSIDE, CA 92507	NONE PROGRAM	501(C)(3)	600,000.
COLORADO SCHOOL OF MINES THE TREFNY INSTITUTE FOR EDUCATIONAL INNOVATION GOLDEN, CO 80401	NONE PROGRAM	NON-PROFIT ORGANIZATI	1,000,000.
CHILDREN'S HOSPITAL AND RESEARCH CENTER 747 52ND STREET OAKLAND, CA 94609	NONE PROGRAM	509(A)(1)	2,100,000.
NATIONAL DISASTER SEARCH DOG FOUNDATION 206 N. SIGNAL STREET, SUITE R OJAI, CA 93023	NONE PROGRAM	501(C)(3)	600,000.
THE EXPLORATORIUM 3601 LYON STREET SAN FRANCISCO, CA 94123-1099	NONE PROGRAM	501(C)(3)	3,000,000.
UCSF - CENTER FOR ARTHRITIS 745 PARNASSUS, P.O. BOX 0970 SAN FRANCISCO, CA 94143	NONE PROGRAM	509(A)(1)	375,000.
U.C. DAVIS CENTER FOR WATERSHED SCIENCES WATERSHED SCIENCES BLDG, 1ST FL, ONE SHIELDS AVENUE DAVIS, CA	NONE PROGRAM	501(C)(3)	1,500,000.

J. DAVID GLADSTONE INSTITUTES 1650 OWENS STREET SAN FRANCISCO, CA 94158-2261	NONE PROGRAM	501(C)(3)	375,000.
PUBLIC POLICY INSTITUTE OF CALIFORNIA - BECHTEL CONFERENCE CENTER - 500 WASHINGTON STREET, SUITE 600 SAN FRANCISCO, CA 94111	NONE PROGRAM	501(C)(3)	1,000,000.
PURDUE FOUNDATION 403 WEST WOOD STREET WEST LAFAYETTE, IN 47907-2007	NONE PROGRAM	501(C)(3)	1,000,000.
TAU BETA PI ASSOCIATION INC. P.O. BOX 2697 KNOXVILLE, TN 37901-2697	NONE PROGRAM	501(C)(3)	50,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			13,100,000.