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

2008

For calendar year 2008, or tax year beginning OCT 1, 2008 , and ending SEP 30, 2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

Name of foundation: THE BENIFICUS FOUNDATION

A Employer identification number: 77-0444504

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 555 BRYANT STREET, #722

B Telephone number: 650-384-0240

City or town, state, and ZIP code: PALO ALTO, CA 94301

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 ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 77,988,010.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	25,461.	25,461.		STATEMENT 2
	4 Dividends and interest from securities	158,842.	158,842.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<1,356,028.>			STATEMENT 1
	b Gross sales price for all assets on line 6a 2,913,666.				
	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	<12,716.>	0.		STATEMENT 4
	12 **Total** Add lines 1 through 11	<1,184,441.>	184,303.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10,000.	0.		10,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 5	270.	0.		270.
	b Accounting fees STMT 6	22,320.	0.		22,320.
	c Other professional fees STMT 7	45,384.	45,384.		0.
	17 Interest				
	18 Taxes STMT 8	<302,494.>	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 9	334,573.	258,985.		75,347.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	110,053.	304,369.		107,937.
	25 Contributions, gifts, grants paid	20,149,271.			20,149,271.
	26 **Total expenses and disbursements.** Add lines 24 and 25	20,259,324.	304,369.		20,257,208.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<21,443,765.>			
	b **Net investment income** (if negative, enter -0-)		0.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form **990-PF** (2008)

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	5,477,311.	2,145,940.	2,145,940.
	3 Accounts receivable ▶			
	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			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 11	6,687,469.	3,613,925.	69,200,257.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	4,847,008.	4,544,125.	6,641,813.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	17,011,788.	10,303,990.	77,988,010.
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	17,011,788.	10,303,990.	
	30 **Total net assets or fund balances**	17,011,788.	10,303,990.	
	31 **Total liabilities and net assets/fund balances**	17,011,788.	10,303,990.	

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	17,011,788.
2	Enter amount from Part I, line 27a	2	<21,443,765.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	14,735,967.
4	Add lines 1, 2, and 3	4	10,303,990.
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	10,303,990.

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	SEE ATTACHED STATEMENT			
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	2,913,666.		4,269,694.	<1,356,028.>

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				<1,356,028.>

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** <1,356,028.>

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))
2007	27,769,014.	127,148,937.	.218398
2006	8,033,553.	121,366,443.	.066193
2005	7,682,826.	73,160,233.	.105014
2004	1,762,750.	39,205,167.	.044962
2003	328,391.	14,711,113.	.022323

2	**Total** of line 1, column (d)	2	.456890
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	.091378
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	67,654,244.
5	Multiply line 4 by line 3	5	6,182,110.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7	Add lines 5 and 6	7	6,182,110.
8	Enter qualifying distributions from Part XII, line 4	8	20,257,208.

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 letter ________ (attach copy of ruling letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	0.
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	0.
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	0.
6	Credits/Payments			
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a 60,000.		
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	60,000.
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	60,000.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶	60,000. 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			
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ▶ BARBARA HAGER Telephone no ▶650-384-0240

Located at ▶555 BRYANT STREET #722, PALO ALTO, CA ZIP+4 ▶94301

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	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 2008?		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ▶ ____, ____, ____, ____	☐ Yes ☒ No			
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 2008 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 2008.)*	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 2008?		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 | | X

If you answered "Yes" to 6b, also 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
L. JOHN DOERR III 555 BRYANT STREET, #722 PALO ALTO, CA 94301	PRESIDENT 0.00	0.	0.	0.
ANN HOWLAND DOERR 555 BRYANT STREET, #722 PALO ALTO, CA 94301	VP/SEC 0.00	0.	0.	0.
BARBARA S. HAGER 555 BRYANT STREET, #722 PALO ALTO, CA 94301	CEO/CFO 2.00	10,000.	0.	0.

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

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	58,753,591.
b	Average of monthly cash balances	1b	3,289,108.
c	Fair market value of all other assets	1c	6,641,813.
d	**Total** (add lines 1a, b, and c)	1d	68,684,512.
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	68,684,512.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,030,268.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	67,654,244.
6	**Minimum investment return.** Enter 5% of line 5	6	3,382,712.

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	3,382,712.
2a	Tax on investment income for 2008 from Part VI, line 5 — 2a		
b	Income tax for 2008. (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	3,382,712.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,382,712.
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	3,382,712.

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	20,257,208.
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	20,257,208.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	20,257,208.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				3,382,712.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005 4,178,152.				
d From 2006 2,450,301.				
e From 2007 19,650,807.				
f Total of lines 3a through e	26,279,260.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 20,257,208.				
a Applied to 2007, 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 2008 distributable amount				3,382,712.
e Remaining amount distributed out of corpus	16,874,496.			
5 Excess distributions carryover applied to 2008 (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	43,153,756.			
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 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				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 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	43,153,756.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005 4,178,152.				
c Excess from 2006 2,450,301.				
d Excess from 2007 19,650,807.				
e Excess from 2008 16,874,496.				

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 2008, 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) 2008	Prior 3 years (b) 2007	(c) 2006	(d) 2005	(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))

SEE STATEMENT 13

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				
CASH CONTRIBUTIONS--SEE ATTACHED STATEMENT C	N/A	PUBLIC CHARITY	SEE ATTACHED	5,390,000.
STOCK CONTRIBUTIONS (AT FMV)--SEE ATTACHED STATEMENT C	N/A	PUBLIC CHARITY	SEE ATTACHED	14759271.
Total			▶ 3a	20149271.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		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			14	25,461.	
4 Dividends and interest from securities			14	158,842.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<1,356,028.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a ORDINARY LOSS--KP XII	517000	<12,716.>			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		<12,716.>		<1,171,725.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <1,184,441.>

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ 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

Signature of officer or trustee — Date 5/14/2010 — Title CFO

Paid Preparer's Use Only

Preparer's signature — Date 5/10/10 — Check if self-employed ☐ — Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: HOWSON & SIMON LLP, 101 YGNACIO VLY RD., #310, WALNUT CREEK, CA 94596

EIN

Phone no (925) 977-9060

Form **990-PF** (2008)

823622
01-02-09

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	VIA ICM VI	P		
b	VIA KPCB XII	P		
c	VIA ICM IV	P		
d	VIA ICM VI	P		
e	VIA KPCB XII	P		
f	SEE ATTACHED STATEMENT B	P		
g	SEE ATTACHED STATEMENT B	P		
h				
i				
j				
k				
l				
m				
n				
o				

	(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			535.	<535.>
b			4.	<4.>
c	87.			87.
d	298.			298.
e			5.	<5.>
f	1,131,763.		1,847,264.	<715,501.>
g	1,781,518.		2,421,886.	<640,368.>
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<535.>
b				<4.>
c				87.
d				298.
e				<5.>
f				<715,501.>
g				<640,368.>
h				
i				
j				
k				
l				
m				
n				
o				

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	<1,356,028.>
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

823591
04-25-08

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA ICM VI	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	535.	0.	0.	<535.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA KPCB XII	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	4.	0.	0.	<4.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA ICM IV	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
87.	0.	0.	0.	87.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA ICM VI	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
298.	0.	0.	0.	298.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA KPCB XII	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	5.	0.	0.	<5.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED STATEMENT B	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,131,763.	1,847,264.	0.	0.	<715,501.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED STATEMENT B	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,781,518.	2,421,886.	0.	0.	<640,368.>

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<1,356,028.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
BOW	4,763.
MS (025)	6,188.
MS (AV8)	14,510.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	25,461.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MS(AV8)	151,387.	0.	151,387.
VIA ICM IV, LLC--INTEREST	437.	0.	437.
VIA ICM VI, LLC--INTEREST	1,251.	0.	1,251.
VIA KP XII, LLC--DIVIDENDS	110.	0.	110.
VIA KP XII, LLC--INTEREST	5,657.	0.	5,657.
TOTAL TO FM 990-PF, PART I, LN 4	158,842.	0.	158,842.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY LOSS--KP XII	<12,716.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<12,716.>	0.	

FORM 990-PF	LEGAL FEES	STATEMENT 5		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	270.	0.		270.
TO FM 990-PF, PG 1, LN 16A	270.	0.		270.

FORM 990-PF	ACCOUNTING FEES	STATEMENT 6		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT AND TAX PREPARATION	22,320.	0.		22,320.
TO FORM 990-PF, PG 1, LN 16B	22,320.	0.		22,320.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT 7		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	45,384.	45,384.		0.
TO FORM 990-PF, PG 1, LN 16C	45,384.	45,384.		0.

FORM 990-PF	TAXES	STATEMENT 8		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES	10.	0.		0.
FEDERAL TAXES	40,000.	0.		0.
FEDERAL TAX REFUND	<342,504.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	<302,494.>	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEES	225.	0.		0.
PORTFOLIO DEDUCTIONS--ICM IV LLC	242.	242.		0.
BANK CHARGES	113.	113.		0.
PROGRAM RELATED INVESTMENT EXPENSE	75,347.	0.		75,347.
PORTFOLIO DEDUCTIONS--ICM VI LLC	605.	605.		0.
PORTFOLIO DEDUCTIONS--KP XII LLC	258,025.	258,025.		0.
NONDEDUCTIBLE EXPENSES	16.	0.		0.
TO FORM 990-PF, PG 1, LN 23	334,573.	258,985.		75,347.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
NET ASSET ADJUSTMENT--EXCESS OF FMV OVER COST OF CONTRIBUTED PROPERTY	14,735,967.
TOTAL TO FORM 990-PF, PART III, LINE 3	14,735,967.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT A	3,540,751.	3,909,702.
SUN MICROSYSTEMS	121.	227,250.
GOOGLE INC	64,765.	64,845,280.
INTUIT	8,288.	218,025.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,613,925.	69,200,257.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ICM IV LLC	FMV	61,234.	18,688.
ICM VI LLC	FMV	198,572.	150,449.
KP XII LLC	FMV	4,284,319.	6,472,676.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,544,125.	6,641,813.

FORM 990-PF PART XV - LINE 1A STATEMENT 13
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

L. JOHN DOERR III
ANN HOWLAND DOERR

Portfolio Valuation By Taxlot
THE BENIFICUS FOUNDATION
09/30/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss) YTM	Div or yield	% of Portfolio	Acct Type
	CASH AND CASH ALTERNATIVES									
MONEY MARKET FUNDS**										
1,414,137 830	MORGAN STANLEY LIQ MMKT-INST L SYMBOL 61747C772		1 00	1,414,137 83	1.00	1,414,137 83		0 16	26 58	H
	CASH AND CASH ALTERNATIVES			1,414,137 83		1,414,137 83	0 00		26 58	
	EQUITIES									
COMMON STOCKS										
Energy										
Oil & Gas Equipment & Services										
1,200 000	SCHLUMBERGER LTD USD 0 01 COM (CURACAO) SYMBOL SLB	08/12/2009	54 13	64,960 80	59 60	71,520 00	6,559 20	0 84	1 34	C
Integrated Oil & Gas										
1,800 000	CHEVRON CORPORATION SYMBOL CVX	12/05/2003	38 86	69,953 13	70 43	126,774 00	56,820 87	2 72	2 38	C
1 600 000	CHEVRON CORPORATION SYMBOL CVX	01/08/2004	43 02	68,832 00	70 43	112,688 00	43,856 00	2 72	2 12	C
3,400 000	**Total Position**			138,785 13		239,462 00	100,676 87		4 50	
900 000	EXXON MOBIL CORP COM STK SYMBOL XOM	01/08/2004	40 77	36,690 12	68 61	61,749 00	25,058 83	1 68	1 16	C

The Benificus Foundation
EIN 77-0444504
Statement A

Portfolio Valuation By Taxlot
THE BENIFICUS FOUNDATION
09/30/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of Portfolio	Acct Type
2,200 000	EXXON MOBIL CORP COM STK SYMBOL XOM	01/27/2004	41 72	91,784 00	68 61	150,942 00	59,158 00	1 68	2 81	C
3,100 000	**Total Position**			128,474 12		212,691 00	84,216 88		4 00	
	Integrated Oil & Gas			267,259 25		452,153 00	184,893 75		8 50	
Coal & Consumable Fuels										
2,800 000	CONSOL ENERGY INC COM SYMBOL 20854P109	08/12/2009	38 24	107,067 52	45 11	126,308 00	19,240 48	0 40	2 37	C
	Energy			439,287 57		649,981 00	210,693 43		12 22	
Materials										
Diversified Metals & Mining										
2,200 000	BHP BILLITON LTD ADR SYMBOL 088606108	08/12/2009	63 13	138,885 78	66 01	145,222 00	6,336 22	1 64	2 73	C
	Materials			138,885 78		145,222 00	6,336 22		2 73	
Industrials										
Environmental Services										
8,100 000	TETRA TECH INC NEW COM SYMBOL WATR	06/05/2007	22 55	182,641 23	26 53	214,893 00	32,251 77		4 04	C
	Industrials			182,641 23		214,893 00	32,251 77		4 04	

Portfolio Valuation By Taxlot
THE BENIFICUS FOUNDATION
09/30/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or I/Mo purch	% of Portfolio	Acct Type
Consumer Staples										
Hypermarkets & Super Centers										
2,400 000	COSTCO WHOLESALE CORP COM STK SYMBOL 22160K105	07/23/2008	64.73	155,341.44	56.38	135,312.00	(20,029.44)	0.72	2.54	C
1,600 000	COSTCO WHOLESALE CORP COM STK SYMBOL 22160K105	08/05/2008	64.48	103,172.96	56.38	90,208.00	(12,964.96)	0.72	1.70	C
4,000 000	**Total Position**			258,514.40		225,520.00	(32,994.40)		4.24	
5,200 000	WAL MART STORES INC SYMBOL WMT	03/12/2008	50.66	263,427.84	49.09	255,268.00	(8,159.84)	1.09	4.80	C
	Hypermarkets & Super Centers			521,942.24		480,788.00	(41,154.24)		9.04	
Tobacco										
600 000	ALTRIA GROUP INC SYMBOL 02209S103	01/27/2004	12.69	7,616.53	17.81	10,686.00	3,069.47	1.36	0.20	C
2 200 000	ALTRIA GROUP INC SYMBOL 02209S103	04/01/2004	12.71	28,018.75	17.81	39,182.00	11,163.25	1.36	0.74	C
837 000	ALTRIA GROUP INC SYMBOL 02209S103	04/01/2007	21.38	17,890.98	17.81	14,906.97	(2,984.01)	1.36	0.25	C
3,637 000	**Total Position**			53,526.26		64,774.97	11,248.71		1.22	
600 000	PHILIP MORRIS INTL SYMBOL 718172109	01/27/2004	29.16	17,498.00	48.74	29,244.00	11,746.00	2.32	0.55	C
2 200 000	PHILIP MORRIS INTL SYMBOL 718172109	04/01/2004	29.26	64,369.41	48.74	107,228.00	42,858.59	2.32	2.02	C

Valuation Currency: USD
Sort Order: Asset Type
Security Type

THE BENIFICUS FOUNDATION
09/30/2009
Trade Date Reporting

Shares or Face Value	Security Description	Acquisition Date	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of Portfolio	Acct Type
837 000	PHILIP MORRIS INTL SYMBOL 718172109	04/03/2007	49 11	41 102 20	48 74	40,795 38	(306 82)	2 32	0 77	C
3,637 000	**Total Position**			122,969 61		177,267 38	54,297 77		3 33	
	Tobacco			176,495 87		242,042 35	65,546 48		4.55	
	Consumer Staples			698 438 11		722,830 35	24,392 24		13 59	
Health Care										
Health Care Equipment										
3,900 000	COVIDIEN PLC SYMBOL G2554F105	05/29/2008	49 36	192,489 57	43.26	168,714 00	(23,775.57)	0 72	3.17	C
1,800 000	COVIDIEN PLC SYMBOL G2554F105	08/05/2008	52 68	94,825 08	43 26	77,868 00	(16,957 08)	0.72	1.46	C
5,700 000	**Total Position**			287,314 65		246,582 00	(40,732 65)		4.64	
	Health Care Equipment			287,314 65		246,582 00	(40,732 65)		4 64	
Biotechnology										
2 800 000	AMGEN INC SYMBOL AMGN	02/12/2009	57 77	161,748 16	60 23	168 644 00	6,895 84		3 17	C
Pharmaceuticals										
3,400 000	ABBOTT LABS USD COM NPV SYMBOL ABT	03/12/2008	51 54	175,246 88	49 47	168,198 00	(7 048 88)	1 60	3 16	C
4 300 000	JOHNSON & JOHNSON COM SYMBOL JNJ	06/04/2007	63 58	273 380 67	60 89	261 827 00	(11 553 67)	1 96	4 92	C

Portfolio Valuation By Taxlot
THE BENIFICUS FOUNDATION
09/30/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM @ purch	% of Portfolio	Acct Type
2,200.000	MERCK & CO INC SYMBOL MRK	03/12/2008	43.04	94,686.24	31.63	69,586.00	(25,100.24)	1.52	1.31	C
	Pharmaceuticals			543,313.79		499,611.00	(43,702.79)		9.39	
	Health Care			992,376.60		914,837.00	(77,539.60)		17.20	
Financials										
Diversified Financial Services										
6,800.000	BANK OF AMERICA CORP SYMBOL. 060505104	08/12/2009	16.07	109,275.32	16.92	115,056.00	5,780.68	0.04	2.16	C
Asset Management & Custody Banks										
6,800.000	BANK NEW YORK MELLON CORP SYMBOL 064058100	08/05/2008	37.05	251,962.44	28.99	197,132.00	(54,830.44)	0.36	3.71	C
	Financials			361,237.76		312,188.00	(49,049.76)		5.87	
Information Technology										
Systems Software										
2,100.000	MCAFEE INC COM SYMBOL MFE	08/12/2009	43.43	91,195.02	43.79	91,959.00	763.98		1.73	C
3,700.000	MICROSOFT CORP USD 0.01 COM SYMBOL MSFT	08/12/2009	23.73	87,801.00	25.72	95,164.00	7,363.00	0.52	1.79	C
	Systems Software			178,996.02		187,123.00	8,126.98		3.52	

Portfolio Valuation By Taxlot
THE BENIFICUS FOUNDATION
09/30/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of Portfolio	Acct Type
	Telecommunications Equipment									
10,000 000	CISCO SYSTEMS INC COM SYMBOL CSCO	04/10/1992	0 29	2 941 26	23 54	235,400 00	232,458 74		4 43	C
	Information Technology			181,937 28		422,523 00	240,585 72		7 94	
	COMMON STOCKS			2,994 804 33		3,382 474 35	387,670 02		63 59	
EXCHANGE TRADED FUNDS										
2,500 000	ISHR DJ REAL EST US ETFS SYMBOL IYR	08/12/2009	40.06	100,149 75	42 67	106,675.00	6,525 25	2 29	2.01	C
2,700 000	ISHRES FTSE CHNA SYMBOL: FXI	08/17/2007	41 25	111,377 61	40 92	110,484.00	(893.61)	0.65	2 08	C
	EXCHANGE TRADED FUNDS			211,527 36		217,159 00	5,631 64		4 08	
EQUITY MUTUAL FUNDS										
1,900 000	INDIA FD INC COM SYMBOL IFN	03/16/2007	37 96	72,132 93	29 05	55,195 00	(16,937 93)	0 26	1 04	C
1,900 000	INDIA FD INC COM SYMBOL IFN	03/22/2007	41 04	77 972 01	29 05	55 195 00	(22,777 01)	0 26	1 04	C
1,900 000	INDIA FD INC COM SYMBOL IFN	07/23/2008	41 10	78,089 24	29 05	55,195 00	(22 894 24)	0 26	1 04	C
264 000	INDIA FD INC COM SYMBOL IFN	11/10/2008	16 77	4,426 98	29 05	7,669 20	3,242 22	0 26	0 14	C
1,927 000	INDIA FD INC COM SYMBOL IFN	11/10/2008	16 77	32,313 57	29 05	55,979 35	23,665 78	0 26	1 05	C

Portfolio Valuation By Taxlot
THE BENIFICUS FOUNDATION
09/30/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of Portfolio	Acct Type
2,630 000	INDIA FD INC COM SYMBOL IFN	08/14/2009	26 42	69,481 60	29 05	76,401 50	6,916 90	0 26	1 44	C
10,521 000	**Total Position**			334,419 33		305,635 05	(28,784 28)		5 75	
	EQUITY MUTUAL FUNDS			334,419 33		305,635 05	(28,784 28)		5 75	
	EQUITIES			3,540,751 02		3,905,268 40 1	364,517 38		73.42	
	TOTAL PORTFOLIO			**4,954,888.85**		**5,319,406.23**	**364,517.38**		**100.00**	
	ACCRUED FIXED INCOME					**0.00**				
	OTHER ACCRUED INCOME					**4,434.04** 1				
	TOTAL MARKET VALUE					**5,323,840.27**				

Σ 1 = 3,909,702.44

The Benificus Foundation
EIN 77-0444504
Statement A

Realized Gains & Losses
: THE BENIFICUS FOUNDATION
10/01/2008 to 09/30/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
2,400 000	JPMORGAN CHASE & CO COM	11/04/2004	10/02/2008	94,464 00	115,641 43		21,177 43
3,700 000	JPMORGAN CHASE & CO COM	05/21/2004	10/02/2008	133,493 04	178,280 54		44,787 50
2,400 000	LAMAR ADVERTISING COCL A COM	05/29/2008	11/04/2008	97,704 00	37,774 35	(59,929 65)	
4,300 000	LAMAR ADVERTISING COCL A COM	03/12/2008	11/04/2008	149,571 20	67,679 03	(81,892 17)	
2,400 000	LAMAR ADVERTISING COCL A COM	08/17/2007	11/04/2008	123,541.44	37,774 35		(85,767 09)
2,700 000	BURLINGTON NORTHN SANTA FE CORP COM	07/23/2008	02/12/2009	268,973 46	176,118 93	(92,854 53)	
2,100 000	CONOCOPHILLIPS	05/07/2008	02/12/2009	186,515 91	95,906 88	(90,609 03)	
900 000	CONOCOPHILLIPS	02/01/2008	02/12/2009	72,170 46	41,102 95		(31,067 51)
1,500 000	ISHARES MSCI EMERGING MKTS INDEX ETF	07/23/2008	02/12/2009	66,209 00	35,030 20	(31,178 80)	
2,700 000	ISHARES MSCI EMERGING MKTS INDEX ETF	08/17/2007	02/12/2009	110,098 89	63,054 36		(47,044 53)
6,200 000	MERCK & CO INC SEE CUSIP 58933Y105	04/27/2007	02/12/2009	320,789 86	179,030 81		(141,759 05)
4,200 000	NOVARTIS AG USD SPON ADR REP 1/20 REGD SHS	05/29/2008	02/12/2009	221,886 84	178,637 17	(43,249 67)	
3,100 000	SCHLUMBERGER LTD USD 0 01 COM (CURACAO)	02/01/2008	02/12/2009	241,267 73	127,678 05		(113,589 68)
3,800 000	TETRA TECH INC NEW COM	05/29/2008	02/12/2009	101,243 02	89,814 77	(11,428 25)	
4,200 000	TETRA TECH INC NEW COM	06/18/2007	02/12/2009	96,478 20	99,268 96		2,790 76
3,300 000	ULTRA S&P500 PROSHARES	08/05/2008	02/12/2009	198,829 29	71,177 63	(127,651 66)	
3,000 000	ULTRA S&P500 PROSHARES	07/23/2008	02/12/2009	185,553 00	64,706 93	(120,846 07)	
2,700 000	ISHARES MSCI EMERGING MKTS INDEX ETF	07/23/2008	06/17/2009	119,176 20	85,054 01	(34,122 19)	
3,800 000	ITT CORP	07/23/2008	08/11/2009	243,481 96	184,135 66		(59,346 30)
5,100 000	AT&T INC ISIN US00206R1023	12/19/2007	08/12/2009	203,304 36	131,169 13		(72,135 23)
2,200 000	EXXON MOBIL CORP COM STK	01/08/2004	08/12/2009	89,686 96	151,972 31		62,285 35
4,700 000	GENERAL ELEC CO COM STK USD	08/20/2004	08/12/2009	153,308 83	66,677 18		(86,631 65)

Realized Gains & Losses
THE BENIFICUS FOUNDATION
10/01/2008 to 09/30/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
2 400 000	GENERAL ELEC CO COM STK USD	05/27/2004	08/12/2009	75,448 80	34,047 92		(41,400 88)
3,800 000	ISHARES TR S&P EURO PLUS COM STK	02/01/2008	08/12/2009	200,822 78	133,916 53		(66,906 25)
4,700 000	WAL MART STORES INC	04/15/2008	08/12/2009	263,529 00	237,767 35		(25,761 65)
1,500 000	BECTON DICKINSON & CO COM	02/12/2009	08/19/2009	106,086 00	98,182 07	(7,903 93)	
2,900 000	GILEAD SCIENCES INC	02/12/2009	08/27/2009	145,515 62	131,681 55	(13,834 07)	
1 000	**INDIA FUND RIGHTS	11/10/2008	08/31/2009				
	TOTAL PORTFOLIO			**4,269,149.85**	**2,913,281.05**	**(715,500.02)**	**(640,368.78)**

SUMMARY:

	PROCEEDS	COST	GAIN OR LOSS
SHORT TERM	1,131,763 52	1,847,263 54	(715,500 02)
LONG TERM	1,781,517 53	2,421,886 31	(640,368 78)
TOTAL	2,913,281.05	4,269,149.85	(1,355,868.80)

The Benificus Foundation
EIN 77-0444504
Statement B

The Benificus Foundation
EIN #77-0444504
Contributions Paid
FYE 9/30/2009

Name and Address		Foundation Status of Recipient	Purpose of Contribution	Amount
Cash Contributions:				
New Schools Venture Fund San Francisco, CA		Public Charity	Education	2,000,000
Conservation International Arlington, VA		Public Charity	Environment	1,000,000
Environmental Defense Fund New York, NY		Public Charity	Environment	1,000,000
Champion Charities (formerly HRJ Charities) Woodside, CA		Public Charity	Medical	100,000
Aspen Institute Aspen, CO		Public Charity	Education	180,000
Raphael House San Francisco, CA		Public Charity	Charitable	10,000
Grameen Foundation USA Washington, DC		Public Charity	Education	1,000,000
KickStart International San Francisco, CA		Public Charity	Charitable	100,000
Total Cash Contributions				5,390,000
Stock Contributions:				
Rice University Houston, TX		Public Charity	Education	4,234,410
13,500 sh Google				
Date of gift	1/2/2009			
Book Value (cost basis)	6,686			
Method of determining FMV	Nasdaq Mean ($313 66)			
Alliance for Climate Protection Menlo Park, CA		Public Charity	Science	10,524,861
33,555 sh Google				
Date of gift	1/2/2009			
Book Value (cost basis)	16,618			
Method of determining FMV	Nasdaq Mean ($313 66)			
Total Stock Contributions				14,759,271
Total Contributions				20,149,271

Form **8868** (Rev April 2009) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization	Employer identification number
	THE BENIFICUS FOUNDATION	77-0444504
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 555 BRYANT STREET, #722	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PALO ALTO, CA 94301	

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

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

- The books are in the care of ▶ BARBARA HAGER 555 BRYANT STREET #722 - PALO ALTO, CA 94301

Telephone No. ▶ 650-384-0240 FAX No. ▶

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

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until MAY 17, 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year ____ or

▶ [X] tax year beginning OCT 1, 2008 , and ending SEP 30, 2009 .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 1,500.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 60,000.
c	**Balance Due.** Subtract line 3b from line 3a. 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.	3c	$ 0.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev 4-2009)

823831 05-26-09