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

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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 THE FLUOR FOUNDATION		A Employer identification number 51-0196032
	Number and street (or P O box number if mail is not delivered to street address) 6700 LAS COLINAS BLVD	Room/suite	B Telephone number (see page 10 of the instructions) 469-398-7000
	City or town, state, and ZIP code IRVING, TX 75039		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 ☒ 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) ▶ \$ 12,521,821. J Accounting method ☐ 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) (see page 11 of the instructions))		(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 (attach schedule)	5,800.			
	2 Check ☐ if the foundation is not required to attach Sch B,				
	3 Interest on savings and temporary cash investments	140,272.	140,272.	140,272.	
	4 Dividends and interest from securities				
	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			0.	
	9 Income modifications			100.	
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total Add lines 1 through 11	146,072.	140,272.	140,372.	
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	16,744.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	16,744.	0.	0.	0.
	25 Contributions, gifts, grants paid	4,210,868.			4,210,868.
	26 Total expenses and disbursements Add lines 24 and 25	4,227,612.	0.	0.	4,210,868.
	27 Subtract line 26 from line 12	-4,081,540.			
	a Excess of revenue over expenses and disbursements		140,272.		
	b Net investment income (if negative, enter -0-)			140,372.	
	c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		5,383,672.	1,267,657.	1,267,657.
	2	Savings and temporary cash investments				
	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 (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	10,491,177.	11,221,422.	11,221,422.		
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶ <u>Deferred Tax Asset</u>)	34,115.	32,742.	32,742.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	15,908,964.	12,521,821.	12,521,821.		
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 (attach schedule)				
	22	Other liabilities (describe ▶ <u>Excise Tax Payable</u>)	6,060.	6,631.		
23	Total liabilities (add lines 17 through 22)	6,060.	6,631.			
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 and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	15,902,904.	12,515,190.		
	30	Total net assets or fund balances (see page 17 of the instructions)	15,902,904.	12,515,190.		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	15,908,964.	12,521,821.		

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	15,902,904.
2	Enter amount from Part I, line 27a	2	-4,081,540.
3	Other increases not included in line 2 (itemize) ▶ <u>Unrealized Gain 693,726</u>	3	693,726.
4	Add lines 1, 2, and 3	4	12,515,090.
5	Decreases not included in line 2 (itemize) ▶ <u>Check issued 2008, voided 2009</u>	5	-100.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,515,190.

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					
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			0.		
b			0.		
c			0.		
d			0.		
e			0.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a		0.	0.		
b		0.	0.		
c		0.	0.		
d		0.	0.		
e		0.	0.		
2 Capital gain net income or (net capital loss)			2	0.	
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			3	None	

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 page 18 of the 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	4,047,885.	15,657,341.	0.2585
2007	3,486,809.	14,671,331.	0.2377
2006	2,772,067.	13,664,707.	0.2029
2005	3,127,712.	9,242,576.	0.3384
2004	3,265,480.	10,653,184.	0.3065
2 Total of line 1, column (d)			2 1.3440
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 0.2688
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 13,969,236.
5 Multiply line 4 by line 3			5 3,754,931.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,403.
7 Add lines 5 and 6			7 3,756,334.
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.			8 4,210,868.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a 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 ruling letter if necessary - see instructions)		1	1,403.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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	
3 Add lines 1 and 2		3	1,403.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,403.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 8,626.		
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	8,626.
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	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	7,223.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	7,223. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1 a or 1 b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ None (2) On foundation managers \$ None		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ None		
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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) California		
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	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 on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the 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 ▶ <u>fluor.com/sustainability/community/fluor_giving/</u>				
14	The books are in care of ▶ <u>Kriste Dytyniak</u> Telephone no ▶ <u>469-398-7000</u>			
	Located at ▶ <u>6700 Las Colinas Blvd., Irving, TX</u> ZIP + 4 ▶ <u>75039</u>			
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			

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
a	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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	
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 page 20 of the instructions)	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)	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

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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)? (see page 22 of the instructions) ☐ 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 page 22 of the instructions)? ☐ **5b**

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

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

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 "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? ☐ **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 (see page 22 of the instructions).**

(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 3				

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). 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 ☐ None

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). 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 None

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 None	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	
2	
All other program-related investments. See page 24 of the instructions	
3 None	
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 page 24 of the 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	10,856,300.
b	Average of monthly cash balances	1b	3,325,665.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	14,181,965.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	14,181,965.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	212,729.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,969,236.
6	Minimum investment return. Enter 5% of line 5	6	698,462.

Part XI Distributable Amount (see page 25 of the 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	698,462.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,403.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,403.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	697,059.
4	Recoveries of amounts treated as qualifying distributions	4	100.
5	Add lines 3 and 4	5	697,159.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	697,159.

Part XII Qualifying Distributions (see page 25 of the 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	4,210,868.
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	4,210,868.
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 (see page 26 of the instructions)	5	1,403.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,209,465.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				697,159.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20__ 20__ 20__		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	2,738,861.			
b From 2005	2,672,984.			
c From 2006	2,098,927.			
d From 2007	2,763,424.			
e From 2008	3,272,496.			
f Total of lines 3a through e	13,546,692.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 4,210,868.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		0.		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				697,159.
e Remaining amount distributed out of corpus	3,513,709.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	17,060,401.			
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			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) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	2,738,861.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	14,321,540.			
10 Analysis of line 9				
a Excess from 2005	2,672,984.			
b Excess from 2006	2,098,927.			
c Excess from 2007	2,763,424.			
d Excess from 2008	3,272,496.			
e Excess from 2009	3,513,709.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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	N/A	N/A	N/A	N/A	0.
b 85% of line 2a	0.	0.	0.	0.	0.
c Qualifying distributions from Part XII, line 4 for each year listed					0.
d Amounts included in line 2c not used directly for active conduct of exempt activities					0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0.	0.	0.	0.	0.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0.
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).					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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 page 28 of 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))

None

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

None

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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

See Statement 4

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

See Statement 4

c Any submission deadlines

See Statement 4

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

See Statement 4

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 5				4,210,868.
Total.			3a	4,210,868.
b Approved for future payment				
Children's Museum	N/A	501 c 3		25,000.
Clemson University Career Center	N/A	501 c 3		15,000.
Detroit Science Center	N/A	501 c 3		100,000.
LSU Foundation	N/A	501 c 3		100,000.
Marine Corps Scholarship Foundation	N/A	501 c 3		50,000.
Museum of Nature and Science	N/A	501 c 3		100,000.
National Engineer's Week Foundation	N/A	501 c 3		150,000.
Scholarship America	N/A	501 c 3		10,000.
South Carolina State University	N/A	501 c 3		155,000.
Total.			3b	705,000.

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(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	140,272.	
4	Dividends and interest from securities					
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.		140,272.	0.
13	Total. Add line 12, columns (b), (d), and (e)					140,272.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

[illegible]

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?		Yes	No
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.			

[illegible]

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
Fluor Corporation Master Retirement Trust	501 (c) (9)	Affiliate
Fluor Cares (f/k/a Fluor Community Involvement Team)	501 (c) (3)	Affiliate

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		1/11/10 Date	President & Director Title
Sign Here Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed ☐
	Firm's name (or yours if self-employed), address, and ZIP code	EIN Preparer's identifying number (See Signature on page 30 of the instructions) Phone no	

Schedule of Contributors

OMB No 1545-0047

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

2009

Name of the organization

Employer identification number

THE FLUOR FOUNDATION

51-0196032

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

THE FLUOR FOUNDATION

Employer identification number

51-0196032

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Fluor Corporation 6700 Las Colinas Blvd Irving, TX 75039-2902	\$ 5,800.	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)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number

51-0196032

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
N/A	None	\$ None	N/A
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

THE FLUOR FOUNDATION

Employer identification number

51-0196032

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

None

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
N/A	None		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

The Fluor Foundation

EIN: 51-0196032

Form 990-PF Return of Private Foundation

December 31, 2009

STATEMENT 1

Page 1, Part I, Line 18

Taxes

Federal Excise Tax (Benefit) Expense 16,744

STATEMENT 2

Page 2, Part II, Line 13

Investments - Other

	Beginning of Year	End of Year Book Value	Fair Market
Money Market Fund	7,187,467	7,588,609	7,588,609
US Equity Fund	3,303,710	3,632,813	3,632,813
Investments in Mutual Funds	10,491,177	11,221,422	11,221,422

The Fluor Foundation

EIN: 51-0196032

Form 990-PF Return of Private Foundation

December 31, 2009

Page 6, Part VIII, Line 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
R F Barnard 6700 Las Colinas Blvd, Irving TX 75039	Director 15 hours per week	-0-	-0-	-0-
A L Boeckmann 6700 Las Colinas Blvd, Irving TX 75039	Director 15 hours per week	-0-	-0-	-0-
D E Constable 6700 Las Colinas Blvd, Irving TX 75039	Director 15 hours per week	-0-	-0-	-0-
S B Dobbs 6700 Las Colinas Blvd, Irving TX 75039	Director 15 hours per week	-0-	-0-	-0-
G C Gilkey 6700 Las Colinas Blvd, Irving TX 75039	Director 25 hours per week	-0-	-0-	-0-
D T Seaton 6700 Las Colinas Blvd, Irving TX 75039	Director 15 hours per week	-0-	-0-	-0-
D M Steuert 6700 Las Colinas Blvd, Irving TX 75039	Director 15 hours per week	-0-	-0-	-0-
D A Wilson 6700 Las Colinas Blvd, Irving TX 75039	Director 15 hours per week	-0-	-0-	-0-
C M Hernandez 6700 Las Colinas Blvd, Irving TX 75039	Secretary 25 hours per week	-0-	-0-	-0-
E J Kowalchuk 6700 Las Colinas Blvd, Irving TX 75039	Treasurer 50 hours per week	-0-	-0-	-0-
L C Tashjian 6700 Las Colinas Blvd, Irving TX 75039	President & Director 4 hours per week	-0-	-0-	-0-
J Robert Fluor II (Resigned 07/31/09) 6700 Las Colinas Blvd, Irving TX 75039	President & Director 8 hours per week	-0-	-0-	-0-
H S Gilbert (Resigned 01/01/09) 6700 Las Colinas Blvd, Irving TX 75039	Director None in 2009	-0-	-0-	-0-

The Fluor Foundation

EIN: 51-0196032

Form 990-PF Return of Private Foundation

December 31, 2009

Page 10, Part XV, Line 2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs

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

Executive Director
The Fluor Foundation
6700 Las Colinas Blvd.
Irving, TX 75039
469-398-7000

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

Information should include the following:

1. Tax Exempt Status under the IRC (including a copy of the IRS determination letter outlining status)
2. Description of the Organization.
3. State the Amount of Funds the Organization is Requesting
4. Describe how the Funds are to be Used

c. Any Submission Deadlines:

The Foundation accepts proposals on a continuing basis.

d. Any Restrictions or Limitations on Awards, such as by Geographical Areas, Charitable Fields, Kinds of Institutions, or other Factors:

The Fluor Foundation serves as the philanthropic arm of the Fluor Corporation within the United States. Funded by contributions from the Corporation, the Fluor Foundation responds to the needs, challenges, and opportunities of the complex society by providing assistance to various responsible not-for-profit organizations primarily in areas where Fluor has permanent offices. Requests are considered in the general categories of Education, Health and Human Services, Civic and Public Affairs, Culture and Arts.

The Contributions are made only to Organizations recognized as tax-exempt under IRC Section 501(c)(3).

For additional information, visit: www.fluor.com/sustainability/community/fluor_giving

The Fluor Foundation

EIN: 51-0196032

Form 990-PF Return of Private Foundation

December 31, 2009

Page 11, Part XV, Line 3

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

<u>Recipient</u> <u>Name and Address</u>	<u>Amount</u>
Disbursement Register	4,210,868

Reconciliation of Check Register to Contributions, gifts, grants paid

Grand Total from Foundation	
Check Register	4,219,832.00
Check # 37971 payable to IRS	(54.00)
Check # 37978 payable to CA	
Franchise Tax Board	(10.00)
Check # 37981 payable to IRS	(9,000.00)
Check #37765 issued 12/30/08, voided 11/30/09-does not pertain to contributions made during 2009	100.00

Contributions, gifts, grants paid (Form 990-PF, Part I, Line 25)	<u>4,210,868.00</u>
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EY09 Fdn & MG by Check No

(Inc. Voids) by Check Number

5 October 2010

Check #	Check Date	Amount	Payee Name	Request Type
37677	2/24/2009	-\$1,000.00	Greenville Chamber Foundation, Inc.	Cash Grants
37765	11/30/2009	-\$100.00	Nova Southeastern University	Matching Gifts
37782	7/20/2009	-\$1,000.00	The Citadel Foundation	Matching Gifts
37825	1/28/2009	\$500.00	Arc Of Tri-Cities	Cash Grants
37826	1/28/2009	\$2,500.00	Center for Developmental Services	Cash Grants
37827	1/28/2009	\$2,500.00	Green Fund	Cash Grants
37828	1/28/2009	\$5,000.00	Hands on Greenville	Cash Grants
37829	1/28/2009	\$125.00	Houston Food Bank	Cash Grants
37830	1/28/2009	\$125.00	Interfaith Ministries For Greater Houston	Cash Grants
37831	1/28/2009	\$5,000.00	KOCE-TV Foundation	Cash Grants
37832	1/28/2009	\$3,500.00	Leadership South Carolina	Cash Grants
37833	1/28/2009	\$20,000.00	Meals on Wheels	Cash Grants
37834	1/28/2009	\$125.00	Meals on Wheels	Cash Grants
37835	1/28/2009	\$41,360.00	Scholarship America	Cash Grants
37836	1/28/2009	\$2,000.00	South Carolina Association of Nonprofit Organizations	Cash Grants
37837	1/28/2009	\$500.00	South Coast Sailing Team	Cash Grants
37838	1/28/2009	\$1,500.00	Southeastern Council of Foundations	Cash Grants
37839	1/28/2009	\$125.00	The United Way Of Salem County Inc	Cash Grants
37840	1/28/2009	\$26,653.00	United Way of Benton & Franklin Counties	Cash Grants
37841	1/28/2009	\$87,050.00	United Way of Metropolitan Dallas	Cash Grants
37842	1/28/2009	\$224,148.00	United Way of Metropolitan Dallas	Cash Grants
37843	1/28/2009	\$3,300.00	University of California, Irvine	Cash Grants
37844	2/6/2009	\$200,000.00	Detroit Science Center Inc	Cash Grants
37845	2/6/2009	\$10,000.00	Scholarship America	Cash Grants
37846	2/25/2009	\$5,000.00	American Heart Association	Cash Grants
37847	2/25/2009	\$3,000.00	Council for Aid to Education	Cash Grants
37848	2/25/2009	\$5,000.00	Fort Bend County Women's Center, Inc.	Cash Grants
37849	2/25/2009	\$1,000.00	Greenville Chamber Foundation, Inc.	Cash Grants
37850	2/25/2009	\$5,000.00	The Moles Scholarship Fund, Community Funds, Inc.	Cash Grants
37851	2/25/2009	\$5,000.00	National School Boards Foundation	Cash Grants
37852	2/25/2009	\$1,425.00	Scholarship America	Cash Grants
37853	2/25/2009	\$25,000.00	Transparency International-USA	Cash Grants

EY09 Fdn & MG by Check No

(Inc. Voids) by Check Number

Check #	Check Date	Amount	Payee Name	Request Type
37854	2/25/2009	\$700.00	United Way of Benton & Franklin Counties	Cash Grants
37855	3/19/2009	\$30,000 00	Houston Golf Association	Cash Grants
37856	3/26/2009	\$50 00	Anderson University	Matching Gifts
37857	3/26/2009	\$250.00	Arizona State University Foundation	Matching Gifts
37858	3/26/2009	\$500 00	Association of Graduates of the U.S. Military Academy	Matching Gifts
37859	3/26/2009	\$750.00	Benedictine College	Matching Gifts
37859	11/30/2009	-\$750.00	Benedictine College	Matching Gifts
37860	3/26/2009	\$50.00	Blue Ridge Christian Academy	Matching Gifts
37861	3/26/2009	\$100.00	Boise State University Foundation	Matching Gifts
37862	3/26/2009	\$5,150.00	California Institute of Technology	Matching Gifts
37863	3/26/2009	\$250 00	California Polytechnic State University	Matching Gifts
37864	3/26/2009	\$100.00	California State Polytechnic University, Pomona	Matching Gifts
37865	3/26/2009	\$1,750 00	Calvin College	Matching Gifts
37866	3/26/2009	\$1,250 00	Calvin Theological Seminary	Matching Gifts
37867	3/26/2009	\$250 00	Case Western Reserve University	Matching Gifts
37868	3/26/2009	\$500.00	Christ Church Episcopal School	Matching Gifts
37869	3/26/2009	\$10,795 00	Clemson Univ.	Matching Gifts
37870	3/26/2009	\$150.00	Colorado School of Mines Foundation, Incorporated	Matching Gifts
37871	3/26/2009	\$200.00	Columbia Basin College Foundation	Matching Gifts
37872	3/26/2009	\$1,000.00	Columbia University	Matching Gifts
37873	3/26/2009	\$50 00	Concordia University	Matching Gifts
37874	3/26/2009	\$100 00	Concordia University Wisconsin	Matching Gifts
37875	3/26/2009	\$50.00	Creighton University	Matching Gifts
37876	3/26/2009	\$600.00	CSULB Foundation	Matching Gifts
37877	3/26/2009	\$750.00	Dordt College	Matching Gifts
37878	3/26/2009	\$100 00	Drexel University	Matching Gifts
37879	3/26/2009	\$250 00	Eastern Washington University Foundation	Matching Gifts
37880	3/26/2009	\$2,500 00	Erskine College	Matching Gifts
37881	3/26/2009	\$1,200.00	Evans Scholars Foundation	Matching Gifts
37882	3/26/2009	\$250.00	Excelsior College	Matching Gifts
37883	3/26/2009	\$55.00	Furman University	Matching Gifts
37884	3/26/2009	\$100.00	Georgetown College	Matching Gifts

EY09 Fdn & MG by Check No

(Inc. Voids) by Check Number

Check #	Check Date	Amount	Payee Name	Request Type
37885	3/26/2009	\$2,500.00	Georgia Tech Foundation, Inc.	Matching Gifts
37886	3/26/2009	\$100.00	Hawaii Pacific University	Matching Gifts
37887	3/26/2009	\$1,250.00	Hendrix College	Matching Gifts
37888	3/26/2009	\$50.00	Holy Name Catholic School	Matching Gifts
37889	3/26/2009	\$500.00	Holy Rosary Catholic School	Matching Gifts
37890	3/26/2009	\$500.00	Louisiana State University	Matching Gifts
37891	3/26/2009	\$1,000.00	Michigan Tech Fund	Matching Gifts
37892	3/26/2009	\$100.00	Missouri University of Science and Technology	Matching Gifts
37893	3/26/2009	\$100.00	New Mexico State University	Matching Gifts
37894	3/26/2009	\$125.00	North Carolina State University	Matching Gifts
37895	3/26/2009	\$50.00	North Dakota State University Develop Fdn.	Matching Gifts
37896	3/26/2009	\$250.00	Ohio State University	Matching Gifts
37897	3/26/2009	\$200.00	Owensboro Catholic High School	Matching Gifts
37898	3/26/2009	\$1,100.00	Purdue Foundation, Inc.	Matching Gifts
37899	3/26/2009	\$5,000.00	Radford University Foundation	Matching Gifts
37900	3/26/2009	\$100.00	Rensselaer Polytechnic Institute	Matching Gifts
37901	3/26/2009	\$2,700.00	William Marsh Rice University	Matching Gifts
37902	3/26/2009	\$500.00	Scholarship America Inc.	Matching Gifts
37903	3/26/2009	\$1,000.00	Seattle University	Matching Gifts
37904	3/26/2009	\$100.00	Slippery Rock University of Pennsylvania	Matching Gifts
37905	3/26/2009	\$1,000.00	South Carolina State University	Matching Gifts
37906	3/26/2009	\$500.00	Southern Illinois University at Edwardsville Foundation	Matching Gifts
37907	3/26/2009	\$5,000.00	Southwestern Baptist Theological Seminary	Matching Gifts
37908	3/26/2009	\$125.00	St Agnes Academy	Matching Gifts
37909	3/26/2009	\$5,000.00	St. Benedict's Preparatory School	Matching Gifts
37910	3/26/2009	\$5,000.00	St Mark's School of Texas	Matching Gifts
37911	3/26/2009	\$1,000.00	St. Michael's Preparatory School	Matching Gifts
37912	3/26/2009	\$2,500.00	St. Paul Catholic School	Matching Gifts
37913	3/26/2009	\$250.00	Stanford University	Matching Gifts
37914	3/26/2009	\$150.00	Syracuse University	Matching Gifts
37915	3/26/2009	\$250.00	Tarleton State University	Matching Gifts
37916	3/26/2009	\$167.00	Texas A&M Foundation	Matching Gifts

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(Inc. Voids) by Check Number

Check #	Check Date	Amount	Payee Name	Request Type
37917	3/26/2009	\$1,338.00	Texas A&M Foundation	Matching Gifts
37918	3/26/2009	\$2,615.00	Texas A&M Foundation	Matching Gifts
37919	3/26/2009	\$250.00	Texas Aggie Corps of Cadets Association	Matching Gifts
37920	3/26/2009	\$100.00	Texas State University-San Marcos	Matching Gifts
37921	3/26/2009	\$200.00	Texas Tech University Foundation	Matching Gifts
37922	3/26/2009	\$250.00	The Case Fund	Matching Gifts
37923	3/26/2009	\$1,000.00	The Hockaday School	Matching Gifts
37924	3/26/2009	\$5,000.00	Trevecca Nazarene University	Matching Gifts
37925	3/26/2009	\$75.00	U.S. Naval Academy Foundation	Matching Gifts
37926	3/26/2009	\$1,750.00	UCI Foundation	Matching Gifts
37927	3/26/2009	\$75.00	University North Carolina Charlotte Foundation	Matching Gifts
37928	3/26/2009	\$5,300.00	University of Alabama	Matching Gifts
37929	3/26/2009	\$675.00	University of California Davis	Matching Gifts
37930	3/26/2009	\$600.00	University of California Los Angeles	Matching Gifts
37931	3/26/2009	\$1,100.00	University of California Santa Cruz	Matching Gifts
37932	3/26/2009	\$200.00	University of Great Falls	Matching Gifts
37933	3/26/2009	\$3,400.00	University of Houston	Matching Gifts
37934	3/26/2009	\$840.00	University of Illinois Foundation	Matching Gifts
37935	3/26/2009	\$100.00	University of Iowa Foundation	Matching Gifts
37936	3/26/2009	\$100.00	University of Kentucky	Matching Gifts
37937	3/26/2009	\$250.00	University of New Hampshire Foundation	Matching Gifts
37938	3/26/2009	\$100.00	University of New Mexico Foundation	Matching Gifts
37939	3/26/2009	\$100.00	University of North Texas	Matching Gifts
37940	3/26/2009	\$250.00	University of Portland	Matching Gifts
37941	3/26/2009	\$400.00	University of South Carolina	Matching Gifts
37942	3/26/2009	\$950.00	University of Southern California	Matching Gifts
37943	3/26/2009	\$480.00	University of Tennessee	Matching Gifts
37944	3/26/2009	\$450.00	University of Texas at Austin	Matching Gifts
37945	3/26/2009	\$250.00	University of Wyoming Foundation	Matching Gifts
37946	3/26/2009	\$2,500.00	Valley Christian School System	Matching Gifts
37947	3/26/2009	\$100.00	Valparaiso University	Matching Gifts
37948	3/26/2009	\$1,000.00	Walla Walla College	Matching Gifts

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(Inc. Voids) by Check Number

Check #	Check Date	Amount	Payee Name	Request Type
37949	3/26/2009	\$1,725.00	Washington State University	Matching Gifts
37950	3/26/2009	\$500.00	Washington University	Matching Gifts
37951	3/26/2009	\$250.00	Wentworth Institute of Technology	Matching Gifts
37952	3/26/2009	\$100.00	Wesley College	Matching Gifts
37953	3/26/2009	\$100 00	Wheeling Jesuit University	Matching Gifts
37954	3/26/2009	\$50 00	Widener University	Matching Gifts
37955	3/27/2009	\$5,000 00	Americans For The Arts Inc	Cash Grants
37956	3/27/2009	\$2,000.00	Bob Jones University Museum & Gallery, Inc.	Cash Grants
37957	3/27/2009	\$4,000.00	California Polytechnic State University	Cash Grants
37958	3/27/2009	\$5,000.00	California Polytechnic State University	Cash Grants
37959	3/27/2009	\$15,000.00	California Polytechnic State University	Cash Grants
37960	3/27/2009	\$10,000.00	California Polytechnic State University	Cash Grants
37961	3/27/2009	\$3,000.00	Sea and Sage Audubon Society	Cash Grants
37962	3/27/2009	\$3,500 00	Tau Beta Pi Association, Inc	Cash Grants
37963	3/27/2009	\$2,000 00	Trillium Arts Centre	Cash Grants
37964	3/27/2009	\$126,592.00	United Way of Metropolitan Dallas	Cash Grants
37965	4/9/2009	\$30,000 00	California State Polytechnic University, Pomona	Cash Grants
37966	4/9/2009	\$20,000.00	Ferris State University	Cash Grants
37967	4/9/2009	\$4,000.00	Georgia Institute of Technology	Cash Grants
37968	4/9/2009	\$1,300.00	Southern California Grantmakers	Cash Grants
37969	4/9/2009	-\$20,000.00	University of Florida- School of Building Construction	Cash Grants
37969	4/9/2009	\$20,000.00	University of Florida- School of Building Construction	Cash Grants
37970	4/9/2009	\$25,000.00	Volunteer Center Orange County	Cash Grants
37971	4/14/2009	\$54.00	Internal Revenue Services	Cash Grants
37972	4/29/2009	\$10,000.00	American Red Cross, Aiken County Chapter	Cash Grants
37973	4/29/2009	\$20,000 00	Boy Scouts of America, Orange County Council	Cash Grants
37974	4/29/2009	\$5,000 00	California State University, Fullerton	Cash Grants
37975	4/29/2009	\$10,000 00	Clemson University Research Foundation	Cash Grants
37976	4/29/2009	\$2,500.00	Council for Advancement and Support of Education	Cash Grants
37977	4/29/2009	\$5,000.00	Fort Bend Family Promise	Cash Grants
37978	4/29/2009	\$10 00	Franchise Tax Board	Cash Grants
37979	4/29/2009	\$5,000 00	Greenville Tech Foundation, Inc	Cash Grants

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(Inc. Voids) by Check Number

Check #	Check Date	Amount	Payee Name	Request Type
37980	4/29/2009	\$5,000 00	Industry Initiatives for Science and Math Education	Cash Grants
37981	4/29/2009	\$9,000.00	Internal Revenue Services	Cash Grants
37982	4/29/2009	\$25,000.00	National Action Council for Minorities in Engineering	Cash Grants
37983	4/29/2009	\$10,000.00	National Association of Elementary School Principals Foundation	Cash Grants
37984	4/29/2009	\$5,000.00	Palmetto Partners for Science and Technology	Cash Grants
37985	4/29/2009	\$15,000.00	Texas A&M Foundation	Cash Grants
37986	4/29/2009	\$1,000.00	The School District of Greenville County	Cash Grants
37987	4/29/2009	\$17,686 00	United Way of Benton & Franklin Counties	Cash Grants
37988	4/29/2009	\$267,176 00	United Way of Metropolitan Dallas	Cash Grants
37989	4/29/2009	\$20,000 00	University of Florida	Cash Grants
37990	4/30/2009	\$5,000.00	Clemson University Foundation	Cash Grants
37991	5/28/2009	\$1,750 00	Fort Bend Independent School District Education Foundation	Cash Grants
37992	5/28/2009	\$30,000.00	Georgia Tech Foundation	Cash Grants
37993	5/28/2009	\$2,000.00	Greenville Chamber Foundation, Inc.	Cash Grants
37994	5/28/2009	\$1,500.00	Greenville Literacy Association, Inc.	Cash Grants
37995	5/28/2009	\$1,000.00	Make-A-Wish Foundation of North Texas	Cash Grants
37996	5/28/2009	\$8,000.00	Roper Mountain Science Center Association	Cash Grants
37997	5/28/2009	\$7,500 00	South Carolina Governor's School for Science and Mathematics Foundation	Cash Grants
37998	5/28/2009	\$4,000 00	Texas Tech University	Cash Grants
37999	5/28/2009	\$30,000 00	Texas Tech University	Cash Grants
38000	5/28/2009	\$25,000.00	United Way International	Cash Grants
38001	5/28/2009	\$6,000.00	Urban League of the Upstate, Inc	Cash Grants
38002	6/23/2009	\$2,500.00	Boys and Girls Clubs of Long Beach	Cash Grants
38003	6/23/2009	\$1,750.00	Boys Home of the South	Cash Grants
38004	6/23/2009	\$4,000.00	California State Polytechnic University, Pomona	Cash Grants
38005	6/23/2009	\$3,300.00	Fort Bend Independent School District Education Foundation	Cash Grants
38006	6/23/2009	\$4,000.00	Georgia Tech Foundation	Cash Grants
38006	7/20/2009	-\$4,000.00	Georgia Tech Foundation	Cash Grants
38007	6/23/2009	\$4,000 00	Junior Achievement of Dallas, Inc.	Cash Grants
38008	6/23/2009	\$750 00	Make-A-Wish Foundation of SC	Cash Grants

EY09 Fdn & MG by Check No

(Inc. Voids) by Check Number

Check #	Check Date	Amount	Payee Name	Request Type
38009	6/23/2009	\$1,500.00	North Texas Business for Culture and the Arts	Cash Grants
38010	6/23/2009	\$1,000.00	South Carolina Food Bank Association	Cash Grants
38011	6/23/2009	\$2,500.00	Texas Business and Education Coalition	Cash Grants
38012	6/23/2009	\$10,135.00	United Way of Metropolitan Dallas	Cash Grants
38013	6/23/2009	\$10,000.00	University of Texas at Arlington	Cash Grants
38014	6/23/2009	\$10,000.00	Virginia Polytechnic Institute and State University	Cash Grants
38015	6/23/2009	\$2,500.00	YMCA of Metropolitan Dallas	Cash Grants
38016	6/29/2009	\$5,000.00	Abiding Savior Lutheran School	Matching Gifts
38017	6/29/2009	\$250.00	Archbishop Rummel High School	Matching Gifts
38018	6/29/2009	\$5,000.00	Asbury Theological Seminary	Matching Gifts
38019	6/29/2009	\$2,600.00	Bethlehem Christian Academy	Matching Gifts
38020	6/29/2009	\$2,500.00	Bishop Lynch High School	Matching Gifts
38021	6/29/2009	\$300.00	Blue Ridge Christian Academy	Matching Gifts
38022	6/29/2009	\$100.00	Brother Martin High School	Matching Gifts
38023	6/29/2009	\$150.00	Brown University	Matching Gifts
38024	6/29/2009	\$300.00	California Institute of Technology	Matching Gifts
38025	6/29/2009	\$100.00	California State Polytechnic University, Pomona	Matching Gifts
38026	6/29/2009	\$1,000.00	California State University Long Beach Foundation	Matching Gifts
38027	6/29/2009	\$500.00	Calvin College	Matching Gifts
38028	6/29/2009	\$500.00	Calvin Theological Seminary	Matching Gifts
38029	6/29/2009	\$200.00	Campanile Foundation	Matching Gifts
38030	6/29/2009	\$250.00	Campion Academy	Matching Gifts
38031	6/29/2009	\$500.00	Carl Hankey K-8 School	Matching Gifts
38032	6/29/2009	\$50.00	Carnegie-Mellon University	Matching Gifts
38033	7/20/2009	-\$1,196.00	Catholic High School	Matching Gifts
38033	6/29/2009	\$1,196.00	Catholic High School	Matching Gifts
38034	6/29/2009	\$1,000.00	Chi Omega Foundation	Matching Gifts
38035	6/29/2009	\$200.00	Christ Church Episcopal School	Matching Gifts
38036	6/29/2009	\$3,433.00	Citadel, The Military College	Matching Gifts
38037	6/29/2009	\$300.00	Claremont McKenna College	Matching Gifts
38038	6/29/2009	\$1,300.00	Clemson Univ.	Matching Gifts
38039	6/29/2009	\$2,000.00	College of William and Mary	Matching Gifts

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(Inc. Voids) by Check Number

Check #	Check Date	Amount	Payee Name	Request Type
38040	6/29/2009	\$300.00	Colorado State University Foundation	Matching Gifts
38041	6/29/2009	\$400.00	Concordia College-Moorhead	Matching Gifts
38042	6/29/2009	\$1,000.00	Crossroads Christian School	Matching Gifts
38043	6/29/2009	\$1,000.00	CSULB Foundation	Matching Gifts
38044	6/29/2009	\$250.00	Don Bosco Technical Institute	Matching Gifts
38045	6/29/2009	\$250.00	Duke University	Matching Gifts
38046	6/29/2009	\$100.00	Fitchburg State College Foundation Inc.	Matching Gifts
38047	6/29/2009	\$1,587.00	Furman University	Matching Gifts
38048	6/29/2009	\$1,250.00	Georgetown University	Matching Gifts
38049	6/29/2009	\$100.00	Georgia Tech Foundation, Inc.	Matching Gifts
38050	6/29/2009	\$550.00	Harvey Mudd College	Matching Gifts
38051	6/29/2009	\$850.00	Holy Rosary Catholic School	Matching Gifts
38052	6/29/2009	\$260.00	Houston A&M Club	Matching Gifts
38053	6/29/2009	\$2,500 00	Junipero Serra High School	Matching Gifts
38054	6/29/2009	\$150.00	Kansas University Endowment Assoc.	Matching Gifts
38055	6/29/2009	\$500 00	Lafayette College	Matching Gifts
38056	6/29/2009	\$100.00	Lake Forest Elementary	Matching Gifts
38057	6/29/2009	\$500.00	Lambath University	Matching Gifts
38058	6/29/2009	\$800.00	Louisiana State University	Matching Gifts
38059	6/29/2009	\$2,500.00	Loyola Marymount University	Matching Gifts
38060	6/29/2009	\$2,500.00	Memorial Lutheran School	Matching Gifts
38061	6/29/2009	\$3,000.00	Montgomery Bell Academy	Matching Gifts
38062	6/29/2009	\$250.00	North Carolina State University	Matching Gifts
38063	6/29/2009	\$50.00	Northwestern University	Matching Gifts
38064	6/29/2009	\$100 00	Oregon State University Foundation	Matching Gifts
38065	6/29/2009	\$5,000.00	Polytechnic Institute of New York University	Matching Gifts
38066	6/29/2009	\$500.00	Prince of Peace Christian School	Matching Gifts
38067	6/29/2009	\$250.00	Providence College	Matching Gifts
38068	6/29/2009	\$1,500.00	William Marsh Rice University	Matching Gifts
38069	6/29/2009	\$150.00	Rutgers University Foundation	Matching Gifts
38070	6/29/2009	\$150.00	Saint Cecillas Cathedral Corporation	Matching Gifts
38071	6/29/2009	\$200.00	Saint Thomas More School	Matching Gifts

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(Inc. Voids) by Check Number

Check #	Check Date	Amount	Payee Name	Request Type
38072	7/20/2009	-\$500.00	San Diego State University	Matching Gifts
38072	6/29/2009	\$500.00	San Diego State University	Matching Gifts
38073	6/29/2009	\$100.00	San Mateo High School	Matching Gifts
38074	6/29/2009	\$1,000.00	Sigma Phi Epsilon Educational Foundation	Matching Gifts
38075	6/29/2009	\$200.00	Signature School	Matching Gifts
38076	6/29/2009	\$150.00	South Carolina Governor's School for Science and Math Foundation Inc	Matching Gifts
38077	6/29/2009	\$500.00	South Carolina State University	Matching Gifts
38078	6/29/2009	\$1,000.00	Southwestern University	Matching Gifts
38079	6/29/2009	\$200.00	St. Laurence Catholic School	Matching Gifts
38080	6/29/2009	\$4,000.00	St. Louis de Montfort Academy	Matching Gifts
38081	6/29/2009	\$300.00	St. Mary's and All Angels	Matching Gifts
38082	6/29/2009	\$100.00	St. Patrick School	Matching Gifts
38083	6/29/2009	\$1,000.00	St. Thomas Episcopal Church and School	Matching Gifts
38084	6/29/2009	\$50.00	Stout University Foundation, Inc.	Matching Gifts
38085	6/29/2009	\$125.00	Strake Jesuit College Preparatory	Matching Gifts
38086	6/29/2009	\$100.00	Tennessee Technological University	Matching Gifts
38087	6/29/2009	\$1,000.00	Texas A&M Foundation	Matching Gifts
38088	6/29/2009	\$501.00	Texas A&M Foundation	Matching Gifts
38089	6/29/2009	\$965.00	Texas A&M Foundation	Matching Gifts
38090	6/29/2009	\$50.00	Texas State University-San Marcos	Matching Gifts
38091	6/29/2009	\$9,950.00	Texas Tech University Foundation	Matching Gifts
38092	6/29/2009	\$1,075.00	U.S. Naval Academy Foundation	Matching Gifts
38093	6/29/2009	\$50.00	UCI Foundation	Matching Gifts
38094	6/29/2009	\$250.00	Union College	Matching Gifts
38095	6/29/2009	\$100.00	University of Arizona Foundation	Matching Gifts
38096	6/29/2009	\$250.00	University of California Los Angeles	Matching Gifts
38097	6/29/2009	\$450.00	University of California, Berkeley Foundation	Matching Gifts
38098	6/29/2009	\$250.00	University of California, Santa Barbara	Matching Gifts
38099	6/29/2009	\$1,100.00	University of Florida Foundation	Matching Gifts
38100	6/29/2009	\$620.00	University of Illinois Foundation	Matching Gifts
38101	6/29/2009	\$500.00	University of Michigan	Matching Gifts
38102	6/29/2009	\$100.00	University of Notre Dame	Matching Gifts

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Check #	Check Date	Amount	Payee Name	Request Type
38103	6/29/2009	\$250.00	University of Pittsburgh	Matching Gifts
38104	6/29/2009	\$50.00	University of South Carolina	Matching Gifts
38105	6/29/2009	\$800.00	University of Tennessee	Matching Gifts
38106	6/29/2009	\$1,525.00	University of Texas at Austin	Matching Gifts
38107	6/29/2009	\$2,500.00	Washington & Lee University	Matching Gifts
38108	6/29/2009	\$200.00	Washington State University	Matching Gifts
38109	6/29/2009	\$2,900.00	Whitworth University	Matching Gifts
38110	6/29/2009	\$500 00	Wofford College	Matching Gifts
38111	7/14/2009	\$7,500.00	American Red Cross, Aiken County Chapter	Cash Grants
38112	7/14/2009	\$15,000.00	Angel On A Leash	Cash Grants
38113	7/14/2009	\$64,642.76	Scholarship America	Cash Grants
38113	7/14/2009	-\$64,642.76	Scholarship America	Cash Grants
38114	7/14/2009	\$765,148 00	Scholarship America	Cash Grants
38115	7/14/2009	\$64,643.00	Scholarship America	Cash Grants
38118	7/30/2009	\$1,000.00	American Institute of Chemical Engineers	Cash Grants
38119	7/30/2009	\$10,000.00	Homes For Our Troops Inc	Cash Grants
38120	7/30/2009	\$6,000.00	Irving Cares	Cash Grants
38121	7/30/2009	\$15,000 00	KIPP, Inc.	Cash Grants
38122	7/30/2009	\$2,500.00	Quality of Life Foundation for Metropolitan Dallas	Cash Grants
38123	7/30/2009	\$20,000.00	Snowball Express	Cash Grants
38124	7/30/2009	\$15,405.00	United Way of Benton & Franklin Counties	Cash Grants
38125	7/30/2009	\$254,979.00	United Way of Metropolitan Dallas	Cash Grants
38126	7/30/2009	\$1,875 00	United Way of Metropolitan Tarrant County	Cash Grants
38127	7/31/2009	\$892.00	Orange County High School of the Arts	Matching Gifts
38128	7/31/2009	\$1,000.00	The Citadel Foundation	Matching Gifts
38129	7/31/2009	\$500 00	University of California San Diego	Matching Gifts
38131	8/28/2009	\$25,000.00	Children's Museum, The	Cash Grants
38132	8/31/2009	\$2,000.00	American Institute of Chemical Engineers	Cash Grants
38133	8/31/2009	\$8,000.00	Clemson University Foundation	Cash Grants
38134	8/31/2009	\$25,000.00	Clemson University Foundation	Cash Grants
38135	8/31/2009	\$10,000.00	Dallas Area Habitat for Humanity, Inc.	Cash Grants
38136	8/31/2009	\$2,500.00	Fort Bend CORPS	Cash Grants

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(Inc. Voids) by Check Number

Check #	Check Date	Amount	Payee Name	Request Type
38137	8/31/2009	\$3,500.00	Furman University	Cash Grants
38138	8/31/2009	\$15,000.00	Habitat for Humanity of Greenville County, Inc	Cash Grants
38139	8/31/2009	\$8,000.00	Irving Healthcare Foundation	Cash Grants
38140	8/31/2009	\$7,500.00	Sullivan County School District	Cash Grants
38141	8/31/2009	\$5,000.00	United Way of Metropolitan Dallas	Cash Grants
38142	8/31/2009	\$8,000.00	Womens Museum An Institute For The Future	Cash Grants
38143	9/25/2009	\$4,000.00	Blue Ridge Christian Academy	Matching Gifts
38144	9/25/2009	\$200.00	Bryson Elementary School	Matching Gifts
38145	9/25/2009	\$150.00	California Polytechnic State University	Matching Gifts
38146	9/25/2009	\$100.00	California State Polytechnic University, Pomona	Matching Gifts
38147	9/25/2009	\$100.00	California State University, Chico	Matching Gifts
38148	9/25/2009	\$750.00	Calvin College	Matching Gifts
38149	9/25/2009	\$750.00	Calvin Theological Seminary	Matching Gifts
38150	9/25/2009	\$550.00	Clemson Univ.	Matching Gifts
38151	9/25/2009	\$500.00	Colorado School of Mines Foundation, Incorporated	Matching Gifts
38152	9/25/2009	\$2,250.00	Don Bosco Technical Institute	Matching Gifts
38153	9/25/2009	\$750.00	Dordt College	Matching Gifts
38154	9/25/2009	\$1,225.00	Georgia Tech Foundation, Inc.	Matching Gifts
38155	9/25/2009	\$150.00	Hartwick College	Matching Gifts
38156	9/25/2009	\$5,000.00	Harvard University	Matching Gifts
38157	9/25/2009	\$200.00	Inner City Catholic Schools	Matching Gifts
38158	9/25/2009	\$100.00	Linfield College	Matching Gifts
38159	9/25/2009	\$2,500.00	Memorial Lutheran School	Matching Gifts
38160	9/25/2009	\$50.00	Michigan State University	Matching Gifts
38161	9/25/2009	\$50.00	North Carolina State University	Matching Gifts
38162	9/25/2009	\$50.00	Northwestern University	Matching Gifts
38163	9/25/2009	\$50.00	Oak Creek PTA	Matching Gifts
38164	9/25/2009	\$1,100.00	Purdue Foundation, Inc.	Matching Gifts
38165	9/25/2009	\$250.00	William Marsh Rice University	Matching Gifts
38166	9/25/2009	\$300.00	Scholarship America Inc.	Matching Gifts
38167	9/25/2009	\$500.00	Stanford University	Matching Gifts
38168	9/25/2009	\$501.00	Texas A&M Foundation	Matching Gifts

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(Inc. Voids) by Check Number

Check #	Check Date	Amount	Payee Name	Request Type
38169	9/25/2009	\$1,610.00	Texas A&M Foundation	Matching Gifts
38170	9/25/2009	\$50.00	Texas State University-San Marcos	Matching Gifts
38171	9/25/2009	\$6,000.00	Texas Tech University Foundation	Matching Gifts
38172	9/25/2009	\$50.00	Tustin Ranch Elementary PTA	Matching Gifts
38173	9/25/2009	\$50.00	Tustin Ranch Elementary School	Matching Gifts
38174	9/25/2009	\$75.00	U.S. Naval Academy Foundation	Matching Gifts
38175	9/25/2009	\$400.00	UCI Foundation	Matching Gifts
38176	9/25/2009	\$1,000.00	University of Colorado Foundation	Matching Gifts
38177	9/25/2009	\$100.00	University of Florida Foundation	Matching Gifts
38178	9/25/2009	\$250.00	University of Houston	Matching Gifts
38179	9/25/2009	\$840.00	University of Illinois Foundation	Matching Gifts
38180	9/25/2009	\$751.00	University of Massachusetts Lowell	Matching Gifts
38181	9/25/2009	\$100.00	University of New Mexico Foundation	Matching Gifts
38182	9/25/2009	\$100.00	University of South Carolina	Matching Gifts
38183	9/25/2009	\$1,175.00	University of Texas at Austin	Matching Gifts
38184	9/25/2009	\$250.00	University of Utah	Matching Gifts
38185	9/25/2009	\$200.00	University of Wisconsin Foundation	Matching Gifts
38186	9/25/2009	\$75.00	University of Wyoming Foundation	Matching Gifts
38187	9/25/2009	\$100.00	Virginia Polytechnic Institute	Matching Gifts
38188	9/25/2009	\$200.00	Wake Forest University	Matching Gifts
38189	9/25/2009	\$300.00	Whitman College	Matching Gifts
38190	9/25/2009	\$500.00	Winthrop University	Matching Gifts
38191	9/25/2009	\$625.00	Wofford College	Matching Gifts
38192	9/28/2009	\$250.00	American Diabetes Association	Cash Grants
38193	9/28/2009	\$250.00	Boys and Girls Country of Houston, Inc.	Cash Grants
38194	9/28/2009	\$10,000.00	Center for Excellence in Education	Cash Grants
38195	9/28/2009	\$1,000.00	Greenville Tech Foundation, Inc.	Cash Grants
38196	9/28/2009	\$5,000.00	Hearing & Speech Foundation	Cash Grants
38197	9/28/2009	\$1,600.00	Heritage Museum of Orange County	Cash Grants
38198	9/28/2009	\$35,000.00	LSU Foundation	Cash Grants
38199	9/28/2009	\$250.00	Meyer Center for Special Children	Cash Grants
38200	9/28/2009	\$250.00	Texas A&M University	Cash Grants

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(Inc. Voids) by Check Number

Check #	Check Date	Amount	Payee Name	Request Type
38201	9/28/2009	\$4,000.00	University of Houston	Cash Grants
38202	9/28/2009	\$32,000 00	University of Houston	Cash Grants
38203	9/28/2009	\$3,000 00	Upcountry History Museum	Cash Grants
38204	9/28/2009	\$2,000.00	WWP Inc	Cash Grants
38205	9/28/2009	\$2,500.00	YWCA of Greenville	Cash Grants
38210	10/27/2009	\$8,000.00	Audubon Texas	Cash Grants
38211	10/27/2009	\$5,000.00	Boy Scouts of America, Sam Houston Area Council	Cash Grants
38212	10/27/2009	\$2,500.00	Carolina High School and Academy of Engineering and Health Professions	Cash Grants
38213	10/27/2009	\$4,000 00	Dallas Regional Science Fair	Cash Grants
38214	10/27/2009	\$8,000 00	Fort Bend Independent School District	Cash Grants
38215	10/27/2009	\$8,000.00	Fort Bend Independent School District	Cash Grants
38216	10/27/2009	\$5,000.00	Fort Bend Independent School District Education Foundation	Cash Grants
38217	10/27/2009	\$1,000 00	Greenville Chamber Foundation, Inc.	Cash Grants
38218	10/27/2009	\$2,500 00	Hughes Academy	Cash Grants
38219	10/27/2009	\$3,300 00	Lamar Consolidated Independent School District	Cash Grants
38220	10/27/2009	\$15,000.00	Lamar Educational Awards Foundation	Cash Grants
38221	10/27/2009	\$15,000.00	MIND Institute	Cash Grants
38222	10/27/2009	\$20,000.00	NC State Engineering Foundation, Inc.	Cash Grants
38223	10/27/2009	\$15,000.00	Raymond Academy for Engineering	Cash Grants
38224	10/27/2009	\$5,000.00	Southern Methodist University	Cash Grants
38225	10/27/2009	\$12,731.00	United Way of Benton & Franklin Counties	Cash Grants
38226	10/27/2009	\$20,000.00	United Way of Greenville County	Cash Grants
38227	10/27/2009	\$208,453.00	United Way of Metropolitan Dallas	Cash Grants
38228	10/27/2009	\$20,000.00	United Way of Orange County	Cash Grants
38229	10/27/2009	\$10,000.00	University of Texas at Austin	Cash Grants
38230	10/27/2009	\$25,000.00	University of Texas at Austin	Cash Grants
38231	11/23/2009	\$20,000.00	Discovery Science Center	Cash Grants
38232	11/23/2009	\$50,000 00	LSU Foundation	Cash Grants
38233	11/23/2009	\$25,000.00	The Salvation Army	Cash Grants
38234	11/24/2009	\$9,182.00	Barnwell County United Way	Cash Grants
38235	11/24/2009	\$5,000.00	Beavers Charitable Trust	Cash Grants

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(Inc. Voids) by Check Number

Check #	Check Date	Amount	Payee Name	Request Type
38236	11/24/2009	\$500.00	Boy Scouts of America - Circle Ten Council	Cash Grants
38237	11/24/2009	\$8,000.00	Fort Bend Independent School District	Cash Grants
38238	11/24/2009	\$6,500.00	Frontiers of Flight Museum	Cash Grants
38239	11/24/2009	\$1,000 00	Irving Schools Foundation	Cash Grants
38240	11/24/2009	\$15,000 00	Texas A&M University	Cash Grants
38241	11/24/2009	\$71,735.00	United Way of Aiken County	Cash Grants
38242	11/24/2009	\$1,677 00	United Way Of Allendale County Inc	Cash Grants
38243	11/24/2009	\$4,233 00	United Way Of Bamberg Colleton And Hampton Inc	Cash Grants
38244	11/24/2009	\$6,328.00	United Way Of Edgefield County Inc	Cash Grants
38245	11/24/2009	\$1,191.00	United Way Of McDuffie County Inc	Cash Grants
38246	11/24/2009	\$1,198.00	United Way Of Screven	Cash Grants
38247	11/24/2009	\$64,023.00	United Way Of The Central Savannah River Area Inc	Cash Grants
38248	11/24/2009	\$3,433.00	United Way Of The Midlands	Cash Grants
38249	11/24/2009	\$23,000.00	National Military Family Association	Cash Grants
38251	12/16/2009	\$350.00	Ball State University	Matching Gifts
38252	12/16/2009	\$600.00	Beverly Woods Elementary School PTA	Matching Gifts
38253	12/16/2009	\$50.00	Brigham Young University	Matching Gifts
38254	12/16/2009	\$1,000.00	California State Polytechnic University, Pomona	Matching Gifts
38255	12/16/2009	\$100 00	California State University, Chico	Matching Gifts
38256	12/16/2009	\$300 00	Carmel Middle School PTSA	Matching Gifts
38257	12/16/2009	\$609 00	Carnegie-Mellon University	Matching Gifts
38258	12/16/2009	\$200.00	Christ Church Episcopal School	Matching Gifts
38259	12/16/2009	\$5,000 00	Claremont McKenna College	Matching Gifts
38260	12/16/2009	\$1,350.00	Clemson Univ.	Matching Gifts
38261	12/16/2009	\$200.00	Colorado School of Mines Foundation, Incorporated	Matching Gifts
38262	12/16/2009	\$300.00	Commonwealth Elementary PTA	Matching Gifts
38263	12/16/2009	\$100.00	Concordia College-Moorhead	Matching Gifts
38264	12/16/2009	\$250.00	Corpus Christi Catholic School	Matching Gifts
38265	12/16/2009	\$2,100.00	CSULB Foundation	Matching Gifts
38266	12/16/2009	\$250.00	Ensign P.T.A.	Matching Gifts
38267	12/16/2009	\$300.00	Gardner-Webb University Foundation	Matching Gifts
38268	12/16/2009	\$150.00	Greenville Technical Charter High School	Matching Gifts

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(Inc. Voids) by Check Number

Check #	Check Date	Amount	Payee Name	Request Type
38269	12/16/2009	\$50.00	Incarinate Word College	Matching Gifts
38270	12/16/2009	\$1,000.00	Kettering University	Matching Gifts
38271	12/16/2009	\$2,000.00	Lake Norman Charter School	Matching Gifts
38272	12/16/2009	\$50.00	Lander University	Matching Gifts
38273	12/16/2009	\$500.00	Long Beach Polytech High School	Matching Gifts
38274	12/16/2009	\$250.00	Louisiana State University	Matching Gifts
38275	12/16/2009	\$1,000.00	Massachusetts Institute of Technology	Matching Gifts
38276	12/16/2009	\$250.00	Millsaps College	Matching Gifts
38277	12/16/2009	\$150.00	Missouri University of Science and Technology	Matching Gifts
38278	12/16/2009	\$100.00	North Carolina State University	Matching Gifts
38279	12/16/2009	\$5,000.00	North Spencer County School Corp.	Matching Gifts
38280	12/16/2009	\$300.00	Nova Southeastern University	Matching Gifts
38281	12/16/2009	\$1,000.00	Orange Coast College Foundation	Matching Gifts
38282	12/16/2009	\$964.00	Orange County High School of the Arts	Matching Gifts
38283	12/16/2009	\$1,075.00	Pennsylvania State University	Matching Gifts
38284	12/16/2009	\$50.00	Pepperdine University	Matching Gifts
38285	12/16/2009	\$2,500.00	Rider University	Matching Gifts
38286	12/16/2009	\$250.00	Seven lakes High School	Matching Gifts
38287	12/16/2009	\$2,000.00	Sigma Phi Epsilon Educational Foundation	Matching Gifts
38288	12/16/2009	\$2,100.00	St. Agnes Academy	Matching Gifts
38289	12/16/2009	\$100.00	St. Joseph's School	Matching Gifts
38290	12/16/2009	\$350.00	St. Mary's and All Angels	Matching Gifts
38291	12/16/2009	\$50.00	St. Thomas High School	Matching Gifts
38292	12/16/2009	\$150.00	Stevens Institute of Technology	Matching Gifts
38293	12/16/2009	\$2,000.00	Strake Jesuit College Preparatory	Matching Gifts
38294	12/16/2009	\$500.00	Tarleton State University	Matching Gifts
38295	12/16/2009	\$501.00	Texas A&M Foundation	Matching Gifts
38296	12/16/2009	\$880.00	Texas A&M Foundation	Matching Gifts
38297	12/16/2009	\$100.00	Texas Tech University Foundation	Matching Gifts
38298	12/16/2009	\$1,000.00	The Pegasus School	Matching Gifts
38299	12/16/2009	\$2,100.00	UCI Foundation	Matching Gifts
38300	12/16/2009	\$200.00	University of California Davis	Matching Gifts

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(Inc. Voids) by Check Number

Check #	Check Date	Amount	Payee Name	Request Type
38301	12/16/2009	\$250.00	University of California Los Angeles	Matching Gifts
38302	12/16/2009	\$200.00	University of California San Diego	Matching Gifts
38303	12/16/2009	\$125.00	University of California, Berkeley Foundation	Matching Gifts
38304	12/16/2009	\$1,600.00	University of Colorado Foundation	Matching Gifts
38305	12/16/2009	\$250.00	University of Delaware	Matching Gifts
38306	12/16/2009	\$150.00	University of Houston	Matching Gifts
38307	12/16/2009	\$630.00	University of Illinois Foundation	Matching Gifts
38308	12/16/2009	\$1,500.00	University of Minnesota Foundation	Matching Gifts
38309	12/16/2009	\$200.00	University of Nebraska Foundation	Matching Gifts
38310	12/16/2009	\$50.00	University of Saint Mary	Matching Gifts
38311	12/16/2009	\$500.00	University of South Carolina	Matching Gifts
38312	12/16/2009	\$500.00	University of Texas at Austin	Matching Gifts
38313	12/16/2009	\$100.00	University of Toledo	Matching Gifts
38314	12/16/2009	\$125.00	University of Washington	Matching Gifts
38315	12/16/2009	\$750.00	Valley Christian School System	Matching Gifts
38316	12/16/2009	\$100.00	Washington University	Matching Gifts
38317	12/16/2009	\$250.00	Wellesley College	Matching Gifts
38318	12/16/2009	\$500.00	Wesley College	Matching Gifts
38319	12/16/2009	\$100.00	Western Oregon University	Matching Gifts
38320	12/16/2009	\$50.00	Widener University	Matching Gifts
38321	12/16/2009	\$1,000.00	Wilberforce University	Matching Gifts
38322	12/16/2009	\$1,750.00	William Marsh Rice University	Matching Gifts
38323	12/16/2009	\$2,500.00	Williams College	Matching Gifts
38324	12/16/2009	\$500.00	Worcester Polytechnic Institute	Matching Gifts
38325	12/17/2009	\$50,000.00	National Engineers Week Foundation	Cash Grants
38326	12/17/2009	\$25,000.00	Marine Corps Scholarship Foundation Inc.	Cash Grants
38327	12/17/2009	\$1,000.00	Alliance for Quality Education	Cash Grants
38328	12/17/2009	\$10,000.00	Boys & Girls Club of Capistrano Valley	Cash Grants
38329	12/17/2009	\$10,000.00	Boys & Girls Club of Santa Ana	Cash Grants
38330	12/17/2009	\$10,000.00	California Polytechnic State University Foundation	Cash Grants
38331	12/17/2009	\$10,000.00	California State University, Long Beach	Cash Grants
38332	12/17/2009	\$15,000.00	Families Forward	Cash Grants

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(Inc. Voids) by Check Number

Check #	Check Date	Amount	Payee Name	Request Type
38333	12/17/2009	\$2,500 00	Fondos Unidos de Puerto Rico	Cash Grants
38334	12/17/2009	\$25,000.00	Foundation for Teaching Economics	Cash Grants
38335	12/17/2009	\$10,000.00	Girls Incorporated of Orange County.	Cash Grants
38336	12/17/2009	\$2,500 00	North Texas Food Bank	Cash Grants
38337	12/17/2009	\$1,000.00	South Carolina Governor's School for Science and Mathematics Foundation	Cash Grants
38338	12/17/2009	\$2,500.00	Tarrant Area Food Bank	Cash Grants
38339	12/17/2009	\$2,500.00	United Way of Benton & Franklin Counties	Cash Grants
38340	12/17/2009	\$2,500 00	United Way of Burlington	Cash Grants
38341	12/17/2009	\$5,000.00	United Way of Denton County	Cash Grants
38342	12/17/2009	\$20,000.00	United Way of Greater Houston	Cash Grants
38343	12/17/2009	\$8,000.00	United Way of Metropolitan Dallas	Cash Grants
38344	12/17/2009	\$2,000.00	United Way of Metropolitan Tarrant County	Cash Grants
38345	12/17/2009	\$2,500.00	United Way of the Bay Area	Cash Grants
38346	12/17/2009	\$8,000.00	Volunteer Center of North Texas	Cash Grants
38347	12/17/2009	\$2,500.00	Washington Legal Foundation	Cash Grants
Grand Totals (524 items)		<u>\$4,219,832 00</u>		