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Form **990-PF**

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

OMB No 1545-0052

**2009**Department of the Treasury  
Internal Revenue Service (77)

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

Name of foundation

Bechtel Group Foundation

Number and street (or P O box number if mail is not delivered to street address)

50 Beale Street, c/o Tax Department

City or town, state, and ZIP code

San Francisco, CA 94105-1813

A Employer identification number

94-6078120

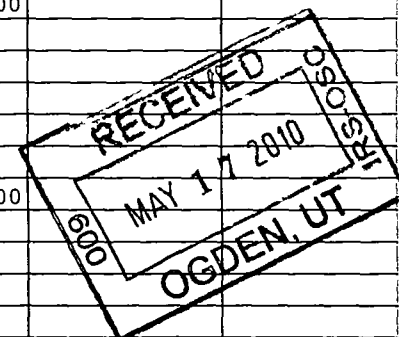
B Telephone number (see page 10 of the instructions)

415-768-3370

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 foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16)  $\blacktriangleright$  \$ 17,629,457.00J 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) |
|------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| <b>Revenue</b>                                                                     |                                    |                           |                         |                                                             |
| 1 Contributions, gifts, grants, etc., received (attach schedule)                   | 3,000,000.00                       |                           |                         |                                                             |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                               | 386,717.00                         | 386,717.00                |                         |                                                             |
| 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                           | 17.00                              |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a 9,214,194.00                         |                                    |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                   |                                    | 0.00                      |                         |                                                             |
| 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) (attach schedule)                                         | 0.00                               |                           |                         |                                                             |
| 11 Other income (attach schedule) SEE STMT 1                                       | 2,346,061.00                       |                           |                         |                                                             |
| 12 Total. Add lines 1 through 11                                                   | 5,732,795.00                       | 386,717.00                | 0.00                    |                                                             |
| <b>Operating and Administrative Expenses</b>                                       |                                    |                           |                         |                                                             |
| 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) SEE STMT 1                                     | 59,077.00                          | 59,077.00                 |                         |                                                             |
| c Other professional fees (attach schedule) SEE STMT 1                             | 126,606.00                         | 126,606.00                |                         |                                                             |
| 17 Interest SEE STMT 1                                                             |                                    |                           |                         |                                                             |
| 18 Taxes (attach schedule) (see page 14 of the instructions)                       | 10,305.00                          |                           |                         |                                                             |
| 19 Depreciation (attach schedule) and depletion                                    |                                    |                           |                         |                                                             |
| 20 Occupancy                                                                       |                                    |                           |                         |                                                             |
| 21 Travel, conferences, and meetings                                               |                                    |                           |                         |                                                             |
| 22 Printing and publications                                                       |                                    |                           |                         |                                                             |
| 23 Other expenses (attach schedule) SEE STMT 1                                     | 14,643.00                          | 14,643.00                 |                         |                                                             |
| 24 Total operating and administrative expenses. Add lines 13 through 23            | 210,631.00                         | 200,326.00                | 0.00                    | 0.00                                                        |
| 25 Contributions, gifts, grants paid                                               | 2,001,097.00                       |                           |                         | 2,043,197.00                                                |
| 26 Total expenses and disbursements. Add lines 24 and 25                           | 2,211,728.00                       | 200,326.00                | 0.00                    | 2,043,197.00                                                |
| 27 Subtract line 26 from line 12:                                                  |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                | 3,521,067.00                       |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                   |                                    | 186,391.00                |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                     |                                    |                           | 0.00                    |                                                             |



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| <b>Part II Balance Sheets</b> 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 |
| <b>Assets</b>                                                                                                                                    | 1 Cash—non-interest-bearing . . . . .                                                                                                              |                   |                |                       |
|                                                                                                                                                  | 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 15 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 . . . . .                                                                                                  |                   |                |                       |
|                                                                                                                                                  | 10a Investments—U S and state government obligations (attach schedule)                                                                             |                   |                |                       |
|                                                                                                                                                  | b Investments—corporate stock (attach schedule) SEE STMT 2                                                                                         | 9,396,524.00      | 7,943,291.00   | 8,830,346.00          |
|                                                                                                                                                  | c Investments—corporate bonds (attach schedule) SEE STMT 2                                                                                         | 2,763,171.00      | 6,540,107.00   | 6,599,111.00          |
|                                                                                                                                                  | 11 Investments—land, buildings, and equipment basis ▶ . . . . .                                                                                    |                   |                |                       |
| <b>Liabilities</b>                                                                                                                               | Less accumulated depreciation (attach schedule) ▶ . . . . .                                                                                        |                   |                |                       |
|                                                                                                                                                  | 12 Investments—mortgage loans . . . . .                                                                                                            |                   |                |                       |
|                                                                                                                                                  | 13 Investments—other (attach schedule) SEE STMT 2                                                                                                  | 3,323,163.00      | 2,200,000.00   | 2,200,000.00          |
|                                                                                                                                                  | 14 Land, buildings, and equipment basis ▶ . . . . .                                                                                                |                   |                |                       |
|                                                                                                                                                  | Less accumulated depreciation (attach schedule) ▶ . . . . .                                                                                        |                   |                |                       |
|                                                                                                                                                  | 15 Other assets (describe ▶ . . . . .)                                                                                                             |                   |                |                       |
|                                                                                                                                                  | 16 <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .                                    | 15,482,858.00     | 16,683,398.00  | 17,629,457.00         |
|                                                                                                                                                  | 17 Accounts payable and accrued expenses . . . . .                                                                                                 |                   | 40,544.00      |                       |
|                                                                                                                                                  | 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 ▶ . . . . .)                                                                                                        |                   |                |                       |
|                                                                                                                                                  | 23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                                                    | 0.00              | 40,544.00      |                       |
| <b>Net Assets or Fund Balances</b>                                                                                                               | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input type="checkbox"/> and complete lines 27 through 31.                                   |                   |                |                       |
|                                                                                                                                                  | 27 Capital stock, trust principal, or current funds . . . . .                                                                                      |                   |                |                       |
|                                                                                                                                                  | 28 Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .                                                                        | 15,482,858.00     |                |                       |
|                                                                                                                                                  | 29 Retained earnings, accumulated income, endowment, or other funds . . . . .                                                                      |                   |                |                       |
|                                                                                                                                                  | 30 <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .                                                            | 15,482,858.00     | 0.00           |                       |
|                                                                                                                                                  | 31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .                                               | 15,482,858.00     | 40,544.00      |                       |

**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) . . . . . | <b>1</b> | 15,482,858.00 |
| 2 Enter amount from Part I, line 27a . . . . .                                                                                                                       | <b>2</b> | 3,521,067.00  |
| 3 Other increases not included in line 2 (itemize) ▶ <u>Mark to Market Adjustment</u> . . . . .                                                                      | <b>3</b> | 3,746,063.00  |
| 4 Add lines 1, 2, and 3 . . . . .                                                                                                                                    | <b>4</b> | 22,749,988.00 |
| 5 Decreases not included in line 2 (itemize) ▶ . . . . .                                                                                                             | <b>5</b> |               |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .                                                      | <b>6</b> | 22,749,988.00 |

**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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a</b> Corporate Stocks                                                                                                         | P                                            | Various                              | 2009                             |
| <b>b</b> Prime Obligations                                                                                                         | P                                            | Various                              | 2009                             |
| <b>c</b>                                                                                                                           |                                              |                                      |                                  |
| <b>d</b>                                                                                                                           |                                              |                                      |                                  |
| <b>e</b>                                                                                                                           |                                              |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a</b> 3,704,999.00 |                                            | 3,725,458.00                                    | (20,459.00)                                  |
| <b>b</b> 5,509,195.00 |                                            | 5,509,195.00                                    | 0.00                                         |
| <b>c</b>              |                                            |                                                 |                                              |
| <b>d</b>              |                                            |                                                 |                                              |
| <b>e</b>              |                                            |                                                 |                                              |

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

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

|                                                                                                                                                                                                                                 |          |             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------|
| <b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                                      | <b>2</b> | (20,459.00) |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).<br>If (loss), enter -0- in Part I, line 8 | <b>3</b> |             |

**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<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|-------------------------------------------------------------------|---------------------------------------|-------------------------------------------|----------------------------------------------------------|
| 2008                                                              | 2,053,120.00                          | 16,018,198.00                             | 0.1282                                                   |
| 2007                                                              | 1,957,208.00                          | 17,265,939.00                             | 0.1134                                                   |
| 2006                                                              | 1,787,920.00                          | 15,012,090.00                             | 0.1191                                                   |
| 2005                                                              | 3,133,404.00                          | 12,836,204.00                             | 0.2441                                                   |
| 2004                                                              | 1,650,122.00                          | 12,251,694.00                             | 0.1347                                                   |

|                                                                                                                                                                                                                                       |          |               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                                                                  | <b>2</b> | 0.7395        |
| <b>3</b> 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                                                   | <b>3</b> | 0.1479        |
| <b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5                                                                                                                                                 | <b>4</b> | 15,618,316.00 |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                                                                    | <b>5</b> | 2,309,949.00  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                                   | <b>6</b> | 1,865.00      |
| <b>7</b> Add lines 5 and 6                                                                                                                                                                                                            | <b>7</b> | 2,311,814.00  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4<br>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 | <b>8</b> | 2,043,197.00  |

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

|                                                                                                                                                                                                                                          |           |           |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|
| <b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter ..... (attach copy of letter if necessary—see instructions) |           |           |
| <b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b .....                                                                           | <b>1</b>  | 3,728.00  |
| <b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b) .....                                                                                                   |           |           |
| <b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                       | <b>2</b>  |           |
| <b>3</b> Add lines 1 and 2 .....                                                                                                                                                                                                         | <b>3</b>  | 3,728.00  |
| <b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                     | <b>4</b>  |           |
| <b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- .....                                                                                                                                   | <b>5</b>  | 3,728.00  |
| <b>6</b> Credits/Payments                                                                                                                                                                                                                |           |           |
| <b>a</b> 2009 estimated tax payments and 2008 overpayment credited to 2009 .....                                                                                                                                                         | <b>6a</b> | 15,652.00 |
| <b>b</b> Exempt foreign organizations—tax withheld at source .....                                                                                                                                                                       | <b>6b</b> |           |
| <b>c</b> Tax paid with application for extension of time to file (Form 8868) .....                                                                                                                                                       | <b>6c</b> |           |
| <b>d</b> Backup withholding erroneously withheld .....                                                                                                                                                                                   | <b>6d</b> |           |
| <b>7</b> Total credits and payments. Add lines 6a through 6d .....                                                                                                                                                                       | <b>7</b>  | 15,652.00 |
| <b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached .....                                                                                                         | <b>8</b>  |           |
| <b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed .....                                                                                                                                             | <b>9</b>  | 0.00      |
| <b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid .....                                                                                                                                | <b>10</b> | 11,924.00 |
| <b>11</b> Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 11,924.00 Refunded <input type="checkbox"/> .....                                                                                   | <b>11</b> | 0.00      |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                   | Yes | No |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1a</b> 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>b</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)? .....                                                                                                                                                                              |     | X  |
| <i>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.</i>                                                                                                                                              |     |    |
| <b>c</b> Did the foundation file Form 1120-POL for this year? .....                                                                                                                                                                                                                                                                               |     | X  |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation <input type="checkbox"/> \$ ..... (2) On foundation managers <input type="checkbox"/> \$ .....                                                                                                               |     |    |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ .....                                                                                                                                                                   |     |    |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? .....                                                                                                                                                                                                                                    |     | X  |
| <i>If "Yes," attach a detailed description of the activities.</i>                                                                                                                                                                                                                                                                                 |     |    |
| <b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> .....                                                                                                  |     | X  |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? .....                                                                                                                                                                                                                                       |     | X  |
| <b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year? .....                                                                                                                                                                                                                                                                   | N/A |    |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? .....                                                                                                                                                                                                                                     |     | X  |
| <i>If "Yes," attach the statement required by General Instruction T.</i> N/A                                                                                                                                                                                                                                                                      |     |    |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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? ..... |     |    |
| <b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i> .....                                                                                                                                                                                           | X   |    |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> CALIFORNIA .....                                                                                                                                                                             |     |    |
| <b>b</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? <i>If "No," attach explanation</i> .....                                                                                                                 | X   |    |
| <b>9</b> 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)? <i>If "Yes," complete Part XIV</i> .....                                                             |     | X  |
| <b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> .....                                                                                                                                                                                         | X   |    |

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

|           |                                                                                                                                                                                                         |           |   |   |
|-----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---|---|
| <b>11</b> | 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)  | <b>11</b> |   | X |
| <b>12</b> | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?                                                                                   | <b>12</b> |   | X |
| <b>13</b> | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ▶ <u>http://www.bechtel.com</u>                                  | <b>13</b> | X |   |
| <b>14</b> | The books are in care of ▶ <u>PEGGY H. RESTIVO</u> Telephone no ▶ <u>415-768-0067</u><br>Located at ▶ <u>50 BEALE STREET, SAN FRANCISCO, CA</u> ZIP+4 ▶ <u>94105-1813</u>                               |           |   |   |
| <b>15</b> | 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 . . . . . ▶ <b>15</b> |           |   |   |

**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 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----|
| <b>1a</b> During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                                         |           |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                            |           |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                    |           |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                        |           |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                     |           |    |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                   |           |    |
| <b>b</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                                                                                                                                                                                                                                                                      | <b>1b</b> |    |
| Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                               |           |    |
| <b>c</b> 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? . . . . .                                                                                                                                                                                                                                                                                                            | <b>1c</b> | X  |
| <b>2</b> 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)):                                                                                                                                                                                                                                                                                                                               |           |    |
| <b>a</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ▶ 20 . . . . . , 20 . . . . . , 20 . . . . . , 20 . . . . .                                                                                                                                                                                                |           |    |
| <b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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.) . . . . . N/A                                                                                                                                                                  | <b>2b</b> |    |
| <b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>▶ 20 . . . . . , 20 . . . . . , 20 . . . . . , 20 . . . . . N/A                                                                                                                                                                                                                                                                                                                          |           |    |
| <b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                              |           |    |
| <b>b</b> If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) . . . . . N/A | <b>3b</b> |    |
| <b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                             | <b>4a</b> | X  |
| <b>b</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?                                                                                                                                                                                                                                                                            | <b>4b</b> | 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)? (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 ☐ N/A ☐

**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 **6b**

If "Yes," attach the statement required by Regulations section 53.4945–5(d). ☐ N/A

**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? **7b**

If "Yes" to 6b, file Form 8870. ☐ N/A

**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

**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 |
|-------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| Bechtel Corporation<br>50 Beale Street,<br>San Francisco, CA 94105-1813 |                                                           | 200,621.00                                |                                                                       |                                       |
| List of Directors and Officers on<br>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 ☐

**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 . . . . . ▶

**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

|               |  |
|---------------|--|
| <b>1</b> None |  |
|               |  |
| <b>2</b>      |  |
|               |  |
| <b>3</b>      |  |
|               |  |
| <b>4</b>      |  |
|               |  |

**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

|                                                                        |  |
|------------------------------------------------------------------------|--|
| <b>1</b> None                                                          |  |
|                                                                        |  |
| <b>2</b>                                                               |  |
|                                                                        |  |
| All other program-related investments. See page 24 of the instructions |  |
| <b>3</b>                                                               |  |
|                                                                        |  |

Total. Add lines 1 through 3 . . . . . ▶ 0.00

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

|          |                                                                                                                       |           |               |
|----------|-----------------------------------------------------------------------------------------------------------------------|-----------|---------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes            |           |               |
| <b>a</b> | Average monthly fair market value of securities                                                                       | <b>1a</b> | 15,856,158.00 |
| <b>b</b> | Average of monthly cash balances                                                                                      | <b>1b</b> |               |
| <b>c</b> | Fair market value of all other assets (see page 24 of the instructions)                                               | <b>1c</b> |               |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                                 | <b>1d</b> | 15,856,158.00 |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)             | <b>1e</b> |               |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                                  | <b>2</b>  |               |
| <b>3</b> | Subtract line 2 from line 1d                                                                                          | <b>3</b>  | 15,856,158.00 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions) | <b>4</b>  | 237,842.00    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4           | <b>5</b>  | 15,618,316.00 |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                                  | <b>6</b>  | 780,915.80    |

**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)

|           |                                                                                                           |           |            |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 780,915.00 |
| <b>2a</b> | Tax on investment income for 2009 from Part VI, line 5                                                    | <b>2a</b> | 3,728.00   |
| <b>b</b>  | Income tax for 2009 (This does not include the tax from Part VI.)                                         | <b>2b</b> |            |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 3,728.00   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 777,187.00 |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  |            |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 777,187.00 |
| <b>6</b>  | Deduction from distributable amount (see page 25 of the instructions)                                     | <b>6</b>  |            |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 777,187.00 |

**Part XII Qualifying Distributions** (see page 25 of the instructions)

|          |                                                                                                                                                                     |           |              |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                                          |           |              |
| <b>a</b> | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26                                                                                         | <b>1a</b> | 2,043,197.00 |
| <b>b</b> | Program-related investments—total from Part IX-B                                                                                                                    | <b>1b</b> |              |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                                           | <b>2</b>  |              |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the                                                                                                 |           |              |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                                      | <b>3a</b> |              |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                               | <b>3b</b> |              |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                                   | <b>4</b>  | 2,043,197.00 |
| <b>5</b> | 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) | <b>5</b>  | 3,728.00     |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                               | <b>6</b>  | 2,039,469.00 |

**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)<br>Corpus | (b)<br>Years prior to 2008 | (c)<br>2008 | (d)<br>2009 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2009 from Part XI, line 7                                                                                                                       |               |                            |             | 777,187.00  |
| <b>2</b> Undistributed income, if any, as of the end of 2009                                                                                                                      |               |                            |             |             |
| <b>a</b> Enter amount for 2008 only                                                                                                                                               |               |                            |             |             |
| <b>b</b> Total for prior years 20____, 20____, 20____                                                                                                                             |               |                            |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2009:                                                                                                                         |               |                            |             |             |
| <b>a</b> From 2004                                                                                                                                                                | 990,838.00    |                            |             |             |
| <b>b</b> From 2005                                                                                                                                                                | 2,415,074.00  |                            |             |             |
| <b>c</b> From 2006                                                                                                                                                                | 1,043,063.00  |                            |             |             |
| <b>d</b> From 2007                                                                                                                                                                | 1,097,103.00  |                            |             |             |
| <b>e</b> From 2008                                                                                                                                                                | 1,268,486.00  |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 6,814,564.00  |                            |             |             |
| <b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 2,001,097.00                                                                                                |               |                            |             |             |
| <b>a</b> Applied to 2008, but not more than line 2a                                                                                                                               |               |                            |             |             |
| <b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)                                                                       |               |                            |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)                                                                               |               |                            |             |             |
| <b>d</b> Applied to 2009 distributable amount                                                                                                                                     |               |                            |             | 777,187.00  |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 1,223,909.00  |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))                                         |               |                            |             |             |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                         | 8,038,473.00  |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b                                                                                                          |               | 0.00                       |             |             |
| <b>c</b> 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 |               |                            |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions                                                                                             |               | 0.00                       |             |             |
| <b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions                                                              |               |                            | 0.00        |             |
| <b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010                                                               |               |                            |             | 0.00        |
| <b>7</b> 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)                   | 990,838.00    |                            |             |             |
| <b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)                                                               | 7,047,635.00  |                            |             |             |
| <b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a                                                                                              | 0.00          |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| <b>a</b> Excess from 2005                                                                                                                                                         | 2,415,074.00  |                            |             |             |
| <b>b</b> Excess from 2006                                                                                                                                                         | 1,043,063.00  |                            |             |             |
| <b>c</b> Excess from 2007                                                                                                                                                         | 1,097,103.00  |                            |             |             |
| <b>d</b> Excess from 2008                                                                                                                                                         | 1,268,486.00  |                            |             |             |
| <b>e</b> Excess from 2009                                                                                                                                                         | 1,223,909.00  |                            |             |             |

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

**1a** 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)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

| Tax year                                                                                                                                                           | Prior 3 years |          |          |      | (e) Total |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------|------|-----------|
| (a) 2009                                                                                                                                                           | (b) 2008      | (c) 2007 | (d) 2006 |      |           |
|                                                                                                                                                                    |               |          |          | 0.00 |           |
| <b>b</b> 85% of line 2a . . . . .                                                                                                                                  | 0.00          | 0.00     | 0.00     | 0.00 |           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .                                                                             |               |          |          | 0.00 |           |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .                                                           |               |          |          | 0.00 |           |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .                                   | 0.00          | 0.00     | 0.00     | 0.00 |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon                                                                                                 |               |          |          |      |           |
| <b>a</b> "Assets" alternative test—enter                                                                                                                           |               |          |          |      |           |
| <b>(1)</b> Value of all assets . . . . .                                                                                                                           |               |          |          | 0.00 |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .                                                                                     |               |          |          | 0.00 |           |
| <b>b</b> "Endowment" alternative test—enter $\frac{1}{4}$ of minimum investment return shown in Part X, line 6 for each year listed . . . . .                      |               |          |          | 0.00 |           |
| <b>c</b> "Support" alternative test—enter                                                                                                                          |               |          |          |      |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . . |               |          |          | 0.00 |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .                                      |               |          |          | 0.00 |           |
| <b>(3)</b> Largest amount of support from an exempt organization . . . . .                                                                                         |               |          |          | 0.00 |           |
| <b>(4)</b> Gross investment income . . . . .                                                                                                                       |               |          |          | 0.00 |           |

**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 27 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

Bechtel Group Foundation  
50 Beale Street, San Francisco, CA 94105-1813

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

Written submissions should include proof of IRS exemption and other documents.

**c** Any submission deadlines:

None

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors. No religious, entertainment, or limited interest groups. Focus is on giving to communities worldwide with Bechtel offices or projects, and on mathematics, sciences and engineering.

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

| Recipient<br>Name and address (home or business)          | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution                                                                     | Amount                 |
|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------------------------------------------|------------------------|
| <b>a Paid during the year</b><br>See attached statement 4 |                                                                                                                    |                                      | Grants and contributions<br>are awarded for scientific,<br>charitable, and for<br>educational purposes. | 2,043,197.00           |
| <b>Total</b>                                              |                                                                                                                    |                                      |                                                                                                         | <b>3a</b> 2,043,197.00 |
| <b>b Approved for future payment</b><br>None              |                                                                                                                    |                                      |                                                                                                         |                        |
| <b>Total</b>                                              |                                                                                                                    |                                      |                                                                                                         | <b>3b</b> 0.00         |

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

**Enter gross amounts unless otherwise indicated.**

| <b>Part II</b>                                                     |                      |                              |                      |                                                                                             |  |
|--------------------------------------------------------------------|----------------------|------------------------------|----------------------|---------------------------------------------------------------------------------------------|--|
| <b>Unrelated business income</b>                                   |                      |                              |                      |                                                                                             |  |
| <b>Excluded by section 512, 513, or 514</b>                        |                      |                              |                      |                                                                                             |  |
| <b>(a)</b><br>Business code                                        | <b>(b)</b><br>Amount | <b>(c)</b><br>Exclusion code | <b>(d)</b><br>Amount | <b>(e)</b><br>Related or exempt<br>function income<br>(See page 28 of<br>the instructions ) |  |
| <b>Enter gross amounts unless otherwise indicated.</b>             |                      |                              |                      |                                                                                             |  |
| <b>1 Program service revenue:</b>                                  |                      |                              |                      |                                                                                             |  |
| <b>a</b> _____                                                     |                      |                              |                      |                                                                                             |  |
| <b>b</b> _____                                                     |                      |                              |                      |                                                                                             |  |
| <b>c</b> _____                                                     |                      |                              |                      |                                                                                             |  |
| <b>d</b> _____                                                     |                      |                              |                      |                                                                                             |  |
| <b>e</b> _____                                                     |                      |                              |                      |                                                                                             |  |
| <b>f</b> _____                                                     |                      |                              |                      |                                                                                             |  |
| <b>g Fees and contracts from government agencies</b>               |                      |                              |                      |                                                                                             |  |
| <b>2 Membership dues and assessments . . . . .</b>                 |                      |                              |                      |                                                                                             |  |
| <b>3 Interest on savings and temporary cash investments</b>        |                      |                              |                      |                                                                                             |  |
| <b>4 Dividends and interest from securities . . . . .</b>          |                      | 14                           | 386,734.00           |                                                                                             |  |
| <b>5 Net rental income or (loss) from real estate:</b>             |                      |                              |                      |                                                                                             |  |
| <b>a Debt-financed property . . . . .</b>                          |                      |                              |                      |                                                                                             |  |
| <b>b Not debt-financed property . . . . .</b>                      |                      |                              |                      |                                                                                             |  |
| <b>6 Net rental income or (loss) from personal property</b>        |                      |                              |                      |                                                                                             |  |
| <b>7 Other investment income . . . . .</b>                         |                      |                              |                      |                                                                                             |  |
| <b>8 Gain or (loss) from sales of assets other than inventory</b>  |                      |                              |                      |                                                                                             |  |
| <b>9 Net income or (loss) from special events . . . . .</b>        |                      |                              |                      |                                                                                             |  |
| <b>10 Gross profit or (loss) from sales of inventory . . . . .</b> |                      |                              |                      |                                                                                             |  |
| <b>11 Other revenue: a</b> _____                                   |                      |                              |                      |                                                                                             |  |
| <b>b</b> _____                                                     |                      |                              |                      |                                                                                             |  |
| <b>c</b> _____                                                     |                      |                              |                      |                                                                                             |  |
| <b>d</b> _____                                                     |                      |                              |                      |                                                                                             |  |
| <b>e</b> _____                                                     |                      |                              |                      |                                                                                             |  |
| <b>12 Subtotal. Add columns (b), (d), and (e) . . . . .</b>        | 0.00                 |                              | 386,734.00           | 0.00                                                                                        |  |
| <b>13 Total. Add line 12, columns (b), (d), and (e) . . . . .</b>  |                      |                              | <b>13</b>            | 386,734.00                                                                                  |  |

(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]

## 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) |    |
|   | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                             | 1a(2) |    |
| b | Other transactions:                                                                                                                                                                                                                                                                                                                                                                          |       |    |
|   | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                   | 1b(1) |    |
|   | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                             | 1b(2) |    |
|   | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                         | 1b(3) |    |
|   | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                               | 1b(4) |    |
|   | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                 | 1b(5) |    |
|   | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                       | 1b(6) |    |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             | 1c    |    |
| 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]

- 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 |
|--------------------------|--------------------------|---------------------------------|
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

|                                                                                                                                                                                                                                                                                                                                            |                                                   |                                          |                                                        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|------------------------------------------|--------------------------------------------------------|
| <p>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.</p> |                                                   |                                          |                                                        |
| <p><i>Peggy H. Restivo</i><br/>                 Signature of officer or trustee</p>                                                                                                                                                                                                                                                        | <p>Peggy H. Restivo<br/>                 Date</p> | <p>5/11/10<br/>                 Date</p> | <p>Assistant Controller<br/>                 Title</p> |

Bechtel Group Foundation  
San Francisco, CA 94105  
Tax Year Ended 12/31/2009

94-6078120

Form 990-PF Page 1 Schedules

| Description                                    |                                              | Amount           |
|------------------------------------------------|----------------------------------------------|------------------|
| <b>PART I Analysis of Revenue and Expenses</b> |                                              |                  |
| Line 11                                        | Other Income                                 |                  |
|                                                | (a) Mark to market adjustment on Securities  | <u>2,346,061</u> |
|                                                | Total                                        | <u>2,346,061</u> |
|                                                | (b) Realized appreciation on sold securities | <u>-</u>         |
|                                                |                                              | <u>-</u>         |
| Line 16 b                                      | Accounting Fees                              | <u>59,077</u>    |
|                                                | Total                                        | <u>59,077</u>    |
| Line 16 c                                      | Other Professional Fees                      |                  |
|                                                | Management Services                          | <u>126,606</u>   |
|                                                | Total                                        | <u>126,606</u>   |
| Line 18                                        | Taxes                                        |                  |
|                                                | Federal Tax Payments & Refunds               | <u>10,305</u>    |
|                                                | Total                                        | <u>10,305</u>    |
| Line 23                                        | Other Expenses                               |                  |
|                                                | Other miscellaneous expenses                 | <u>14,643</u>    |
|                                                | Total                                        | <u>14,643</u>    |

Bechtel Group Foundation  
San Francisco, CA 94105  
Tax Year Ended 12/31/2009

94-6078120

Form 990-PF Page 2 Schedules

| <u>Part II - Balance Sheet</u> | <u>Beginning of<br/>year - Col. (a)<br/>Book Value</u> | <u>End of year -<br/>Col. (b) Book<br/>Value</u> |
|--------------------------------|--------------------------------------------------------|--------------------------------------------------|
| Line 10b - Corporate Stocks    | 9,396,524                                              | 7,943,291                                        |
| Line 10c - Corporate Bonds     | 2,763,171                                              | 6,540,107                                        |
| Line 10c - Investments - Other |                                                        |                                                  |
| Prime Fund (Money Market)      | 3,323,163                                              | 2,200,000                                        |
| Total                          | <u>15,482,858</u>                                      | <u>16,683,398</u>                                |

Form 990-PF Page 6 Schedules

Description

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

Line 1 List of officers, trustees, foundation managers and their compensation:

Directors

|                        |                                       |
|------------------------|---------------------------------------|
| Riley P. Bechtel       | Chairman and Director                 |
| Peter A. Dawson        | Senior Vice President and Director    |
| William N. Dudley, Jr. | Director                              |
| Adian Zaccaria         | President and Director                |
| Michael C. Bailey      | Senior Vice and President Director    |
| Charlene A. Wheelless  | Principal Vice President and Director |

Officers

|                       |                                         |
|-----------------------|-----------------------------------------|
| James W. Shannon      | Senior Vice President                   |
| Anette M. Sparks      | Principal Vice President and Controller |
| J. K. Deshong         | Principal Vice President                |
| M. W. Quazzo          | Vice President and Secretary            |
| K. C. Leader          | Treasurer                               |
| L. M. Lang            | Assistant Secretary                     |
| Eldyne S. Perrou      | Assistant Secretary                     |
| Kimberley C. Schaefer | Assistant Secretary                     |
| Peggy H. Restivo      | Assistant Controller                    |

|          |                         |                     |
|----------|-------------------------|---------------------|
| Paid to: | Bechtel Corporation     | Management services |
|          | 50 Beale Street         |                     |
|          | San Francisco, CA 94105 |                     |

Part XV - Supplementary Information

| <b>3. Grants and Contributions Paid During The Year</b> | <b>Amount</b> |
|---------------------------------------------------------|---------------|
| Scholarship America, Inc.                               | 75,000        |
| Charities Aid Foundation America                        | 60,000        |
| Charities Aid Foundation 1                              | 56,500        |
| Charities Aid Foundation 1                              | 50,000        |
| Nat'l Action Council for Minorities                     | 50,000        |
| National Engineers Week Foundation                      | 40,000        |
| National Society of Black Engineers                     | 40,000        |
| AHETEMS                                                 | 37,500        |
| Geohazards International                                | 31,000        |
| American University of Beirut                           | 30,000        |
| Houston Golf Association                                | 30,000        |
| Society of Women Engineers 2                            | 30,000        |
| Georgia Tech Foundation Inc.                            | 25,000        |
| Pennsylvania State University                           | 25,000        |
| San Francisco Food Bank                                 | 25,000        |
| Texas A&M University                                    | 25,000        |
| The Exploratorium                                       | 25,000        |
| University of Maryland Foundation, Inc.                 | 25,000        |
| University of Texas - Austin                            | 25,000        |
| Virginia Polytechnic Institute & State U                | 25,000        |
| Purdue University                                       | 22,000        |
| ACE Mentor Program of America                           | 20,000        |
| Celebrate Frederick Inc.                                | 20,000        |
| FIRST                                                   | 20,000        |
| Greater Houston Community Ftdn.                         | 20,000        |
| Johns Hopkins University 3                              | 20,000        |
| Michigan Tech                                           | 20,000        |
| Stanford University                                     | 20,000        |
| United Way of Benton & Franklin Counties                | 20,000        |
| University of Illinois Foundation                       | 20,000        |
| University of Tennessee 2                               | 20,000        |
| ACE Mentor Program of America                           | 15,000        |
| American University of Beirut                           | 15,000        |
| Arizona State University Foundation                     | 15,000        |
| Junior Engineering Technical Society                    | 15,000        |
| Nat'l Action Council for Minorities                     | 15,000        |
| Purdue University                                       | 15,000        |
| Smith College                                           | 15,000        |
| The Exploratorium                                       | 15,000        |
| University of Houston 1                                 | 15,000        |
| University of Michigan                                  | 15,000        |
| University of Wisconsin Foundation                      | 15,000        |
| Washington State University                             | 14,000        |
| Frederick Arts Council Inc.1                            | 13,000        |
| United Way of Frederick County                          | 13,000        |
| American Red Cross 1                                    | 10,500        |
| Charities Aid Foundation America                        | 10,500        |

**3. Grants and Contributions Paid During The Year****Amount**

|                                           |        |
|-------------------------------------------|--------|
| American Heart Association                | 10,000 |
| American Soc of Safety Engineers Fdtn.    | 10,000 |
| Fisher House Fdtn.,Inc.                   | 10,000 |
| Frederick Memorial Hospital, Inc.         | 10,000 |
| Howard University                         | 10,000 |
| Junior Achievement of Washington, Inc     | 10,000 |
| MentorNet                                 | 10,000 |
| National Engineers Week Foundation        | 10,000 |
| Oak Ridge Associated Universities         | 10,000 |
| St. Jude Children's Research Hospital     | 10,000 |
| The Conservation Fund 2                   | 10,000 |
| The Susan G. Komen Breast Cancer Fdn.     | 10,000 |
| World Affairs Council of Northern Calif.  | 10,000 |
| Air & Waste Mgmt. Association             | 9,500  |
| Aid to Distressed Fam.of Appalachian Co.  | 8,000  |
| North Carolina A&T State University       | 8,000  |
| Prairie View A&M University               | 8,000  |
| Smith College                             | 8,000  |
| Nat'l Multiple Sclerosis Soc. - Lone Star | 7,500  |
| Children's Museum of Oak Ridge            | 7,000  |
| Clarkson University 2                     | 7,000  |
| FIRST                                     | 7,000  |
| Houston Livestock Show & Rodeo Ed. Fund   | 7,000  |
| Rebuilding Together Pittsburgh            | 7,000  |
| Valley of the Sun United Way              | 7,000  |
| Union College                             | 6,000  |
| Washington State University - Tri-Cities  | 6,000  |
| YMCA of Frederick County                  | 6,000  |
| Carnegie Institute                        | 5,500  |
| ACE Mentor Program of America             | 5,000  |
| ACE Mentor Program of America             | 5,000  |
| Alzheimer's Association 2                 | 5,000  |
| American Academy of Arts & Sciences       | 5,000  |
| American Australian Association           | 5,000  |
| American Diabetes Assoc.                  | 5,000  |
| American Geological Institute Fdtn 1      | 5,000  |
| American Heart Association 1              | 5,000  |
| American University in Cairo              | 5,000  |
| Autism Speaks                             | 5,000  |
| Bowling Green State University Fdtn. Inc. | 5,000  |
| Calif. Polytechnic State Univer. Fdtn.    | 5,000  |
| Carol Jean Cancer Foundation, Inc. 1      | 5,000  |
| Central Washington University             | 5,000  |
| Dress for Success Houston                 | 5,000  |
| Drexel University                         | 5,000  |
| Equip. Maint. Council Education Fdtn Inc  | 5,000  |
| Frederick Community College Foundation    | 5,000  |
| Habitat for Horses                        | 5,000  |
| Heartly House, Inc.                       | 5,000  |
| Hispanic Business College Fund            | 5,000  |
| Horatio Alger Association                 | 5,000  |
| Hospice of Frederick County, Inc.         | 5,000  |

**3. Grants and Contributions Paid During The Year****Amount**

|                                           |       |
|-------------------------------------------|-------|
| Houston Area Women's Shelter              | 5,000 |
| Idaho Falls Arts Council                  | 5,000 |
| Idaho Falls School Dist 91 Ed. Fdn. Inc   | 5,000 |
| Institute of International Education      | 5,000 |
| Junior Engineering Technical Society      | 5,000 |
| Kentucky River Foothills Devel. Council   | 5,000 |
| Maine Maritime Academy                    | 5,000 |
| March of Dimes Birth Defects Foundation   | 5,000 |
| Marine Toys for Tots Fdtn.                | 5,000 |
| Massachusetts Maritime Academy Fdtn.Inc   | 5,000 |
| Montgomery General Hospital, Inc.         | 5,000 |
| National Academy of Engineering           | 5,000 |
| National Children's Museum                | 5,000 |
| National Museum of Civil War Medicine     | 5,000 |
| Nat'l Inventors Hall of Fame Fdtn.,Inc    | 5,000 |
| North Carolina State Engr. Univer. Fdtn.  | 5,000 |
| North Carolina State University 1         | 5,000 |
| Oregon State University Foundation        | 5,000 |
| Our Military Kids Inc.                    | 5,000 |
| Partnership for Public Service            | 5,000 |
| Pittsburgh Science and Tech. Academy      | 5,000 |
| Regents of the University of California   | 5,000 |
| Rensselaer Polytechnic Institute          | 5,000 |
| San Francisco Forty Niners Fdtn           | 5,000 |
| Shady Grove Adventist Hospital Foundation | 5,000 |
| Stanford University                       | 5,000 |
| SUNY Maritime College                     | 5,000 |
| Texas Childrens Hospital                  | 5,000 |
| The Exploratorium                         | 5,000 |
| The Salvation Army-Nat'l Headquarters     | 5,000 |
| United Way of the Texas Gulf Coast        | 5,000 |
| University of California-Berkeley         | 5,000 |
| University of Chicago 1                   | 5,000 |
| University of Florida Fdtn., Inc.         | 5,000 |
| University of Idaho Foundation, Inc.      | 5,000 |
| University of Kentucky                    | 5,000 |
| University of Texas - Houston             | 5,000 |
| University of Washington 1                | 5,000 |
| Volunteer Fairfax                         | 5,000 |
| Idaho FoodBank Warehouse                  | 4,000 |
| Junior Engineering Technical Society      | 4,000 |
| Mission of Mercy                          | 4,000 |
| Montgomery Hospice Society, Inc.          | 4,000 |
| Frederick Douglass Acadamy                | 3,500 |
| Greater Pittsburgh Community Food Bank    | 3,500 |
| St. Vincent De Paul Society               | 3,500 |
| Catholic Charit of the Diocese of Pueblo  | 3,000 |
| Friends of the Child Advocacy Ctr.        | 3,000 |
| George Mason University                   | 3,000 |
| Help Yourself Foundation                  | 3,000 |
| Junior Engineering Technical Society      | 3,000 |
| Juvenile Diabetes Research Fdtn. Int'i    | 3,000 |

**3. Grants and Contributions Paid During The Year****Amount**

|                                           |       |
|-------------------------------------------|-------|
| Maryland Sheriff's Youth Ranch, Inc.      | 3,000 |
| Religious Coalition for Emerg.Human Needs | 3,000 |
| Wounded Warrior Project                   | 3,000 |
| AACE International                        | 2,500 |
| Boys Scouts of America - Aloha Council    | 2,500 |
| DAV Charitable Service Trust              | 2,500 |
| Double H-Hole in the Woods Ranch, Inc.    | 2,500 |
| Frederick Community College Foundation    | 2,500 |
| Girl Scouts of the United States of Amer  | 2,500 |
| Health Help Incorporated                  | 2,500 |
| Helping Hearts                            | 2,500 |
| Hispanic Business College Fund            | 2,500 |
| Houston Food Bank                         | 2,500 |
| Houston SPCA                              | 2,500 |
| National Academy of Engineering           | 2,500 |
| Schenectady Inner City Ministry           | 2,500 |
| Star of Hope Mission                      | 2,500 |
| Summer Search                             | 2,500 |
| Wildlife Rehabilitation & Education       | 2,500 |
| Wildlife Rehabilitation & Education       | 2,500 |
| Alzheimer's Disease/Disorders Assoc 1     | 2,000 |
| American Red Cross, Frederick County      | 2,000 |
| Armed Forces Foundation                   | 2,000 |
| Bessemer Historical Society Inc           | 2,000 |
| Christmas in April - Frederick County     | 2,000 |
| Frederick Union Rescue Mission Inc.       | 2,000 |
| Friends of Washigton & Old Dom.Railroad   | 2,000 |
| Habitat for Humanity of Frederick County  | 2,000 |
| Habitat for Humanity, Valley of the Sun   | 2,000 |
| Montgomery Community College Foundation   | 2,000 |
| Rensselaer Polytechnic Institute          | 2,000 |
| Special Olympics Maryland                 | 2,000 |
| Thorpewood Inc                            | 2,000 |
| YMCA of Frederick County                  | 2,000 |
| Regional Food Bank of Northeastern NY     | 1,900 |
| St. Mary's Food Bank                      | 1,700 |
| Boys & Girls Club of Frederick County Inc | 1,600 |
| West Valley Child Crisis Center           | 1,600 |
| Nat'l Inventors Hall of Fame Fdtn.,Inc    | 1,500 |
| SCRPC                                     | 1,500 |
| The Kincaid School                        | 1,500 |
| The Kincaid School                        | 1,500 |
| Kentucky Riverkeeper                      | 1,250 |
| Proj Read Madison County Literacy Council | 1,250 |
| Science Engineering Fair of Houston       | 1,250 |
| Association of Graduates of the USAFA     | 1,000 |
| Autism Speaks                             | 1,000 |
| Bucknell University                       | 1,000 |
| Buena Vista University                    | 1,000 |
| Buena Vista University                    | 1,000 |
| Carnegie Mellon University                | 1,000 |
| Clarkson University 1                     | 1,000 |

**3. Grants and Contributions Paid During The Year****Amount**

|                                           |       |
|-------------------------------------------|-------|
| Clemson University                        | 1,000 |
| Clemson University                        | 1,000 |
| Columbia Basin College Foundation         | 1,000 |
| Community Ftdn. of Frederick County Inc.  | 1,000 |
| Earlham College                           | 1,000 |
| Elizabethtown College                     | 1,000 |
| Family Care Center, Inc.                  | 1,000 |
| Geneva College                            | 1,000 |
| Humboldt State University                 | 1,000 |
| Indiana University                        | 1,000 |
| Iowa State University                     | 1,000 |
| Loyola University of New Orleans          | 1,000 |
| Macalester College                        | 1,000 |
| Massachusetts Institute of Technology     | 1,000 |
| Medical University of South Carolina Fnd. | 1,000 |
| Missouri University of Science & Technolo | 1,000 |
| Murray State University                   | 1,000 |
| NAACP                                     | 1,000 |
| Norwich University                        | 1,000 |
| Oklahoma State University                 | 1,000 |
| PREHAB of Arizona                         | 1,000 |
| Rensselaer Polytechnic Institute 1        | 1,000 |
| Rice University                           | 1,000 |
| Rutgers University                        | 1,000 |
| Sam Houston State University              | 1,000 |
| San Jose State University                 | 1,000 |
| San Jose State University                 | 1,000 |
| Stanford University                       | 1,000 |
| Stanford University                       | 1,000 |
| Texas Tech Foundation, Inc.               | 1,000 |
| U.C. Berkeley                             | 1,000 |
| U.S. Naval Academy                        | 1,000 |
| University of Arizona Fdn                 | 1,000 |
| University of Arizona Fdn                 | 1,000 |
| University of Florida Ftdn., Inc.         | 1,000 |
| University of Maryland Foundation, Inc.   | 1,000 |
| University of Michigan 1                  | 1,000 |
| University of Michigan 1                  | 1,000 |
| University of Notre Dame                  | 1,000 |
| University of Notre Dame                  | 1,000 |
| University of Notre Dame                  | 1,000 |
| University of Oklahoma                    | 1,000 |
| University of South Carolina              | 1,000 |
| University of South Carolina              | 1,000 |
| University of Southern California         | 1,000 |
| University of Tennessee 3                 | 1,000 |
| University of Tennessee 3                 | 1,000 |
| University of Tennessee 3                 | 1,000 |
| University of Texas                       | 1,000 |
| University of Wyoming                     | 1,000 |
| Virginia Military Institute               | 1,000 |
| Virginia Military Institute               | 1,000 |

| <b>3. Grants and Contributions Paid During The Year</b> | <b>Amount</b> |
|---------------------------------------------------------|---------------|
| Virginia Military Institute                             | 1,000         |
| Virginia Tech Foundation, Inc.                          | 1,000         |
| Virginia Tech Foundation, Inc.                          | 1,000         |
| Virginia Tech Foundation, Inc.                          | 1,000         |
| Washington County Habitat for Humanity                  | 1,000         |
| Washington State University                             | 1,000         |
| West Virginia University                                | 1,000         |
| Catholic University of America                          | 900           |
| Saint Vincent College                                   | 900           |
| University of Florida Ftdn., Inc.                       | 900           |
| American Diabetes Association1                          | 810           |
| Homeward Bound                                          | 800           |
| Saint Francis University                                | 800           |
| Stephen F. Austin State University                      | 800           |
| Clarkson University 1                                   | 750           |
| Harvey Mudd College                                     | 750           |
| Rice University                                         | 750           |
| Saint Mary's College                                    | 750           |
| Trine University                                        | 750           |
| U.C. Berkeley                                           | 750           |
| University of Tennessee 3                               | 750           |
| University of Maryland Foundation, Inc.                 | 700           |
| Junior Achievement of Arizona                           | 690           |
| Michigan Tech Fund                                      | 675           |
| Clarkson University 1                                   | 600           |
| Rensselaer Polytechnic Institute 1                      | 600           |
| University of Tennessee 3                               | 600           |
| Washington State University                             | 600           |
| California Polytechnic State University                 | 500           |
| Challenger Space Center                                 | 500           |
| Clarkson University 1                                   | 500           |
| Clemson University Foundation                           | 500           |
| College of St. Elizabeth                                | 500           |
| Colorado School of Mines Foundation, Inc.               | 500           |
| Eastern Michigan University                             | 500           |
| Furman University                                       | 500           |
| Georgia Tech Foundation                                 | 500           |
| Grove City College                                      | 500           |
| Harvard University                                      | 500           |
| Harvey Mudd College                                     | 500           |
| Harvey Mudd College                                     | 500           |
| Idaho State University                                  | 500           |
| Indiana Institute of Technology                         | 500           |
| Iowa State University                                   | 500           |
| Johns Hopkins University                                | 500           |
| Kenyon College                                          | 500           |
| Literacy Council of Frederick County                    | 500           |
| Milwaukee School of Engineering                         | 500           |
| Montana State University                                | 500           |
| North Carolina State University                         | 500           |
| North Dakota State University                           | 500           |
| Occidental College                                      | 500           |

**3. Grants and Contributions Paid During The Year****Amount**

|                                           |     |
|-------------------------------------------|-----|
| Pennsylvania State University             | 500 |
| Pennsylvania State University             | 500 |
| Purdue University                         | 500 |
| Rice University                           | 500 |
| Saint Vincent College                     | 500 |
| Thomas Edison State College Fnd.          | 500 |
| Thunderbird                               | 500 |
| Trine University                          | 500 |
| Tufts College 1                           | 500 |
| Tufts College 1                           | 500 |
| U.C. Berkeley                             | 500 |
| U.C. Berkeley                             | 500 |
| Union College                             | 500 |
| Union College                             | 500 |
| University of Georgia                     | 500 |
| University of Houston                     | 500 |
| University of Illinois                    | 500 |
| University of Maryland Foundation, Inc.   | 500 |
| University of Tennessee 3                 | 500 |
| University of Texas - Austin              | 500 |
| University of Texas - Austin              | 500 |
| University of Texas - Austin              | 500 |
| University of the Pacific                 | 500 |
| Virginia Tech Foundation, Inc.            | 500 |
| Volunteer Frederick, Inc.                 | 500 |
| Washington College                        | 500 |
| Washington State University               | 500 |
| Webb Institute                            | 500 |
| University of Pittsburgh                  | 450 |
| Saint Joseph's University                 | 434 |
| Avon Products Foundation, Inc.            | 400 |
| College of William & Mary                 | 400 |
| Rensselaer Polytechnic Institute 1        | 400 |
| U.S. Naval Academy                        | 400 |
| University of Pittsburgh                  | 400 |
| University of Pittsburgh                  | 400 |
| Vanderbilt University                     | 400 |
| Clemson University                        | 350 |
| Hampden-Sydney College                    | 350 |
| Indiana Institute of Technology           | 350 |
| North Dakota State University             | 350 |
| University of Idaho                       | 350 |
| University of Alabama                     | 348 |
| Hillsdale College                         | 300 |
| Hillsdale College                         | 300 |
| Kansas University                         | 300 |
| Loras College                             | 300 |
| Massachusetts Institute of Technology     | 300 |
| Michigan Tech Fund                        | 300 |
| Missouri University of Science & Technolo | 300 |
| Pennsylvania State University             | 300 |
| Rensselaer Polytechnic Institute 1        | 300 |

| <b>3. Grants and Contributions Paid During The Year</b> | <b>Amount</b> |
|---------------------------------------------------------|---------------|
| Texas A&M University                                    | 300           |
| The Cooper Union                                        | 300           |
| Thiel College                                           | 300           |
| University of Florida Ftdn., Inc.                       | 300           |
| University of Houston                                   | 300           |
| University of Notre Dame                                | 300           |
| University of Pittsburgh                                | 300           |
| University of Rhode Island                              | 300           |
| University of Tennessee 4                               | 300           |
| Wells College                                           | 300           |
| University of Pittsburgh                                | 294           |
| Stanford University                                     | 285           |
| Worcester Polytechnic Institute                         | 270           |
| Baylor University                                       | 250           |
| Cal State Fullerto Philanthropic Fdtn.                  | 250           |
| California State University - Fullerton                 | 250           |
| City College of New York                                | 250           |
| Clarkson University 1                                   | 250           |
| Clarkson University 1                                   | 250           |
| Clemson University Foundation                           | 250           |
| College of Charleston Foundation                        | 250           |
| Columbia University                                     | 250           |
| Emporia State University Fdtn.                          | 250           |
| Franciscan University of Steubenville                   | 250           |
| Furman University                                       | 250           |
| George Washington University                            | 250           |
| Hillsdale College                                       | 250           |
| Hood College                                            | 250           |
| Idaho State University                                  | 250           |
| Kansas State University                                 | 250           |
| Los Medanos College                                     | 250           |
| Los Medanos College                                     | 250           |
| Los Medanos College                                     | 250           |
| Missouri University of Science & Technolo               | 250           |
| Missouri University of Science & Technolo               | 250           |
| Occidental College                                      | 250           |
| Pennsylvania State University                           | 250           |
| Princeton University                                    | 250           |
| Purdue University                                       | 250           |
| Purdue University                                       | 250           |
| Saint Mary's College 1                                  | 250           |
| Seton Hill University                                   | 250           |
| Texas Tech Foundation, Inc.                             | 250           |
| Thiel College                                           | 250           |
| Trinity University                                      | 250           |
| Trinity University                                      | 250           |
| Truman State University Foundation                      | 250           |
| Tulane University                                       | 250           |
| U.C. Berkeley                                           | 250           |
| U.C. Irvine                                             | 250           |
| U.S. Naval Academy                                      | 250           |
| University of Delaware                                  | 250           |

**3. Grants and Contributions Paid During The Year****Amount**

|                                           |     |
|-------------------------------------------|-----|
| University of Hawaii Foundation           | 250 |
| University of Idaho                       | 250 |
| University of Idaho                       | 250 |
| University of Las Vegas                   | 250 |
| University of North Dakota                | 250 |
| University of Pennsylvania                | 250 |
| University of Pittsburgh                  | 250 |
| University of Pittsburgh                  | 250 |
| University of Tennessee 3                 | 250 |
| University of Texas                       | 250 |
| Webb Institute                            | 250 |
| Worcester Polytechnic Institute           | 250 |
| Yale University                           | 250 |
| Le Tourneau University                    | 233 |
| California Institute of Technology        | 225 |
| Virginia Tech Foundation, Inc.            | 225 |
| Virginia Tech Foundation, Inc.            | 225 |
| Cal Poly Pomona                           | 200 |
| Cal Poly Pomona                           | 200 |
| Clarkson University 1                     | 200 |
| Colorado School of Mines Foundation, Inc. | 200 |
| Columbia University                       | 200 |
| Douglass College                          | 200 |
| Evergreen State College                   | 200 |
| Evergreen State College                   | 200 |
| Georgia Tech Foundation                   | 200 |
| Kalamazoo College                         | 200 |
| Kalamazoo College                         | 200 |
| Lander University                         | 200 |
| Le Tourneau University                    | 200 |
| National Multiple Sclerosis Society 5     | 200 |
| Oregon State University                   | 200 |
| Pennsylvania State University             | 200 |
| Pennsylvania State University             | 200 |
| Rice University                           | 200 |
| Susan G.Komen for the Cure                | 200 |
| Sweet Briar College                       | 200 |
| Trinity College                           | 200 |
| U.C. Irvine                               | 200 |
| University of Florida Ftdn., Inc.         | 200 |
| University of Houston                     | 200 |
| University of Massachusetts - Lowell      | 200 |
| University of Notre Dame                  | 200 |
| University of Pittsburgh                  | 200 |
| University of Pittsburgh                  | 200 |
| University of Virginia                    | 200 |
| Vanderbilt University                     | 200 |
| Virginia Tech Foundation, Inc.            | 200 |
| West Virginia University                  | 200 |
| West Virginia University                  | 200 |
| Widener University                        | 200 |
| Johns Hopkins University                  | 175 |

**3. Grants and Contributions Paid During The Year****Amount**

|                                           |     |
|-------------------------------------------|-----|
| Washington State University               | 170 |
| Virginia Tech Foundation, Inc.            | 156 |
| Cal Poly Pomona                           | 150 |
| Cal Poly Pomona                           | 150 |
| Cal Poly State University - San Luis Obis | 150 |
| Carnegie Mellon University                | 150 |
| Carnegie Mellon University                | 150 |
| Catholic University of America            | 150 |
| Duke University                           | 150 |
| Johns Hopkins University                  | 150 |
| Lehigh University                         | 150 |
| Moravian College                          | 150 |
| North Carolina State University           | 150 |
| Pacific Lutheran University               | 150 |
| Pennsylvania State University             | 150 |
| San Diego State University                | 150 |
| San Francisco State University Foundation | 150 |
| South Dakota School of Mines & Technology | 150 |
| Stanford University                       | 150 |
| Texas Tech Foundation, Inc.               | 150 |
| U.C. Los Angeles                          | 150 |
| University of Houston                     | 150 |
| University of Illinois                    | 150 |
| University of Kentucky                    | 150 |
| University of Las Vegas                   | 150 |
| University of Maryland Foundation, Inc.   | 150 |
| University of Maryland Foundation, Inc.   | 150 |
| University of Michigan 1                  | 150 |
| University of Pittsburgh                  | 150 |
| University of Pittsburgh                  | 150 |
| University of Pittsburgh                  | 150 |
| University of Pittsburgh                  | 150 |
| University of Texas                       | 150 |
| University of Texas                       | 150 |
| University of Texas - Austin              | 150 |
| University of Washington 1                | 150 |
| University of Wisconsin - Superior        | 150 |
| University of Wisconsin Foundation        | 150 |
| Virginia Tech Foundation, Inc.            | 150 |
| Washington State University               | 150 |
| Washington State University               | 150 |
| Xavier University                         | 150 |
| Texas A&M University                      | 130 |
| Carnegie Mellon University                | 125 |
| Carnegie Mellon University                | 125 |
| Carnegie Mellon University                | 125 |
| College of Saint Rose                     | 125 |
| Grove City College                        | 125 |
| Harvard University                        | 125 |
| Massachusetts Institute of Technology     | 125 |
| McDaniel College                          | 125 |
| Saint Joseph's University                 | 125 |

**3. Grants and Contributions Paid During The Year****Amount**

|                                           |     |
|-------------------------------------------|-----|
| South Dakota State University             | 125 |
| Stephen J. Austin State University        | 125 |
| Syracuse University                       | 125 |
| Texas A&M University                      | 125 |
| Texas A&M University                      | 125 |
| U.C. Berkeley                             | 125 |
| U.C. Berkeley                             | 125 |
| University of Maryland Foundation, Inc.   | 125 |
| University of Massachusetts               | 125 |
| University of Pennsylvania                | 125 |
| University of Pittsburgh                  | 125 |
| Virginia Tech Foundation, Inc.            | 125 |
| Carnegie Mellon University                | 120 |
| Le Tourneau University                    | 120 |
| University of Houston                     | 120 |
| University of Houston                     | 120 |
| University of Houston                     | 120 |
| Tufts College 1                           | 115 |
| Columbia Basin College                    | 110 |
| Carnegie Mellon University                | 101 |
| Polytechnic University                    | 101 |
| Amarillo College - KACV                   | 100 |
| Babson College                            | 100 |
| Bard College of Simon's Rock              | 100 |
| Bethany College                           | 100 |
| Bridgewater State College                 | 100 |
| Brigham Young University                  | 100 |
| Bucknell University                       | 100 |
| Cal Poly Pomona                           | 100 |
| Cal Poly Pomona                           | 100 |
| Cal Poly Pomona                           | 100 |
| Cal Poly State University - San Luis Obis | 100 |
| Cal Poly State University - San Luis Obis | 100 |
| Cal State Fullerto Philanthropic Fdtn.    | 100 |
| California Institute of Technology        | 100 |
| California Institute of Technology        | 100 |
| California State University - Fullerton   | 100 |
| California State University - Sacramento  | 100 |
| Capital University                        | 100 |
| Carnegie Institute                        | 100 |
| Carnegie Mellon University                | 100 |
| Carnegie Mellon University                | 100 |
| Carnegie Mellon University                | 100 |
| Carnegie Mellon University                | 100 |
| Carnegie Mellon University                | 100 |
| City College of New York                  | 100 |
| Clarion University Fdtn., Inc.            | 100 |
| Clarion University Fdtn., Inc.            | 100 |
| Clarkson University 1                     | 100 |
| Clarkson University 1                     | 100 |
| Clarkson University 1                     | 100 |
| Clarkson University 1                     | 100 |

**3. Grants and Contributions Paid During The Year****Amount**

|                                           |     |
|-------------------------------------------|-----|
| Clarkson University 1                     | 100 |
| Clarkson University 1                     | 100 |
| College of Notre Dame of Maryland         | 100 |
| Colorado School of Mines Foundation, Inc. | 100 |
| Colorado State University                 | 100 |
| Columbia University                       | 100 |
| Cornell University                        | 100 |
| Dartmouth College                         | 100 |
| Denison University                        | 100 |
| Duke University                           | 100 |
| Duquesne University                       | 100 |
| Fairfield University                      | 100 |
| Florida State University                  | 100 |
| Geneva College                            | 100 |
| Georgia Tech Foundation                   | 100 |
| Georgia Tech Foundation                   | 100 |
| Grove City College                        | 100 |
| Hastings College                          | 100 |
| Howard Community College                  | 100 |
| IEEE Foundation, Inc.                     | 100 |
| Indiana University                        | 100 |
| Indiana University of Pennsylvania        | 100 |
| Iowa State University                     | 100 |
| Iowa State University                     | 100 |
| Iowa State University                     | 100 |
| Iowa State University                     | 100 |
| Johns Hopkins University                  | 100 |
| Kansas State University                   | 100 |
| Keuka College                             | 100 |
| Lamar University                          | 100 |
| Lehigh University                         | 100 |
| Lehigh University                         | 100 |
| Lehigh University 1                       | 100 |
| Longwood University Foundation, Inc       | 100 |
| Massachusetts Institute of Technology     | 100 |
| McDaniel College                          | 100 |
| Michigan Tech                             | 100 |
| Michigan Tech Fund                        | 100 |
| Millersville University                   | 100 |
| Montana State University                  | 100 |
| Naropa University                         | 100 |
| New England College                       | 100 |
| New England College                       | 100 |
| North Carolina State University           | 100 |
| North Carolina State University           | 100 |
| North Carolina State University           | 100 |
| Northeastern University                   | 100 |
| Northeastern University                   | 100 |
| Ohio Northern University                  | 100 |
| Ohio State University                     | 100 |
| Oklahoma State University                 | 100 |

| <b>3. Grants and Contributions Paid During The Year</b> | <b>Amount</b> |
|---------------------------------------------------------|---------------|
| Pacific Lutheran University                             | 100           |
| Pennsylvania State University                           | 100           |
| Pennsylvania State University                           | 100           |
| Pennsylvania State University                           | 100           |
| Pennsylvania State University                           | 100           |
| Pennsylvania State University                           | 100           |
| Pennsylvania State University                           | 100           |
| Pennsylvania State University                           | 100           |
| Pennsylvania State University                           | 100           |
| Princeton University                                    | 100           |
| Princeton University                                    | 100           |
| Purdue University                                       | 100           |
| Purdue University                                       | 100           |
| Purdue University                                       | 100           |
| Purdue University                                       | 100           |
| Queens College                                          | 100           |
| Radford University Foundation, Inc.                     | 100           |
| Regional Food Bank of Northeastern NY                   | 100           |
| Rensselaer Polytechnic Institute 1                      | 100           |
| Rensselaer Polytechnic Institute 1                      | 100           |
| Rensselaer Polytechnic Institute 1                      | 100           |
| Rice University                                         | 100           |
| Rochester Institute of Technology                       | 100           |
| Rutgers University                                      | 100           |
| Saint Vincent College                                   | 100           |
| Saint Vincent College                                   | 100           |
| San Francisco State University                          | 100           |
| San Francisco State University                          | 100           |
| San Jose State University                               | 100           |
| Seattle University                                      | 100           |
| Seton Hill University                                   | 100           |
| Seton Hill University                                   | 100           |
| South Dakota State University                           | 100           |
| Southern Illinois University                            | 100           |
| SouthWestern University                                 | 100           |
| SUNY Geneseo                                            | 100           |
| Syracuse University                                     | 100           |
| Texas A&M University                                    | 100           |
| Texas A&M University                                    | 100           |
| Texas A&M University                                    | 100           |
| Texas A&M University - Kingsville                       | 100           |
| Texas A&M University 1                                  | 100           |
| Texas Tech Foundation, Inc.                             | 100           |
| Towson University                                       | 100           |
| Towson University                                       | 100           |
| Trinity University                                      | 100           |
| Trinity University                                      | 100           |
| U.C. Berkeley                                           | 100           |
| U.C. Berkeley                                           | 100           |
| U.C. Berkeley                                           | 100           |
| U.C. Berkeley                                           | 100           |

| <b>3. Grants and Contributions Paid During The Year</b> | <b>Amount</b> |
|---------------------------------------------------------|---------------|
| U.C. Davis                                              | 100           |
| U.C. Davis                                              | 100           |
| U.C. Davis                                              | 100           |
| U.C. Irvine                                             | 100           |
| U.C. Los Angeles                                        | 100           |
| U.C. Santa Cruz                                         | 100           |
| U.S. Naval Academy                                      | 100           |
| Ulster Community College Fdn., Inc.                     | 100           |
| United States Air Force Academy                         | 100           |
| University of Arizona Fdn                               | 100           |
| University of Chicago                                   | 100           |
| University of Delaware                                  | 100           |
| University of Florida Ftdn., Inc.                       | 100           |
| University of Houston                                   | 100           |
| University of Houston                                   | 100           |
| University of Houston                                   | 100           |
| University of Houston                                   | 100           |
| University of Houston                                   | 100           |
| University of Houston                                   | 100           |
| University of Maryland Foundation, Inc.                 | 100           |
| University of Maryland Foundation, Inc.                 | 100           |
| University of Nevada-Reno Foundation                    | 100           |
| University of New Hampshire                             | 100           |
| University of New Mexico                                | 100           |
| University of Notre Dame                                | 100           |
| University of Pennsylvania                              | 100           |
| University of Pittsburgh                                | 100           |
| University of Pittsburgh                                | 100           |
| University of Pittsburgh                                | 100           |
| University of Pittsburgh                                | 100           |
| University of Pittsburgh                                | 100           |
| University of Pittsburgh                                | 100           |
| University of Pittsburgh                                | 100           |
| University of Pittsburgh                                | 100           |
| University of Pittsburgh                                | 100           |
| University of Pittsburgh                                | 100           |
| University of Portland                                  | 100           |
| University of Portland                                  | 100           |
| University of Rochester                                 | 100           |
| University of Rochester                                 | 100           |
| University of San Francisco                             | 100           |
| University of Southern California                       | 100           |
| University of Southern California                       | 100           |
| University of Southern California                       | 100           |
| University of Utah 1                                    | 100           |
| University of Wisconsin                                 | 100           |
| University of Wisconsin                                 | 100           |
| Ursinus College                                         | 100           |
| USMMA Alumni Foundation, Inc.                           | 100           |
| Vassar College                                          | 100           |
| Virginia Tech Foundation, Inc.                          | 100           |

| <b>3. Grants and Contributions Paid During The Year</b> | <b>Amount</b>           |
|---------------------------------------------------------|-------------------------|
| Virginia Tech Foundation, Inc.                          | 100                     |
| Virginia Tech Foundation, Inc.                          | 100                     |
| Washington & Jefferson College                          | 100                     |
| Washington State University                             | 100                     |
| West Virginia University                                | 100                     |
| West Virginia University                                | 100                     |
| West Virginia University                                | 100                     |
| Yale University                                         | 100                     |
|                                                         | <hr/>                   |
| 2009 Distribution                                       | <b>2,043,197</b>        |
| Recoveries                                              |                         |
| Carnegie Institute                                      | 100                     |
| The Kincaid School                                      | 1,500                   |
| Wildlife Rehabilitation & Education                     | 2,500                   |
| Veterans Care                                           | 3,000                   |
| Regents of the University of California                 | 5,000                   |
| Rensselaer Polytechnic Institute                        | 5,000                   |
| University of Florida Ftdn., Inc.                       | 5,000                   |
| Stanford University 1                                   | 20,000                  |
|                                                         | <hr/>                   |
|                                                         | <b>42,100</b>           |
|                                                         | <hr/>                   |
| Net Contribution                                        | <b><u>2,001,097</u></b> |

# THE RECORDER

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San Francisco, CA 94103

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## NOTICE OF AVAILABILITY OF ANNUAL REPORT

The annual report of Bechtel Group Foundation, a charitable foundation, for the year ended December 31, 2009, is available for inspection at its principal office located at 50 Beale Street, San Francisco, California, during regular business hours to any citizen who requests inspection within 180 days after this date. Please call (415) 768-7158.

Leeanne M Lang  
Assistant Secretary  
Mar 9 11:R

No 1427127

## NOTICE OF AVAILABILITY OF ANNUAL REPORT 2009 Annual Report for Bechtel Group

### STATE OF CALIFORNIA COUNTIES OF SAN FRANCISCO AND SAN MATEO

*I am a citizen of the United States and a resident of the County aforesaid. I am over the age of eighteen years, and not a party to or interested in the above matter. I am the principal clerk of the printer and publisher of THE RECORDER, a newspaper of general circulation printed and published daily except Saturdays, Sundays, and legal holidays, in the City and County of San Francisco with circulation in Alameda, Contra Costa, San Mateo and Santa Clara counties, and which newspaper has been adjudged a newspaper of general circulation by the Superior Court of the City and County of San Francisco, State of California under the date December 2, 1907, recorded in Record Book 15, at page 155 thereof, and which newspaper was also adjudged a newspaper of general circulation in San Mateo County on December 5, 2001, that the notice of which the annexed is a printed copy (set in type not smaller than nonpareil), has been published in each regular and entire issue of said newspaper and not in any supplement thereof on the following dates, to-wit:*

03/09/2010

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 9th day of March, 2010  
at San Francisco, California

  
(Signature)

Record ID: 03/09/10-72003-1427127-5518271-34821