Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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

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

OMB No 1545-0052

2009

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

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☒ Address change ☐ Name change

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

Name of foundation
ODELL, ROBERT S & HELEN P FUND T/U/A

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
Wells Fargo Bank, N A - P O Box 63954, MAC A0330-011

City or town, state, and ZIP code
SAN FRANCISCO CA

A Employer identification number
94-6132116

B Telephone number (see page 10 of the instructions)
(800) 352- 3705

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 33,328,234

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	0	0		
4	Dividends and interest from securities	1,017,644	1,017,644		
5 a	Gross rents		0		
b	Net rental income or (loss) 0				
6 a	Net gain or (loss) from sale of assets not on line 10	639,691			
b	Gross sales price for all assets on line 6a 3,590,282				
7	Capital gain net income (from Part IV, line 2)		639,691		
8	Net short-term capital gain			0	
9	Income modifications				
10 a	Gross sales less returns and allowances 0				
b	Less Cost of goods sold 0				
c	Gross profit or (loss) (attach schedule)	0			
11	Other income (attach schedule)	0	0	0	
12	**Total.** Add lines 1 through 11	1,657,335	1,657,335	0	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)	0	0	0	0
b	Accounting fees (attach schedule)	2,175	0	0	2,175
c	Other professional fees (attach schedule)	0	0	0	0
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	9,397	6,220	0	0
19	Depreciation (attach schedule) and depletion	0	0	0	
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	328,585	246,465	0	82,120
24	**Total operating and administrative expenses.** Add lines 13 through 23	340,157	252,685	0	84,295
25	Contributions, gifts, grants paid	1,525,000			1,525,000
26	**Total expenses and disbursements** Add lines 24 and 25	1,865,157	252,685	0	1,609,295
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-207,822			
b	**Net investment income** (if negative, enter -0-)		1,404,650		
c	**Adjusted net income** (if negative, enter -0-)			0	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing		0	
2	Savings and temporary cash investments	225,443	1,166,922	1,166,922
3	Accounts receivable ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
4	Pledges receivable ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
7	Other notes and loans receivable (attach schedule) ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
8	Inventories for sale or use		0	
9	Prepaid expenses and deferred charges		0	
10 a	Investments—U S and state government obligations (attach schedule)	818,550	818,550	770,168
b	Investments—corporate stock (attach schedule)	17,830,970	17,447,849	28,128,576
c	Investments—corporate bonds (attach schedule)	3,944,113	3,185,901	3,262,566
11	Investments—land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	2	2	2
14	Land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
15	Other assets (describe ▶)	0	0	0
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	22,819,078	22,619,224	33,328,234
Liabilities 17	Accounts payable and accrued expenses		0	
18	Grants payable			
19	Deferred revenue		0	
20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
21	Mortgages and other notes payable (attach schedule)	0	0	
22	Other liabilities (describe ▶)	0	0	
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	22,819,078	22,619,225	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	22,819,078	22,619,225	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	22,819,078	22,619,225	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	22,819,078
2	Enter amount from Part I, line 27a	2	-207,822
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	7,969
4	Add lines 1, 2, and 3	4	22,619,225
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	22,619,225

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Attached Statement			
b			
c			
d			
e			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	639,691
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	2,474,583	37,910,237	0 065275
2007	2,561,992	43,005,967	0 059573
2006	2,188,187	39,709,944	0 055104
2005	2,338,225	39,683,753	0 058921
2004	2,163,070	39,110,411	0 055307

2 **Total** of line 1, column (d)	2	0 294180
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 058836
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	29,342,691
5 Multiply line 4 by line 3	5	1,726,407
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,047
7 Add lines 5 and 6	7	1,740,454
8 Enter qualifying distributions from Part XII, line 4	8	1,609,295

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions) **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		1	28,093
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	28,093
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	28,093
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 8,990		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 0		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	8,990
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	19,103
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 0 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NA

14 The books are in care of ▶ Wells Fargo Bank, N A Trust Tax Dep Telephone no ▶ (800) 352-3705

Located at ▶ P.O Box 63954, MAC A0330-011 SAN FRANCISCO CA ZIP+4 ▶ 94163

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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** N/A

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

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

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

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

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A Trust Tax Dep P O Box 63954, MAC A0330-011 SAN FRANC	TRUSTEE 8 00	163,044	0	0
JAMES P CONN 949 CHILTERN ROAD HILLSB HILLSBOROUG	CO- TRUSTEE 5 00	82,697	0	0
PAUL FAY III 395 OYSTER PT BLVD # 309 SOUTH SAN FR	CO- TRUSTEE 5 00	82,697	0	0
	00	0	0	0

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 ▶ 0

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

3 Five highest-paid independent contractors for professional services (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		0
		0
		0
		0
		0

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	0
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	29,128,347
b	Average of monthly cash balances	1b	661,187
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	29,789,534
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	29,789,534
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	446,843
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	29,342,691
6	**Minimum investment return.** Enter 5% of line 5	6	1,467,135

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	1,467,135
2a	Tax on investment income for 2009 from Part VI, line 5	2a	28,093		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	28,093
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,439,042
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,439,042
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,439,042

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,609,295
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,609,295
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,609,295

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				1,439,042
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			0	
b	Total for prior years 20____, 20____, 20___		0		
3	Excess distributions carryover, if any, to 2009				
a	From 2004 — NONE				
b	From 2005 — NONE				
c	From 2006 — NONE				
d	From 2007 — NONE				
e	From 2008 — 466,675				
f	**Total** of lines 3a through e	466,675			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 1,609,295				
a	Applied to 2008, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2009 distributable amount				1,439,042
e	Remaining amount distributed out of corpus	170,253			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0			0
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	636,928			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9	**Excess distributions carryover to 2010.** *Subtract lines 7 and 8 from line 6a*	636,928			
10	Analysis of line 9				
a	Excess from 2005 — 0				
b	Excess from 2006 — 0				
c	Excess from 2007 — 0				
d	Excess from 2008 — 466,675				
e	Excess from 2009 — 170,253				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

EUGENE RANCHIASCI WELLS FARGO BANK-420 MONTGOMERY STREET SAN FRANCISCO CA 94104 (415)396-3215

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

LETTER DETAILING THE PROJECT FOR WHICH THE GRANT WAS REQUESTED

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
Total			▶ 3a	1,525,000
b *Approved for future payment*				
NONE				
				0
				0
				0
				0
				0
				0
				0
				0
				0
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,017,644	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	639,691	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		1,657,335	0

13 Total. Add line 12, columns (b), (d), and (e) . 13 1,657,335

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
	Not Applicable

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

Sign Here

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

John N Salantic | 4/12/2010 | VP & TAX DIRECTOR

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed	Preparer's identifying number (see **Signature** on page 30 of the instructions)
[signature]	4/12/2010	☒	P00364310

Firm's name (or yours if self-employed), address, and ZIP code		
	PRICEWATERHOUSECOOPERS, LLP	EIN ▶ 13-4008324
	600 GRANT STREET, PITTSBURGH 15219-2777	Phone no 412-355-6000

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
MONEY MARKET							
SECURED MARKET DEPOSIT ACCOUNT	1,144,613 600		$1,144,613 60	$1,144,613 60	$0 00	$801.31	0 07%
SECURED MARKET DEPOSIT ACCOUNT *Asset held in Invested Income Portfolio*	22,308 080		22,308.08	22,308 08	0 00	15.62	0.07
Total Money Market			**$1,166,921.68**	**$1,166,921.68**	**$0.00**	**$816.93**	**0.07%**
Total Cash & Equivalents			**$1,166,921.68**	**$1,166,921.68**	**$0.00**	**$816.93**	**0.07%**

Asset Description	Par Value	Price	Market Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Yield to Maturity
Fixed Income							
GOVERNMENT OBLIGATIONS							
FEDERAL FARM CR BKS CONS DTD 05/22/95, DUE 05/24/10 CUSIP. 31331NPQ1 MOODY'S RATING AAA STANDARD & POOR'S RATING AAA	750,000 000	$102 689	$770,167.50	$818,550 00	- $48,382 50	$52,950 00	6 88%
Total Government Obligations			**$770,167.50**	**$818,550.00**	**- $48,382.50**	**$52,950.00**	

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Fixed Income							
COMMON TRUST FUNDS							
TAXABLE INTERMEDIATE TERM BOND FUND DIF CUSIP. 999708902	336,347 019	$9 700	$3,262,566 08	$3,185,901 49	$76,664 59	$128,712 27	3 94%
Total Common Trust Funds			**$3,262,566.08**	**$3,185,901.49**	**$76,664.59**	**$128,712.27**	**3.95%**
Total Fixed Income			**$4,032,733.58**	**$4,004,451.49**	**$28,282.09**	**$181,662.27**	

Asset Description	Quantity	Price	Market Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities							
CONSUMER DISCRETIONARY							
COMCAST CORP CLASS A SYMBOL CMCSA CUSIP. 20030N101	48,000 000	$16 860	$809,280 00	$923,716 60	- $114,436 60	$18,144 00	2 24%
OMNICOM GROUP SYMBOL OMC CUSIP 681919106	10,000 000	39 150	391,500 00	247,273 00	144,227 00	6,000 00	1 53
WALT DISNEY CO SYMBOL. DIS CUSIP 254687106	9,800 000	32 250	316,050 00	199,441 76	116,608 24	3,430 00	1 08
Total Consumer Discretionary			**$1,516,830.00**	**$1,370,431.36**	**$146,398.64**	**$27,574.00**	**1.82%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
CONSUMER STAPLES							
ALTRIA GROUP INC COM SYMBOL: MO CUSIP 02209S103	12,000 000	$19 630	$235,560.00	$71,851 32	$163,708 68	$16,320 00	6 93%
PEPSICO INC SYMBOL: PEP CUSIP. 713448108	18,000 000	60 800	1,094,400 00	305,261 23	789,138 77	32,400 00	2 96
PHILIP MORRIS INTERNATIONAL IN SYMBOL. PM CUSIP 718172109	12,000 000	48 190	578,280 00	163,726 79	414,553 21	27,840 00	4 81
WAL MART STORES INC SYMBOL: WMT CUSIP 931142103	17,000 000	53 450	908,650 00	884,645 10	24,004 90	18,530 00	2 04
Total Consumer Staples			**$2,816,890.00**	**$1,425,484.44**	**$1,391,405.56**	**$95,090.00**	**3.38%**
ENERGY							
BP PLC - ADR SPONSORED ADR SYMBOL: BP CUSIP: 055622104	15,400 000	$57.970	$892,738 00	$506,861 89	$385,876.11	$51,744 00	5 80%
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100	12,000 000	76 990	923,880 00	693,816 00	230,064.00	32,640 00	3 53
EXXON MOBIL CORPORATION SYMBOL· XOM CUSIP. 30231G102	14,200 000	68 190	968,298 00	46,215 50	922,082 50	23,856 00	2 46
Total Energy			**$2,784,916.00**	**$1,246,893.39**	**$1,538,022.61**	**$108,240.00**	**3.89%**
FINANCIALS							
AFLAC INC SYMBOL· AFL CUSIP· 001055102	9,700 000	$46 250	$448,625 00	$436,791 00	$11,834 00	$10,864 00	2 42%
BERKSHIRE HATHAWAY INC DEL CL B SYMBOL BRK B CUSIP. 084670207	120 000	3,286 000	394,320 00	431,160 00	- 36,840 00	0 00	0 00
JPMORGAN CHASE & CO SYMBOL. JPM CUSIP. 46625H100	26,000 000	41 670	1,083,420 00	904,140 00	179,280.00	5,200 00	0 48
US BANCORP DEL NEW SYMBOL: USB CUSIP· 902973304	25,000 000	22 510	562,750 00	513,377 44	49,372 56	5,000 00	0 89
Total Financials			**$2,489,115.00**	**$2,285,468.44**	**$203,646.56**	**$21,064.00**	**0.85%**

WELLS FARGO

Account Statement For.
ODELL, ROBERT S & HELEN P FUND T/U/A

Period Covered December 1, 2009 - December 31, 2009

Account Number 086484

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
HEALTH CARE							
ABBOTT LABS SYMBOL ABT CUSIP 002824100	22,000 000	$53 990	$1,187,780 00	$885,584 00	$302,196 00	$35,200 00	2 96%
JOHNSON & JOHNSON SYMBOL· JNJ CUSIP 478160104	19,000 000	64 410	1,223,790 00	25,919 61	1,197,870 39	37,240 00	3 04
PFIZER INC SYMBOL· PFE CUSIP 717081103	50,190 000	18 190	912,956 10	294,361 15	618,594 95	36,136 80	3 96
Total Health Care			**$3,324,526.10**	**$1,205,864.76**	**$2,118,661.34**	**$108,576.80**	**3.27%**
INDUSTRIALS							
CATERPILLAR INC SYMBOL· CAT CUSIP 149123101	19,600 000	$56 990	$1,117,004 00	$283,517 00	$833,487 00	$32,928 00	2 95%
EMERSON ELECTRIC CO SYMBOL· EMR CUSIP 291011104	28,000 000	42 600	1,192,800 00	411,945 00	780,855 00	37,520 00	3 15
GENERAL ELECTRIC CO SYMBOL· GE CUSIP 369604103	36,800 000	15 130	556,784 00	36,257 68	520,526 32	14,720 00	2 64
UNITED PARCEL SERVICE-CL B SYMBOL UPS CUSIP 911312106	8,500 000	57 370	487,645 00	515,085 20	- 27,440 20	15,300 00	3 14
Total Industrials			**$3,354,233.00**	**$1,246,804.88**	**$2,107,428.12**	**$100,468.00**	**3.00%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INFORMATION TECHNOLOGY							
ACCENTURE PLC SYMBOL: ACN CUSIP: G1151C101	3,300 000	$41 500	$136,950 00	$125,325.75	$11,624 25	$2,475 00	1 81%
APPLE INC SYMBOL. AAPL CUSIP 037833100	600 000	210 732	126,439 20	112,860 00	13,579.20	0 00	0 00
CISCO SYSTEMS INC SYMBOL CSCO CUSIP. 17275R102	48,000 000	23 940	1,149,120 00	246,000 00	903,120 00	0 00	0 00
INTEL CORP COMM SYMBOL. INTC CUSIP: 458140100	40,000 000	20 400	816,000 00	144,250 00	671,750 00	22,400 00	2 74
INTERNATIONAL BUSINESS MACHS CORP COM SYMBOL IBM CUSIP 459200101	6,000 000	130 900	785,400 00	609,801 40	175,598 60	13,200 00	1 68
MICROSOFT CORP SYMBOL. MSFT CUSIP: 594918104	50,000 000	30 480	1,524,000 00	1,393,665 50	130,334 50	26,000 00	1 71
VISA INC-CLASS A SHRS SYMBOL: V CUSIP 92826C839	6,600.000	87 460	577,236 00	447,087 80	130,148 20	3,300 00	0 57
Total Information Technology			**$5,115,145.20**	**$3,078,990.45**	**$2,036,154.75**	**$67,375.00**	**1.32%**
MATERIALS							
BHP BILLITON LIMITED - ADR SPONSORED ADR SYMBOL. BHP CUSIP 088606108	18,000 000	$76 580	$1,378,440 00	$803,556 00	$574,884 00	$29,520 00	2 14%
DOW CHEMICAL CO SYMBOL: DOW CUSIP. 260543103	10,700 000	27 630	295,641 00	61,230 90	234,410 10	6,420 00	2 17
Total Materials			**$1,674,081.00**	**$864,786.90**	**$809,294.10**	**$35,940.00**	**2.15%**
UTILITIES							
FPL GROUP INC SYMBOL: FPL CUSIP. 302571104	20,000 000	$52 820	$1,056,400 00	$629,801 20	$426,598.80	$37,800 00	3 58%
PG&E CORP COM SYMBOL: PCG CUSIP: 69331C108	20,000 000	44 650	893,000 00	701,124 00	191,876 00	33,600 00	3 76
Total Utilities			**$1,949,400.00**	**$1,330,925.20**	**$618,474.80**	**$71,400.00**	**3.66%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
MUTUAL FUNDS							
ISHARES MSCI EAFE SYMBOL· EFA CUSIP 464287465	45,000 000	$55 280	$2,487,600 00	$2,633,199 60	- $145,599 60	$64,845 00	2 61%
VANGUARD PACIFIC ETF SYMBOL VPL CUSIP· 922042866	12,000 000	51 320	615,840 00	758,999 80	- 143,159 80	17,052 00	2 77
Total Mutual Funds			**$3,103,440.00**	**$3,392,199.40**	**- $288,759.40**	**$81,897.00**	**2.64%**
Total Equities			**$28,128,576.30**	**$17,447,849.22**	**$10,680,727.08**	**$717,624.80**	**2.55%**

Asset Description	Quantity	Price	Value Carried as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Real Estate & Specialty Assets							
OIL, GAS & MINERALS							
CA BUT S00 T20N R01E 52 475% MI CA BUT S00 T20N R01E 52 475% MI PTN SEC 9, 16, 21 & 28 ASSET MANAGER TIM DAVIES PHONE# 303-863-5705	1 000	$1 000	$1 00	$1 00	$0 00	$0 00	0 00%
Total Oil, Gas & Minerals			**$1.00**	**$1.00**	**$0.00**	**$0.00**	**0.00%**
Total Real Estate & Specialty Assets			**$1.00**	**$1.00**	**$0.00**	**$0.00**	**0.00%**

ASSET DETAIL *(continued)*

Asset Description	Valued Carried as of 12/31/09	Cost Basis	Unrealized Gain/Loss	
Miscellaneous				
OTHER				
REMAINDER INT IN ODELL FAMILY TR #1	$1.00	$1.00	$0.00	
Total Other	**$1.00**	**$1.00**	**$0.00**	
Total Miscellaneous	**$1.00**	**$1.00**	**$0.00**	
	Account Value as of 12/31/09	**Cost Basis**	**Unrealized Gain/Loss**	**Estimated Annual Income**
TOTAL ASSETS	**$33,328,233.56**	**$22,619,224.39**	**$10,709,009.17**	**$900,104.00**

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name		Person	Business
ARCHBISHOP RIODAN HIGH SCHOOL			X
Street			
City	State	Zip code	Foreign Country
Relationship: NONE	Foundation Status: EXEMPT		
Purpose of grant/contribution: CASH CONTRIBUTION			Amount: 50,000

Name		Person	Business
BASIC FUND			X
Street			
City	State	Zip code	Foreign Country
Relationship: NONE	Foundation Status: EXEMPT		
Purpose of grant/contribution: CASH CONTRIBUTION			Amount: 100,000

Name		Person	Business
BELLARMINE COLLEGE PREPATORY			X
Street			
City	State	Zip code	Foreign Country
Relationship: NONE	Foundation Status: EXEMPT		
Purpose of grant/contribution: CASH CONTRIBUTION			Amount: 50,000

Name		Person	Business
CARMELITE MONASTERY SANTA CLARA			X
Street			
City	State	Zip code	Foreign Country
Relationship: NONE	Foundation Status: EXEMPT		
Purpose of grant/contribution: CASH CONTRIBUTION			Amount: 25,000

Name		Person	Business
SAN JOSE OFFICE OF SCHOOL DEVELOPMENT			X
Street			
City	State	Zip code	Foreign Country
Relationship: NONE	Foundation Status: EXEMPT		
Purpose of grant/contribution: CASH CONTRIBUTION			Amount: 50,000

Name		Person	Business
SAN JOSE VISION OF HOPE			X
Street			
City	State	Zip code	Foreign Country
Relationship: NONE	Foundation Status: EXEMPT		
Purpose of grant/contribution: CASH CONTRIBUTION			Amount: 30,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Person	Business	Street	City	State	Zip code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
FACE		X						NONE	EXEMPT	CASH CONTRIBUTION	30,000
GONZAGA UNIVERSITY		X						NONE	EXEMPT	CASH CONTRIBUTION	50,000
IMMACULATE CONCEPTION ACADEMY		X						NONE	EXEMPT	CASH CONTRIBUTION	50,000
JESUIT RETREAT CENTER		X						NONE	EXEMPT	CASH CONTRIBUTION	20,000
JUNIPERO SERRA HIGH SCHOOL		X						NONE	EXEMPT	CASH CONTRIBUTION	50,000
THE MARIANISTS		X						NONE	EXEMPT	CASH CONTRIBUTION	40,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Person	Business	Street	City	State	Zip code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
MEGAN FURTH ACADEMY		X						NONE	EXEMPT	CASH CONTRIBUTION	30,000
NATIVITY SCHOOLS OF SAN JOSE		X						NONE	EXEMPT	CASH CONTRIBUTION	50,000
NOTRE DAME HIGH SCHOOL		X						NONE	EXEMPT	CASH CONTRIBUTION	50,000
ST ANTHONY- IMMACULATE CONCEPTION SCHOOL		X						NONE	EXEMPT	CASH CONTRIBUTION	50,000
ST ELIZABETH ELEMENTARY SCHOOL		X						NONE	EXEMPT	CASH CONTRIBUTION	50,000
ST FRANCES CENTER OF REDWOOD CITY		X						NONE	EXEMPT	CASH CONTRIBUTION	50,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	ST JAMES SCHOOL
Person / Business	[ ] Person [X] Business
Street	
City	
State	
Zip code	
Foreign Country	
Relationship	NONE
Foundation Status	EXEMPT
Purpose of grant/contribution	CASH CONTRIBUTION
Amount	50,000

Name	ST JOSEPH/ NOTRE DAME HIGH SCHOOL
Person / Business	[ ] Person [X] Business
Street	
City	
State	
Zip code	
Foreign Country	
Relationship	NONE
Foundation Status	EXEMPT
Purpose of grant/contribution	CASH CONTRIBUTION
Amount	25,000

Name	ST MARY'S COLLEGE HIGH SCHOOL
Person / Business	[ ] Person [X] Business
Street	
City	
State	
Zip code	
Foreign Country	
Relationship	NONE
Foundation Status	EXEMPT
Purpose of grant/contribution	CASH CONTRIBUTION
Amount	25,000

Name	ST PETER'S SCHOOL
Person / Business	[ ] Person [X] Business
Street	
City	
State	
Zip code	
Foreign Country	
Relationship	NONE
Foundation Status	EXEMPT
Purpose of grant/contribution	CASH CONTRIBUTION
Amount	50,000

Name	ST IGNATIUS HIGH SCHOOL
Person / Business	[ ] Person [X] Business
Street	
City	
State	
Zip code	
Foreign Country	
Relationship	NONE
Foundation Status	EXEMPT
Purpose of grant/contribution	CASH CONTRIBUTION
Amount	50,000

Name	SCHOOLS OF THE SACRED HEART
Person / Business	[ ] Person [X] Business
Street	
City	
State	
Zip code	
Foreign Country	
Relationship	NONE
Foundation Status	EXEMPT
Purpose of grant/contribution	CASH CONTRIBUTION
Amount	50,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name: THOMAS AQUINAS COLLEGE			[ ] Person	[X] Business
Street				
City	State	Zip code	Foreign Country	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CASH CONTRIBUTION			Amount	100,000

Name: YOUTH TENNIS ADVANTAGE			[ ] Person	[X] Business
Street				
City	State	Zip code	Foreign Country	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CASH CONTRIBUTION			Amount	50,000

Name: BLIND BABIES FOUNDATION			[ ] Person	[X] Business
Street				
City	State	Zip code	Foreign Country	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CASH CONTRIBUTION			Amount	20,000

Name: BOYS & GIRLS CLUBS OF SAN FRANCISCO			[ ] Person	[X] Business
Street				
City	State	Zip code	Foreign Country	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CASH CONTRIBUTION			Amount	20,000

Name: PROVINCIAL OFFICE OF COMMUNICATIONS			[ ] Person	[X] Business
Street				
City	State	Zip code	Foreign Country	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CASH CONTRIBUTION			Amount	20,000

Name: HOLY FAMILY DAY HOMES OF SAN FRANCISCO			[ ] Person	[X] Business
Street				
City	State	Zip code	Foreign Country	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CASH CONTRIBUTION			Amount	30,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Person	Business	Street	City	State	Zip code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
IHR EDUCATIONAL BROADCASTING		X						NONE	EXEMPT	CASH CONTRIBUTION	10,000
LOYOLA HIGH SCHOOL OF LOS ANGELES		X						NONE	EXEMPT	CASH CONTRIBUTION	20,000
OUR LADY OF GUADALUPE SCHOOL		X						NONE	EXEMPT	CASH CONTRIBUTION	20,000
MORNING STAR OUTREACH		X						NONE	EXEMPT	CASH CONTRIBUTION	20,000
SAINT EDWARD SCHOOL		X						NONE	EXEMPT	CASH CONTRIBUTION	20,000
SAINT ELIZABETH HIGH SCHOOL		X						NONE	EXEMPT	CASH CONTRIBUTION	20,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
SAINT FRANCIS HIGH SCHOOL — [ ] Person [X] Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status
NONE	EXEMPT

Purpose of grant/contribution	Amount
CASH CONTRIBUTION	20,000

Name
SAINT PAUL OF THE SHIPWRECK — [ ] Person [X] Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status
NONE	EXEMPT

Purpose of grant/contribution	Amount
CASH CONTRIBUTION	30,000

Name
REGINA APOSTOLORUM PONTIFICAL UNIVERSITY — [ ] Person [X] Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status
NONE	EXEMPT

Purpose of grant/contribution	Amount
CASH CONTRIBUTION	50,000

Name
[ ] Person [ ] Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
	0

Name
[ ] Person [ ] Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
	0

Name
[ ] Person [ ] Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
	0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	3,590,282	2,950,591	639,691
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis (Enter one field only) Cost	Donated Value	Expense of Sale and Cost of Improvements	Depreciation
1	X	WYETH ADDED CORP ACTIOI	983024100			8/24/1984		10/15/2009	703,532	92,899			
2	X	WAL-MART STORES 6 875	931142BE2			8/11/1999		8/10/2009	250,000	245,288			
3	X	MLN UBS AG JERSEY BRANC	90261JBB8			11/7/2007		5/14/2009	400,000	400,000			
4	X	ALCOA INC	013817101			3/22/2000		4/14/2009	69,525	265,849			
5	X	ALCOA INC	013817101			3/21/2000		4/14/2009	44,742	172,346			
6	X	KIMBERLY CLARK CORP COM	494368103			12/23/1993		3/12/2009	44,903	24,483			
7	X	KIMBERLY CLARK CORP COM	494368103			12/22/1976		3/12/2009	718,446	42,092			
8	X	FPL GROUP INC	302571104			5/4/2004		6/30/2009	225,037	127,864			
9	X	CVS/CAREMARK CORPORATI	126650100			6/29/2006		12/8/2009	967,091	947,916			
10	X	ALCOA INC	013817101			5/29/2003		4/14/2009	26,369	73,290			
11	X	ALCOA INC	013817101			10/21/2002		4/14/2009	43,949	119,000			
12	X	ALCOA INC	013817101			7/11/2000		4/14/2009	43,949	161,912			
13	X	ALCOA INC	013817101			7/7/2000		4/14/2009	52,739	165,360			
14	X	LONG TERM CG DISTRIBUTIC				12/31/2000		12/31/2009		76,752			
15	X	SHORT TERM CG DISTRIBUTI				1/1/2009		12/31/2009		35,540			

Line 16b (990-PF) - Accounting Fees

		2,175	0	0	2,175
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,175			2,175
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		9,397	6,220	0	0
1	FOREIGN TAX WITHHELD	6,220	6,220		
2	ESTIMATED EXCISE PAYMENTS	3,177			
3	Income tax				
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		328,585	246,465	0	82,120
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	TRUSTEE FEES	328,438	246,328	0	82,110
2	STATE AG FEES	10			10
3	STATE TAX WITHHELD	137	137		
4					
5					
6					
7					
8					
9					
10					

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		818,550	818,550	0	770,168		
	Description	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	Check "X" if Federal Obligation	Check "X" if State/ Local Obligation
1	SEE STMT ATTACHED	818,550	818,550		770,168		
2							
3							
4							
5							
6							
7							
8							
9							
10							

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			17,830,970	17,447,849	0	28,128,576
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	SEE ATTACHED STATEMENT		17,830,970	17,447,849		28,128,576
2						
3						
4						
5						
6						
7						
8						
9						
10						

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
				3,944,113	3,185,901	0	3,262,566
1	SEE ATTACHED STMT			3,944,113	3,185,901		3,262,566
2							
3							
4							
5							
6							
7							
8							
9							
10							

Part II, Line 13 (990-PF) - Investments - Other

			2	2	2
	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED STMT		2	2	2
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	CTF INCOME TIMING DIFFERENCE	1	2,141
2	UNDISTRIBUTED CTF CAPITAL GAIN	2	5,828
3	Total	3	7,969

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	3,590,282	0	2,950,591	639,691	0	0	0	639,691
1	WYETH ADDED CORP ACTION	983024100		8/24/1984	10/15/2009	703,532	0	92,899	610,633			0	610,633
2	WAL-MART STORES 6 875% 8/10/09	931142BE2		8/11/1999	8/10/2009	250,000	0	245,288	4,712			0	4 712
3	MLN UBS AG JERSEY BRANCH 5/14/0	90261JBB8		11/7/2007	5/14/2009	400,000	0	400,000	0			0	0
4	ALCOA INC	013817101		3/22/2000	4/14/2009	69,525	0	265,849	-196,324			0	-196,324
5	ALCOA INC	013817101		3/21/2000	4/14/2009	44,742	0	172,346	-127,604			0	-127,604
6	KIMBERLY CLARK CORP COM	494368103		12/23/1993	3/12/2009	44,903	0	24,483	20,420			0	20,420
7	KIMBERLY CLARK CORP COM	494368103		12/22/1976	3/12/2009	718,446	0	42,092	676,354			0	676,354
8	FPL GROUP INC	302571104		5/4/2004	6/30/2009	225,037	0	127,864	97,173			0	97,173
9	CVS/CAREMARK CORPORATION	126650100		6/29/2006	12/8/2009	967,091	0	947,916	19,175			0	19,175
10	ALCOA INC	013817101		5/29/2003	4/14/2009	26,369	0	73,290	-46,921			0	-46,921
11	ALCOA INC	013817101		10/21/2002	4/14/2009	43,949	0	119,000	-75,051			0	-75,051
12	ALCOA INC	013817101		7/11/2000	4/14/2009	43,949	0	161,912	-117,963			0	-117,963
13	ALCOA INC	013817101		7/7/2000	4/14/2009	52,739	0	165,360	-112,621			0	-112,621
14	LONG TERM CG DISTRIBUTIONS			12/31/2000	12/31/2009	0	0	76,752	-76,752			0	-76,752
15	SHORT TERM CG DISTRIBUTION			1/1/2009	12/31/2009	0	0	35,540	-35,540			0	-35,540

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

328,438

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank, N A Trust T		P O Box 63954, MAC A0330-011	SAN FRANCISCO	6	94163		TRUSTEE	8	163,044
2	JAMES P CONN		949 CHILTERN ROAD HILLSB	HILLSBOROUGH	CA	94163		CO- TRUSTE	5	82,697
3	PAUL FAY III		395 OYSTER PT BLVD # 309	SOUTH SAN FRANCI	CA	94163		CO- TRUSTE	5	82,697
4										
5										
6										
7										
8										
9										
10										

0	0	
Benefits	Expense Account	Explanation

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	5,813
2	First quarter estimated tax payment		2	0
3	Second quarter estimated tax payment		3	0
4	Third quarter estimated tax payment	9/30/2009	4	930
5	Fourth quarter estimated tax payment	12/11/2009	5	2,247
6	Other payments		6	0
7	Total		7	8,990

Part XV, Lines 1a-1b (990-PF) - Information Regarding Foundation Managers

	List Managers who contributed more than 2% of the total contributions received by the foundation	List Managers who own 10% or more of the stock of a corporation of which the foundation has a 10% or greater interest
1	NONE	NONE
2		
3		
4		
5		
6		
7		
8		
9		
10		