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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

2009

For calendar year 2009, or tax year beginning

07/01, 2009, and ending

06/30, 2010

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 CHARLES AND HELEN SCHWAB FOUNDATION | | | A Employer identification number 94-3374170 |
| | Number and street (or P O box number if mail is not delivered to street address) 530 LYTTON AVENUE | | | Room/suite 200 |
| | City or town, state, and ZIP code PALO ALTO, CA 94301 | | | |
| | | | | |

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) ► \$ 175,758,460. J Accounting method Cash Accrual

 Other (specify)
(Part I, column (d) must be on cash basis)

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 ►

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) |
|---|--|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| 2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B. | | | | |
| 3 Interest on savings and temporary cash investments | 3,670 | 3,670 | | ATCH 1 |
| 4 Dividends and interest from securities | 2,914,816 | 2,914,816 | | ATCH 2 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | | |
| 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) | NOV 16 2010 RECEIVED IFSC OGDEN, UT | | | |
| 11 Other income (attach schedule) | 145 | | | ATCH 3 |
| 12 Total. Add lines 1 through 11 | 2,918,631 | 2,918,486 | | |
| 13 Compensation of officers, directors, trustees, etc | 234,714 | | | 232,700 |
| 14 Other employee salaries and wages | 124,486 | | | 133,810 |
| 15 Pension plans, employee benefits | 77,752 | | | 92,771 |
| 16a Legal fees (attach schedule) ATCH 4 b Accounting fees (attach schedule) ATCH 5 c Other professional fees (attach schedule) | 127,968 42,457 91,263 | 0 0 0 | 0 0 0 | 138,159 46,270 109,461 |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see page 14 of the instructions) ** | 24,870 | | | |
| 19 Depreciation (attach schedule) and depletion | 5,807 | | | |
| 20 Occupancy | 88,163 | | | 90,914 |
| 21 Travel, conferences, and meetings | 31,184 | | | 35,573 |
| 22 Printing and publications | 3,901 | | | 3,901 |
| 23 Other expenses (attach schedule) ATCH 8 | 91,306 | | | 94,973 |
| 24 Total operating and administrative expenses Add lines 13 through 23 | 943,871 | 0 | 0 | 978,532 |
| 25 Contributions, gifts, grants paid | 10,348,467 | | | 17,505,538 |
| 26 Total expenses and disbursements Add lines 24 and 25 | 11,292,338 | 0 | 0 | 18,484,070 |
| 27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) | -8,373,707 | 2,918,486 | -0- | |

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.) | | |
|--|---|---|----------------|-----------------------|
| Assets | | Beginning of year | | End of year |
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| | | | | |
| 1 | Cash - non-interest-bearing | | | |
| 2 | Savings and temporary cash investments | 19,095,496. | 3,505,878. | 3,505,878. |
| 3 | Accounts receivable ► | | | |
| | Less allowance for doubtful accounts ► | | | |
| 4 | Pledges receivable ► | | | |
| | Less allowance for doubtful accounts ► | | | |
| 5 | Grants receivable | | | |
| 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions) | | | |
| 7 | Other notes and loans receivable (attach schedule) ► | | | |
| | Less allowance for doubtful accounts ► | | | |
| 8 | Inventories for sale or use | | | |
| 9 | Prepaid expenses and deferred charges | | | |
| 10 | a Investments - U S and state government obligations (attach schedule) | | | |
| | b Investments - corporate stock (attach schedule) ATCH 9 | 213,024,440. | 172,217,022. | 172,217,022. |
| | c Investments - corporate bonds (attach schedule) | | | |
| 11 | Investments - land, buildings, and equipment basis ► | | | |
| | Less accumulated depreciation ► (attach schedule) | | | |
| 12 | Investments - mortgage loans | | | |
| 13 | Investments - other (attach schedule) | | | |
| 14 | Land, buildings, and equipment basis ► 63,092. | | | |
| | Less accumulated depreciation ► 60,927. (attach schedule) | 7,972. | 2,165. | 2,165. |
| 15 | Other assets (describe ► ATCH 10) | 26,696. | 33,395. | 33,395. |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 232,154,604. | 175,758,460. | 175,758,460. |
| 17 | Accounts payable and accrued expenses | 37,933. | 9,799. | |
| 18 | Grants payable | 21,957,877. | 13,750,548. | |
| 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 ► ATCH 11) | 3,540,171. | 3,744,469. | |
| 23 | Total liabilities (add lines 17 through 22) | 25,535,981. | 17,504,816. | |
| Liabilities Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 | Unrestricted | 206,618,623. | 158,253,644. |
| | 25 | Temporarily restricted | | |
| | 26 | Permanently restricted | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input type="checkbox"/> | | | |
| | 27 | Capital stock, trust principal, or current funds | | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | |
| | 30 | Total net assets or fund balances (see page 17 of the instructions) | 206,618,623. | 158,253,644. |
| 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) | | 232,154,604. | 175,758,460. | |

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 | 206,618,623. |
| 2 | Enter amount from Part I, line 27a | 2 | -8,373,707. |
| 3 | Other increases not included in line 2 (itemize) ► ATTACHMENT 12 | 3 | 816,148. |
| 4 | Add lines 1, 2, and 3 | 4 | 199,061,064. |
| 5 | Decreases not included in line 2 (itemize) ► ATTACHMENT 13 | 5 | 40,807,420. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 158,253,644. |

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) |
|--|---|---|--|------------------------------------|--------------------------------|
| a | | | | | |
| 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 | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 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 as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | 2 | | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (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 | 21,337,467. | 247,301,340. | 0.086281 |
| 2007 | 10,189,499. | 297,792,532. | 0.034217 |
| 2006 | 12,645,508. | 237,365,339. | 0.053274 |
| 2005 | 11,347,749. | 205,679,347. | 0.055172 |
| 2004 | 17,183,099. | 150,002,683. | 0.114552 |
| 2 Total of line 1, column (d) | | | 2 0.343496 |
| 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 0.068699 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | | | 4 226,749,646. |
| 5 Multiply line 4 by line 3 | | | 5 15,577,474. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 29,185. |
| 7 Add lines 5 and 6 | | | 7 15,606,659. |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 18,484,070. |
| 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)

| | | | |
|----|--|----|---------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . . | 1 | 29,185. |
| | Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . | | |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . | 2 | |
| 3 | Add lines 1 and 2 . . . | 3 | 29,185. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . | 4 | 0. |
| 5 | Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0- . . . | 5 | 29,185. |
| 6 | Credits/Payments | | |
| a | 2009 estimated tax payments and 2008 overpayment credited to 2009 . . . | 6a | 58,276. |
| b | Exempt foreign organizations-tax withheld at source . . . | 6b | 0. |
| 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 | 58,276. |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . | 8 | |
| 9 | Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed ► <input type="checkbox"/> . . . | 9 | |
| 10 | Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► <input type="checkbox"/> . . . | 10 | 29,091. |
| 11 | Enter the amount of line 10 to be Credited to 2010 estimated tax ► <input type="checkbox"/> 29,091. Refunded ► <input type="checkbox"/> 11 | 11 | |

Part VII-A Statements Regarding Activities

| | | Yes | No |
|----|---|-----|-----|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . | 1a | X |
| 1b | 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 |
| | <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> | | |
| 1c | 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? . . . <i>If "Yes," attach a detailed description of the activities</i> | 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . | 3 | X |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . | 4a | X |
| b | If "Yes," has it filed a tax return on Form 990-T for this year? . . . | 4b | N/A |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . <i>If "Yes," attach the statement required by General Instruction T</i> | 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? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . | 7 | X |
| 8a | Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► CA, DE, . . . | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> . . . | 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)? <i>If "Yes," complete Part XIV</i> . . . | 9 | X |
| 10 | Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . | 10 | X |

Part VII-A . Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) 11 X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X

Website address ► WWW.SCHWABFOUNDATION.ORG

14 The books are in care of ► ANA THOMPSON, EXECUTIVE DIR. Telephone no ► 650-617-3476
Located at ► 530 LYTTON AVENUE, SUITE 200, PALO ALTO, CA ZIP + 4 ► 94301

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

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

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.

| | | | |
|----|--|------------------------------|--|
| 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? | <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 | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? | | |
| | Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> | | |
| 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? | | |
| 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| | If "Yes," list the years ► _____, _____, _____, _____, _____ | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) | | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____, _____, _____, _____, _____ | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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) | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | |
| 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? | | |

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 | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | | |
| (1) | Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | | |
| (2) | Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | | |
| (3) | Provide a grant to an individual for travel, study, or other similar purposes? | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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) | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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? | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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)? | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | 5b | X |
| | Organizations relying on a current notice regarding disaster assistance check here | | | | | |
| c | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? | N/A | <input type="checkbox"/> Yes | <input type="checkbox"/> 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? | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | 6b | X |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | | | | |
| | 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? | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | 7b | X |
| b | If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | | | | | |

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 |
|----------------------|---|---|---|---------------------------------------|
| ATTACHMENT 14 | | 232,700. | 61,185. | 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 |
|---|---|------------------|---|---------------------------------------|
| ATTACHMENT 15 | | 126,582. | 41,957. | 0. |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |

Total number of other employees paid over \$50,000 ►

Form 990-PF (2009)

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 |
|---|---------------------|------------------|
| ATTACHMENT 16 | | 183,209. |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | ► | NONE |

Part IX-A Summary of Direct Charitable Activities

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

Expenses

| | | |
|---|-------|--|
| 1 | | |
| 2 | | |
| 3 | | |
| 4 | | |

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

| | | |
|-------|-------|--|
| 1 N/A | | |
| 2 | | |

All other program-related investments. See page 24 of the instructions

3 NONE

| | | |
|-------------------------------------|---------|--|
| Total. Add lines 1 through 3 | ► | |
|-------------------------------------|---------|--|

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 | 219,344,336. |
| b | Average of monthly cash balances | 1b | 10,858,350. |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | 0. |
| d | Total (add lines 1a, b, and c) | 1d | 230,202,686. |
| 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 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 230,202,686. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 3,453,040. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 226,749,646. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 11,337,482. |

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 | 11,337,482. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 29,185. |
| b | Income tax for 2009 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 29,185. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 11,308,297. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 11,308,297. |
| 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 | 11,308,297. |

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 | 18,484,070. |
| 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 | 0. |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | 0. |
| 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 | 18,484,070. |
| 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 | 29,185. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 18,454,885. |

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 | | | | 11,308,297. |
| 2 Undistributed income, if any, as of the end of 2009 | | | 0. | |
| a Enter amount for 2008 only | | 0. | | |
| b Total for prior years 20 07,20 06,20 05 | | | | |
| 3 Excess distributions carryover, if any, to 2009 | | | | |
| a From 2004 | 9,707,631. | | | |
| b From 2005 | 1,817,336. | | | |
| c From 2006 | 846,507. | | | |
| d From 2007 | 0. | | | |
| e From 2008 | 8,981,314. | | | |
| f Total of lines 3a through e | 21,352,788. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 18,484,070. | | | 0. | |
| a Applied to 2008, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) | | | | |
| d Applied to 2009 distributable amount | | | | 11,308,297. |
| e Remaining amount distributed out of corpus | 7,175,773. | | | |
| 5 Excess distributions carryover applied to 2009. (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 28,528,561. | | | |
| 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. | | | | |
| 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) | 9,707,631. | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 18,820,930. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2005 | 1,817,336. | | | |
| b Excess from 2006 | 846,507. | | | |
| c Excess from 2007 | 0. | | | |
| d Excess from 2008 | 8,981,314. | | | |
| e Excess from 2009 | 7,175,773. | | | |

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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
ATTACHMENT 17

ATTACHMENT 17

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

SEE ATTACHMENT A, PAGE 1

c Any submission deadlines

SEE ATTACHMENT A, PAGE 1

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

SEE ATTACHMENT A, PAGE 1

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|-------------|
| Name and address (home or business) | | | | |
| a Paid during the year SEE ATTACHMENT C ATTACHED | | | | 17,505,538. |
| Total. | | | ► 3a | 17,505,538. |
| b Approved for future payment SEE ATTACHMENT D ATTACHED | | | | 14,126,000. |
| Total. | | | ► 3b | 14,126,000. |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See page 28 of the instructions) |
|---|--|---------------------------|---------------|--------------------------------------|---------------|--|
| | | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue | | | | | | |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| f | | | | | | |
| g Fees and contracts from government agencies | | | | | | |
| 2 Membership dues and assessments | | | | | | |
| 3 Interest on savings and temporary cash investments | | | | 14 | 3,670. | |
| 4 Dividends and interest from securities | | | | 14 | 2,914,816. | |
| 5 Net rental income or (loss) from real estate | | | | | | |
| a Debt-financed property | | | | | | |
| b Not debt-financed property | | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | | |
| 7 Other investment income | | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | | | | |
| 9 Net income or (loss) from special events | | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | | |
| 11 Other revenue a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | | 2,918,486. | |

12 Subtotal. Add columns (b), (d), and (e)
13 Total. Add line 12, columns (b), (d), and (e)
(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 29 of the instructions) |
|---------------|---|
| | NOT APPLICABLE |
| | |
| | |
| | |
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| | |
| | |

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 | | |

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

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |
| | | |

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

Signature of officer or trustee

11/12/2010

EXECUTIVE DIRECTOR

Date

Sign Here

| | | | | |
|--|-------------------------|---|---------------------------|--|
| Signature of officer or trustee | | 11/12/2010 | EXECUTIVE DIRECTOR | |
| | | Date | Title | |
| Preparer's Use Only | Preparer's signature | Date | Check if self-employed | Preparer's identifying number (See Signature on page 30 of the instructions) |
| | 11/19/10 | <input type="checkbox"/> | P00539266 | |
| Firm's name (or yours if self-employed), address, and ZIP code | | GRANT THORNTON, LLP 150 ALMADEN BLVD., SUITE 600 SAN JOSE, CA 95113 | EIN | 36-6055558 |
| | | | Phone no | 408-275-9000 |

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--------------------|---|--------------------------------------|
| INTEREST INCOME | 3,670. | 3,670. |
| TOTAL | <u>3,670.</u> | <u>3,670.</u> |

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--------------------|---|--------------------------------------|
| DIVIDEND INCOME | 2,914,816. | 2,914,816. |
| TOTAL | <u><u>2,914,816.</u></u> | <u><u>2,914,816.</u></u> |

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> |
|----------------------|---|
| MISCELLANEOUS INCOME | 145. |
| TOTALS | <u>145.</u> |

FORM 990PF, PART I - LEGAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| LEGAL FEES | 127,968. | 0. | 0. | 138,159. |
| TOTALS | <u>127,968.</u> | <u>0.</u> | <u>0.</u> | <u>138,159.</u> |

ATTACHMENT 4

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| ACCOUNTING FEES | 42,457. | 0. | 46,270. | |
| TOTALS | <u>42,457.</u> | <u>0.</u> | <u>46,270.</u> | |

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>CHARITABLE PURPOSES</u> |
|-------------------------|---|--------------------------------|
| OTHER PROFESSIONAL FEES | 91,263. | 109,461. |
| TOTALS | <u>91,263.</u> | <u>109,461.</u> |

ATTACHMENT 7

FORM 990PF, PART I - TAXESREVENUE
AND
EXPENSES
PER BOOKSDESCRIPTION

| | |
|------------|----------------|
| EXCISE TAX | 24,870. |
| TOTALS | <u>24,870.</u> |

FORM 990PF, PART I - OTHER EXPENSES

REVENUE

AND

EXPENSES
PER BOOKS

| <u>DESCRIPTION</u> | <u>REVENUE</u> | <u>EXPENSES PER BOOKS</u> |
|---------------------------------|----------------|-------------------------------|
| STAFF EDUCATION AND DEVELOPMENT | | 4,869. |
| INSURANCE | 20,316. | |
| PAYROLL PROCESSING | 10,782. | |
| BANK CHARGES | 2,788. | |
| OFFICE SUPPLIES | 1,702. | |
| POSTAGE AND DELIVERY | 2,870. | |
| COMPUTER HARDWARE AND SOFTWARE | 30,294. | |
| REGISTRATION FEES | 6,265. | |
| WEBSITE TECHNICAL OPERATIONS | 10,590. | |
| RESEARCH AND KNOWLEDGE | 830. | |
| TOTALS | | <u>91,306.</u> |

| <u>CHARITABLE PURPOSES</u> |
|--------------------------------|
| 4,869. |
| 27,018. |
| 10,904. |
| 2,787. |
| 1,782. |
| 2,869. |
| 26,927. |
| 6,265. |
| 10,722. |
| 830. |
| <u>94,973.</u> |

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|-------------------------------|------------------------------|-----------------------|
| 12,145,065 SHS CHARLES SCHWAB | 172,217,022. | 172,217,022. |
| TOTALS | <u>172,217,022.</u> | <u>172,217,022.</u> |

ATTACHMENT 9

DESCRIPTION

PREPAID EXP AND OTHER ASSETS

TOTALS

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|------------------------------|------------------------------|-----------------------|
| PREPAID EXP AND OTHER ASSETS | 33,395. | 33,395. |
| TOTALS | <u>33,395.</u> | <u>33,395.</u> |

ATTACHMENT 10

FORM 990PF, PART II - OTHER LIABILITIESATTACHMENT 11DESCRIPTIONENDING
BOOK VALUE

| | |
|-------------------------------|------------|
| OTHER ACCRUED LIABILITIES | 66,459. |
| DEFERRED EXCISE TAX LIABILITY | 2,627,752. |
| CREDIT SUPPORT AGREEMENT | 1,050,258. |

TOTALS

3,744,469.

ATTACHMENT 12FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

| <u>DESCRIPTION</u> | <u>AMOUNT</u> |
|--------------------------------|-----------------|
| CHANGE IN EXCISE TAX LIABILITY | 816,148. |
| TOTAL | <u>816,148.</u> |

ATTACHMENT 13FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

| <u>DESCRIPTION</u> | <u>AMOUNT</u> |
|--------------------|---------------|
|--------------------|---------------|

| | |
|--------------------------------|-------------|
| UNREALIZED LOSS ON INVESTMENTS | 40,807,420. |
|--------------------------------|-------------|

| | |
|-------|--------------------|
| TOTAL | <u>40,807,420.</u> |
|-------|--------------------|

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | | |
|--|--|---|---|---------------|
| | | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES | ATTACHMENT 14 |
| HELEN O. SCHWAB 530 LYTTON AVENUE 200 PALO ALTO, CA 94301 | PRESIDENT 1.00 | 0. | 0. | 0. |
| CHARLES R. SCHWAB 530 LYTTON AVENUE 200 PALO ALTO, CA 94301 | CHAIRMAN 1.00 | 0. | 0. | 0. |
| KATIE SCHWAB 530 LYTTON AVENUE 200 PALO ALTO, CA 94301 | DIRECTOR 2.00 | 0. | 0. | 0. |
| NANCY BECHTLE 530 LYTTON AVENUE 200 PALO ALTO, CA 94301 | DIRECTOR 1.00 | 0. | 0. | 0. |
| SALLY BOWLES 530 LYTTON AVENUE 200 PALO ALTO, CA 94301 | DIRECTOR 1.00 | 0. | 0. | 0. |

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | | |
|--|--|---|---|-----------|
| | | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES | |
| CHARMEL HUFFMAN 530 LYTTON AVENUE 200 PALO ALTO, CA 94301 | ASSIST. TREASURER 1.00 | 0. | 0. | 0. |
| ANA THOMPSON 530 LYTTON AVENUE 200 PALO ALTO, CA 94301 | EXECUTIVE DIR. & TREAS. 40.00 | 232,700. | 61,185. | 0 |
| | GRAND TOTALS | <u>232,700.</u> | <u>61,185.</u> | <u>0.</u> |

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u> |
|--|---|---------------------|--|
| DIANNE BARNEY 530 LYTTON AVENUE, SUITE 200 PALO ALTO, CA 94301 | ADMIN DIRECTOR 40.00 | 126,582. | 41,957. |
| | TOTAL COMPENSATION | <u>126,582.</u> | <u>41,957.</u> |
| | | | <u>0.</u> |

ATTACHMENT 15

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 16

| <u>NAME AND ADDRESS</u> | <u>TYPE OF SERVICE</u> | <u>COMPENSATION</u> |
|--|------------------------|---------------------|
| FENWICK & WEST LLP 801 CALIFORNIA STREET MOUNTAIN VIEW, CA 94041 | LEGAL SERVICES | 70,131. |
| ADLER & COLVIN 235 MONTGOMERY STREET SAN FRANCISCO, CA 94104 | LEGAL SERVICES | 57,837. |
| PUBLIC IMPACT 504 DOGWOOD DRIVE CHAPEL HILL, NC 27516 | K-12 CONSULTING | 55,241. |
| | TOTAL COMPENSATION | <u>183,209.</u> |

ATTACHMENT 17

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SEE ATTACHMENT A, PAGE 1

Charles and Helen Schwab Foundation

990-PF: Attachment A

Tax Year Ending June 30, 2010

Ongoing Operations

Grants

The Charles and Helen Schwab Foundation believes that every person has the potential and deserves the opportunity to lead a happy and productive life. A quality education holds the key to much of this. Today, many young people in California and beyond are denied the education they deserve. The status quo has not served them well. We seek out organizations that turn the tables on this unacceptable reality to ensure that each student reaches his or her full potential. This is our primary focus.

The Foundation also recognizes that human suffering takes many different forms and affects people from all walks of life. For this reason, we also support organizations which alleviate suffering, take aim at its root cause and give people a fair shot at their own success.

For more than twenty years, the Foundation has had the privilege of collaborating with organizations and individuals who are leaders in their fields. Their work has informed and extended our own. We have learned both from our successes and our failures about the challenges of making a measurable impact. And while our primary focus is California, we recognize that positive impact here will come from those working within and beyond our geographic boundaries. We have enormous respect for the leadership, passion and ingenuity shown by so many working to transform the lives of others. We will continue to seek out organizations which share these qualities and which work tirelessly to make the world a better place.

The Charles and Helen Schwab Foundation was established by Charles and Helen Schwab in 1987. It is a private foundation and is separate from The Charles Schwab Corporation and from the Charles Schwab Corporate Foundation.

The Charles and Helen Schwab Foundation does not accept unsolicited grant applications, grant proposals or letters of inquiry.

Charles and Helen Schwab Foundation**EIN: 94-3374170****FYE: 6/30/2010****Fixed Assets Schedule**

| Account Description | 2009 Report | | | 2010 Report |
|---------------------------------|--------------------|------------------|------------------|--------------------|
| | Balance | Additions | Disposals | |
| Fixes Assets | | | | |
| Computer hardware | 38,517 | | 1,778 | 36,739 |
| Computer software | 25,115 | | | 25,115 |
| Office Furniture & Equipment | 1,238 | | | 1,238 |
| Leashold Improvements | - | | | - |
| Total | 64,870 | - | 1,778 | 63,092 |
| Accumulated Depreciation | | | | |
| Computer hardware | (31,330) | (5,631) | (1,778) | (35,184) |
| Computer software | (25,115) | | | (25,115) |
| Office Furniture & Equipment | (452) | (177) | | (629) |
| Leashold Improvements | (0) | | | (0) |
| Total | (45,768) | (5,808) | (1,778) | (60,927) |
| TOTAL NET FIXED ASSETS | 19,102 | (5,808) | (0) | 2,165 |

Charles and Helen Schwab Foundation
 Tax ID # 94-3374170
 Grant Paid FY 2010
 Form 990-PF, Part XV, In 3a

| Grantee Legal Name | Grantee Address | Tax Status | General Program Area and Description | Amount Type of Support |
|---|--|------------|---|---|
| Aspire Public Schools | 1001 22nd Avenue, Suite 100 Oakland, CA 94606 | 501(c)(3) | | |
| National Alliance for Public Charter Schools | 1101 Fifteenth Street, NW, Suite 1010, DC 20005 | 501(c)(3) | | \$3,100,000 Capital Campaign |
| Leadership Public Schools | 2601 Mission Street, 9th Floor San Francisco, CA 94110 | 501(c)(3) | Public Charter Schools | \$100,000 General Operating Support |
| The New Teacher Project | 186 Joralemon St., Suite 300 Brooklyn, NY 11201 | 501(c)(3) | Public Charter Schools | \$50,000 Program Support |
| Teach for America - Bay Area | 101 New Montgomery St San Francisco, CA 94105 | 501(c)(3) | Human Capital | \$2,000,000 General Operating Support |
| Teach for America - Hawaii' | 500 Ala Moana Blvd Suite 2-410 Honolulu, HI 96813 | 501(c)(3) | Human Capital | \$500,000 General Operating Support |
| Foundation for Excellence in Education, Inc | P O Box 10691 Tallahassee, FL 32302 | 501(c)(3) | Human Capital | \$150,000 General Operating Support |
| | | | Advocacy and Ideas | \$125,000 General Operating Support |
| | | | Education Total | \$6,025,000 |
| Human Services and Health | | | | |
| Tipping Point Community | 703 Market Street Suite 708 San Francisco, CA 94103 | 501(c)(3) | Poverty Prevention | \$1,100,000 General Operating Support |
| Raphael House | 1065 Sutter Street San Francisco, CA 94109 | 501(c)(3) | Response to Economic Downturn Food, Shelter | \$150,000 Program and general operating support |
| Alameda County Community Food Bank | 7900 Edgewater Drive Oakland, CA 94621 | 501(c)(3) | Response to Economic Downturn Food, Shelter | \$125,000 Program Support |
| Second Harvest Food Bank | 750 Cuntry Avenue San Jose, CA 95125 | 501(c)(3) | Response to Economic Downturn Food, Shelter | \$125,000 Program Support |
| Community Food Bank | 3403 E Central Avenue Fresno, CA 93725 | 501(c)(3) | Response to Economic Downturn Food, Shelter | \$120,000 Program Support |
| Second Harvest Food Bank San Joaquin & Stanislaus Counties | 704 E Industrial Park Drive Manteca, CA 95337 | 501(c)(3) | Response to Economic Downturn Food, Shelter | \$120,000 Program Support |
| Episcopal Community Services of SF | 165 Eighth Street, 3rd Floor San Francisco, CA 94103 | 501(c)(3) | Response to Economic Downturn Food, Shelter | \$90,000 General Operating Support |
| Foodlink of Tulare County | 7427 W Sunnyview Vassalia, CA 93291 | 501(c)(3) | Response to Economic Downturn Food, Shelter | \$80,000 Program Support |
| San Francisco Food Bank | 900 Pennsylvania Ave San Francisco, CA 94107 | 501(c)(3) | Response to Economic Downturn Food, Shelter | \$55,000 Program Support |
| California Association of Food Banks | 1611 Telegraph Avenue, Suite 830 Oakland, CA 94612 | 501(c)(3) | Response to Economic Downturn Food, Shelter | \$50,000 Program Support |
| Food Bank of Contra Costa and Solano | 4010 Neilson Avenue Concord, CA 94574 | 501(c)(3) | Response to Economic Downturn Food, Shelter | \$50,000 Program Support |
| Season of Sharing | P O Box 44740 San Francisco, CA 94144 | 501(c)(3) | Response to Economic Downturn Food, Shelter | \$50,000 Program Support |
| St. Anthony Foundation | 150 Golden Gate Avenue San Francisco, CA 94102 | 501(c)(3) | Response to Economic Downturn Food, Shelter | \$50,000 General Operating Support |
| Emergency Housing Consortium, Santa Clara Bay Area Community Services | 507 Valley Way Milpitas, CA 95035 | 501(c)(3) | Response to Economic Downturn Food, Shelter | \$30,000 Program and general operating support |
| Feeding America | 1814 Franklin Street, Fourth Floor Oakland, CA 94612 | 501(c)(3) | Response to Economic Downturn Food, Shelter | \$25,000 Program Support |
| Meals on Wheels of San Francisco | 35 East Wacker Drive, Suite 2000 Chicago, IL 60601 | 501(c)(3) | Response to Economic Downturn Food, Shelter | \$25,000 General Operating Support |
| St. Anthony's Padua Dining Room | 1375 Fairfax Avenue San Francisco, CA 94124 | 501(c)(3) | Response to Economic Downturn Food, Shelter | \$25,000 Program Support |
| Boys and Girls Club of the Peninsula | 3500 Middlefield Rd Menlo Park, CA 94025 | 501(c)(3) | Response to Economic Downturn Food, Shelter | \$25,000 General Operating Support |
| Boys and Girls Clubs of San Francisco | 401 Pier Road Menlo Park, CA 94025 | 501(c)(3) | Youth Development | \$50,000 General Operating Support |
| Juma Ventures | 55 Hawthorne Street, Suite 600 San Francisco, CA 94105 | 501(c)(3) | Youth Development | \$50,000 General Operating Support |
| Larkin Street Youth Services | 131 Steuart Street Suite 201 San Francisco, CA 94105 | 501(c)(3) | Youth Development | \$50,000 General Operating Support |
| La Casa De Las Madres | 701 Sutter Street Suite 2 San Francisco, CA 94109 | 501(c)(3) | Youth Development | \$50,000 General Operating Support |
| Opportunity Fund | 1663 Mission Street Ste 225 San Francisco, CA 94103 | 501(c)(3) | Other | \$50,000 General Operating Support |
| San Francisco Child Abuse Prevention Center | 111 West St John Street Suite 800 San Jose, CA 95113 | 501(c)(3) | Other | \$50,000 General Operating Support |
| Tenderloin Neighborhood Development Corp | 1757 Waller Street San Francisco, CA 94117 | 501(c)(3) | Other | \$50,000 General Operating Support |
| Women's Recovery Association | 201 Eddy St San Francisco, CA 94102 | 501(c)(3) | Other | \$50,000 General Operating Support |
| The Roberts Enterprise Development Fund | 1450 Chapin Avenue, 1st Floor Burlingame, CA 94010 | 501(c)(3) | Other | \$33,333 General Operating Support |
| Womens Initiative for Self Employment | 631 Howard Street Suite 320 San Francisco, CA 94110 | 501(c)(3) | Other | \$30,000 General Operating Support |
| | 1398 Valencia Street San Francisco, CA 94110 | | Human Services and Health Total | \$2,803,333 |

| Grantee Legal Name | Grantee Address | Tax Status | General Program Area and Description | Amount Type of Support |
|--|---|------------|--|--|
| UCSF Center for Prevention of Heart and Vascular Disease | 505 Parnassus Avenue San Francisco, CA 94143 | 501c(3) | Unique Opportunities | |
| UCSF Young Adult and Family Center | 401 Parnassus Avenue San Francisco, CA 94143 | 501c(3) | | \$2,000,000 Endowment, General Operating |
| The Hawaii Meth Project | 270 University Avenue Palo Alto, CA 94301 | 501c(3) | | \$2,000,000 Endowment, General Operating |
| Partners in Health | 888 Commonwealth Avenue Boston, MA 02215 | 501c(3) | | \$1,800,000 General Operating Support |
| American Red Cross | 2025 E Street, NW Washington DC 20006 | 501c(3) | | \$100,000 Program Support |
| Catholic Relief Services | 228 W Lexington St Baltimore, MD 21201 | 501c(3) | | \$50,000 Program Support |
| Doctors without Borders | 333 Seventh Avenue New York, NY 10001 | 501c(3) | | \$50,000 Program Support |
| Yale School of Medicine | 157 Church Street New Haven, CT 06510 | 501c(3) | | \$50,000 Program Support |
| Robin Hood Foundation | 826 Broadway, 9th Floor New York, NY 10003 | 501c(3) | | \$1,000,000 Endowment Fund |
| | | | Poverty Prevention and Learning Developments | \$1,000,000 General Operating Support |
| | | | Unique Opportunities Total | <u><u>\$8,050,000</u></u> |
| Four Winds, Inc | P O Box 140 Deer Harbor, WA 98243 | 501c(3) | Other | \$185,000 Capital Campaign |
| San Francisco Society for the Prevention of Cruelty to Animals | 2500 16th Street San Francisco, CA 94103 | 501c(3) | Other | \$100,000 Capital Campaign |
| San Francisco Symphony | 201 Van Ness Ave San Francisco, CA 94102 | 501c(3) | Other | \$50,000 General Operating Support |
| Stanford Schools Corporation | P O Box 20524 Stanford, CA 94309 | 501c(3) | Other | \$50,000 Program Support |
| Golden Gate National Parks Conservancy | Building 201 Fort Mason San Francisco, CA 94123 | 501c(3) | Other | \$25,000 General Operating Support |
| StBlin Music Festival for Mental Health | P O Box 680 Rutherford, CA 94573 | 501c(3) | Other | \$10,000 General Operating Support |
| Breakthrough Collaborative | 545 Sansome Street, Suite 700 San Francisco, CA 94111 | 501c(3) | Other | \$5,000 General Operating Support |
| Summer Search Foundation | 500 Sansome Street, Suite 350 San Francisco, CA 94111 | 501c(3) | Other | \$5,000 Program Support |
| The BASIC Fund | 268 Bush Street, #2717 San Francisco, CA 94104 | 501c(3) | Trustee Grant | \$50,000 Ascend Learning General Operating Support |
| Building Excellent Schools | 205 Rockaway Parkway, 3rd Floor Brooklyn, NY 11212 | 501c(3) | Trustee Grant | \$50,000 Capital Campaign |
| The Urban Assembly New York Harbor School | 400 Irving Ave, 4th Floor Brooklyn, NY 11237 | 501c(3) | Trustee Grant | \$25,000 General Operating Support |
| Johns Hopkins University | 4940 Eastern Avenue, B1 North, Baltimore, MD | 501c(3) | Trustee Grant | \$15,000 General Operating Support |
| Golden Gate National Parks Conservancy | Building 201 Fort Mason San Francisco, CA 94123 | 501c(3) | Other Total | <u><u>\$620,000</u></u> |
| Aragon High School | 900 Alameda de las Pulgas, San Mateo, CA 94402 | 501c(3) | Employee Matching Gift Program | \$50 General Operating Support |
| Aragon High School PTO | 900 Alameda de las Pulgas, San Mateo, CA 94402 | 501c(3) | Employee Matching Gift Program | \$40 General Operating Support |
| Aragon HS Music Boosters | 900 Alameda de las Pulgas, San Mateo, CA 94402 | 501c(3) | Employee Matching Gift Program | \$100 General Operating Support |
| Daly City Partnership | 111 Lake Merced Blvd Daly City, CA 94015 | 501c(3) | Employee Matching Gift Program | \$150 General Operating Support |
| Daly City Youth Health Center | 2780 Juniper Serrano Boulevard, Daly City, CA 94015 | 501c(3) | Employee Matching Gift Program | \$190 General Operating Support |
| Hillview Middle School PTO | 1100 Elder Avenue, Menlo Park, CA 94025 | 501c(3) | Employee Matching Gift Program | \$50 General Operating Support |
| KQED | 2601 Mariposa Street, San Francisco, CA 94110 | 501c(3) | Employee Matching Gift Program | \$500 General Operating Support |
| Pyramid Alternatives | 480 Manor Plaza, Pacifica, CA 94044 | 501c(3) | Employee Matching Gift Program | \$100 General Operating Support |
| Summit School Campaign for Kids | 187-30 Grand Central Pkwy, Jamaica Estates, NY 11432 | 501c(3) | Employee Matching Gift Program | \$50 General Operating Support |
| | | | Employee Matching Gift Program Total | <u><u>\$2,205</u></u> |
| | | | GRAND TOTAL | <u><u>\$17,505,538</u></u> |

| Grantee Legal Name | Grantee Address | Tax Status | General Program Area and Description | Amount Type of Support |
|--|--|--------------------|---|--|
| California Charter School Association High Tech High | 250 E 1st Street, Ste 1000 Los Angeles, CA 90012 2861 Womble Road San Diego, CA 92106 | 501c(3) 501c(3) | Education Public Charter Schools | 450,000 General Operating Support 200,000 General Operating Support |
| National Alliance for Public Charter Schools | 1101 Fifteenth Street, NW, Suite 1010 DC 20005 | 501c(3) | Public Charter Schools | 125,000 General Operating Support |
| KIPP LA Schools (KIPP Empower) | 445 S Figueroa Street, #2580 Los Angeles, CA 90071 | 501c(3) | Public Charter Schools | 6,000 Program Support |
| Thomas B Fordham Institute | 1016-16th St NW, 8th Floor District of Columbia 20036 | 501c(3) | Advocacy and Ideas | 250,000 General Operating Support |
| Stand for Children Leadership Center | 516 SE Morrison St, Suite 420 Portland, Oregon 97214 | 501c(3) | Advocacy and Ideas | 150,000 General Operating Support |
| Ed Voice Institute for Research and Education Education Sector | 1107 9th St , #680 Sacramento, CA 95814 1201 Connecticut Ave , NW, Suite 850 DC 20036 | 501c(3) 501c(3) | Advocacy and Ideas | 125,000 General Operating Support |
| | | | Education Total | <u>1,431,000</u> |
| Singlestop USA Raphael House | 1825 Park Avenue, Suite 503 New York, NY 10035 1065 Sutter Street San Francisco, CA 94109 | 501c(3) 501c(3) | Human Services and Health Response to Economic Downturn Food, Shelter | 100,000 General Operating Support |
| Episcopal Community Services | 165 Eighth Street, 3rd Floor San Francisco, CA 94103 | 501c(3) | Response to Economic Downturn Food, Shelter | 75,000 Program and General Operating Support |
| Second Harvest Food Bank San Joaquin & Stanislaus Counties | 704 E Industrial Park Drive Manteca, CA 95337 750 Curtner Avenue San Jose, CA, CA 95125-2118 | 501c(3) 501c(3) | Response to Economic Downturn Food, Shelter | 50,000 Program Support |
| Second Harvest Food Bank | 7427 W Sunnyview Vista, CA 93291 | 501c(3) | Response to Economic Downturn Food, Shelter | 50,000 Program Support |
| FoodLink of Tulare County | 3403 E Central Avenue Fresno, CA 93725 | 501c(3) | Response to Economic Downturn Food, Shelter | 50,000 Program Support |
| Community Food Bank | 7900 Edgewater Drive Oakland, CA 94621 | 501c(3) | Response to Economic Downturn Food, Shelter | 50,000 Program Support |
| Alameda County Community Food Bank | 3500 Middlefield Rd Menlo Park, CA 94025 | 501c(3) | Response to Economic Downturn Food, Shelter | 25,000 Program Support |
| St Anthony's Padua Dining Room | 4010 Nelsen Avenue Concord, CA 94524 | 501c(3) | Response to Economic Downturn Food, Shelter | 25,000 Program Support |
| Food Bank Contra Costa and Solano County | 900 Pennsylvania Ave San Francisco, CA 94107 | 501c(3) | Response to Economic Downturn Food, Shelter | 20,000 Program Support |
| San Francisco Food Bank | 401 Pierce Road Menlo Park, CA 94025 | 501c(3) | Youth Development | 50,000 General Operating Support |
| Boys and Girls Club-Peninsula | 1663 Mission Street Suite 225 San Francisco, CA 94103 | 501c(3) | Other | 50,000 General Operating Support |
| | | | Human Services and Health Total | <u>670,000</u> |
| UCSF Center for Prevention of Heart and Vascular Disease UCSF - Young Adult and Family Center | UCSF Medical Center, 505 Parnassus SF, CA 94143 401 Parnassus Avenue, San Francisco, CA 94143 | 501c(3) 501c(3) | Unique Opportunities | |
| Hawaii Meth Project | 270 University Avenue Palo Alto, CA 94301 | 501c(3) | | |
| Iraq and Afghanistan Veterans of America | 292 Madison Avenue, 10th Floor NY, NY 10017 | 501c(3) | | |
| | | | Veterans of the Iraq and Afghanistan Wars | <u>500,000</u> |
| | | | Unique Opportunities Total | <u>11,500,000</u> |
| San Francisco Society for the Prevention of Cruelty to Animals | 2500 16th Street San Francisco, CA 94103-4213 | 501c(3) | Other | 200,000 Capital Campaign |
| Philanthropy Roundtable | 1150 17th Street, NW Suite 503 Washington, DC 20036 | 501c(3) | Other | 100,000 General Operating Support |
| St Helena Montessori | 1306 Oak Avenue St Helena, CA 94574 | 501c(3) | Other | 50,000 Capital Campaign |
| The BASIC Fund | 268 Bush Street, #2717 San Francisco, CA 94104 | 501c(3) | Other | 50,000 Program Support |
| Knowledgebeat | 1012 Torney Avenue SF, CA 94129 | 501c(3) | Other | 25,000 General Operating Support |
| Mikey's Way Foundation | 6400 Main Street, Suite 120, Willimsville, NY 14221 | 501c(3) | Other | 20,000 General Operating Support |
| Breakthrough Collaborative | 545 Sansome Street, San Francisco, CA | 501c(3) | Other | 5,000 General Operating Support |
| All Kinds of Minds | 2800 Meridian Parkway, Suite 100 Durham, NC 27713 | 501c(3) | Trustee Grant | 25,000 General Operating Support |
| CAST | 40 Harvard Mills Square Suite 3 Wakefield, MA 01880 | 501c(3) | Trustee Grant | 10,000 General Operating Support |
| John Hopkins University (Scleroderma Ctr) | 4940 Eastern Avenue, B1 North, Baltimore, MD | 501c(3) | Trustee Grant | 25,000 General Operating Support |
| National Center of Family Philanthropy | 1101 Connecticut Avenue, NW, Suite 220 DC 20036 | 501c(3) | Other Total | <u>15,000</u> |
| | | | | <u>525,000</u> |
| | | | GRAND TOTAL | <u>14,126,000</u> |