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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning OCT 1, 2009, and ending SEP 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: **WAYNE AND GLADYS VALLEY FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address): **1939 HARRISON STREET**

Room/suite: _____

City or town, state, and ZIP code: **OAKLAND, CA 94612-3532**

A Employer identification number: **95-3203014**

B Telephone number: **510-466-6060**

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): **\$ 517,724,414**

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

Part I Analysis of Revenue and Expenses		(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		930.		N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		4,611.	4,611.		STATEMENT 1
4 Dividends and interest from securities		11,884,403.	11,884,403.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,497,136.			
b Gross sales price for all assets on line 6a		559937863.			
7 Capital gain net income (from Part IV, line 2)			3,497,136.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		3,721.	0.		STATEMENT 3
12 Total. Add lines 1 through 11		15,390,801.	15,386,150.		
13 Compensation of officers, directors, trustees, etc.		768,146.	384,073.		384,073.
14 Other employee salaries and wages		56,935.	28,468.		28,467.
15 Pension plans, employee benefits		285,950.	142,975.		142,975.
16a Legal fees					
b Accounting fees		50,259.	25,129.		25,130.
c Other professional fees		80,000.	80,000.		0.
17 Interest					
18 Taxes		100,000.	0.		0.
19 Depreciation and depletion		7,613.	0.		
20 Occupancy		107,010.	53,505.		53,505.
21 Travel, conferences, and meetings		9,686.	4,843.		4,843.
22 Printing and publications					
23 Other expenses		873,248.	822,180.		51,068.
24 Total operating and administrative expenses. Add lines 13 through 23		2,338,847.	1,541,173.		690,061.
25 Contributions, gifts, grants paid		37,148,164.			37,148,164.
26 Total expenses and disbursements. Add lines 24 and 25		39,487,011.	1,541,173.		37,838,225.
27 Subtract line 26 from line 12		-24096210.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			13,844,977.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

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

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets

1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	155,650,179.	48,610,445.	48,610,445.
3	Accounts receivable ▶ 197,176.			
	Less allowance for doubtful accounts ▶ 0.	250,367.	197,176.	197,176.
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U S and state government obligations STMT 10	154,115,490.	259,814,065.	266,934,738.
b	Investments - corporate stock STMT 11	125,683,038.	117,373,871.	112,502,396.
c	Investments - corporate bonds STMT 12	76,130,753.	82,686,250.	86,830,977.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other			
14	Land, buildings, and equipment basis ▶ 312,332.			
	Less accumulated depreciation STMT 13 ▶ 275,918.	44,026.	36,414.	36,414.
15	Other assets (describe ▶ STATEMENT 14)	2,154,514.	2,612,268.	2,612,268.
16	Total assets (to be completed by all filers)	514,028,367.	511,330,489.	517,724,414.

Liabilities

17	Accounts payable and accrued expenses	876,205.	1,069,238.	
18	Grants payable	118,948,308.	108,402,713.	
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶ STATEMENT 15)	185,266.	21,261,807.	
23	Total liabilities (add lines 17 through 22)	120,009,779.	130,733,758.	

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	0.	0.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	394,018,588.	380,596,731.	
30	Total net assets or fund balances	394,018,588.	380,596,731.	
31	Total liabilities and net assets/fund balances	514,028,367.	511,330,489.	

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	394,018,588.
2	Enter amount from Part I, line 27a	2	-24,096,210.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	11,066,360.
4	Add lines 1, 2, and 3	4	380,988,738.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	392,007.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	380,596,731.

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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 TEMPORARY INVESTMENTS		P	VARIOUS	VARIOUS
b STOCKS		P	VARIOUS	VARIOUS
c BONDS		P	VARIOUS	VARIOUS
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 377,343,385.		377,343,385.	0.
b 27,228,930.		26,267,299.	961,631.
c 155,365,548.		152,830,043.	2,535,505.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0.
b			961,631.
c			2,535,505.
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	3,497,136.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	36,601,212.	495,712,493.	.073836
2007	45,418,776.	561,305,700.	.080916
2006	55,812,755.	594,178,099.	.093933
2005	42,538,019.	600,853,988.	.070796
2004	23,731,354.	606,280,533.	.039143

2 Total of line 1, column (d)	2	.358624
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	.071725
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	496,460,008.
5 Multiply line 4 by line 3	5	35,608,594.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	138,450.
7 Add lines 5 and 6	7	35,747,044.
8 Enter qualifying distributions from Part XII, line 4	8	37,838,225.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	138,450.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	138,450.
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	138,450.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	295,820.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	295,820.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	157,370.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☒ Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 instructions)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14	The books are in care of ▶ RICHARD KINGSLAND Located at ▶ 1939 HARRISON STREET, OAKLAND, CA	Telephone no ▶ (510) 466-6060 ZIP+4 ▶ 94612-3532	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	▶ 15	N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
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? If "Yes," list the years ▶	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

If "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?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		768,146.	202,236.	5,203.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ELYCE B. CURTIS - 1939 HARRISON STREET #510, OAKLAND, CA 94612	40.00	56,935.	38,285.	1,056.

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
DODGE & COX, INCORPORATED - 555 CALIFORNIA STREET 40TH FLOOR, SAN FRANCISCO, CA 94104-15	INVESTMENT MANAGER	393,770.
KESTREL INVESTMENT MANAGEMENT - 411 BOREL AVENUE SUITE 403, SAN MATEO, CA 94402	INVESTMENT MANAGER	134,310.
CAMBRIDGE ASSOCIATES P.O. BOX 10317, UNIONDALE, NY 11555-0317	INVESTMENT ADVISOR/CONSULTANT	100,936.
HOOVER CAPITAL MANAGEMENT - 600 CALIFORNIA STREET SUITE 550, SAN FRANCISCO, CA 94108	INVESTMENT MANAGER	91,250.
CHASE MANHATTAN BANK P.O. BOX 26040, NEW YORK, NY 10087	CUSTODIAL SERVICES	80,000.
Total number of others receiving over \$50,000 for professional services		1

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	495,340,023.
b	Average of monthly cash balances	1b	8,680,290.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	504,020,313.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	504,020,313.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,560,305.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	496,460,008.
6	Minimum investment return. Enter 5% of line 5	6	24,823,000.

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

1	Minimum investment return from Part X, line 6	1	24,823,000.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	138,450.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	138,450.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24,684,550.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	24,684,550.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	24,684,550.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	37,838,225.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	37,838,225.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	138,450.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	37,699,775.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				24,684,550.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005		0.		
c From 2006		15605249.		
d From 2007		17816215.		
e From 2008		12074901.		
f Total of lines 3a through e	45,496,365.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 37,838,225.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				24,684,550.
e Remaining amount distributed out of corpus	13,153,675.			
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	58,650,040.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			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)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	58,650,040.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006	15605249.			
c Excess from 2007	17816215.			
d Excess from 2008	12074901.			
e Excess from 2009	13153675.			

N/A

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

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 <i>Paid during the year</i> SEE ATTACHED SCHEDULE					
Total					3a 37,148,164.
b <i>Approved for future payment</i> SEE ATTACHED SCHEDULE					
Total					3b 29,802,000.

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
	(a) Business code	(b) Amount	(c) Exclu- sion 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	4,611.	
4 Dividends and interest from securities			14	11,884,403.	
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	3,497,136.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a LEGAL SETTLEMENT			01	3,721.	
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)		0.		15,389,871.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	15,389,871.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | Yes | No |
|----------|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Sign Here	Signature of officer or trustee		Date	Title	
	[Signature]		JAN 27, 2011	CFO	
Paid Preparer's Use Only	Preparer's signature	[Signature]	Date	JAN 17 2011	Check if self-employed ☐
	Firm's name (or yours if self-employed), address and ZIP code	MARCUM LLP 101 MONTGOMERY STREET #1900 SAN FRANCISCO, CA 94104			Preparer's identifying number EIN ☐ Phone no (415) 981-9400

Form **990-PF** (2009)

2009 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction in Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LEXUS ES 330 2005	050105150	DB	15.00	17	34,522.			34,522.	15,635.		1,775.
2	FURNITURE	VARIES200	DB	7.00	17	86,226.			86,226.	86,226.		0.
3	FURNITURE	VARIES200	DB	7.00	17	46,254.			46,254.	46,254.		0.
4	FURNITURE LEASEHOLD	VARIES200	DB	7.00	17	3,117.			3,117.	2,894.		223.
5	IMPROVEMENTS	VARIES200	DB	10.00	17	58,692.			58,692.	58,692.		0.
6	PROPERTY, PLANT, AND EQUIPMENT	VARIES200	DB	5.00	17	2,498.			2,498.	2,498.		0.
7	PROPERTY, PLANT, AND EQUIPMENT	VARIES200	DB	5.00	17	330.			330.	330.		0.
8	PROPERTY, PLANT, AND EQUIPMENT	VARIES200	DB	5.00	17	11,511.			11,511.	11,511.		0.
9	PROPERTY, PLANT, AND EQUIPMENT	VARIES200	DB	5.00	17	1,006.			1,006.	905.		101.
10	PROPERTY, PLANT, AND EQUIPMENT	VARIES200	DB	5.00	17	27,573.			27,573.	2,757.		5,514.
11	WALL HANGINGS/ART WORK	VARIES200	DB	5.00	17	38,828.			38,828.	38,828.		0.
12	WALL HANGINGS/ART WORK	VARIES200	DB	5.00	17	1,775.			1,775.	1,775.		0.
* TOTAL 990-PF PG 1						312,332.		0.	312,332.	268,305.	0.	7,613.
DEPR												

928102
06-24-09

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	4,611.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,611.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	11,884,403.	0.	11,884,403.
TOTAL TO FM 990-PF, PART I, LN 4	11,884,403.	0.	11,884,403.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LEGAL SETTLEMENT	3,721.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,721.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT FEES	42,154.	21,077.		21,077.
TAX PREPARATION FEES	8,105.	4,052.		4,053.
TO FORM 990-PF, PG 1, LN 16B	50,259.	25,129.		25,130.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CUSTODIAL FEES	80,000.	80,000.			0.
TO FORM 990-PF, PG 1, LN 16C	80,000.	80,000.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX PAID 6/15/2010	100,000.	0.			0.
TO FORM 990-PF, PG 1, LN 18	100,000.	0.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGER FEES	771,112.	771,112.			0.
OFFICE EXPENSE	27,290.	13,645.			13,645.
INSURANCE	56,150.	28,075.			28,075.
DUES	12,938.	6,469.			6,469.
AUTOMOBILE EXPENSE	4,886.	2,443.			2,443.
BANK CHARGES	872.	436.			436.
TO FORM 990-PF, PG 1, LN 23	873,248.	822,180.			51,068.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
DECREASE IN GRANTS PAYABLE	10,545,595.
INCREASE IN INTEREST RECEIVABLE	520,753.
INCREASE IN DIVIDENDS RECEIVABLE	12.
TOTAL TO FORM 990-PF, PART III, LINE 3	11,066,360.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
INCREASE IN ACCOUNTS PAYABLE	13,341.
INCREASE IN EXCISE TAX PAYABLE	135,965.
INCREASE IN RETENTION/INCENTIVE	179,692.
DECREASE IN EXCISE TAX RECEIVABLE	62,080.
DECREASE IN ACCOUNTS RECEIVABLE	929.
TOTAL TO FORM 990-PF, PART III, LINE 5	392,007.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	10
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT AND MUNI BONDS	X		259,814,065.	266,934,738.
TOTAL U.S. GOVERNMENT OBLIGATIONS			259,814,065.	266,934,738.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			259,814,065.	266,934,738.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	117,373,871.	112,502,396.
TOTAL TO FORM 990-PF, PART II, LINE 10B	117,373,871.	112,502,396.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	82,686,250.	86,830,977.
TOTAL TO FORM 990-PF, PART II, LINE 10C	82,686,250.	86,830,977.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 13
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEXUS ES 330 2005	34,522.	17,410.	17,112.
FURNITURE	86,226.	86,226.	0.
FURNITURE	46,254.	46,254.	0.
FURNITURE	3,117.	3,117.	0.
LEASEHOLD IMPROVEMENTS	58,692.	58,692.	0.
PROPERTY, PLANT, AND EQUIPMENT	2,498.	2,498.	0.
PROPERTY, PLANT, AND EQUIPMENT	330.	330.	0.
PROPERTY, PLANT, AND EQUIPMENT	11,511.	11,511.	0.
PROPERTY, PLANT, AND EQUIPMENT	1,006.	1,006.	0.
PROPERTY, PLANT, AND EQUIPMENT	27,573.	8,271.	19,302.
WALL HANGINGS/ART WORK	38,828.	38,828.	0.
WALL HANGINGS/ART WORK	1,775.	1,775.	0.
TOTAL TO FM 990-PF, PART II, LN 14	312,332.	275,918.	36,414.

FORM 990-PF	OTHER ASSETS	STATEMENT	14
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	14,561.	14,573.	14,573.
INTEREST RECEIVABLE	1,919,610.	2,440,362.	2,440,362.
OTHER RECEIVABLES	220,343.	157,333.	157,333.
TO FORM 990-PF, PART II, LINE 15	2,154,514.	2,612,268.	2,612,268.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	15
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
FEDERAL EXCISE TAX PAYABLE	28,119.	164,084.	
PAYABLE FOR PURCHASE OF INVESTMENTS	157,147.	21,097,723.	
TOTAL TO FORM 990-PF, PART II, LINE 22	185,266.	21,261,807.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 16
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
TAMARA A. VALLEY 1939 HARRISON STREET #510 OAKLAND, CA 94612	CHAIRWOMAN, PRESIDENT 10.00	37,000.	0.	0.
STEPHEN M. CHANDLER 1939 HARRISON STREET #510 OAKLAND, CA 94612	DIRECTOR 10.00	37,000.	0.	0.
JOHN P. STOCK 1939 HARRISON STREET #510 OAKLAND, CA 94612	DIRECTOR 10.00	37,000.	0.	0.
MICHAEL D. DESLER 1939 HARRISON STREET #510 OAKLAND, CA 94612	EXECUTIVE DIRECTOR 40.00	286,928.	59,423.	3,091.
RICHARD M. KINGSLAND 1939 HARRISON STREET #510 OAKLAND, CA 94612	CFO/VP/SECRETARY 40.00	246,323.	84,620.	1,056.
CAROLYN A. WORTH 1939 HARRISON STREET #510 OAKLAND, CA 94612	ASSISTANT VP 40.00	123,895.	58,193.	1,056.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		768,146.	202,236.	5,203.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 17

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MR. MICHAEL DESLER, EXECUTIVE DIRECTOR
1939 HARRISON STREET, SUITE 510
OAKLAND, CA 94612-3532

TELEPHONE NUMBER

510-466-6060

FORM AND CONTENT OF APPLICATIONS

APPLICATION SHOULD INDICATE THE HISTORY OF THE ORGANIZATION'S EDUCATIONAL, RELIGIOUS, OR CHARITABLE PURPOSE AND INCLUDE THE PRIMARY AND/OR PURPOSE FOR WHICH THE GRANTS WILL BE USED.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE - PRIMARY CONSIDERATION IS GIVEN TO ORGANIZATIONS PRINCIPALLY SERVING THE EAST BAY AREA OF SAN FRANCISCO.

IRS PAID PAYMENT SUMMARY

Fiscal Year equals 2010

At September 30, 2010

Payee, Contact and Project Title	Grant No.	Amount	Date Paid	Check #
A FRIENDLY MANOR Lyons, Maureen 2298 San Pablo Avenue Oakland, CA 94612 <i>Budget support for Christmas 2009 programs for the needy in the East Bay</i>	20100012	\$50,000	12/11/2009	12569
ALAMEDA BOYS & GIRLS CLUB, INC. Phillips, George 2900 Main Street, Suite 100 Alameda, CA 94501 <i>Construction of a new, larger main facility in West Alameda.</i>	20070013	\$1,000,000	01/15/2010	12610
ALAMEDA COUNTY COMMUNITY FOOD BANK Bateson, Suzan P.O. Box 2599 Oakland, CA 94614 <i>Budget support for Christmas 2009 programs for the needy in the East Bay.</i>	20100001	\$100,000	12/11/2009	12557
ALAMEDA COUNTY LIBRARY FOUNDATION Smith, Tiona 2450 Stevenson Blvd. Fremont, CA 94538-2326 <i>Equipping, furnishing and expanding the collection for the new Castro Valley Library</i>	20070048	\$500,000	08/20/2010	12788
ALAMEDA COUNTY MEALS ON WHEELS Houts, Cindy 6955 Foothill Boulevard, Suite 300 Oakland, CA 94605 <i>General operating budget support for fiscal year 2010</i>	20080004	\$50,000	01/08/2010	12600
ALAMEDA COUNTY MEALS ON WHEELS Houts, Cindy 6955 Foothill Boulevard, Suite 300 Oakland, CA 94605 <i>Budget support for Christmas 2009 programs for the needy in the East Bay.</i>	20100003	\$50,000	12/11/2009	12559
ALTERNATIVES IN ACTION Murillo, Patricia 1900 Third Street Alameda, CA 94501 <i>Renovation of a school site in Alameda into a Community Youth Hub.</i>	20080029	\$40,000	05/21/2010	12706
NATIONAL EQUITY PROJECT (formerly BAYCES) Chatmon, LaShawn Route 1720 Broadway, 4th Floor Oakland, CA 94612 <i>Budget support for the "Impact 2012 Initiative" during the FYE 6/30/2011</i>	20100028	\$100,000	07/09/2010	12759

IRS PAID PAYMENT SUMMARY

Fiscal Year equals 2010

At September 30, 2010

Payee, Contact and Project Title	Grant No.	Amount	Date Paid	Check #
BAY AREA RESCUE MISSION Anderson, John M P.O. Box 1112, 2114 MacDonald Avenue Richmond, CA 94802 <i>Budget support for Christmas 2009 programs for the needy in the East Bay.</i>	20100008	\$50,000	12/11/2009	12564
BAY AREA SPORTS HALL OF FAME Martz, Thomas 201 Spear Street, 11th Floor San Francisco, CA 94105 <i>Contribution to the Bay Area Sports Hall of Fame Youth Fund for 2010.</i>	20100041	\$5,000	06/04/2010	12725
BAY AREA TUMOR INSTITUTE Siegel, Barry B. 400 30th Street, Suite 301 Oakland, CA 94609-3305 <i>Budget for Screening and Clinical Trials for women with breast cancer.</i>	20090048	\$50,000	06/11/2010	12733
BELLARMINE COLLEGE PREPARATORY Sheridan, Paul G. 960 West Hedding Street San Jose, CA 95126 <i>Construction of the Humanities Center and the Academic Building.</i>	20070069	\$2,500,000	03/19/2010	12663
BELLARMINE COLLEGE PREPARATORY Sheridan, Paul G. 960 West Hedding Street San Jose, CA 95126 <i>Construction of the Humanities Center and the Academic Building.</i>	20070069	\$2,500,000	06/25/2010	12738
BERKELEY FOOD AND HOUSING PROJECT Light, Terri 2140 Dwight Way Berkeley, CA 94704 <i>Budget support for Christmas 2009 programs for the needy in the East Bay</i>	20100014	\$50,000	12/11/2009	12571
BIOTECH PARTNERS Bellush, Deborah L P.O. Box 2186 Berkeley, CA 94702 <i>Budget support for the High School Biotech Academy and the Community College Bioscience Career Institute for 2009/2010</i>	20090042	\$50,000	11/20/2009	12536
BISHOP O'DOWD HIGH SCHOOL Phelps, Stephen 9500 Stearns Avenue Oakland, CA 94605-4799 <i>The 21st Century Classroom Project</i>	20070042	\$591,500	08/13/2010	12787

IRS PAID PAYMENT SUMMARY

Fiscal Year equals 2010

At September 30, 2010

Payee, Contact and Project Title	Grant No.	Amount	Date Paid	Check #
BOYS & GIRLS CLUBS OF OAKLAND Stanley, Calvester R. P.O. Box 23203 Oakland, CA 94623 <i>General operating budget support for the FYE 12/31/10</i>	20100034	\$75,000	06/25/2010	12739
BUSINESSES UNITED IN INVESTING, LENDING AND DEVELOPMENT Williams-Hurt, Leslie 5 Palo Alto Square, 6th Floor, 3000 El Camino Real Palo Alto, CA 94306 <i>The expansion of the BUILD program into four more schools in Oakland/Emeryville during the 2009/2010 school year.</i>	20080037	\$25,000	11/20/2009	12535
CATHEDRAL CATHOLIC HIGH SCHOOL Benjamin, Eileen 5555 Del Mar Heights Road San Diego, CA 92130 <i>Tuition Assistance for the 2010/2011 school year</i>	20100025	\$100,000	09/02/2010	12807
CATHOLIC CHARITIES OF THE EAST BAY Belette, Solomon 433 Jefferson Street Oakland, CA 94607-3592 <i>Budget support for Christmas 2009 programs for the needy in the East Bay</i>	20100007	\$50,000	12/11/2009	12563
CATHOLIC CHARITIES OF THE EAST BAY Belette, Solomon 433 Jefferson Street Oakland, CA 94607-3592 <i>General operating budget support for the FYE 6/30/10</i>	20100019	\$350,000	01/08/2010	12601
CHABOT COLLEGE FOUNDATION Finberg, Heidi B. 25555 Hesperian Boulevard Hayward, CA 94545 <i>Budget support for operations and curriculum development in the new San Leandro facility</i>	20060068	\$100,000	12/18/2009	12579
CHABOT ELEMENTARY SCHOOL PTA Mayer, Jonathan 6686 Chabot Road Oakland, CA 94618 <i>Renovation of the upper yard playground and garden at Chabot Elementary School.</i>	20100017	\$25,000	08/04/2010	12783
CHRONICLE SEASON OF SHARING FUND Mitchell, Mary-Kay 901 Mission Street San Francisco, CA 94103-2988 <i>Budget support for Christmas 2009 programs for the needy in the East Bay</i>	20100016	\$50,000	12/11/2009	12573

IRS PAID PAYMENT SUMMARY

Fiscal Year equals 2010

At September 30, 2010

Payee, Contact and Project Title	Grant No.	Amount	Date Paid	Check #
DAVIS STREET FAMILY RESOURCE CENTER Johnson, Rose Padilla 3081 Teagarden Street San Leandro, CA 94577 <i>Budget support for Christmas 2009 programs for the needy in the East Bay.</i>	20100015	\$50,000	12/11/2009	12572
DIABETIC YOUTH FOUNDATION Wallin, Mats I 5167 Clayton Road, Suite F Concord, CA 94521 <i>Renovation of Bearskin Meadow Camp.</i>	20070022	\$200,000	06/04/2010	12721
DIOCESE OF OAKLAND-DEPARTMENT OF CATHOLIC SCHOOLS Bray, Barbara 2121 Harrison Street Oakland, CA 94612 <i>Budget support for the needs of six urban schools in Oakland and Richmond during 2009/2010</i>	20090049	\$500,000	10/30/2009	12524
DOMINICAN SISTERS OF MISSION SAN JOSE Jones, Gloria Marie 43326 Mission Boulevard Fremont, CA 94539-5829 <i>Budget support for the development of a comprehensive strategic plan</i>	20100039	\$50,000	06/30/2010	12754
DOWN SYNDROME CONNECTION OF THE BAY AREA LaBelle, Nancy 101-J Town and Country Drive Danville, CA 94526 <i>General operating budget support for the FYE 12/31/10.</i>	20080025	\$25,000	06/30/2010	12751
DOWNTOWN BERKELEY YMCA Kosik, Kevin 2070 Allston Way, Suite 101 Berkeley, CA 94704 <i>Construction of the new Berkeley-Albany YMCA Teen Center</i>	20080036	\$500,000	03/19/2010	12665
FAITH NETWORK OF THE EAST BAY, INC. Roth, Randy 2633 Telegraph Avenue, #409 Oakland, CA 94612 <i>General operating budget support for the FYE 6/30/10</i>	20100024	\$35,000	01/08/2010	12602
FAMILY AID-CATHOLIC EDUCATION Brennan, Krista Rosa 2121 Harrison Street, Suite 100 Oakland, CA 94612 <i>The FACE tuition assistance program for the 2010/2011 school year</i>	20100027	\$200,000	08/04/2010	12782

IRS PAID PAYMENT SUMMARY

Fiscal Year equals 2010

At September 30, 2010

Payee, Contact and Project Title	Grant No.	Amount	Date Paid	Check #
FIRST PLACE FOR YOUTH Pearn, Deanne 519 17th Street, Suite 600 Oakland, CA 94612 <i>Design, build-out and furnishing of First Steps Community Center and the Youth Center</i>	20090033	\$100,000	10/23/2009	12511
FOOD BANK OF CONTRA COSTA AND SOLANO Sly, Larry P.O. Box 6324 Concord, CA 94524-1324 <i>Budget support for programs in Contra Costa and Solano Counties during fiscal year 2010.</i>	20080002	\$20,000	01/08/2010	12599
FOOD BANK OF CONTRA COSTA AND SOLANO Sly, Larry P.O. Box 6324 Concord, CA 94524-1324 <i>Budget support for Christmas 2009 programs for the needy in the East Bay.</i>	20100002	\$100,000	12/11/2009	12558
THE FOUNDATION FOR ACCELERATED VASCULAR RESEARCH (VascularCures) Hitchcock, Wendy 400 Oyster Point Boulevard, Suite 130 San Francisco, CA 94080 <i>Budget support for 2010</i>	19990092	\$500,000	07/06/2010	12749
GOODWILL INDUSTRIES OF THE GREATER EAST BAY, INC. Latchford, John B 1301 Thirtieth Avenue Oakland, CA 94601-2208 <i>Budget support for Christmas 2009 programs for the needy in the East Bay</i>	20100013	\$50,000	12/11/2009	12570
HOSPICE FOUNDATION OF THE EAST BAY Hatton, Cindy 3470 Buskirk Avenue Pleasant Hill, CA 94523 <i>Purchase of 60 computers to record and track information on patients at the Hospice of the East Bay</i>	20090003	\$15,000	02/05/2010	12629
INDEPENDENT INSTITUTE Theroux, David J 100 Swan Way Oakland, CA 94621-1428 <i>Budget support for The Independent Scholarship Fund for 2009/2010</i>	20080032	\$50,000	07/16/2010	12766
INNOCENT JUSTICE FOUNDATION Steele, Heather 132 N. El Camino Real, Suite 483 Encinitas, CA 92024 <i>Purchase of a Cellebrite UFED cell phone forensic device for use by the Newark Police Department</i>	20100026	\$5,569	01/08/2010	12603

IRS PAID PAYMENT SUMMARY

Fiscal Year equals 2010

At September 30, 2010

Payee, Contact and Project Title	Grant No.	Amount	Date Paid	Check #
MARINE TOYS FOR TOTS FOUNDATION Wortman, Melissa c/o Marine Corps Reserve / 3225 Willow Pass Road Concord, CA 94519 <i>Budget support for Christmas 2009 programs for the needy in the East Bay.</i>	20100010	\$25,000	12/11/2009	12567
MARINE TOYS FOR TOTS FOUNDATION Wortman, Melissa c/o Marine Corps Reserve / 3225 Willow Pass Road Concord, CA 94519 <i>Budget support for Christmas 2009 programs for the needy in the East Bay</i>	20100010	\$25,000	12/11/2009	12566
MAYO CLINIC Kumar, Nirja 200 First Street SW Rochester, MN 55905 <i>General operating budget support and capital needs</i>	20100022	\$2,000,000	06/30/2010	12752
MEALS ON WHEELS OF CONTRA COSTA, INC. Kraintz, A. Paul P O. Box 3195 Martinez, CA 94553 <i>Budget support for Christmas 2009 programs for the needy in the East Bay</i>	20100004	\$50,000	12/11/2009	12560
MERCY RETIREMENT AND CARE CENTER Creedon, Patty 3431 Foothill Boulevard Oakland, CA 94601 <i>Installation of a fire sprinkler system in the Retirement Center</i>	20070057	\$150,000	11/06/2009	12530
MILITARY OUTREACH MINISTRY Bell, Faye MCB Camp Pendleton, P.O. Box 9000-906 Oceanside, CA 92051 <i>Budget support for Christmas 2009 ministry programs.</i>	20100011	\$50,000	12/11/2009	12568
MONTESSORI FAMILY SCHOOL Wechsler, Jane 1850 Scenic Avenue Berkeley, CA 94709 <i>Renovation of the new school building in El Cerrito</i>	20090032	\$80,000	01/22/2010	12615
THE NEW TEACHER PROJECT, INC. Etten, Amy L.K. 186 Joralemon Street, Suite 300 Brooklyn, NY 11201 <i>Budget support for the new Oakland Practitioner Teacher Program for 2009-2010.</i>	20090011	\$75,000	02/05/2010	12630

IRS PAID PAYMENT SUMMARY

Fiscal Year equals 2010

At September 30, 2010

Payee, Contact and Project Title	Grant No.	Amount	Date Paid	Check #
NEXT STEP LEARNING CENTER Canning, Cynthia 2222 Curtis Street (at West Grand) Oakland, CA 94607 <i>Final phase of the renovation/expansion of facilities.</i>	20100040	\$100,000	07/09/2010	12760
OAKLAND COMMUNITY ORGANIZATIONS Snyder, Ron 7200 Bancroft Way/ #2 Eastmont Mall (upper level) Oakland, CA 94605-2410 <i>Budget support for the Small Schools Initiative Project during the 2009/2010 school year</i>	20090045	\$40,000	10/16/2009	12508
OAKLAND MUSEUM OF CALIFORNIA FOUNDATION Fogarty, Lori 1000 Oak Street Oakland, CA 94607-4892 <i>Renovation of the Museum's galleries and building</i>	20070059	\$1,875,000	10/02/2009	12487
OAKLAND PUBLIC LIBRARY Walters, Winifred 125 14th Street Oakland, CA 94612-4310 <i>Construction of a new public library in East Oakland</i>	20060072	\$1,000,000	07/16/2010	12765
OAKLAND SCHOOLS FOUNDATION Quigley, Dan C. P.O. Box 20238 Oakland, CA 94620-0238 <i>Budget support for the After-School Collaborative at nine schools in Fruitvale and in East Oakland during the 2009/2010 school year</i>	20090043	\$90,000	10/30/2009	12529
OPERATION ACCESS Aune, Benjamin R. 115 Sansome Street, Suite 1205 San Francisco, CA 94104 <i>Budget support for surgical care to uninsured residents of Alameda & Contra Costa Counties during the three FYE 12/31/2010</i>	20070066	\$30,000	01/15/2010	12611
OREGON STATE UNIVERSITY FOUNDATION Goodwin, Mike 850 S.W. 35th Street Corvallis, OR 97333 <i>Construction of the Linus Pauling Science Center.</i>	20070041	\$3,333,333	09/23/2010	12822
PICKLEBERRY PIE, INC. Swift, P. J. 305 Dickens Way Santa Cruz, CA 95064 <i>Budget support for the "Very Special Concert" series at Oakland Children's Hospital for the 2010 season</i>	20080015	\$8,000	03/19/2010	12664

IRS PAID PAYMENT SUMMARY

Fiscal Year equals 2010

At September 30, 2010

Payee, Contact and Project Title	Grant No.	Amount	Date Paid	Check #
PLAYWORKS Violet, Jill C. 380 Washington Street Oakland, CA 94607 <i>Budget support for the program at schools in Alameda and Contra Costa Counties for the 2009/2010 school year.</i>	20070005	\$50,000	06/30/2010	12750
RICHMOND FRIENDS OF RECREATION Strauss, Elinor P O. Box 70443 Pt. Richmond, CA 94807-0443 <i>Phase II of the rehabilitation of the Richmond Municipal Natatorium (the "Richmond Plunge").</i>	20080013	\$500,000	06/04/2010	12722
SALVATION ARMY - Alameda County Command Summerfield, Al 379 12th Street P.O. Box 510 Oakland, CA 94612 <i>Budget support for Christmas 2009 programs for the needy in the East Bay</i>	20100009	\$50,000	12/11/2009	12565
SAN LEANDRO BOYS & GIRLS CLUB Glotch, Robert P O. Box 234 San Leandro, CA 94577 <i>Budget support for After School Education Services (ASES) during the FYE 6/30/10</i>	20090044	\$75,000	10/16/2009	12507
SAN LEANDRO SCHOLARSHIP FOUNDATION Pennebaker, Chad P.O. Box 1151 San Leandro, CA 94577 <i>Scholarships for the classes graduating in 2010</i>	20080021	\$20,000	04/16/2010	12690
SANTA CLARA UNIVERSITY Engh, Michael E. Office of the President, 500 El Camino Real Santa Clara, CA 95053-0015 <i>Construction of the Harrington Learning Commons, Sobrato Technology Center and the Orradre Library</i>	20040085	\$3,000,000	01/15/2010	12609
SCHOOL OF THE MADELEINE Deehan, Catherine 1225 Milvia Street Berkeley, CA 94709 <i>Upgrade and renovation of the Dominican Hall.</i>	20090034	\$40,000	11/10/2009	12533
SHEA CENTER Butler-Moburg, Dana 26284 Oso Road San Juan Capistrano, CA 92675 <i>General operating budget support for the FYE 12/31/10</i>	20100030	\$250,000	06/30/2010	12753

IRS PAID PAYMENT SUMMARY

Fiscal Year equals 2010

At September 30, 2010

Payee, Contact and Project Title	Grant No.	Amount	Date Paid	Check #
SOCIETY OF ST. VINCENT DE PAUL OF ALAMEDA COUNTY Arca, Philip 9235 San Leandro Street Oakland, CA 94603 <i>Budget support for Christmas 2009 programs for the needy in the East Bay</i>	20100005	\$75,000	12/11/2009	12561
SPECIAL OLYMPICS NORTHERN CALIFORNIA, INC. Kelleher, Koreen 3480 Buskirk Avenue, Suite 340 Pleasant Hill, CA 94523-4343 <i>Budget support for the Special Olympics East Bay Region sports competitions during 2010.</i>	20080017	\$25,000	04/16/2010	12691
ST. ANNE CATHOLIC CHURCH Schmit, Ronald G. Camino Diablo Road / P.O. Box 476 Byron, CA 94514 <i>Construction of Phase I of the Community Complex for eastern Contra Costa County</i>	20060065	\$1,000,000	04/16/2010	12689
ST. ELIZABETH ELEMENTARY SCHOOL Hennessy, Rose Marie 1516 33rd Avenue Oakland, CA 94601 <i>Tuition assistance during the 2009/2010 school year</i>	20090050	\$50,000	10/23/2009	12512
ST. ELIZABETH HIGH SCHOOL Brock, Mary Liam 1530 Thirty Fourth Avenue Oakland, CA 94601-3024 <i>Tuition Assistance for the 2009/2010 school year</i>	20070075	\$200,000	10/02/2009	12488
ST. JOSEPH NOTRE DAME HIGH SCHOOL Chiu, Simon 1011 Chestnut Street Alameda, CA 94501 <i>Conversion of 19 classrooms into "Smart" Classrooms and the renovation of facilities</i>	20100029	\$200,000	08/04/2010	12780
ST. MARY'S CENTER Johnson, Carol 925 Brockhurst Street Oakland, CA 94608 <i>Budget support for Christmas 2009 programs for the needy in the East Bay</i>	20100006	\$50,000	12/11/2009	12562
SAINT PATRICK SCHOOL Stevens, Kelly 907 Seventh Street Rodeo, CA 94572 <i>Construction of a sixth grade classroom and a Science Lab for the Junior High Area.</i>	20090028	\$195,000	10/30/2009	12522

IRS PAID PAYMENT SUMMARY

Fiscal Year equals 2010

At September 30, 2010

Payee, Contact and Project Title	Grant No.	Amount	Date Paid	Check #
ST. VINCENT DE PAUL SOCIETY Noe, James 2210 Gladstone Drive Pittsburg, CA 94565 <i>Renovation of space in the Pittsburg Thrift Store to be used as a Free Dining Room and Community Center</i>	20100035	\$50,000	08/13/2010	12786
TEACH FOR AMERICA, INC. Bobel, Emily 101 New Montgomery Street, 5th Floor San Francisco, CA 94105 <i>Budget support for East Bay operations during the 2010/11 school year</i>	20090041	\$450,000	09/23/2010	12824
TEXAS TECH UNIVERSITY FOUNDATION McInnes, Allen T. Texas Tech University Office of the Dean Box 42101 Lubbock, TX 79409-2101 <i>Construction, furnishing and equipping of a new building for the Rawls College of Business</i>	20060001-a	\$250,000	02/19/2010	12642
TEXAS TECH UNIVERSITY FOUNDATION Duhan, Dale F College of Business Administration / Center for International Business Programs Lubbock, TX 79409-2101 <i>Additional support for the construction, furnishing and equipping of a new building for the Rawls College of Business</i>	20060001-b	\$150,000	02/19/2010	12642
UC DAVIS CANCER CENTER deVere White, Ralph W. Development Office, 4900 Broadway, Suite 1150 Sacramento, CA 95820 <i>Construction of Phase I of the Cancer Center expansion project</i>	20050050	\$1,666,667	07/09/2010	12758
UNIVERSITY OF CALIFORNIA - BERKELEY Biddy, Scott Office of the Chancellor - University Relations / 2080 Addison Street #4200 Berkeley, CA 94720-4200 <i>Construction of Li Ka Shing Center for Biomedical and Health Sciences</i>	20000108	\$3,571,428	02/12/2010	12634
UNIVERSITY OF MASSACHUSETTS MEDICAL SCHOOL Flotte, Terence Office of the Dean, 55 Lake Avenue North, Room S1-340 Worcester, MA 01655-0002 <i>Interior improvements and budget support for the new Clinical Facility for Innovative Research and Education (CFIRE)</i>	20090009	\$3,750,000	06/04/2010	12723

IRS PAID PAYMENT SUMMARY

Fiscal Year equals 2010

At September 30, 2010

Payee, Contact and Project Title	Grant No.	Amount	Date Paid	Check #
UNIVERSITY OF MASSACHUSETTS MEDICAL SCHOOL Flotte, Terence Office of the Dean, 55 Lake Avenue North, Room S1-340 Worcester, MA 01655-0002 <i>Interior improvements and budget support for the new Clinical Facility for Innovative Research and Education (CFIRE)</i>	20090009	\$1,666,667	09/23/2010	12823
WEST COUNTY ADULT DAY CARE/ALZHEIMERS RESPITE CENTER Price-Janke, Deborah 1015 Nevin Avenue, Suite 108 Richmond, CA 94801 <i>General operating budget support for the FYE 12/31/2010.</i>	20100020	\$20,000	02/12/2010	12638

Grand Total **\$37,148,164**
(82 items)

GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTS

Grants approved in Fiscal 2010

	Approved YTD	Amount Paid YTD	Ending Balance
A FRIENDLY MANOR 2298 San Pablo Avenue Oakland <i>Budget support for Christmas 2009 programs for the needy in the East Bay</i>	\$50,000	\$50,000	\$0
ALAMEDA COUNTY COMMUNITY FOOD BANK P.O. Box 2599 Oakland <i>Budget support for Christmas 2009 programs for the needy in the East Bay.</i>	\$100,000	\$100,000	\$0
ALAMEDA COUNTY MEALS ON WHEELS 6955 Foothill Boulevard, Suite 300 Oakland <i>Budget support for Christmas 2009 programs for the needy in the East Bay.</i>	\$50,000	\$50,000	\$0
ALTA BATES SUMMIT MEDICAL CENTER 350 Hawthorne Avenue Oakland <i>Construction of the new Patient Care Pavilion.</i>	\$10,000,000	\$0	\$10,000,000
NATIONAL EQUITY PROJECT (formerly BAYCES) 1720 Broadway, 4th Floor Oakland <i>Budget support for the "Impact 2012 Initiative" during the FYE 6/30/2011</i>	\$100,000	\$100,000	\$0
BAY AREA RESCUE MISSION P O. Box 1112, 2114 MacDonald Avenue Richmond <i>Budget support for Christmas 2009 programs for the needy in the East Bay</i>	\$50,000	\$50,000	\$0
BAY AREA SPORTS HALL OF FAME 201 Spear Street, 11th Floor San Francisco <i>Contribution to the Bay Area Sports Hall of Fame Youth Fund for 2010.</i>	\$5,000	\$5,000	\$0
BERKELEY FOOD AND HOUSING PROJECT 2140 Dwight Way Berkeley <i>Budget support for Christmas 2009 programs for the needy in the East Bay.</i>	\$50,000	\$50,000	\$0
BOYS & GIRLS CLUBS OF OAKLAND P O Box 23203 Oakland <i>General operating budget support for the FYE 12/31/10</i>	\$75,000	\$75,000	\$0

GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTS

Grants approved in Fiscal 2010

	Approved YTD	Amount Paid YTD	Ending Balance
CATHEDRAL CATHOLIC HIGH SCHOOL 5555 Del Mar Heights Road San Diego <i>Tuition Assistance for the 2010/2011 school year</i>	\$100,000	\$100,000	\$0
CATHOLIC CHARITIES OF THE EAST BAY 433 Jefferson Street Oakland <i>General operating budget support for the FYE 6/30/10.</i>	\$350,000	\$350,000	\$0
CATHOLIC CHARITIES OF THE EAST BAY 433 Jefferson Street Oakland <i>Budget support for Christmas 2009 programs for the needy in the East Bay</i>	\$50,000	\$50,000	\$0
CHABOT ELEMENTARY SCHOOL PTA 6686 Chabot Road Oakland <i>Renovation of the upper yard playground and garden at Chabot Elementary School</i>	\$25,000	\$25,000	\$0
CHRONICLE SEASON OF SHARING FUND 901 Mission Street San Francisco <i>Budget support for Christmas 2009 programs for the needy in the East Bay</i>	\$50,000	\$50,000	\$0
CREEK MIDDLE SCHOOL YOUTH CENTER P.O. Box 3325 Walnut Creek <i>Purchase of the currently leased modular building at the Foothill campus</i>	\$30,000	\$0	\$30,000
DAVIS STREET FAMILY RESOURCE CENTER 3081 Teagarden Street San Leandro <i>Budget support for Christmas 2009 programs for the needy in the East Bay</i>	\$50,000	\$50,000	\$0
DIOCESE OF OAKLAND-DEPARTMENT OF CATHOLIC SCHOOLS 2121 Harrison Street Oakland <i>Budget support for the needs of six urban schools in Oakland and Richmond during 2010/2011</i>	\$400,000	\$0	\$400,000
DOMINICAN SISTERS OF MISSION SAN JOSE 43326 Mission Boulevard Fremont <i>Budget support for the development of a comprehensive strategic plan.</i>	\$50,000	\$50,000	\$0

GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTS

Grants approved in Fiscal 2010

	Approved YTD	Amount Paid YTD	Ending Balance
EDEN MEDICAL CENTER FOUNDATION	\$3,000,000	\$0	\$3,000,000
20103 Lake Chabot Road Castro Valley <i>Purchase of equipment for the new hospital in Castro Valley</i>			
FAITH NETWORK OF THE EAST BAY, INC.	\$35,000	\$35,000	\$0
2633 Telegraph Avenue, #409 Oakland <i>General operating budget support for the FYE 6/30/10</i>			
FAMILY AID-CATHOLIC EDUCATION	\$200,000	\$200,000	\$0
2121 Harrison Street, Suite 100 Oakland <i>The FACE tuition assistance program for the 2010/2011 school year</i>			
FOOD BANK OF CONTRA COSTA AND SOLANO	\$100,000	\$100,000	\$0
P.O. Box 6324 Concord <i>Budget support for Christmas 2009 programs for the needy in the East Bay.</i>			
GOODWILL INDUSTRIES OF THE GREATER EAST BAY, INC.	\$50,000	\$50,000	\$0
1301 Thirtieth Avenue Oakland <i>Budget support for Christmas 2009 programs for the needy in the East Bay</i>			
HARBOR HOUSE MINISTRIES	\$25,000	\$0	\$25,000
1811 11 th Avenue Oakland <i>General operating budget support for the FYE 12/31/10.</i>			
HOPE 4 THE HEART	\$100,000	\$0	\$100,000
22035 Meekland Avenue Hayward <i>Construction of a new food storage warehouse</i>			
INNOCENT JUSTICE FOUNDATION	\$5,569	\$5,569	\$0
132 N. El Camino Real, Suite 483 Encinitas <i>Purchase of a Cellebrite UFED cell phone forensic device for use by the Newark Police Department.</i>			
LIFELONG MEDICAL CARE	\$200,000	\$0	\$200,000
P O Box 11247 Berkeley <i>Renovation & expansion of the West Berkeley Family Practice Clinic</i>			

GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTS

Grants approved in Fiscal 2010

	Approved YTD	Amount Paid YTD	Ending Balance
LINDSAY WILDLIFE MUSEUM	\$750,000	\$0	\$750,000
1931 First Avenue Walnut Creek <i>Upgrade of the museum (the Wonders Never Cease Campaign)</i>			
LIONS BLIND CENTER OF DIABLO VALLEY	\$25,000	\$0	\$25,000
175 Alvarado Avenue Pittsburg <i>Roof replacement</i>			
MARINE TOYS FOR TOTS FOUNDATION	\$50,000	\$50,000	\$0
c/o Marine Corps Reserve / 3225 Willow Pass Road Concord <i>Budget support for Christmas 2009 programs for the needy in the East Bay.</i>			
MAYO CLINIC	\$2,000,000	\$2,000,000	\$0
200 First Street SW Rochester <i>General operating budget support and capital needs</i>			
MEALS ON WHEELS OF CONTRA COSTA, INC.	\$50,000	\$50,000	\$0
P.O. Box 3195 Martinez <i>Budget support for Christmas 2009 programs for the needy in the East Bay.</i>			
MILITARY OUTREACH MINISTRY	\$50,000	\$50,000	\$0
MCB Camp Pendleton, P.O. Box 9000-906 Oceanside <i>Budget support for Christmas 2009 ministry programs</i>			
NEXT STEP LEARNING CENTER	\$100,000	\$100,000	\$0
2222 Curtis Street (at West Grand) Oakland <i>Final phase of the renovation/expansion of facilities</i>			
OAKWOOD SCHOOLS EDUCATION FOUNDATION	\$100,000	\$0	\$100,000
40 Rubicon Rd. Dayton, OH <i>Contribution in memory of Sarah Adele Worth to support the needs of Oakwood High School</i>			
OREGON STATE UNIVERSITY FOUNDATION	\$1,000,000	\$0	\$1,000,000
850 S.W. 35th Street Corvallis <i>Construction of a track, field turf infield/recreational field and grass recreational field/hammer throw to reinstate the Track & Field and Cross Country programs</i>			

GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTS

Grants approved in Fiscal 2010

	Approved YTD	Amount Paid YTD	Ending Balance
OUR LADY OF GUADALUPE PARISH	\$400,000	\$0	\$400,000
41933 Blacow Road Fremont <i>Renovation of the former St. Leonard church as a multiple-purpose facility.</i>			
RES SUCCESS	\$100,000	\$0	\$100,000
706 Main Street Martinez <i>Purchase, renovate and furnish a new program site in Hercules</i>			
ST. CATHERINE OF SIENA PARISH	\$725,000	\$0	\$725,000
1125 Ferry Street Martinez <i>The Parish Activity Center Expansion (PACE) project</i>			
ST. ELIZABETH HIGH SCHOOL	\$400,000	\$0	\$400,000
1530 Thirty Fourth Avenue Oakland <i>Tuition Assistance for the 2010/2011 school year</i>			
ST. JOSEPH NOTRE DAME HIGH SCHOOL	\$400,000	\$200,000	\$200,000
1011 Chestnut Street Alameda <i>Conversion of 19 classrooms into "Smart" Classrooms and renovation of facilities.</i>			
ST. MARY'S CENTER	\$50,000	\$50,000	\$0
925 Brockhurst Street Oakland <i>Budget support for Christmas 2009 programs for the needy in the East Bay.</i>			
ST. MARY'S COLLEGE	\$12,000,000	\$0	\$12,000,000
P.O. Box 3005 Moraga <i>Construction of a new Library and Learning Commons</i>			
ST. VINCENT DE PAUL SOCIETY	\$50,000	\$50,000	\$0
2210 Gladstone Drive Pittsburg <i>Renovation of space in Pittsburg to be used as a Free Dining Room and Community Center</i>			
SALESIAN HIGH SCHOOL	\$25,000	\$0	\$25,000
2851 Salesian Avenue Richmond <i>Purchase of an updated, mobile computer system for the Art Department</i>			

GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTS

Grants approved in Fiscal 2010

	Approved YTD	Amount Paid YTD	Ending Balance
SALVATION ARMY - Alameda County Command	\$50,000	\$50,000	\$0
379 12th Street Oakland <i>Budget support for Christmas 2009 programs for the needy in the East Bay.</i>			
SALVATION ARMY - Alameda County Command	\$25,000	\$0	\$25,000
379 12th Street Oakland <i>Renovation of the Booth Memorial Child Day Care Center in Oakland</i>			
SAMUEL MERRITT UNIVERSITY	\$172,000	\$0	\$172,000
450 30th Street, Suite 2840 Oakland <i>Renovation and expansion of the John A. Graziano Memorial Library</i>			
SAN LEANDRO BOYS & GIRLS CLUB	\$75,000	\$0	\$75,000
P.O. Box 234 San Leandro <i>Budget support for After School Education Services (ASES) during the FYE 6/30/11</i>			
SCHOOL OF ST. LEO THE GREAT	\$50,000	\$0	\$50,000
4238 Howe Street Oakland <i>Purchase of new computers and related equipment for the Technology Center and classrooms</i>			
SHEA CENTER	\$250,000	\$250,000	\$0
26284 Oso Road San Juan Capistrano <i>General operating budget support for the FYE 12/31/10</i>			
SOCIETY OF ST. VINCENT DE PAUL OF ALAMEDA COUNTY	\$75,000	\$75,000	\$0
9235 San Leandro Street Oakland <i>Budget support for Christmas 2009 programs for the needy in the East Bay</i>			
WEST COUNTY ADULT DAY CARE/ALZHEIMERS RESPITE CENTER	\$20,000	\$20,000	\$0
1015 Nevin Avenue, Suite 108 Richmond <i>General operating budget support for the FYE 12/31/2010</i>			
GRAND TOTAL	\$34,292,569	\$4,490,569	\$29,802,000

As of: 30-Sep-2010

Institutional Accounting

Account: P 21186 WAYNE AND GLADYS VALLEY FOUNDATION DODGE & COX [FINAL]

Base Currency: USD

Security Holdings

Security ID	Security Description	Quantity	Unit Cost	Market Price	Cost	Market Value	Unrealized Gain/Loss Market	Unrealized Gain/Loss Currency	Unrealized Gain/Loss Total	Income Receivable
<i>Long</i>										
USD 1.000000										
FIXED INCOME										
FIXED INCOME - ASSET BACK										
12189PAF9	BURLINGTON NORTHERN SANTA FE CORP 7 57% ASSET BKD SEMI-ANN 7 570% 01/02/2021	3,711,758 00	119 3933	121 9626	4,431,588 87	4,526,956 19	95,367 32	0 00	95,367 32	69,464 52
20986NAA3	CONSOLIDATED RAIL CORPORATION PASS THROUGH TRUST SEMI-ANN 6 760% 05/25/2015	408,851 28	103 3633	110 2419	422,602 05	450,725 22	28,123 17	0 00	28,123 17	9,673 42
83162CDK6	SMALL BUSINESS ADMIN GTD DEV CTF DEB SER 1991-20 I SEMI-ANN 8 600% 09/01/2011	22,253 01	100 8641	103 4060	22,445 30	23,010 95	565 65	0 00	565 65	159 48
83162CJA2	SMALL BUSINESS ADMIN GTD DEV CTF DEB SER 1998-20 B SEMI-ANN 6 150% 02/01/2018	21,527 77	102 3957	109 2810	22,043 50	23,525 76	1,482 26	0 00	1,482 26	220 66
83162CKD4	SMALL BUSINESS ADMIN GTD DEV CTF DEB SER 1999-20 H SEMI-ANN 7 300% 08/01/2019	10,182 24	104 5718	111 0940	10,647 75	11,311 86	664 11	0 00	664 11	123 88
83162CLN1	SMALL BUSINESS ADMIN GTD DEV CTF DEB SER 2001-20 F SEMI-ANN 6 440% 06/01/2021	1,613,021 71	104 0924	109 6250	1,679,033 34	1,768,275 05	89,241 71	0 00	89,241 71	34,626 20
83162CLQ4	SMALL BUSINESS ADMIN GTD DEV CTF DEB SER 2001-20 G SEMI-ANN 6 625% 07/01/2021	1,773,061 13	104 6208	110 0630	1,854,991 44	1,951,484 27	96,492 83	0 00	96,492 83	29,366 32
83162CEK5	SMALL BUSINESS ADMIN GTD DEV PARTN CTF DEB SER SEMI-ANN 7 250% 01/01/2013	64,893 77	101 6578	102 5630	66,766 24	66,351 87	585 63	0 00	585 63	1,172 57
83162CDA8	SMALL BUSINESS ADMIN GTD DEV PARTN CTF DEB SER SEMI-ANN 8 800% 04/01/2011	11,681 11	100 5315	101 0310	11,743 20	11,801 54	58 34	0 00	58 34	513 97
83162CDB6	SMALL BUSINESS ADMIN GTD DEV PARTN CTF DEB SER SEMI-ANN 8 800% 05/01/2011	13,452 00	100 5702	101 6250	13,528 70	13,670 60	141 90	0 00	141 90	493 24
83162CDC4	SMALL BUSINESS ADMIN GTD DEV PARTN CTF DEB SER SEMI-ANN 8 950% 06/01/2011	18,363 51	100 6448	102 8440	18,481 91	18,885 77	403 86	0 00	403 86	547 84
83162CDE0	SMALL BUSINESS ADMIN GTD DEV PARTN CTF DEB SER SEMI-ANN 9 150% 07/01/2011	2,037 52	100 7362	102 2498	2,052 52	2,083 36	30 84	0 00	30 84	46 61
83162CDR1	U.S. SMALL BUSINESS ADMINISTRATION 92-20A 20-A SEMI-ANN 7 600% 01/01/2012	52,139 45	101 0072	102 2190	52,664 59	53,296 42	631 83	0 00	631 83	990 65
83162CEP4	U.S. SMALL BUSINESS ADMINISTRATION 93-20D 20-D SEMI-ANN 6 750% 04/01/2013	83,392 64	100 3536	102 0000	83,687 51	85,060 49	1,372 98	0 00	1,372 98	2,814 50
83162CGC1	U.S. SMALL BUSINESS ADMINISTRATION 95-20G 20-G SEMI-ANN 6 900% 07/01/2015	221,889 69	101 5316	105 0630	225,085 07	232,913 84	7,828 77	0 00	7,828 77	3,824 15
83162CGU1	U.S. SMALL BUSINESS ADMINISTRATION 96-20F 20-F SEMI-ANN 7 550% 06/01/2016	180,581 06	101 7881	105 4690	183,809 94	190,457 04	6,647 10	0 00	6,647 10	4,544 62
907833AG2	UNION PACIFIC RAILROAD COMPANY 98-C 1998-C 6 330% SEMI-ANN 6 330% 01/02/2020	680,707 74	108 4156	113 3730	737,993 07	771,738 58	33,745 51	0 00	33,745 51	10,652 51
907833AE7	UNION PACIFIC RAILROAD COMPANY PASS-THROUGH TRUST SEMI-ANN 6 700% 02/23/2019	2,931,401 38	101 9636	118 3809	2,988,962 16	3,470,217 89	481,255 73	0 00	481,255 73	20,731 52
Total FIXED INCOME - ASSET BACK					12,827,127 16	13,671,766 70	844,639 54	0 00	844,639 54	189,966 66
FIXED INCOME - CMO/REMIC										
83162CHN6	U.S. SMALL BUSINESS ADMINISTRATION 97-20F 20-F SEMI-ANN 7 200% 06/01/2017	13,474 82	103 9100	110 2190	14,001 68	14,851 81	850 13	0 00	850 13	323 40
911750MX1	USVA VENDEE MTG TR 1999-2 2-A 15(MAY)/2029 FLT	199,847 95	103 2838	119 9688	206,410 61	239,755 09	33,344 48	0 00	33,344 48	1,382 91

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Institutional Accounting

Security Holdings

Account: P 21186 WAYNE AND GLADYS VALLEY FOUNDATION DODGE & COX [FINAL]

Base Currency USD

Security ID	Security Description	Quantity	Unit Cost	Market Price	Cost	Market Value	Unrealized Gain/Loss Market	Unrealized Gain/Loss Currency	Unrealized Gain/Loss Total	Income Receivable
MONTHLY FLOATING 05/15/2029										
Total FIXED INCOME - CMO/REMIC										
FIXED INCOME - CORPORATE BONDS										
00206RAQ5	AT&T INC 4 85% SRN 15/FEB/2014 USD2000 SEMI-ANN 4 850% 02/15/2014	6,504,000 00	107 4970	110 7410	6,991,603 92	7,202,594 64	210,990 72	0 00	210,990 72	40,306 73
06050BAA9	BANK OF AMERICA CORP 3 125% BDS 15/JUN/2012 SEMI-ANN 3 125% 06/15/2012	3,760,000 00	99 9754	104 1990	3,759,074 84	3,917,882 40	158,807 56	0 00	158,807 56	34,597 22
06051GDW6	BANK OF AMERICA CORP 4 9% MTN 01/MAY/2013 USD1000 SEMI-ANN 4 900% 05/01/2013	2,360,000 00	99 8576	106 7870	2,356,638 21	2,520,173 20	163,534 99	0 00	163,534 99	48,183 33
06051GDY2	BANK OF AMERICA CORP 7 375% BDS 15/MAY/2014 SEMI-ANN 7 375% 05/15/2014	5,820,000 00	109 5221	114 9350	6,374,189 01	6,689,217 00	315,027 99	0 00	315,027 99	162,151 67
06406HBQ1	BANK OF NEW YORK MELLON 2 95% 18/JUN/2015 SEMI-ANN 2 950% 06/18/2015	3,605,000 00	100 1659	105 1620	3,610,980 18	3,791,090 10	180,109 92	0 00	180,109 92	30,427 20
172967EY3	CITIGROUP INC 6 375% BDS 12/AUG/2014 USD1000 SEMI-ANN 6 375% 08/12/2014	6,890,000 00	105 5021	111 0480	7,269,095 69	7,651,207 20	382,111 51	0 00	382,111 51	59,785 10
20825CAT1	CONOCOPHILLIPS 4 6% BDS 15/JAN/2015 USD1000 SEMI-ANN, 4 600% 01/15/2015	4,500,000 00	106 7594	112 3100	4,804,173 34	5,053,950 00	249,776 66	0 00	249,776 66	43,700 00
126410LN7	CSX TRANSPORTATION INC 8 375% GTD NTS 15/OCT/2014 SEMI-ANN 8 375% 10/15/2014	2,625,797 20	103 4542	119 3590	2,716,498 22	3,134,125 28	417,627 06	0 00	417,627 06	101,403 18
36962G4C5	GENERAL ELEC CAP CORP 5 90% 13/MAY/2014 SEMI-ANN 5 900% 05/13/2014	4,000,000 00	108 7658	113 2600	4,350,632 07	4,530,400 00	179,767 93	0 00	179,767 93	90,466 67
36962G4L5	GENERAL ELECTRIC CAPITAL CORP 3 5% MTN 29/JUN/2015 SEMI-ANN 3 500% 06/29/2015	2,650,000 00	99 8669	104 6230	2,646,471 58	2,772,509 50	126,037 92	0 00	126,037 92	23,980 42
428236AT0	HEWLETT-PACKARD CO 6 125% BDS 01/MAR/2014 USD1000 SEMI-ANN 6 125% 03/01/2014	3,150,000 00	99 7140	115 5820	3,140,990 42	3,640,203 00	499,212 58	0 00	499,212 58	16,078 13
459200GN5	INTERNATIONAL BUS MACH CORP 6 5% BDS 15/OCT/2013 SEMI-ANN 6 500% 10/15/2013	2,675,000 00	113 7966	116 2430	3,044,058 70	3,109,500 25	65,441 55	0 00	65,441 55	80,175 69
481247AA2	JPMORGAN CHASE & CO 3 125% SNR NTS 01/DEC/2011 SEMI-ANN 3 125% 12/01/2011	3,675,000 00	99 9760	103 0900	3,674,116 68	3,788,557 50	114,440 82	0 00	114,440 82	38,281 25
46625HHB9	JPMORGAN CHASE & CO 4 75% NTS 01/MAY/2013 USD1000 SEMI-ANN 4 750% 05/01/2013	3,380,000 00	102 0295	108 4540	3,448,598 53	3,665,745 20	217,146 67	0 00	217,146 67	66,895 83
58013MDM3	MCDONALD'S CORP 6% NTS 15/APR/2011 USD1000 SEMI-ANN 6 000% 04/15/2011	4,387,000 00	100 4555	102 8910	4,406,983 18	4,513,828 17	106,844 99	0 00	106,844 99	121,373 67
792860AH1	TRAVELERS COMPANIES INC 5 5% NTS 01/DEC/2015 SEMI-ANN 5 500% 12/01/2015	1,575,000 00	110 9164	114 0870	1,746,934 00	1,796,870 25	49,936 25	0 00	49,936 25	28,875 00
94973VAG2	WELLPPOINT INC 5% NTS 15/DEC/2014 USD2000 SEMI-ANN 5 000% 12/15/2014	4,260,000 00	106 8087	111 1150	4,550,050 06	4,733,499 00	183,448 94	0 00	183,448 94	62,716 67
94974AA44	WELLS FARGO & CO 3 00% BDS 09/DEC/2011 USD1000 SEMI-ANN 3 000% 12/09/2011	3,770,000 00	99 9539	103 0010	3,768,261 83	3,883,137 70	114,875 87	0 00	114,875 87	35,186 67
949746NY3	WELLS FARGO COMPANY 4 375% 31/JAN/2013 SEMI-ANN 4 375% 01/31/2013	4,675,000 00	102 0221	106 7210	4,769,533 73	4,989,206 75	219,673 02	0 00	219,673 02	34,656 68
963024AE0	WYETH 5 50% 01/FEB/2014 SEMI-ANN 5 500% 02/01/2014	4,800,000 00	109 5285	113 4850	5,257,365 82	5,447,280 00	189,914 38	0 00	189,914 38	44,000 00
Total FIXED INCOME - CORPORATE BONDS										
FIXED INCOME - GOVERNMENT BONDS										
912828KF6	UNITED STATES OF AMER TREAS NOTES 1 875% TB	15,000,000 00	100 6727	103 6640	15,100,904 73	15,549,600 00	448,695 27	0 00	448,695 27	24,084 94

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Account: P 21186 WAYNE AND GLADYS VALLEY FOUNDATION DODGE & COX [FINAL]												
Base Currency USD												
Security ID	Security Description	Quantity	Unit Cost	Market Price	Cost	Market Value	Unrealized Gain/Loss Market	Unrealized Gain/Loss Currency	Unrealized Gain/Loss Total	Income Receivable		
912828AJ9	SEMI-ANN 1 875% 02/28/2014 UNITED STATES OF AMER TREAS NOTES 4 375% SEMI-ANN 4 375% 08/15/2012	7,500,000 00	106 8177	107 4880	8,011,329 79	8,061,600 00	50,270 21	0 00	50,270 21	41,907 27		
912828LW8	UNITED STATES TREAS NTS 1 000% 30/SEP/2011 SEMI-ANN 1 000% 09/30/2011	13,650,000 00	100 4922	100 6990	13,717,189 02	13,745,413 50	28,224 48	0 00	28,224 48	375 00		
912828LZ1	UNITED STATES TREAS NTS 2 125% 30/NOV/2014 SEMI-ANN 2 125% 11/30/2014	21,000,000 00	100 2677	104 5160	21,056,226 95	21,948,360 00	892,133 05	0 00	892,133 05	149,969 26		
912828MR8	UNITED STATES TREAS NTS 2 375% 28/FEB/2015 SEMI-ANN 2 375% 02/28/2015	27,225,000 00	104 0471	105 4840	28,326,821 03	28,718,019 00	391,197 97	0 00	391,197 97	14,694 49		
912828JK7	UNITED STATES TREAS NTS 3 125% 31/AUG/2013 SEMI-ANN 3 125% 08/31/2013	16,000,000 00	102 6722	107 2500	16,427,558 09	17,160,000 00	732,441 91	0 00	732,441 91	42,817 68		
912828JT8	US TREAS NTS 2% 30/NOV/2013 SEMI-ANN 2 000% 11/30/2013	22,000,000 00	101 6970	104 0940	22,373,337 38	22,900,680 00	527,342 62	0 00	527,342 62	147,868 85		
Total FIXED INCOME - GOVERNMENT BONDS					125,013,366 99	128,083,672 50	3,070,305 51	0 00	3,070,305 51	421,717 49		
FIXED INCOME - MORTGAGE BACKED SECURITIES												
31371LZJ1	FANNIE MAE MONTHLY 4 000% 01/01/2015	1,492,885 82	98 0135	103 5030	1,463,229 81	1,545,181 61	81,951 80	0 00	81,951 80	4,976 29		
31335PDY8	FED HOME LN MTG CORP PARTN CTFS GOLD POOL #G80119 MONTHLY 7 480% 06/25/2022	396,770 45	97 8586	112 2290	388,273 98	445,291 51	57,017 53	0 00	57,017 53	2,473 20		
31402CZG0	FED NATL MORT ASSOC POOL# 725343 6 5% MONTHLY 6 500% 03/01/2019	339,150 01	103 6081	105 9250	351,387 03	359,244 65	7,857 62	0 00	7,857 62	1,837 06		
31283KR67	FEDERAL HOME LN MTG CORP GOLD POOL # G11409 DTD MONTHLY 6 000% 05/01/2017	963,616 21	101 5980	108 3710	979,014 35	1,044,280 52	65,266 17	0 00	65,266 17	4,818 08		
31283KYG7	FEDERAL HOME LN MTG CORP PARTN CTFS POOL NUMBER MONTHLY 6 000% 09/01/2018	982,943 44	101 6659	108 3710	999,317 96	1,065,225 64	65,907 68	0 00	65,907 68	4,914 72		
31283KSF6	FEDERAL HOME LN MTG CORP POOL #G11418 6 50% DUE MONTHLY 6 500% 07/01/2017	53,883 46	102 3086	108 2290	55,127 40	58,317 53	3,190 13	0 00	3,190 13	291 87		
31287PC84	FEDERAL HOME LOAN MORTGAGE CORP 6 5% MBPT MONTHLY 6 500% 10/01/2026	1,915,902 12	110 0296	109 3560	2,108,060 12	2,095,153 92	(12,906 20)	0 00	(12,906 20)	10,377 80		
31288MCX5	FEDERAL HOME LOAN MORTGAGE CORP 6 5% MTG BDS MONTHLY 6 500% 11/01/2014	941,881 84	102 3901	103 3530	964,393 72	973,463 14	9,069 42	0 00	9,069 42	5,101 86		
31402QZB0	FEDERAL NATIONAL MORTGAGE ASSOC 6 5% MBPT MONTHLY 6 500% 12/01/2019	1,187,281 77	103 3793	108 2170	1,227,404 15	1,284,840 71	57,436 56	0 00	57,436 56	6,431 11		
31402DDA5	FEDERAL NATL MTG ASSN POOL #725597 MONTHLY 6 000% 10/01/2018	1,603,516 05	102 1255	108 1950	1,637,598 37	1,734,924 19	97,325 82	0 00	97,325 82	8,017 58		
31283H6D2	FHLMC GOLD PC 6 5% MBPT 01/DEC/2031 USD1000 MONTHLY 6 500% 12/01/2031	271,673 31	101 8480	111 0340	276,693 73	301,649 74	24,956 01	0 00	24,956 01	1,471 56		
31347NBM7	FHLMC MORTPASS 8% 01/MAY/2019 53 PN# 530944 MONTHLY 8 000% 05/01/2019	916 42	101 7950	100 7071	932 87	922 90	(9 97)	0 00	(9 97)	12 45		
3128NCTP9	FHLMC MORTPASS ARM 01/JUN/2035 1G PN# 1G0558 MONTHLY FLOATING 06/01/2035	1,724,931 04	99 0456	104 3700	1,708,469 01	1,800,310 53	91,841 52	0 00	91,841 52	3,273 06		
3128JRL61	FHLMC MORTPASS ARM 01/MAR/2035 84 PN# 847549 MONTHLY FLOATING 03/01/2035	2,126,463 67	97 6459	105 1340	2,076,403 58	2,235,636 31	159,232 73	0 00	159,232 73	5,078 70		
3128S4C54	FHLMC MORTPASS ARM 01/MAR/2036 1Q PN# 1Q0092 MONTHLY FLOATING 03/01/2036	1,521,836 74	101 7875	104 7670	1,549,039 24	1,594,382 70	45,343 46	0 00	45,343 46	13,945 20		
3128JRPZ8	FHLMC MORTPASS ARM 01/NOV/2035 84 PN# 847992 MONTHLY FLOATING 11/01/2035	1,403,314 51	100 7692	103 3320	1,414,108 88	1,450,072 95	35,964 07	0 00	35,964 07	9,335 81		
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As of: 30-Sep-2010

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Account: P 21186 WAYNE AND GLADYS VALLEY FOUNDATION DODGE & COX [FINAL]

Base Currency USD

Security Holdings

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3128JUEY1	FHLMC MORTPASS ARM 01/SEP/2033 1B PN# 1B1150 MONTHLY FLOATING 09/01/2033	818,895.91	99.8603	104.8900	817,752.29	858,939.92	41,187.63	-0.00	41,187.63	4,508.75
31335HHS5	FHLMCGLD MORTPASS 6.5% 01/DEC/2018 C9 PN# C90241 MONTHLY 6.500% 12/01/2018	540,130.32	102.4638	109.7290	553,437.93	592,679.60	39,241.67	0.00	39,241.67	2,925.71
31283JNW7	FHLMCGLD MORTPASS 6.5% 01/NOV/2010 G1 PN# G10405 MONTHLY 6.500% 11/01/2010	277.38	100.0180	99.9712	277.43	277.30	(0.13)	0.00	(0.13)	1.50
31283KUJ9	FHLMCGLD MORTPASS 6% 01/APR/2018 G1 PN# G11484 MONTHLY 6.000% 04/01/2018	1,409,304.78	101.6466	108.3710	1,432,510.41	1,527,277.68	94,767.27	0.00	94,767.27	7,046.52
3128MBER4	FHLMCGLD MORTPASS 6% 01/APR/2022 G1 PN# G12644 MONTHLY 6.000% 04/01/2022	5,243,676.64	108.8973	108.5580	5,710,222.31	5,692,430.49	(17,791.82)	0.00	(17,791.82)	26,218.38
3128MCFM2	FHLMCGLD MORTPASS 6% 01/DEC/2023 G1 PN# G13572 MONTHLY 6.000% 12/01/2023	1,618,888.04	108.7209	108.5580	1,760,069.37	1,757,432.48	(2,636.89)	0.00	(2,636.89)	8,094.44
31294KJ7	FHLMCGLD MORTPASS 6% 01/JUL/2017 E0 PN# E01172 MONTHLY 6.000% 07/01/2017	1,817,349.14	102.5956	109.0940	1,864,519.84	1,982,618.87	118,099.03	0.00	118,099.03	9,086.75
3128M1RQ4	FHLMCGLD MORTPASS 6% 01/OCT/2021 G1 PN# G12395 MONTHLY 6.000% 10/01/2021	1,084,937.24	101.8650	108.3630	1,103,001.34	1,175,670.54	72,669.20	0.00	72,669.20	5,424.69
31283KPL6	FHLMCGLD MORTPASS 6% 01/SEP/2017 G1 PN# G11327 MONTHLY 6.000% 09/01/2017	834,256.35	102.0539	108.5110	851,390.92	905,259.91	53,868.99	0.00	53,868.99	4,171.28
3128PLTE2	FHLMCGLD MORTPASS 6% 01/SEP/2023 J0 PN# J08649 MONTHLY 6.000% 09/01/2023	702,928.82	108.5819	108.5570	763,253.30	763,078.44	(174.86)	0.00	(174.86)	3,514.64
31294JO35	FHLMCGLD MORTPASS 7% 01/FEB/2012 E0 PN# E00474 MONTHLY 7.000% 02/01/2012	22,338.31	100.0122	104.0240	22,341.03	23,237.20	896.17	0.00	896.17	130.31
3128F3RS4	FHLMCGLD MORTPASS 8.5% 01/JAN/2023 D6 PN# D64097 MONTHLY 8.500% 01/01/2023	919.50	102.4111	100.9233	941.67	927.99	(13.68)	0.00	(13.68)	6.51
31283KST6	FHLMCGOLD POOL#G11430 MONTHLY 6.500% 12/01/2017	465,549.10	102.6332	108.2290	477,808.00	503,859.14	26,051.14	0.00	26,051.14	2,521.72
31385HYS5	FNMA MORTPASS 5.413% 01/JAN/2012 XY PN# 545321 MONTHLY 5.387% 01/01/2012	2,734,408.88	100.9890	103.2030	2,761,453.02	2,821,992.00	60,538.98	0.00	60,538.98	12,275.22
31416CBS4	FNMA MORTPASS 5.5% 01/JUN/2020 CI PN# 995649 MONTHLY 5.500% 06/01/2020	7,842,684.59	107.6327	108.2530	8,441,291.76	8,489,941.35	48,649.59	0.00	48,649.59	35,945.64
31418MQ70	FNMA MORTPASS 5.5% 01/JUN/2020 CI PN# AD0477 MONTHLY 5.500% 06/01/2020	4,782,616.20	106.9512	108.4410	5,115,066.75	5,186,316.83	71,250.08	0.00	71,250.08	21,920.32
31402QS66	FNMA MORTPASS 5.5% 01/MAY/2018 CI PN# 735357 MONTHLY 5.500% 05/01/2018	2,096,004.04	100.6066	108.7700	2,108,718.58	2,279,823.59	171,105.01	0.00	171,105.01	9,606.69
31418MHG0	FNMA MORTPASS 5.5% 01/MAY/2021 CI PN# AD0230 MONTHLY 5.500% 05/01/2021	8,199,447.50	105.1328	108.0660	8,620,305.87	8,860,814.94	240,509.07	0.00	240,509.07	37,580.80
31416AMAS	FNMA MORTPASS 5.5% 01/NOV/2023 CI PN# 994153 MONTHLY 5.500% 11/01/2023	4,186,086.02	108.0243	108.2250	4,521,988.79	4,530,391.60	8,402.81	0.00	8,402.81	19,186.23
31385H2U5	FNMA MORTPASS 5.885% 01/JAN/2012 XY PN# 545387 MONTHLY 5.885% 01/01/2012	895,424.52	101.4405	104.2680	908,323.10	933,641.24	25,318.14	0.00	25,318.14	4,391.31
31394WJN1	FNMA MORTPASS 6.004% 01/MAY/2011 XY PN# 535869 MONTHLY 6.004% 05/01/2011	886,069.62	100.4689	100.2890	890,224.67	888,630.36	(1,594.31)	0.00	(1,594.31)	4,433.30
31384WE48	FNMA MORTPASS 6.26% 01/MAR/2011 XY PN# 535755 MONTHLY 6.260% 03/01/2011	819,264.76	100.4108	99.9500	822,629.99	818,855.13	(3,774.86)	0.00	(3,774.86)	4,273.83
31384WC81	FNMA MORTPASS 6.370% 01/FEB/2011 XY PN# 535695 MONTHLY 6.370% 02/01/2011	482,070.96	100.6223	99.9510	485,070.94	481,834.75	(3,236.19)	0.00	(3,236.19)	2,558.99
31403DAR0	FNMA MORTPASS 6.5% 01/FEB/2026 CT PN# 745316 MONTHLY 6.500% 02/01/2026	12,177,166.84	111.5039	109.3170	13,578,010.28	13,311,713.47	(266,296.81)	0.00	(266,296.81)	65,959.65

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3142RQJ1	FNMA MORTPASS 6.5% 01/JUN/2033 CL PN# 735857 MONTHLY 6.500% 06/01/2033	1,757,471.71	102.7978	111.7680	1,806,642.24	1,964,290.98	157,648.74	0.00	157,648.74	9,519.64
31385XNP8	FNMA MORTPASS 6.5% 01/MAY/2033 CL PN# 555798 MONTHLY 6.500% 05/01/2033	1,829,670.68	102.0852	111.7680	1,867,823.06	2,044,986.33	177,163.27	0.00	177,163.27	9,910.72
31384VNG3	FNMA MORTPASS 6.5% 01/NOV/2013 CI PN# 535091 MONTHLY 6.500% 11/01/2013	136,631.12	101.5022	108.2170	138,683.60	147,858.10	9,174.50	0.00	9,174.50	740.09
31400FCY1	FNMA MORTPASS 6.5% 01/NOV/2032 GO PN# 685987 MONTHLY 6.500% 11/01/2032	163,026.44	104.1775	111.8310	169,836.91	182,314.10	12,477.19	0.00	12,477.19	883.06
31412UJR2	FNMA MORTPASS 6% 01/APR/2024 CI PN# 935072 MONTHLY 6.000% 04/01/2024	795,942.25	108.5028	108.0070	863,619.75	859,673.35	(3,946.40)	0.00	(3,946.40)	3,979.71
31371NYX7	FNMA MORTPASS 6% 01/AUG/2028 CT PN# 257326 MONTHLY 6.000% 08/01/2028	5,099,686.02	108.4471	107.7860	5,530,462.12	5,496,747.57	(33,714.55)	0.00	(33,714.55)	25,498.43
31403C4X6	FNMA MORTPASS 6% 01/DEC/2020 CI PN# 745238 MONTHLY 6.000% 12/01/2020	1,529,786.77	100.8265	108.1950	1,542,429.76	1,655,152.80	112,723.04	0.00	112,723.04	7,648.93
31385HRK0	FNMA MORTPASS 6% 01/JUL/2016 CI PN# 545090 MONTHLY 6.000% 07/01/2016	52,957.23	102.1302	108.1950	54,085.34	57,297.07	3,211.73	0.00	3,211.73	264.79
31371NXY6	FNMA MORTPASS 6% 01/JUL/2028 CT PN# 257295 MONTHLY 6.000% 07/01/2028	6,092,333.60	108.4466	107.7860	6,606,926.14	6,566,682.69	(40,243.45)	0.00	(40,243.45)	30,461.67
31416BUD8	FNMA MORTPASS 6% 01/NOV/2022 CI PN# 985280 MONTHLY 6.000% 11/01/2022	6,041,265.48	102.8568	108.4140	6,213,854.59	6,549,577.56	335,722.97	0.00	335,722.97	30,206.33
31410FT70	FNMA MORTPASS 6% 01/OCT/2016 CN PN# 888074 MONTHLY 6.000% 10/01/2016	3,007,189.28	100.9784	106.6890	3,036,612.77	3,208,340.17	171,727.40	0.00	171,727.40	15,035.95
31385WSR1	FNMA MORTPASS 6% 01/OCT/2017 CI PN# 555028 MONTHLY 6.000% 10/01/2017	78,129.48	102.8276	108.3820	80,338.63	84,678.29	4,339.66	0.00	4,339.66	390.65
31413Q5R5	FNMA MORTPASS 6% 01/SEP/2022 CI PN# 952756 MONTHLY 6.000% 09/01/2022	1,253,166.72	108.5689	108.7630	1,360,549.56	1,362,981.72	2,432.16	0.00	2,432.16	6,265.83
31384V6K3	FNMA MORTPASS 7.5% 01/NOV/2013 CI PN# 535574 MONTHLY 7.500% 11/01/2013	203,016.67	102.0510	105.4340	207,180.58	214,048.60	6,868.02	0.00	6,868.02	1,268.85
31404LB58	FNMA MORTPASS 7% 01/MAR/2034 GO PN# 771460 MONTHLY 7.000% 03/01/2034	672,012.30	105.1127	110.5620	706,370.40	742,990.24	36,619.84	0.00	36,619.84	3,920.07
31402RYC7	FNMA MORTPASS 7% 01/NOV/2033 GO PN# 736107 MONTHLY 7.000% 11/01/2033	810,058.40	104.9845	110.4700	850,435.93	894,871.51	44,435.58	0.00	44,435.58	4,725.34
31360JTC1	FNMA MORTPASS 7% 01/OCT/2015 GL PN# 007747 MONTHLY 7.000% 10/01/2015	98,958.95	99.7004	102.8650	98,662.50	101,794.12	3,131.62	0.00	3,131.62	577.26
31405FD58	FNMA MORTPASS 7% 01/OCT/2032 GO PN# 787724 MONTHLY 7.000% 10/01/2032	175,779.66	104.2244	109.8790	183,205.23	193,144.93	9,939.70	0.00	9,939.70	1,025.38
31385JET1	FNMA MORTPASS 7% 01/SEP/2026 CL PN# 545646 MONTHLY 7.000% 09/01/2026	124,999.08	102.9662	112.8580	128,706.83	141,071.46	12,364.63	0.00	12,364.63	729.16
31402QW56	FNMA MORTPASS ARM 01/DEC/2034 LB PN# 735168 MONTHLY FLOATING 12/01/2034	2,355,153.72	97.9221	104.9320	2,306,216.75	2,471,309.90	165,093.15	0.00	165,093.15	5,556.20
31409UTH8	FNMA MORTPASS ARM 01/MAR/2036 LB PN# 879052 MONTHLY FLOATING 03/01/2036	313,332.72	99.0390	104.6970	310,321.71	328,049.96	17,728.25	0.00	17,728.25	1,167.16
31410F7D1	FNMA MORTPASS ARM 01/MAY/2036 WS PN# 888392 MONTHLY FLOATING 05/01/2036	1,163,054.39	99.8767	104.3480	1,161,619.90	1,213,623.99	52,004.09	0.00	52,004.09	3,430.04
31385WTY5	FNMA PASS THRU CTF POOL NO 555067 MONTHLY 6.500% 11/01/2017	274,439.24	102.5645	108.2170	281,477.19	296,989.91	15,512.72	0.00	15,512.72	1,486.55
31385WYK9	FNMA PASS THRU CTF POOL NO 555214 MONTHLY 5.500% 01/01/2018	932,965.40	99.9507	108.4410	932,505.72	1,011,717.01	79,211.29	0.00	79,211.29	4,276.09

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Institutional Accounting Security Holdings

Account: P 21186 WAYNE AND GLADYS VALLEY FOUNDATION DODGE & COX [FINAL]

Base Currency: USD

Security ID	Security Description	Quantity	Unit Cost	Market Price	Cost	Market Value	Unrealized Gain/Loss Market	Unrealized Gain/Loss Currency	Unrealized Gain/Loss Total	Income Receivable
36225A6F2	GNMA 1 MORTPASS 8% 15/MAY/2012 JP PNH# 780870 MONTHLY 8.000% 05/15/2012	24,090.27	100.5460	99.4060	24,221.80	23,947.17	(274.63)	0.00	(274.63)	160.60
Total FIXED INCOME - MORTGAGE BACKED SECURITIES										
FIXED INCOME - MUNICIPAL BONDS										
13063A5F7	CALIFORNIA ST VAR PURP- BUILD AMER BNDS (DIRECT SEMI-ANN FLOATING 04/01/2039)	2,100,000.00	102.2189	107.5050	2,146,596.63	2,257,605.00	111,008.37	0.00	111,008.37	59,325.01
13063A5B6	CALIFORNIA STATE 5.25% BDS 01/APR/2014 USD5000 SEMI-ANN 5.250% 04/01/2014	2,325,000.00	100.3746	106.5120	2,333,709.57	2,476,404.00	142,694.43	0.00	142,694.43	61,031.25
Total FIXED INCOME - MUNICIPAL BONDS										
Total FIXED INCOME										
Total USD										
Total Long										
Total P 21186										

As of: 30-Sep-2010

Institutional Accounting Security Holdings

Account: P 21187 WAYNE AND GLADYS VALLEY FOUNDATION BZW INVESTORS [FINAL]

Base Currency: USD

Security ID	Security Description	Quantity	Unit Cost	Market Price	Cost	Market Value	Unrealized Gain/Loss Market	Unrealized Gain/Loss Currency	Unrealized Gain/Loss Total	Income Receivable
<i>Long</i>										
USD 1.000000										
EQUITIES										
COMMON STOCK										
067985951	BARCLAYS GLOBAL INVESTORS CASH	5.02	1.0000	1.0000	5.02	5.02	0.00	0.00	0.00	0.00
Total COMMON STOCK										
Total EQUITIES										
INVESTMENT COMPANIES										
INVESTMENT COMPANIES - COMMINGLED FUNDS										
09098E987	BZW EQUITY INDEX FUND B	572,080.34	184.8595	171.7253	105,754,459.16	98,240,685.75	(7,513,773.41)	0.00	(7,513,773.41)	0.00
Total INVESTMENT COMPANIES - COMMINGLED FUNDS										
Total INVESTMENT COMPANIES										
Total USD										
Total Long										
Total P 21187										

As of: 30-Sep-2010

Institutional Accounting

Account: P 21189 WAYNE AND GLADYS VALLEY FOUNDATION KESTREL INVESTMENT MANAGEMENT [FINAL]

Base Currency USD

Security Holdings

Security ID	Security Description	Quantity	Unit Cost	Market Price	Cost	Market Value	Unrealized Gain/Loss Market	Unrealized Gain/Loss Currency	Unrealized Gain/Loss Total	Income Receivable
<i>Long</i>										
USD 1.000000										
EQUITIES										
COMMON STOCK										
004446100	ACETO CORP COM STK USD0 01	24,800.00	6 1102	6 7900	151,533 68	168,392 00	16,858 32	0 00	16,858 32	0 00
03232P405	AMSURG CORP COM STK NPV	17,200.00	20 7281	17 4800	356,523 75	300,656 00	(55,867 75)	0 00	(55,867 75)	0 00
109641100	BRINKER INTERNATIONAL COM STK USD0 10	24,600.00	16 0191	18 8600	394,070 65	463,956 00	69,885 35	0 00	69,885 35	0 00
11133T103	BROADRIDGE FINANCIAL SOL COM STK NPV	23,900.00	19 2839	22 8700	460,885 91	546,593 00	85,707 09	0 00	85,707 09	3,585 00
26873N108	EMS TECHNOLOGIES INC COM STK USD0 10	9,700.00	16 3555	18 6300	158,648 27	180,711 00	22,062 73	0 00	22,062 73	0 00
30214U102	EXPONENT INC COM STK USD0 001	7,600.00	25 9873	33 5900	197,503 37	255,284 00	57,780 63	0 00	57,780 63	0 00
306137100	FALCONSTOR SOFTWARE COM USD0 001	33,600.00	3 9179	3 0600	131,640 99	102,816 00	(28,824 99)	0 00	(28,824 99)	0 00
31847R102	FIRST AMERICAN FINANCIAL CORP USD0 00001	28,000.00	14 1905	14 9400	397,334 64	418,320 00	20,985 36	0 00	20,985 36	1,680 00
320841109	FIRST MERCURY FINL CORP COM STK USD0 01	9,600.00	13 5395	10 0800	129,979 24	96,768 00	(33,211 24)	0 00	(33,211 24)	0 00
302491303	FMC CORP COM STK USD0 10	11,700.00	31 9409	68 4100	373,708 54	800,397 00	426,688 46	0 00	426,688 46	1,462 50
350060109	FOSTER(L B) & CO CLASS A USD0 01	7,800.00	36 0189	28 9400	280,947 19	225,732 00	(55,215 19)	0 00	(55,215 19)	0 00
405024100	HAEMONETICS CORP COM STK USD0 01	7,100.00	54 6224	58 5300	387,818 77	415,563 00	27,744 23	0 00	27,744 23	0 00
404132102	HCC INSURANCE HLDG COM STK USD1	18,100.00	25 0103	26 0900	452,685 52	472,229 00	19,543 48	0 00	19,543 48	2,624 50
426281101	HENRY JACK & ASSOCIATES INC COM STK USD0 01	17,700.00	19 7710	25 5000	349,946 85	451,350 00	101,403 15	0 00	101,403 15	0 00
427398102	HERLEY INDUSTRIES INC COM STK USD0 10	10,700.00	12 4851	16 5000	133,590 95	176,550 00	42,959 05	0 00	42,959 05	0 00
45769N105	INNOVATIVE SOLUTIONS & SUPPORT COM STK USD0 001	9,500.00	13 9598	4 8900	132,618 18	46,455 00	(86,163 18)	0 00	(86,163 18)	0 00
477839104	JOHN BEAN TECHNOLOGIES CORP USD0 01	24,800.00	12 6751	16 1100	314,342 18	399,528 00	85,185 82	0 00	85,185 82	0 00
481165108	JOY GLOBAL INC COM STK USD1	13,600.00	18 9520	70 3200	257,747 20	966,352 00	698,604 80	0 00	698,604 80	0 00
53219L109	LIFEPOINT HOSPITALS INC COM STK USD0 01	16,800.00	31 5787	35 0600	530,522 63	589,008 00	58,485 37	0 00	58,485 37	0 00
559079207	MAGELLAN HEALTH SERVICES INC	12,400.00	30 0858	47 2400	373,063 83	585,776 00	212,712 17	0 00	212,712 17	0 00
577128101	MATTHEWS INTL CORP CLASS A COM STK USD1	8,300.00	31 3874	35 3600	260,515 52	293,488 00	32,972 48	0 00	32,972 48	0 00
631158102	NASH FINCH CO COM STK USD1 66 2/3	7,700.00	35 4546	42 5400	273,000 59	327,558 00	54,557 41	0 00	54,557 41	0 00
638904102	NAVIGATORS GROUP INC COM STK USD0 10	1,200.00	42 2036	44 6300	50,644 26	53,556 00	2,911 74	0 00	2,911 74	0 00
67020Q107	NTELOS HOLDINGS CORP COM STK USD0 01	15,000.00	17 6708	16 9200	265,062 12	253,800 00	(11,262 12)	0 00	(11,262 12)	4,200 00
685564106	ORBITAL SCIENCES COM STK USD0 01	21,900.00	15 8810	15 3000	347,793 45	335,070 00	(12,723 45)	0 00	(12,723 45)	0 00
69325Q105	PC-TEL INC COM STK USD0 001	14,000.00	4 8757	6 1400	68,260 17	85,960 00	17,699 83	0 00	17,699 83	0 00
74835Y101	QUESTCORP PHARMACEUTICAL INC COM STK NPV	35,500.00	5 0190	9 9200	178,173 00	352,160 00	173,987 00	0 00	173,987 00	0 00
750438103	RADIOSHACK CORP COM STK USD1	20,500.00	19 3523	21 3300	396,722 25	437,265 00	40,542 75	0 00	40,542 75	0 00
826919102	SILICON LABORATORIES COM STK USD0 0001	12,400.00	23 3487	36 6500	289,523 94	454,460 00	164,936 06	0 00	164,936 06	0 00
830879102	SKYWEST INC COM STK NPV	23,000.00	11 8891	13 9600	273,450 31	321,080 00	47,629 69	0 00	47,629 69	920 00
847615101	SPECTRUM CONTROL INC COM STK NPV	19,100.00	6 8057	14 7200	129,988 49	281,152 00	151,163 51	0 00	151,163 51	0 00
852891100	STANCORP FINANCIAL GROUP COM STK NPV	9,600.00	45 3911	38 0000	435,754 73	364,800 00	(70,954 73)	0 00	(70,954 73)	0 00
87162G105	SYNOVIS LIFE TECHNOLOGIES INC COM	10,500.00	14 0509	14 9500	147,534 26	156,975 00	9,440 74	0 00	9,440 74	0 00
878237106	TECH DATA CORP COM STK USD0 0015	10,200.00	40 6932	40 3000	415,070 92	411,060 00	(4,010 92)	0 00	(4,010 92)	0 00

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Institutional Accounting Security Holdings

Account: P 21189 WAYNE AND GLADYS VALLEY FOUNDATION KESTREL INVESTMENT MANAGEMENT [FINAL]

Base Currency: USD

Security ID	Security Description	Quantity	Unit Cost	Market Price	Cost	Market Value	Unrealized Gain/Loss Market	Unrealized Gain/Loss Currency	Unrealized Gain/Loss Total	Income Receivable
879360105	TELEDYNE TECHNOLOGIES INC COM STK USD0 01	10,900.00	34.4880	39.8200	375,919.60	434,038.00	58,118.40	0.00	58,118.40	0.00
913377107	UNIVERSAL AMERICAN CORP COM STK NPV	18,300.00	15.6238	14.7500	285,915.28	269,925.00	(15,990.28)	0.00	(15,990.28)	0.00
91851C201	VAALCO ENERGY COM STK USD0 10	36,600.00	4.8649	5.7400	178,056.55	210,084.00	32,027.45	0.00	32,027.45	0.00
92231M109	VASCULAR SOLUTIONS INC COM STK USD0 01	13,600.00	11.0398	11.4800	150,141.66	156,128.00	5,986.34	0.00	5,986.34	0.00
928708106	VOLTERRA SEMICONDUCTOR CORP COM STK USD0 001	11,900.00	11.1594	21.5200	132,797.18	256,088.00	123,290.82	0.00	123,290.82	0.00
947684106	WEBSense INC COM STK USD0 01	18,500.00	23.2598	17.7400	430,306.74	328,190.00	(102,116.74)	0.00	(102,116.74)	0.00
981419104	WORLD ACCEPTANCE CORP COM STK NPV	10,500.00	27.9011	44.1600	292,961.60	463,680.00	170,718.40	0.00	170,718.40	0.00
989448108	ZEP INC COM STK USD0 01	20,800.00	13.3029	17.4400	276,701.26	362,752.00	86,050.74	0.00	86,050.74	0.00
Total COMMON STOCK										
Total EQUITIES										
Total USD										
Total Long										
Total P 21189										

Security Holdings

As of: 30-Sep-2010

Institutional Accounting

Security Holdings

End of Report