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

2010

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

For calendar year 2010, or tax year beginning OCT 1, 2010, and ending SEP 30, 2011

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

Name of foundation WAYNE AND GLADYS VALLEY FOUNDATION		A Employer identification number 95-3203014
Number and street (or P.O. box number if mail is not delivered to street address) 1939 HARRISON STREET	Room/suite 510	B Telephone number 510-466-6060
City or town, state, and ZIP code OAKLAND, CA 94612-3532		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 506,478,375.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		2,618.	2,618.		STATEMENT 1
4 Dividends and interest from securities		13,661,663.	13,661,663.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,071,434.			
b Gross sales price for all assets on line 6a		411952152.			
7 Capital gain net income (from Part IV, line 2)			6,071,434.		
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		12.	0.		STATEMENT 3
12 Total. Add lines 1 through 11		19,735,727.	19,735,715.		
13 Compensation of officers, directors, trustees, etc		784,901.	392,451.		392,450.
14 Other employee salaries and wages		58,360.	29,180.		29,180.
15 Pension plans, employee benefits		295,255.	147,627.		147,628.
16a Legal fees					
b Accounting fees		47,350.	23,675.		23,675.
c Other professional fees		46,967.	23,484.		23,483.
17 Interest					
18 Taxes		100,000.	0.		0.
19 Depreciation and depletion		7,290.	0.		
20 Occupancy		108,686.	54,343.		54,343.
21 Travel, conferences, and meetings		6,671.	3,335.		3,336.
22 Printing and publications					
23 Other expenses		973,764.	922,632.		51,132.
24 Total operating and administrative expenses. Add lines 13 through 23		2,429,244.	1,596,727.		725,227.
25 Contributions, gifts, grants paid		40,897,055.			40,897,055.
26 Total expenses and disbursements. Add lines 24 and 25		43,326,299.	1,596,727.		41,622,282.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-23590572.			
b Net investment income (if negative, enter -0-)			18,138,988.		
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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing		1.	1.
	2	Savings and temporary cash investments	48,610,445.	66,974,231.	66,974,231.
	3	Accounts receivable ▶ 570,369.			
		Less: allowance for doubtful accounts ▶	197,176.	570,369.	570,369.
	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	259,814,065.	211,341,377.	216,341,521.
	b	Investments - corporate stock STMT 11	117,373,871.	83,958,740.	78,160,953.
	c	Investments - corporate bonds STMT 12	82,686,250.	139,157,232.	141,733,116.
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 ▶ 283,208.	36,414.	29,124.	29,124.	
15	Other assets (describe ▶ STATEMENT 14)	2,612,268.	2,669,060.	2,669,060.	
16	Total assets (to be completed by all filers)	511,330,489.	504,700,134.	506,478,375.	
Liabilities	17	Accounts payable and accrued expenses	1,069,238.	1,250,714.	
	18	Grants payable	108,402,713.	78,573,619.	
	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)	21,261,807.	38,074,114.	
	23	Total liabilities (add lines 17 through 22)	130,733,758.	117,898,447.	
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	380,596,731.	386,801,687.	
30	Total net assets or fund balances	380,596,731.	386,801,687.		
31	Total liabilities and net assets/fund balances	511,330,489.	504,700,134.		

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	380,596,731.
2	Enter amount from Part I, line 27a	2	-23,590,572.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	30,066,445.
4	Add lines 1, 2, and 3	4	387,072,604.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	270,917.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	386,801,687.

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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 173,326,976.		173,326,976.	0.
b 46,388,958.		41,845,964.	4,542,994.
c 192,236,218.		190,707,778.	1,528,440.
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0.
b			4,542,994.
c			1,528,440.
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	6,071,434.
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))
2009	37,699,775.	496,460,008.	.075937
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

2 Total of line 1, column (d)	2	.395418
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	.079084
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	480,532,018.
5 Multiply line 4 by line 3	5	38,002,394.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	181,390.
7 Add lines 5 and 6	7	38,183,784.
8 Enter qualifying distributions from Part XII, line 4	8	41,622,282.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	181,390.
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	181,390.
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	181,390.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	257,370.	
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	257,370.	
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	75,980.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☒ 75,980. 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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 2010 or the taxable year beginning in 2010 (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

N/A

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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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► RICHARD KINGSLAND Telephone no. ► (510) 466-6060 Located at ► 1939 HARRISON STREET, OAKLAND, CA 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			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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 22 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? 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 2010 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 2010)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2010?		4b
		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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		784,901.	217872.	6,904.

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	58,360.	33,208.	1,398.

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	INVESTMENT MANAGER	558,626.
KESTREL INVESTMENT MANAGEMENT - 411 BOREL AVENUE SUITE 403, SAN MATEO, CA 94402	INVESTMENT MANAGER	160,329.
CAMBRIDGE ASSOCIATES P.O. BOX 10317, UNIONDALE, NY 11555	INVESTMENT ADVISOR/CONSULTANT	86,163.
BLACKROCK INSTITUTIONAL TRUST CO. P.O. BOX 905973, CHARLOTTE, NC 28290	INVESTMENT MANAGER	66,383.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 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	481,162,088.
b	Average of monthly cash balances	1b	6,687,676.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	487,849,764.
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	487,849,764.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,317,746.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	480,532,018.
6	Minimum investment return. Enter 5% of line 5	6	24,026,601.

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	24,026,601.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	181,390.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	181,390.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,845,211.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	23,845,211.
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	23,845,211.

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	41,622,282.
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	41,622,282.
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	181,390.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	41,440,892.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				23,845,211.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006	15605249.			
c From 2007	17816215.			
d From 2008	12074901.			
e From 2009	13153675.			
f Total of lines 3a through e	58,650,040.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 41,622,282.				
a Applied to 2009, 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 2010 distributable amount				23,845,211.
e Remaining amount distributed out of corpus	17,777,071.			
5 Excess distributions carryover applied to 2010 (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	76,427,111.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	76,427,111.			
10 Analysis of line 9:				
a Excess from 2006	15605249.			
b Excess from 2007	17816215.			
c Excess from 2008	12074901.			
d Excess from 2009	13153675.			
e Excess from 2010	17777071.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE				
Total			▶ 3a	40,897,055.
b Approved for future payment SEE ATTACHED SCHEDULE				
Total			▶ 3b	10,466,000.

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		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

SANDRA VAN KEUREN
Firm's name ► **MARCUM LLP**

Firm's address ► 101 MONTGOMERY STREET #1900
SAN FRANCISCO, CA 94104

Firm's EIN ▶

Phone no. (415) 981-9400

Form **990-PF** (2010)

2010 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	05/01/05	150DB	15.00	17	34,522.			34,522.	17,410.		1,775.
2	FURNITURE	VARIES	200DB	7.00	17	86,226.			86,226.	86,226.		0.
3	FURNITURE	VARIES	200DB	7.00	17	46,254.			46,254.	46,254.		0.
4	FURNITURE	VARIES	200DB	7.00	17	3,117.			3,117.	3,117.		0.
5	IMPROVEMENTS	VARIES	200DB	10.00	17	58,692.			58,692.	58,692.		0.
6	PROPERTY, PLANT,	VARIES	200DB	5.00	17	2,498.			2,498.	2,498.		0.
7	PROPERTY, PLANT,	VARIES	200DB	5.00	17	330.			330.	330.		0.
8	PROPERTY, PLANT,	VARIES	200DB	5.00	17	11,511.			11,511.	11,511.		0.
9	PROPERTY, PLANT,	VARIES	200DB	5.00	17	1,006.			1,006.	1,006.		0.
10	PROPERTY, PLANT,	VARIES	200DB	5.00	17	27,573.			27,573.	8,271.		5,515.
11	WALL HANGINGS/ART	VARIES	200DB	5.00	17	38,828.			38,828.	38,828.		0.
12	WORK	VARIES	200DB	5.00	17	1,775.			1,775.	1,775.		0.
	* TOTAL 990-PF PG 1					312,332.		0.	312,332.	275,918.	0.	7,290.
	DEPR											

028102
05-01-10

(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	2,618.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,618.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	13,661,663.	0.	13,661,663.
TOTAL TO FM 990-PF, PART I, LN 4	13,661,663.	0.	13,661,663.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LEGAL SETTLEMENT	12.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	12.	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	39,850.	19,925.		19,925.
TAX PREPARATION FEES	7,500.	3,750.		3,750.
TO FORM 990-PF, PG 1, LN 16B	47,350.	23,675.		23,675.

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	46,967.	23,484.		23,483.	
TO FORM 990-PF, PG 1, LN 16C	46,967.	23,484.		23,483.	

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	871,501.	871,501.		0.	
OFFICE EXPENSE	27,331.	13,665.		13,666.	
INSURANCE	56,237.	28,119.		28,118.	
DUES	12,980.	6,490.		6,490.	
AUTOMOBILE EXPENSE	4,823.	2,411.		2,412.	
BANK CHARGES	892.	446.		446.	
TO FORM 990-PF, PG 1, LN 23	973,764.	922,632.		51,132.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
DECREASE IN GRANTS PAYABLE	29,829,094.
INCREASE IN INTEREST RECEIVABLE	140,110.
DECREASE IN ACCOUNTS PAYABLE	6,124.
DECREASE IN EXCISE TAX PAYABLE	91,117.
 TOTAL TO FORM 990-PF, PART III, LINE 3	 30,066,445.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
DECREASE IN DIVIDENDS RECEIABLE	2,200.
INCREASE IN RETENTION/INCENTIVE	187,599.
DECREASE IN EXCISE TAX RECEIVABLE	81,118.
 TOTAL TO FORM 990-PF, PART III, LINE 5	 270,917.

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		211,341,377.	216,341,521.
TOTAL U.S. GOVERNMENT OBLIGATIONS			211,341,377.	216,341,521.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			211,341,377.	216,341,521.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	83,958,740.	78,160,953.
TOTAL TO FORM 990-PF, PART II, LINE 10B	83,958,740.	78,160,953.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	139,157,232.	141,733,116.
TOTAL TO FORM 990-PF, PART II, LINE 10C	139,157,232.	141,733,116.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	13
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEXUS ES 330 2005	34,522.	19,185.	15,337.
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.	13,786.	13,787.
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.	283,208.	29,124.

FORM 990-PF	OTHER ASSETS		STATEMENT 14
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	14,573.	12,373.	12,373.
INTEREST RECEIVABLE	2,440,362.	2,580,472.	2,580,472.
OTHER RECEIVABLES	157,333.	76,215.	76,215.
TO FORM 990-PF, PART II, LINE 15	2,612,268.	2,669,060.	2,669,060.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 15
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
FEDERAL EXCISE TAX PAYABLE	164,084.	72,967.	
PAYABLE FOR PURCHASE OF INVESTMENTS	21,097,723.	38,001,147.	
TOTAL TO FORM 990-PF, PART II, LINE 22	21,261,807.	38,074,114.	

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	294,105.	68,011.	4,108.
RICHARD M. KINGSLAND 1939 HARRISON STREET #510 OAKLAND, CA 94612	CFO/VP/SECRETARY 40.00	252,490.	89,380.	1,398.
CAROLYN A. WORTH 1939 HARRISON STREET #510 OAKLAND, CA 94612	ASSISTANT VP 40.00	127,306.	60,481.	1,398.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		784,901.	217872.	6,904.

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.

FORM 990-PF, PART II, LINE 10a,b,c

J.P.Morgan

Security Holdings

Page 1 of 10

As of: 30-Sep-2011

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
Long										
USD 1,000,000										
FIXED INCOME										
FIXED INCOME - ASSET BACK										
12189PAF9	BURLINGTON NORTHERN SANTA FE CORP 7 57% ASSET BKD SEMI-ANN. 7.570% 01/02/2021	4,268,070.83	118.0736	119.7782	5,039,462.89	5,112,218.41	72,755.52	0.00	72,755.52	78,875.76
20986NAA3	CONSOLIDATED RAIL CORPORATION PASS THROUGH TRUST SEMI-ANN. 6.760% 05/25/2015	297,941.72	103.7703	109.2794	309,174.99	325,589.05	16,414.06	0.00	16,414.06	7,049.30
83162CA2	SMALL BUSINESS ADMIN LTD DEV CTF DEB SER 1998-20 B SEMI-ANN. 6.150% 02/01/2018	17,668.18	102.0686	108.5520	18,033.67	19,179.16	1,145.49	0.00	1,145.49	181.10
83162CKD4	SMALL BUSINESS ADMIN LTD DEV CTF DEB SER 1999-20 H SEMI-ANN. 7.300% 08/01/2019	5,851.81	104.0666	111.1241	6,089.78	6,502.77	412.99	0.00	412.99	71.20
83162CLN1	SMALL BUSINESS ADMIN LTD DEV CTF DEB SER 2001-20 F SEMI-ANN. 6.440% 06/01/2021	1,192,175.89	103.7110	110.5790	1,236,417.77	1,318,296.18	81,878.41	0.00	81,878.41	25,592.04
83162CLQ4	SMALL BUSINESS ADMIN LTD DEV CTF DEB SER 2001-20 G SEMI-ANN. 6.525% 07/01/2021	1,404,068.47	104.1935	111.0150	1,462,947.69	1,558,726.61	95,778.92	0.00	95,778.92	23,254.88
83162CEK5	SMALL BUSINESS ADMIN LTD DEV PARTN CTF DEB SER SEMI-ANN. 7.250% 01/01/2013	29,534.81	100.9253	102.8270	29,808.10	30,369.76	561.66	0.00	561.66	535.32
83162CDR1	U.S. SMALL BUSINESS ADMINISTRATION 92-20A 20-A SEMI-ANN. 7.600% 01/01/2012	16,442.75	100.2042	101.6380	16,476.33	16,712.08	235.75	0.00	235.75	312.41
83162CEP4	U.S. SMALL BUSINESS ADMINISTRATION 93-20D 20-D SEMI-ANN. 6.750% 04/01/2013	57,418.77	100.2147	102.3250	57,542.03	58,753.76	1,211.73	0.00	1,211.73	1,937.88
83162CGC1	U.S. SMALL BUSINESS ADMINISTRATION 95-20G 20-G SEMI-ANN. 6.900% 07/01/2015	159,763.96	101.2112	105.6190	161,699.06	168,741.10	7,042.04	0.00	7,042.04	2,755.93
83162CGU1	U.S. SMALL BUSINESS ADMINISTRATION 96-20F 20-F SEMI-ANN. 7.550% 06/01/2016	139,113.01	101.4742	108.3560	141,163.84	150,737.29	9,573.45	0.00	9,573.45	3,501.01
907833AG2	UNION PACIFIC RAILROAD COMPANY 98-C 1998-C 6.330% SEMI-ANN. 6.330% 01/02/2020	573,290.73	107.5090	113.2390	616,338.85	649,188.69	32,849.84	0.00	32,849.84	8,971.52
907833AE7	UNION PACIFIC RAILROAD COMPANY PASS-THROUGH TRUST SEMI-ANN. 6.700% 02/23/2019	2,596,380.06	101.7311	115.6990	2,841,326.21	3,003,985.77	362,659.56	0.00	362,659.56	18,362.18
Total Fixed Income - Asset Back						11,736,481.21	682,519.42	0.00	682,519.42	172,400.53
FIXED INCOME - CMO/REMIC										
83162CHN6	U.S. SMALL BUSINESS ADMINISTRATION 97-20F 20-F SEMI-ANN. 7.200% 06/01/2017	10,158.80	103.3233	110.8180	10,496.41	11,257.78	761.37	0.00	761.37	243.81
911760MX1	VENDEE MORTGAGE TRUST 1999-2 2-A VARIABLE MONTHLY FLOATING 10/15/2028	174,355.31	103.1117	116.4391	179,780.79	203,017.75	23,236.96	0.00	23,236.96	1,196.66
Total Fixed Income - CMO/REMIC						190,277.20	23,998.33	0.00	23,998.33	1,440.47
FIXED INCOME - CORPORATE BONDS										
026874CA3	AMER INTL GRP 4.25% SNR NT 15/SEP/2014 USD SEMI-ANN. 4.250% 09/15/2014	2,850,000.00	99.4595	97.2530	2,834,595.98	2,771,710.50	(62,885.48)	0.00	(62,885.48)	6,056.25
002068AQ5	AT&T INC 4.85% SRN 15/FEB/2014 USD2000 SEMI-ANN. 4.850% 02/15/2014	6,504,000.00	105.2777	107.5040	6,847,261.02	6,992,060.16	144,799.14	0.00	144,799.14	40,306.73
060508AA9	BANK OF AMERICA CORP 3.125% BDS 15/JUN/2012 SEMI-ANN. 3.125% 06/15/2012	3,760,000.00	99.9898	102.0550	3,759,616.87	3,837,268.00	77,651.13	0.00	77,651.13	34,597.22

D-050-546-861

16-OCT-2011 14:30:31

FORM 990-PF, PART II, LINE 10a,b,c

J.P.Morgan

Security Holdings

As of: 30-Sep-2011

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
06051GDW6	BANK OF AMERICA CORP 4.9% MTN 01/MAY/2013 USD1000 SEMI-ANN. 4.900% 05/01/2013	2,360,000.00	99.9127	99.1720	2,357,939.43	2,340,459.20	(17,480.23)	0.00	(17,480.23)	48,183.33
06051GDY2	BANK OF AMERICA CORP 7.375% BDS 15/MAY/2014 SEMI-ANN. 7.375% 05/15/2014	6,545,000.00	107.2290	103.1030	7,018,140.70	6,748,091.35	(270,049.35)	0.00	(270,049.35)	182,350.97
06406HBC1	BANK OF NEW YORK MELLON 2.95% 18/JUN/2015 SEMI-ANN. 2.950% 06/18/2015	3,605,000.00	100.1307	103.9980	3,609,712.10	3,749,127.90	139,415.80	0.00	139,415.80	30,427.20
12189TAV6	BURLINGTON NORTH SANTA FE 4.3% 01/JUL/2013 SEMI-ANN. 4.300% 07/01/2013	1,615,000.00	105.4390	105.3850	1,702,840.13	1,701,967.75	(872.38)	0.00	(872.38)	17,361.25
14040HAS4	CAPITAL ONE FINANCIAL CORP 7.375% BDS 23/MAY/2014 SEMI-ANN. 7.375% 05/23/2014	3,820,000.00	113.0084	111.6990	4,316,919.82	4,266,901.80	(50,018.02)	0.00	(50,018.02)	100,168.89
14040HAX3	CAPITAL ONE FINL 3.15% BDS 15/JUN/2016 USD1000 SEMI-ANN. 3.150% 07/15/2016	1,350,000.00	99.7598	98.9990	1,346,757.65	1,336,486.50	(10,271.15)	0.00	(10,271.15)	8,505.00
149123BU4	CATERPILLAR INC 1.375% NTS 27/MAY/2014 USD2000 SEMI-ANN. 1.375% 05/27/2014	5,000,000.00	99.9330	100.6670	4,996,649.80	5,033,350.00	36,700.20	0.00	36,700.20	23,680.56
166751AH0	CHEVRON CORP 3.95% NTS 03/MAR/2014 USD1000 SEMI-ANN. 3.950% 03/03/2014	5,020,000.00	106.9360	107.7110	5,368,185.50	5,407,092.20	38,906.70	0.00	38,906.70	15,422.56
172967EY3	CITIGROUP INC 6.375% BDS 12/AUG/2014 USD1000 SEMI-ANN. 6.375% 08/12/2014	6,890,000.00	104.0788	105.8720	7,171,031.14	7,294,580.80	123,549.66	0.00	123,549.66	59,785.10
20825CAT1	CONOCOPHILLIPS 4.6% BDS 15/JAN/2015 USD1000 SEMI-ANN. 4.600% 01/15/2015	4,500,000.00	105.1850	109.5470	4,733,323.19	4,929,615.00	196,291.81	0.00	196,291.81	43,700.00
126410LN7	CSX TRANSPORTATION INC 8.375% GTD NTS 15/OCT/2014 SEMI-ANN. 8.375% 10/15/2014	2,509,150.93	102.6015	115.7650	2,574,425.99	2,904,718.57	330,292.58	0.00	330,292.58	96,898.53
36962G4C5	GENERAL ELEC CAP CORP 5.90% 13/MAY/2014 SEMI-ANN. 5.900% 05/13/2014	4,000,000.00	106.3419	109.3220	4,253,677.12	4,372,880.00	119,202.88	0.00	119,202.88	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	99.8950	103.2950	2,647,216.18	2,737,317.50	90,101.32	0.00	90,101.32	23,702.78
428236AT0	HEWLETT-PACKARD CO 6.125% BDS 01/MAR/2014 USD1000 SEMI-ANN. 6.125% 03/01/2014	6,250,000.00	105.5204	109.3220	6,595,023.68	6,832,625.00	237,601.32	0.00	237,601.32	31,901.04
459200GN5	INTERNATIONAL BUS MACH CORP 6.5% BDS 15/OCT/2013 SEMI-ANN. 6.500% 10/15/2013	2,675,000.00	109.2599	111.1110	2,922,701.32	2,972,219.25	49,517.93	0.00	49,517.93	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	99.9966	100.4640	3,674,873.42	3,692,052.00	17,178.58	0.00	17,178.58	38,281.25
46625HHX1	JPMORGAN CHASE & CO 3.45% BDS 01/MAR/2016 USD1000 SEMI-ANN. 3.450% 03/01/2016	3,525,000.00	99.8193	100.4120	3,518,631.20	3,539,523.00	20,891.80	0.00	20,891.80	10,134.38
585055AR7	MEDTRONIC INC 3.00% 15/MAR/2015 SEMI-ANN. 3.000% 03/15/2015	6,675,000.00	105.1804	105.8730	7,020,799.53	7,067,022.75	46,233.22	0.00	46,233.22	8,900.00
62889KAB7	NCUA GUARANTEED 1.4% BDS 12/JUN/2015 USD SEMI-ANN. 1.400% 06/12/2015	875,000.00	100.0046	101.5040	875,040.51	888,160.00	13,119.49	0.00	13,119.49	3,572.92
755111BS9	RAYTHEON CO 1.675% NTS 15/OCT/2015 USD1000 SEMI-ANN. 1.625% 10/15/2015	7,000,000.00	99.6466	99.7170	6,975,259.81	6,990,190.00	4,930.19	0.00	4,930.19	52,451.39
760719AL8	REPUBLIC NEW YORK CORP 9.5% SUB DEB 15/APR/2014 SEMI-ANN. 9.500% 04/15/2014	2,690,000.00	115.1041	113.3590	3,096,299.60	3,049,357.10	(46,942.50)	0.00	(46,942.50)	117,836.94
792860AH1	TRAVELERS COMPANIES INC 5.5% NTS 01/DEC/2015 SEMI-ANN. 5.500% 12/01/2015	1,575,000.00	108.8049	112.1960	1,713,677.03	1,767,087.00	53,409.97	0.00	53,409.97	28,875.00
931142CX9	WAL-MART STORES INC 1.5% NTS 25/OCT/2015 USD1000 SEMI-ANN. 1.500% 10/25/2015	6,650,000.00	99.5617	100.8350	6,620,854.74	6,705,527.50	84,672.76	0.00	84,672.76	43,225.00
94973VAG2	WELLPOINT INC 5% NTS 15/DEC/2014 USD2000 SEMI-ANN. 5.000% 12/15/2014	4,260,000.00	105.1907	109.6660	4,481,125.78	4,671,771.60	190,645.82	0.00	190,645.82	62,716.67

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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		
949744AA4	SEMI-ANN. 5.000% 12/15/2014	3,770,000.00	99.9927	100.5070	3,769,723.65	3,789,113.90	19,390.25	0.00	19,390.25	35,186.67		
949746QU8	WELLS FARGO & CO 3.00% BDS 09/DEC/2011 USD1000 SEMI-ANN. 3.000% 12/09/2011	5,225,000.00	101.5840	104.0630	5,307,763.35	5,437,291.75	129,528.40	0.00	129,528.40	8,442.68		
983024AE0	WELLS FARGO & COMPANY VAR 15/JUN/2016 SEMI-ANN. FLOATING 06/15/2016	4,800,000.00	106.6754	110.0890	5,120,417.62	5,284,272.00	163,854.38	0.00	163,854.38	44,000.00		
	WYETH 5.50% 01/FEB/2014 SEMI-ANN. 5.500% 02/01/2014				127,230,473.86	129,099,840.08	1,869,366.22	0.00	1,869,366.22	1,387,312.67		
Total FIXED INCOME - CORPORATE BONDS												
FIXED INCOME - GOVERNMENT BONDS												
912828KF6	UNITED STATES OF AMER TREAS NOTES 1.875% 02/28/2014 SEMI-ANN. 1.875% 02/28/2014	7,600,000.00	100.4765	103.5940	7,636,214.50	7,873,144.00	236,929.50	0.00	236,929.50	12,135.99		
912828QP8	UNITED STATES TREAS NTS 1.750% 31/MAY/2016 SEMI-ANN. 1.750% 05/31/2016	25,000,000.00	100.9149	103.9920	25,228,715.03	25,998,000.00	769,284.97	0.00	769,284.97	147,028.69		
912828MR8	UNITED STATES TREAS NTS 2.375% 28/FEB/2015 SEMI-ANN. 2.375% 02/28/2015	7,825,000.00	103.1347	106.1800	8,070,286.88	8,308,585.00	238,298.12	0.00	238,298.12	15,827.35		
912828JT8	US TREAS NTS 2% 30/NOV/2013 SEMI-ANN. 2.000% 11/30/2013	7,000,000.00	101.1652	103.6020	7,081,563.68	7,252,140.00	170,576.32	0.00	170,576.32	47,049.18		
	SEMI-ANN. 2.000% 11/30/2013				48,016,780.09	49,431,869.00	1,415,088.91	0.00	1,415,088.91	222,041.21		
Total FIXED INCOME - GOVERNMENT BONDS												
FIXED INCOME - MORTGAGE BACKED SECURITIES												
31371LZJ1	FANNIE MAE MONTHLY 4.000% 01/01/2015	947,901.22	98.4671	102.6680	933,370.61	973,191.22	39,820.61	0.00	39,820.61	3,159.67		
313135PDY8	FED HOME LN MTG CORP PARTN CTFD GOLD POOL #G80119 MONTHLY 7.480% 06/25/2022	365,264.77	98.0353	115.2670	358,088.40	421,029.74	62,941.34	0.00	62,941.34	2,276.82		
313128MBDF1	FED HOME LOAN MTG 6.5% MBPT 01/MAR/2022 USD1000 MONTHLY 6.500% 03/01/2022	6,879,832.43	110.8125	109.5830	7,623,712.12	7,539,126.77	(84,585.35)	0.00	(84,585.35)	37,265.76		
31402CZG0	FED NATL MORT ASSOC POOL# 725343 6.5% MONTHLY 6.500% 03/01/2019	178,333.45	103.1929	105.0030	184,027.40	187,255.47	3,228.07	0.00	3,228.07	965.97		
31283KR67	FEDERAL HOME LN MTG CORP GOLD POOL # G11409 DTD MONTHLY 6.000% 05/01/2017	668,052.39	101.3627	108.6470	677,156.13	725,818.88	48,662.75	0.00	48,662.75	3,340.26		
31283KYG7	FEDERAL HOME LN MTG CORP PARTN CTFD GOLD POOL NUMBER MONTHLY 6.000% 09/01/2018	679,738.05	101.4621	108.6470	689,676.26	738,515.00	48,838.74	0.00	48,838.74	3,398.69		
31283KSF6	FEDERAL HOME LN MTG CORP POOL #G11418 6.50% DUE MONTHLY 6.500% 07/01/2017	38,453.32	101.9763	109.5830	39,213.26	42,138.30	2,925.04	0.00	2,925.04	208.29		
3128P7C84	FEDERAL HOME LOAN MORTGAGE CORP 6.5% MBPT MONTHLY 6.500% 10/01/2026	1,382,230.61	109.4231	110.6080	1,512,479.88	1,528,857.63	16,377.75	0.00	16,377.75	7,487.08		
31288MCX5	FEDERAL HOME LOAN MORTGAGE CORP 6.5% MTG BDS MONTHLY 6.500% 11/01/2014	573,392.65	101.8219	104.8781	583,839.44	601,363.43	17,523.99	0.00	17,523.99	3,105.88		
31402QZB0	FEDERAL NATIONAL MORTGAGE ASSOC 6.5% MBPT MONTHLY 6.500% 12/01/2019	853,097.05	103.0223	109.3720	878,880.42	933,049.31	54,168.89	0.00	54,168.89	4,620.94		
31402DDA5	FEDERAL NATL MTG ASSN POOL #725597 MONTHLY 6.000% 10/01/2018	1,156,691.82	101.8681	108.6630	1,178,300.38	1,256,896.03	78,595.65	0.00	78,595.65	5,783.46		
31283H6D2	FHLMC GOLD PC 6.5% MBPT 01/DEC/2031 USD1000 MONTHLY 6.500% 12/01/2031	211,110.71	101.7636	113.4830	214,833.91	239,574.77	24,740.86	0.00	24,740.86	1,143.52		
3131347NBM7	FHLMC MORTPASS 8% 01/MAY/2019 53 PN# 530944 MONTHLY 8.000% 05/01/2019	494.66	101.7608	100.5479	503.37	497.37	(6.00)	0.00	(6.00)	6.76		
313128NUFD1	FHLMC MORTPASS ARM 01/APR/2038 1K PN# 1K0164	1,239,462.68	106.8686	106.9970	1,324,596.54	1,326,187.88	1,591.34	0.00	1,591.34	5,128.28		
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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
3128S5GJ7	MONTHLY FLOATING 04/01/2038	6,746,528.14	105.7829	106.4070	7,136,673.67	7,178,778.20	42,104.53	0.00	42,104.53	62,452.54
3128NCTP9	FHLMC MORTPASS ARM 01/AUG/2037 1Q PN# 1Q1101	1,493,645.50	99.0831	103.9990	1,479,949.79	1,553,376.38	73,426.59	0.00	73,426.59	2,540.44
3128JRL61	MONTHLY FLOATING 06/01/2035	1,764,490.77	97.7300	105.1780	1,724,437.47	1,855,856.10	131,418.63	0.00	131,418.63	3,753.96
3128S4C54	FHLMC MORTPASS ARM 01/MAR/2035 84 PN# 847549	1,105,437.69	101.7195	104.8710	1,124,445.24	1,159,283.56	34,838.32	0.00	34,838.32	4,655.30
3128JRZ28	MONTHLY FLOATING 03/01/2036	1,228,669.01	100.7396	105.6820	1,237,755.73	1,298,481.98	60,726.25	0.00	60,726.25	5,550.98
3128NGE35	FHLMC MORTPASS ARM 01/NOV/2035 84 PN# 847992	1,914,537.07	106.8570	108.0140	2,045,817.02	2,067,968.07	22,151.05	0.00	22,151.05	18,852.86
3128S4YF8	MONTHLY FLOATING 11/01/2036	2,369,060.34	105.7101	107.6430	2,504,335.15	2,550,127.62	45,792.47	0.00	45,792.47	23,502.34
3128JLEY1	FHLMC MORTPASS ARM 01/SEP/2033 1B PN# 1B1150	678,253.54	99.8662	105.4220	677,345.84	715,028.45	37,682.61	0.00	37,682.61	1,506.85
31335HHS5	MONTHLY FLOATING 09/01/2033	418,276.62	102.1715	110.6080	427,359.69	462,847.40	35,287.71	0.00	35,287.71	2,265.67
31283KUJ9	FHLMCGLD MORTPASS 6.5% 01/DEC/2018 C9 PN# C90241	1,020,050.36	101.4338	108.6470	1,034,676.32	1,108,254.11	73,577.79	0.00	73,577.79	5,100.25
3128MBER4	MONTHLY 6.000% 04/01/2018	3,819,309.39	108.1483	108.8970	4,130,518.20	4,159,113.35	28,595.15	0.00	28,595.15	19,096.55
3128MCFM2	FHLMCGLD MORTPASS 5% 01/APR/2022 G1 PN# G12644	1,202,048.93	108.0798	108.8970	1,299,172.67	1,308,995.22	9,822.55	0.00	9,822.55	6,010.24
3128L4R71	MONTHLY 6.000% 12/01/2023	15,875,439.61	109.6054	109.8340	17,400,334.03	17,436,630.34	36,296.31	0.00	36,296.31	0.00
31294KJR7	FHLMCGLD MORTPASS 6% 01/JAN/2038 A7 PN# A71410	1,317,742.04	102.2229	108.5710	1,347,033.67	1,430,685.71	83,652.04	0.00	83,652.04	6,588.71
3128KTA7	MONTHLY 6.000% 07/01/2017	1,450,120.48	109.6053	109.8340	1,589,408.57	1,592,725.33	3,316.76	0.00	3,316.76	0.00
3128M6SC3	FHLMCGLD MORTPASS 6% 01/JUN/2037 A6 PN# A62706	17,231,465.43	109.8709	109.9720	18,932,374.12	18,949,787.16	17,413.04	0.00	17,413.04	0.00
3128M1RQ4	MONTHLY 6.000% 06/01/2038	819,785.48	101.5185	109.4600	832,233.51	897,337.19	65,103.68	0.00	65,103.68	4,098.93
31283KPL6	FHLMCGLD MORTPASS 6% 01/OCT/2021 G1 PN# G12395	622,564.65	101.7662	108.8350	633,560.34	677,568.24	44,007.90	0.00	44,007.90	3,112.82
3128PLTE2	MONTHLY 6.000% 10/01/2021	454,826.94	107.9389	109.3030	490,935.08	497,139.49	6,204.41	0.00	6,204.41	2,274.13
31294JQ35	FHLMCGLD MORTPASS 6% 01/SEP/2023 J0 PN# J08649	4,366.21	100.0112	101.3799	4,366.70	4,426.46	59.76	0.00	59.76	25.47
31283KST6	MONTHLY 7.000% 02/01/2012	340,361.15	102.2772	109.5830	348,111.94	372,977.96	24,866.02	0.00	24,866.02	1,843.62
3138SHYS5	FHLMCGOLD POOL#G311430	627,256.34	100.2091	99.9440	628,567.80	626,905.08	(1,662.72)	0.00	(1,662.72)	2,815.86
3138EGQ23	MONTHLY 5.500% 01/01/2012	11,144,464.38	108.2391	107.1430	12,062,667.65	11,940,513.47	(122,154.18)	0.00	(122,154.18)	51,078.80
	MONTHLY 5.500% 01/01/2019									

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Security Holdings

As of: 30-Sep-2011

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
31402QSS6	FNMA MORTPASS 5.5% 01/MAY/2018 CI PN# 735357 MONTHLY 5.500% 05/01/2018	1,624,978.56	100.5291	109.7600	1,833,576.38	1,783,576.47	150,000.09	0.00	150,000.09	7,447.82
31418MHG0	FNMA MORTPASS 5.5% 01/MAY/2021 CI PN# AD0230 MONTHLY 5.500% 05/01/2021	5,830,509.15	104.6632	108.6970	6,102,395.59	6,337,588.53	235,192.94	0.00	235,192.94	26,723.17
31416AMA5	FNMA MORTPASS 5.5% 01/NOV/2023 CI PN# 994153 MONTHLY 5.500% 11/01/2023	3,207,532.07	107.4307	109.7600	3,445,875.09	3,520,587.20	74,712.11	0.00	74,712.11	14,701.19
31385H2U5	FNMA MORTPASS 5.915% 01/JAN/2012 XY PN# 545387 MONTHLY 5.915% 01/01/2012	646,357.46	100.3045	99.9250	648,325.55	645,872.69	(2,452.86)	0.00	(2,452.86)	3,292.11
31403DAR0	FNMA MORTPASS 6.5% 01/FEB/2026 CT PN# 745316 MONTHLY 6.500% 02/01/2026	9,465,568.03	110.7781	110.2760	10,485,776.36	10,438,249.80	(47,526.56)	0.00	(47,526.56)	51,271.83
31402RQJ1	FNMA MORTPASS 6.5% 01/JUN/2033 CL PN# 735887 MONTHLY 6.500% 06/01/2033	1,361,138.39	102.6784	112.7760	1,397,594.97	1,535,037.43	137,442.46	0.00	137,442.46	7,372.83
31385XNP8	FNMA MORTPASS 6.5% 01/MAY/2033 CL PN# 555798 MONTHLY 6.500% 05/01/2033	1,406,917.23	101.9959	112.7760	1,434,997.60	1,586,664.98	151,667.38	0.00	151,667.38	7,620.80
31384VNG3	FNMA MORTPASS 6.5% 01/NOV/2013 CI PN# 535091 MONTHLY 6.500% 11/01/2013	65,927.30	101.0287	104.5100	68,605.51	68,900.62	2,295.11	0.00	2,295.11	357.11
31400FCY1	FNMA MORTPASS 6.5% 01/NOV/2032 GO PN# 685987 MONTHLY 6.500% 11/01/2032	158,612.10	103.9846	113.2760	164,948.04	179,669.44	14,721.40	0.00	14,721.40	859.15
31412JUR2	FNMA MORTPASS 6% 01/APR/2024 CI PN# 935072 MONTHLY 6.000% 04/01/2024	686,321.36	107.8933	108.5070	740,494.94	744,706.72	4,211.78	0.00	4,211.78	3,431.61
31371NYX7	FNMA MORTPASS 6% 01/JUL/2028 CT PN# 257326 MONTHLY 6.000% 08/01/2028	3,678,967.17	107.9889	109.8500	3,972,875.40	4,041,345.44	68,470.04	0.00	68,470.04	18,394.84
31403C4X6	FNMA MORTPASS 6% 01/DEC/2020 CI PN# 745238 MONTHLY 6.000% 12/01/2020	1,086,355.07	100.7477	108.6630	1,094,479.07	1,180,467.10	85,988.03	0.00	85,988.03	5,431.78
31385HRK0	FNMA MORTPASS 6% 01/JUL/2016 CI PN# 545090 MONTHLY 6.000% 07/01/2016	36,499.45	101.7720	108.6630	37,146.22	39,661.40	2,515.18	0.00	2,515.18	182.50
31371NXY6	FNMA MORTPASS 6% 01/JUL/2028 CT PN# 257295 MONTHLY 6.000% 07/01/2028	4,427,119.23	107.9862	109.8500	4,780,676.64	4,863,190.47	82,513.83	0.00	82,513.83	22,135.60
31416BUD8	FNMA MORTPASS 6% 01/NOV/2022 CI PN# 995280 MONTHLY 6.000% 11/01/2022	4,786,361.40	102.6280	109.4130	4,891,622.31	5,215,019.00	323,396.69	0.00	323,396.69	23,831.81
31410FTT0	FNMA MORTPASS 6% 01/OCT/2016 CN PN# 888074 MONTHLY 6.000% 10/01/2016	2,028,505.96	100.8204	107.9600	2,045,147.37	2,189,975.03	144,827.66	0.00	144,827.66	10,142.53
31385WSR1	FNMA MORTPASS 6% 01/OCT/2017 CI PN# 555028 MONTHLY 6.000% 10/01/2017	56,201.71	102.4370	108.7880	57,571.33	61,140.72	3,569.39	0.00	3,569.39	281.01
31413O5R5	FNMA MORTPASS 6% 01/SEP/2022 CI PN# 952756 MONTHLY 6.000% 09/01/2022	963,617.54	107.8730	109.4130	1,039,483.00	1,054,322.86	14,839.86	0.00	14,839.86	4,818.09
31384V6K3	FNMA MORTPASS 7.5% 01/NOV/2013 CI PN# 535574 MONTHLY 7.500% 11/01/2013	64,593.78	101.4046	104.5820	65,501.04	67,553.47	2,052.43	0.00	2,052.43	403.71
31404LB58	FNMA MORTPASS 7% 01/MAR/2034 GO PN# 771460 MONTHLY 7.000% 03/01/2034	565,102.29	104.9015	112.2130	592,801.01	634,118.23	41,317.22	0.00	41,317.22	3,286.43
31402RYC7	FNMA MORTPASS 7% 01/NOV/2033 GO PN# 736107 MONTHLY 7.000% 11/01/2033	611,980.89	104.7757	112.1450	641,207.28	686,305.97	45,098.69	0.00	45,098.69	3,569.89
31360JTC1	FNMA MORTPASS 7% 01/OCT/2015 GL PN# 007747 MONTHLY 7.000% 10/01/2015	48,849.64	99.7588	101.2250	48,731.80	49,448.05	716.25	0.00	716.25	284.96
31405FD58	FNMA MORTPASS 7% 01/OCT/2032 GO PN# 787724 MONTHLY 7.000% 10/01/2032	171,298.17	104.0387	111.5530	176,216.34	191,088.25	12,871.91	0.00	12,871.91	999.24
31385JET1	FNMA MORTPASS 7% 01/SEP/2026 CL PN# 545646 MONTHLY 7.000% 09/01/2026	109,428.43	102.7860	113.8930	112,477.10	124,631.32	12,154.22	0.00	12,154.22	638.33

FORM 990-PF, PART II, LINE 10a,b,c

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Security Holdings

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As of: 30-Sep-2011

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
MONTHLY 7.000% 09/01/2026										
31402QW56	FNMA MORTPASS ARM 01/DEC/2034 LB PN# 735168	1,820,489.04	98.0053	105.1660	1,784,175.45	1,914,535.50	130,360.05	0.00	130,360.05	3,566.64
MONTHLY FLOATING 12/01/2034										
31409UTH8	FNMA MORTPASS ARM 01/MAR/2036 LB PN# 879052	232,271.06	99.0758	104.8860	230,124.38	243,624.47	13,500.09	0.00	13,500.09	466.28
MONTHLY FLOATING 03/01/2036										
31410FD1	FNMA MORTPASS ARM 01/MAY/2036 WS PN# 888392	965,207.02	99.8814	105.3980	964,061.85	1,017,308.89	53,247.04	0.00	53,247.04	2,215.15
MONTHLY FLOATING 05/01/2036										
31385WTV5	FNMA PASS THRU CTF POOL NO: 555067	143,567.34	102.2138	104.5100	146,745.58	150,042.23	3,296.65	0.00	3,296.65	777.66
MONTHLY 6.500% 11/01/2017										
36225A6F2	GNMA I MORTPASS 8% 15/MAY/2012 JP PN# 780870	1,367.04	100.2275	100.2568	1,370.15	1,370.55	0.40	0.00	0.40	9.11
MONTHLY 8.000% 05/15/2012										
144,095,761.67 146,924,111.50 2,828,349.83										
Total FIXED INCOME - MORTGAGE BACKED SECURITIES										
FIXED INCOME - MUNICIPAL BONDS										
13063A5F7	CALIFORNIA ST VAR PURP- BUILD AMER BNDS (DIRECT	2,100,000.00	102.1410	105.8280	2,144,961.43	2,222,388.00	77,426.57	0.00	77,426.57	59,325.01
SEMI-ANN. FLOATING 04/01/2039										
13063BHZ8	CALIFORNIA STATE 3.95% MUNI BDS 01/NOV/2015	6,750,000.00	100.5298	105.8780	6,785,760.48	7,146,765.00	361,004.52	0.00	361,004.52	111,093.75
SEMI-ANN. 3.950% 11/01/2015										
13063A5B6	CALIFORNIA STATE 5.25% BDS 01/APR/2014 USD5000	2,325,000.00	100.2676	108.6920	2,331,222.09	2,527,089.00	195,866.91	0.00	195,866.91	61,031.25
SEMI-ANN. 5.250% 04/01/2014										
13063A5C4	CALIFORNIA STATE 5.45% BDS 01/APR/2015 USD5000	450,000.00	110.6059	110.2200	497,726.74	495,990.00	(1,736.74)	0.00	(1,736.74)	12,282.50
SEMI-ANN. 5.450% 04/01/2015										
452152HQ7	ILLINOIS (STATE OF) 4.511% BDS 01/MAR/2015 USD1000	4,600,000.00	101.6653	104.1630	4,676,602.47	4,791,498.00	114,895.53	0.00	114,895.53	17,292.17
SEMI-ANN. 4.511% 03/01/2015										
452152HR5	ILLINOIS (STATE OF) 4.961% BDS 01/MAR/2016 USD1000	850,000.00	105.0073	105.6460	892,562.44	897,991.00	5,428.56	0.00	5,428.56	3,514.04
SEMI-ANN. 4.961% 03/01/2016										
91412GFC4	UNIVERSITY CALIFORNIA REVENUES 0.887% BDS	1,900,000.00	100.0000	100.2010	1,900,000.00	1,903,819.00	3,819.00	0.00	3,819.00	3,089.72
SEMI-ANN. 0.887% 07/01/2013										
Total FIXED INCOME - MUNICIPAL BONDS										
19,228,835.65 19,985,540.00 756,704.35										
Total FIXED INCOME										
350,498,609.68 358,074,636.74 7,576,027.06										
Total USD										
350,498,609.68 358,074,636.74 7,576,027.06										
Total Long										
350,498,609.68 358,074,636.74 7,576,027.06										
Total P 21186										
350,498,609.68 358,074,636.74 7,576,027.06										

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Security Holdings

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As of: 30-Sep-2011

Institutional Accounting
Account: P 21187 WAYNE AND GLADYS VALLEY FOUNDATION BLACKROCK [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										
067995951	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	384,095.35	189.1777	173.7534	72,662,288.59	66,737,872.22	(5,924,416.37)	0.00	(5,924,416.37)	0.00
Total INVESTMENT COMPANIES - COMMINGLED FUNDS										
Total INVESTMENT COMPANIES										
Total USD										
Total Long										
Total P 21187										

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Security Holdings

As of: 30-Sep-2011

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		
Long												
USD 1.000000												
EQUITIES												
COMMON STOCK												
004446100	ACETO CORP COM STK USD0.01	19,700.00	6.1102	5.2900	120,371.51	104,213.00	(16,158.51)	0.00	(16,158.51)	0.00		
04269Q100	ARRIS GROUP INC COM STK USD0.01	34,700.00	10.3655	10.3000	359,682.12	357,410.00	(2,272.12)	0.00	(2,272.12)	0.00		
05874B107	BALLY TECHNOLOGIES INC COM STK USD0.1	10,000.00	36.3158	26.9800	363,158.09	269,800.00	(93,358.09)	0.00	(93,358.09)	0.00		
109641100	BRINKER INTERNATIONAL COM STK USD0.10	20,600.00	16.0891	20.9200	331,434.51	430,952.00	99,517.49	0.00	99,517.49	0.00		
11133T103	BROADRIDGE FINANCIAL SOL COM STK NPV	19,500.00	19.2839	20.1400	376,036.62	392,730.00	16,693.38	0.00	16,693.38	3,120.00		
127190304	CACI INTL INC CLASS A COM	6,800.00	51.0320	49.9400	347,017.74	339,592.00	(7,425.74)	0.00	(7,425.74)	0.00		
230770109	CUMBERLAND PHARMACEUTICALS INC COM STK NPV	23,300.00	5.3365	5.6000	124,339.48	130,480.00	6,140.52	0.00	6,140.52	0.00		
28238P109	EHEALTH INC COM NPV	12,500.00	14.8950	13.6600	186,187.76	170,750.00	(15,437.76)	0.00	(15,437.76)	0.00		
31847R102	FIRST AMERICAN FINANCIAL CORP USD0.00001	22,700.00	14.1905	12.8000	322,124.87	290,560.00	(31,564.87)	0.00	(31,564.87)	1,362.00		
30249T103	FMC CORP COM STK USD0.10	9,400.00	31.9409	69.1600	300,244.47	650,104.00	349,859.53	0.00	349,859.53	1,410.00		
345203202	FORCE PROTECTION INC COM STK USD0.001	29,800.00	4.8964	3.8500	145,911.46	114,730.00	(31,181.46)	0.00	(31,181.46)	0.00		
405024100	HAEMONETICS CORP COM STK USD0.01	5,900.00	54.6224	58.4800	322,271.94	345,032.00	22,760.06	0.00	22,760.06	0.00		
416196103	HARTE-HANKS INC COM STK USD1	21,300.00	7.9660	8.4800	169,675.66	180,624.00	10,948.34	0.00	10,948.34	0.00		
404132102	HCC INSURANCE HLDG COM STK USD1	14,300.00	25.0103	27.0500	357,846.57	386,815.00	29,168.43	0.00	29,168.43	2,216.50		
422245100	HEALTHWAYS INC COM STK USD0.001	15,400.00	14.5538	9.8300	224,129.23	151,382.00	(72,747.23)	0.00	(72,747.23)	0.00		
446413106	HUNTINGTON INGALLS INDUSTRIES INC USD0.01 WI	10,200.00	39.6687	24.3300	404,620.36	248,166.00	(156,454.36)	0.00	(156,454.36)	0.00		
45245A107	IMATION CORP COM STK USD0.01	16,800.00	10.3045	7.3100	173,116.15	122,808.00	(50,308.15)	0.00	(50,308.15)	0.00		
458118106	INTEGRATED DEVICE TECHNOLOGY INC COM STK USD0.001	56,400.00	6.5391	5.1500	368,804.92	290,460.00	(78,344.92)	0.00	(78,344.92)	0.00		
477839104	JOHN BEAN TECHNOLOGIES CORP USD0.01	3,200.00	12.6751	14.2600	40,560.29	45,632.00	5,071.71	0.00	5,071.71	0.00		
514766104	LANDEC CORP COM STK USD0.001	18,000.00	6.2593	5.3200	112,667.52	95,760.00	(16,907.52)	0.00	(16,907.52)	0.00		
53219L109	LIFEPOINT HOSPITALS INC COM STK USD0.01	11,800.00	31.5787	36.6400	372,628.99	432,352.00	59,723.01	0.00	59,723.01	0.00		
559079207	MAGELLAN HEALTH SERVICES INC	9,900.00	30.0858	48.3000	297,849.35	478,170.00	180,320.65	0.00	180,320.65	0.00		
577128101	MATTHEWS INTL CORP CLASS A COM STK USD1	6,600.00	31.3874	30.7600	207,156.92	203,016.00	(4,140.92)	0.00	(4,140.92)	0.00		
631158102	NASH FINCH CO COM STK USD1.66 2/3	6,300.00	35.4546	26.9300	223,364.12	169,659.00	(53,705.12)	0.00	(53,705.12)	0.00		
638904102	NAVIGATORS GROUP INC COM STK USD0.10	3,700.00	46.4684	43.2000	171,933.17	159,840.00	(12,093.17)	0.00	(12,093.17)	0.00		
62886E108	NCR CORP COM STK USD0.01	22,300.00	16.0452	16.8900	357,807.17	376,647.00	18,839.83	0.00	18,839.83	0.00		
67020Q107	NTELOS HOLDINGS CORP COM STK USD0.01	12,300.00	17.6708	17.7300	217,350.94	218,079.00	728.06	0.00	728.06	3,444.00		
68375Q403	OPLINK COMMUNICATIONS INC COM NEW	15,100.00	15.9095	15.1400	240,233.12	228,614.00	(11,619.12)	0.00	(11,619.12)	0.00		
68628V308	ORION MARINE GROUP COM STK USD0.01 '144A'	7,500.00	8.6465	5.7700	64,848.72	43,275.00	(21,573.72)	0.00	(21,573.72)	0.00		
69325Q105	PC-TEL INC COM STK USD0.001	11,500.00	4.8757	6.1500	56,070.85	70,725.00	14,654.15	0.00	14,654.15	0.00		
748356102	QUESTAR CORP COM STK NPV	25,800.00	17.1230	17.7100	441,772.43	456,918.00	15,145.57	0.00	15,145.57	0.00		
750438103	RADIOSHACK CORP COM STK USD1	16,800.00	19.3523	11.6200	325,118.72	195,216.00	(129,902.72)	0.00	(129,902.72)	0.00		
808541106	SCHWEITZER-MAUDUIT INTL INC COM STK USD0.10	4,700.00	55.3438	55.8700	260,115.91	262,589.00	2,473.09	0.00	2,473.09	0.00		
826919102	SILICON LABORATORIES COM STK USD0.0001	9,700.00	23.3487	33.5100	226,482.44	325,047.00	98,564.56	0.00	98,564.56	0.00		
D-050-546-861												
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Security Holdings

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As of: 30-Sep-2011

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
830878102	SKYWEST INC COM STK NPV	19,000.00	11.8891	11.5100	225,893.73	218,690.00	(7,203.73)	0.00	(7,203.73)	760.00
85254C305	STAGE STORES INC COM STK USD0.01	16,900.00	15.6173	13.8700	263,931.72	234,403.00	(29,528.72)	0.00	(29,528.72)	0.00
852891100	STANCORP FINANCIAL GROUP COM STK NPV	7,700.00	45.3911	27.5700	349,511.61	212,289.00	(137,222.61)	0.00	(137,222.61)	0.00
853790103	STANDARD PARKING CORP COM STK USD0.001	4,400.00	15.6945	15.6400	69,055.87	68,816.00	(239.87)	0.00	(239.87)	0.00
863236105	STRAYER EDUCATION INC COM STK USD0.01	3,300.00	124.9951	76.6700	412,483.74	253,011.00	(159,472.74)	0.00	(159,472.74)	0.00
87162G105	SYNOVIS LIFE TECHNOLOGIES INC COM	8,600.00	14.0509	16.7000	120,837.58	143,620.00	22,782.42	0.00	22,782.42	0.00
878237106	TECH DATA CORP COM STK USD0.0015	8,100.00	40.6832	43.2300	329,615.14	350,163.00	20,547.86	0.00	20,547.86	0.00
91338E101	UNIVERSAL AMERICAN CORP COM STK NPV	15,100.00	6.1997	10.0600	93,615.49	151,906.00	58,290.51	0.00	58,290.51	0.00
92231M109	VASCULAR SOLUTIONS INC COM STK USD0.01	10,600.00	11.0398	11.4500	117,022.18	121,370.00	4,347.82	0.00	4,347.82	0.00
928708106	VOLTERRA SEMICONDUCTOR CORP COM STK USD0.001	9,700.00	11.1594	19.2300	108,246.44	186,531.00	78,284.56	0.00	78,284.56	0.00
947684106	WEBSense INC COM STK USD0.01	15,200.00	23.2598	17.3000	353,549.32	262,960.00	(90,589.32)	0.00	(90,589.32)	0.00
981419104	WORLD ACCEPTANCE CORP COM STK NPV	8,600.00	27.9011	55.9500	239,949.50	481,170.00	241,220.50	0.00	241,220.50	0.00
Total COMMON STOCK					11,296,446.44	11,423,076.00	126,629.56	0.00	126,629.56	12,312.50
Total EQUITIES					11,296,446.44	11,423,076.00	126,629.56	0.00	126,629.56	12,312.50
Total USD					11,296,446.44	11,423,076.00	126,629.56	0.00	126,629.56	12,312.50
Total Long					11,296,446.44	11,423,076.00	126,629.56	0.00	126,629.56	12,312.50
Total P 21189					11,296,446.44	11,423,076.00	126,629.56	0.00	126,629.56	12,312.50

FORM 990-PF, PART II, LINE 10a,b,c

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Security Holdings

As of: 30-Sep-2011

Institutional Accounting

Security Holdings

End of Report

**SCHEDULE FOR
FORM 990-PF, PAGE 11, PART XV, LINE 3a
IRS PAID PAYMENT SUMMARY**

Fiscal Year equals 2011

September 30, 2011

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 2010 programs for the needy in the East Bay.</i>	20110009	\$100,000	12/10/2010	12895
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	12/23/2010	12921
ALAMEDA COUNTY COMMUNITY FOOD BANK Bateson, Suzan P.O. Box 2599 Oakland, CA 94614 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	20110010	\$125,000	12/10/2010	12896
ALAMEDA COUNTY HEALTH CARE FOUNDATION Barnes, Debra 2001 Broadway, Suite M Oakland, CA 94612-2312 <i>The Angiography Suite Acquisition Campaign for Highland Hospital.</i>	20080028	\$1,000,000	01/14/2011	12946
ALAMEDA COUNTY MEALS ON WHEELS Houts, Cindy P.O. Box 14002 Oakland, CA 94614 <i>General operating budget support.</i>	20080004	\$50,000	01/14/2011	12947
ALAMEDA COUNTY MEALS ON WHEELS Houts, Cindy P.O. Box 14002 Oakland, CA 94614 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	20110011	\$75,000	12/10/2010	12912
ALL SAINTS FAMILY MINISTRIES CENTER Mullin, Stephen P. 22824 Second Street Hayward, CA 94541 <i>The development of the All Saints Church Family Ministries Center.</i>	20070021	\$100,000	11/19/2010	12869
BAY AREA RESCUE MISSION Anderson, John M. P.O. Box 1112, 2114 MacDonald Avenue Richmond, CA 94802 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	20110012	\$100,000	12/10/2010	12913

SCHEDULE FOR

FORM 990-PF, PAGE 11, PART XV, LINE 3a

IRS PAID PAYMENT SUMMARY

Fiscal Year equals 2011

September 30, 2011

Payee, Contact and Project Title	Grant No.	Amount	Date Paid	Check #
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 for research year 2011.</i>	20090048	\$50,000	06/09/2011	13069
BELLARMINE COLLEGE PREPARATORY Sheridan, Paul G. 960 West Hedding Street San Jose, CA 95126 <i>Construction of the Humanities Center (Sobrato Center) and the Academic Building (Lokey Center), as part of the First Phase of the "Vision for the 21st Century" capital campaign.</i>	20070069	\$2,500,000	04/01/2011	13019
BELLARMINE COLLEGE PREPARATORY Sheridan, Paul G. 960 West Hedding Street San Jose, CA 95126 <i>Construction of the Humanities Center (Sobrato Center) and the Academic Building (Lokey Center), as part of the First Phase of the "Vision for the 21st Century" capital campaign.</i>	20070069	\$2,500,000	08/04/2011	13114
BERKELEY FOOD AND HOUSING PROJECT Light, Terri 2140 Dwight Way Berkeley, CA 94704 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	20110013	\$75,000	12/10/2010	12914
BERKELEY REPERTORY THEATRE Medak, Susan 2025 Addison Street Berkeley, CA 94704 <i>Purchase of and tenant improvements for 999 Harrison Street in Berkeley.</i>	20070061	\$200,000	12/23/2010	12922
BOYS & GIRLS CLUBS OF OAKLAND Stanley, Calvester R. P.O. Box 23203 Oakland, CA 94623 <i>Budget support for the Youth Development Programs.</i>	20110042	\$75,000	06/30/2011	13089
BUSINESSES UNITED IN INVESTING, LENDING AND DEVELOPMENT Klahr, Suzanne McKechnie 3 Twin Dolphin Drive, Suite 375 Redwood City, CA 94065 <i>Budget support for the expansion of the BUILD program in Oakland.</i>	20110006	\$50,000	01/07/2011	12941

SCHEDULE FOR FORM 990-PF, PAGE 11, PART XV, LINE 3a

IRS PAID PAYMENT SUMMARY

Fiscal Year equals 2011

September 30, 2011

Payee, Contact and Project Title	Grant No.	Amount	Date Paid	Check #
CALIFORNIA SHAKESPEARE THEATER Huntley, James E. N. 701 Heinz Avenue Berkeley, CA 94710-2732 <i>Phase I of the renovation of the Bruns Memorial Amphitheatre and construction of a Theater Building (the Sharon Simpson Center).</i>	20080046	\$100,000	10/22/2010	12846
CATHOLIC CHARITIES OF THE EAST BAY Belette, Solomon 433 Jefferson Street Oakland, CA 94607-3539 <i>General operating budget support.</i>	20110004	\$300,000	01/07/2011	12939
CATHOLIC CHARITIES OF THE EAST BAY Belette, Solomon 433 Jefferson Street Oakland, CA 94607-3539 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	20110014	\$75,000	12/10/2010	12897
CHILDREN'S HOSPITAL & RESEARCH CENTER FOUNDATION Barber, Brad 2201 Broadway, Suite 600 Oakland, CA 94612 <i>Budget support for Christmas 2010 programs for needy patients and their families.</i>	20110027	\$50,000	12/10/2010	12910
CHRONICLE SEASON OF SHARING FUND Kirschenbaum, Jennifer 901 Mission Street San Francisco, CA 94103-2988 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	20110015	\$50,000	12/10/2010	12898
COLLEGE PREPARATORY SCHOOL Cohen, Murray 6100 Broadway Oakland, CA 94618-1824 <i>Construction of new classrooms, new entry and parking lot, and a performing arts educational center.</i>	20090047	\$1,265,000	12/23/2010	12923
DAVIS STREET FAMILY RESOURCE CENTER Johnson, Rose Padilla 3081 Teagarden Street San Leandro, CA 94577 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	20110016	\$75,000	12/10/2010	12899

SCHEDULE FOR FORM 990-PF, PAGE 11, PART XV, LINE 3a

IRS PAID PAYMENT SUMMARY

Fiscal Year equals 2011

September 30, 2011

Payee, Contact and Project Title	Grant No.	Amount	Date Paid	Check #
DIABETIC YOUTH FOUNDATION Wallin, Mats I. 5167 Clayton Road, Suite F Concord, CA 94521 <i>Renovation of Bearskin Meadow Camp.</i>	20070022	\$200,000	10/08/2010	12837
DIOCESE OF OAKLAND-DEPARTMENT OF CATHOLIC SCHOOLS Bray, Barbara 2121 Harrison Street, Suite 100 Oakland, CA 94612-3788 <i>Budget support for the needs of five urban schools within the Oakland Diocese during 2010/2011.</i>	20100049	\$400,000	10/08/2010	12835
DOWN SYNDROME CONNECTION OF THE BAY AREA LaBelle, Nancy 101-J Town and Country Drive Danville, CA 94526 <i>General operating budget support . .</i>	20080025	\$25,000	06/09/2011	13068
FAITH NETWORK OF THE EAST BAY, INC. Roth, Randy 2633 Telegraph Avenue, #409 Oakland, CA 94612 <i>General operating budget support.</i>	20110003	\$35,000	01/07/2011	12938
FOOD BANK OF CONTRA COSTA AND SOLANO Sly, Larry P.O. Box 6324 Concord, CA 94524-1324 <i>Budget support for emergency and supplemental food programs in Contra Costa and Solano Counties.</i>	20080002	\$20,000	01/07/2011	12937
FOOD BANK OF CONTRA COSTA AND SOLANO Sly, Larry P.O. Box 6324 Concord, CA 94524-1324 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	20110017	\$125,000	12/10/2010	12900
FUTURES EXPLORED INCORPORATED Sanford, Will 3547 Wilkinson Lane Lafayette, CA 94549 <i>Upgrade, renovation and expansion of the Lafayette site.</i>	20080019	\$200,000	04/22/2011	13031

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Payee, Contact and Project Title	Grant No.	Amount	Date Paid	Check #
GIANT STEPS THERAPEUTIC EQUESTRIAN CENTER Pope, Robert J. Box 4855 Petaluma, CA 94955-4855 <i>General operating budget support.</i>	20110032	\$100,000	04/15/2011	13029
GOODWILL INDUSTRIES OF THE GREATER EAST BAY, INC. Latchford, John B. 1301 Thirtieth Avenue Oakland, CA 94601-2208 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	20110018	\$75,000	12/10/2010	12901
HARBOR HOUSE MINISTRIES, INC. Dwyer, Kathy 1811 11th Avenue Oakland, CA 94606 <i>General operating budget support.</i>	20100047	\$25,000	10/08/2010	12834
JOHN MUIR HEALTH FOUNDATION Smith, Milton J. 1400 Treat Boulevard, Second Floor Walnut Creek, CA 94597-2142 <i>Equipment costs for new facilities at the John Muir Medical Center (the new Patient Care Tower).</i>	20070034	\$2,000,000	11/12/2010	12867
LEADERSHIP PUBLIC SCHOOLS Waters, Louise Bay 344 Thomas L. Berkley Way, Suite 340 Oakland, CA 94612 <i>Budget support for the Academic Support Program at three campuses: Richmond, Hayward and Oakland.</i>	20110033	\$25,000	09/16/2011	13144
LIONS BLIND CENTER OF DIABLO VALLEY Schroth, Edward P. 175 Alvarado Avenue Pittsburg, CA 94565 <i>Roof replacement.</i>	20100021	\$20,500	02/04/2011	12969
MARINE TOYS FOR TOTS FOUNDATION Wortman, Melissa c/o Marine Corps Reserve / 3225 Willow Pass Road Concord, CA 94519 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	20110019	\$37,500	12/10/2010	12902
MARINE TOYS FOR TOTS FOUNDATION Wortman, Melissa c/o Marine Corps Reserve / 3225 Willow Pass Road Concord, CA 94519 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	20110019	\$37,500	12/10/2010	12903

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Payee, Contact and Project Title	Grant No.	Amount	Date Paid	Check #
MEALS ON WHEELS OF CONTRA COSTA, INC. Kraintz, A. Paul P.O. Box 3195, Martinez, CA 94553 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	20110020	\$75,000	12/10/2010	12904
MILITARY OUTREACH MINISTRY Bell, Faye MCB Camp Pendleton, P.O. Box 9000-906 Oceanside, CA 92051 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	20110021	\$75,000	12/10/2010	12905
MONUMENT CRISIS CENTER Scherer, Sandra P.O. Box 23973 / 2350 Monument Boulevard, Suite B Concord, CA 94523 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	20110028	\$50,000	12/10/2010	12911
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	03/11/2011	13006
OAKLAND SCHOOL FOR THE ARTS Harris, Donn 530 Eighteenth Street Oakland, CA 94612 <i>Tenant improvements for the new school site at the Fox Theater.</i>	20090012	\$500,000	08/19/2011	13121
OAKLAND SCHOOLS FOUNDATION Quigley, Dan C. P.O. Box 20238 Oakland, CA 94620-0238 <i>Budget support for the Extended Learning Collaborative.</i>	20110030	\$100,000	06/17/2011	13073
OAKLAND ZOO Parrott, Joel J. P.O. Box 5238 /9777 Golf Links Road Oakland, CA 94605 <i>Construction of the new Veterinary Medical Hospital.</i>	20080026	\$2,500,000	08/04/2011	13115
OAKWOOD SCHOOLS EDUCATION FOUNDATION Ireland, Ellen 20 Rubicon Road Dayton, OH 45409 <i>Donation in memory of Sarah Adele Worth for the needs of the Engineering Lab at Oakwood High School in Dayton, Ohio.</i>	20100053	\$100,000	11/05/2010	12864

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Payee, Contact and Project Title	Grant No.	Amount	Date Paid	Check #
OREGON STATE UNIVERSITY FOUNDATION Goodwin, Mike 850 S.W. 35th Street Corvallis, OR 97333 <i>Construction of a science facility at Oregon State University (the Linus Pauling Science Center / LPI).</i>	20070041	\$3,333,333	10/08/2010	12842
PACIFIC RIDGE SCHOOL Sapp, Richard A. 6269 El Fuerte Street Carlsbad, CA 92009-3094 <i>Phase 1A to include: land purchase and the design & construction of a high school building and athletic field.</i>	20090031	\$250,000	10/15/2010	12843
PLAYWORKS Viale, Jill C. 380 Washington Street Oakland, CA 94607 <i>Budget support for the program at schools in Alameda and Contra Costa Counties.</i>	20070005	\$50,000	08/04/2011	13113
SALESIAN HIGH SCHOOL Reina, Nicholas J. 2851 Salesian Avenue Richmond, CA 94804 <i>Purchase of an updated, mobile computer system for the Art Department.</i>	20100038	\$25,000	06/09/2011	13070
SALVATION ARMY - Alameda County Command Granat, C. Patrick 379 12th Street / P.O. Box 510 Oakland, CA 94612 <i>Renovation of the Booth Memorial Child Day Care Center in Oakland.</i>	20100042	\$25,000	03/18/2011	13007
SALVATION ARMY - Alameda County Command Summerfield, Al 379 12th Street / P.O. Box 510 Oakland, CA 94612 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	20110022	\$75,000	12/10/2010	12906
SAMUEL MERRITT UNIVERSITY Diaz, Sharon L. 450 30th Street, Suite 2840 Oakland, CA 94609 <i>Renovation and expansion of the John A. Graziano Memorial Library.</i>	20100023	\$172,000	07/29/2011	13101
SAN DAMIANO RETREAT CENTER Bucher, Raymond P.O. Box 767, Danville, CA 94526 <i>Upgrade of the HVAC System.</i>	20090040	\$150,000	09/08/2011	13133

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Payee, Contact and Project Title	Grant No.	Amount	Date Paid	Check #
SAN LEANDRO BOYS & GIRLS CLUB Glotch, Robert P.O. Box 234, San Leandro, CA 94577 <i>Budget support for After School Education Services (ASES).</i>	20100052	\$75,000	10/08/2010	12836
SAN LEANDRO SCHOLARSHIP FOUNDATION Pennebaker, Chad P.O. Box 1151 San Leandro, CA 94577 <i>The 2011 Scholarship Program.</i>	20110007	\$20,000	01/27/2011	12957
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	01/27/2011	12956
SISTERS OF THE HOLY FAMILY Guenther, M. Gladys P.O. Box 3248 / 159 Washington Boulevard Fremont, CA 94539-0324 <i>Replace the refrigeration system in the Motherhouse kitchen.</i>	20110008	\$13,000	01/14/2011	12948
SOCIETY OF ST. VINCENT DE PAUL OF ALAMEDA COUNTY Arca, Philip 9235 San Leandro Street Oakland, CA 94603 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	20110023	\$100,000	12/10/2010	12907
SPECIAL OLYMPICS NORTHERN CALIFORNIA, INC. Thompson, Rebecca 3480 Buskirk Avenue, Suite 340 Pleasant Hill, CA 94523-4343 <i>Budget support for the Special Olympics East Bay Region sports competitions.</i>	20080017	\$25,000	04/08/2011	13024
ST. ELIZABETH ELEMENTARY SCHOOL Hennessy, Rose Marie 1516 33rd Avenue Oakland, CA 94601 <i>Tuition assistance during the 2010/2011 school year.</i>	20110005	\$50,000	01/07/2011	12940
ST. ELIZABETH HIGH SCHOOL Brock, Mary Liam 1530 Thirty Fourth Avenue Oakland, CA 94601-3024 <i>Tuition Assistance for the 2010/2011 school year.</i>	20100018	\$400,000	10/15/2010	12844

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Payee, Contact and Project Title	Grant No.	Amount	Date Paid	Check #
ST. JAMES ACADEMY Dunn, Kathy 623 Nardo Avenue Solana Beach, CA 92075 <i>Purchase of Smartboards and related items for K - 8 classrooms and science/library.</i>	20110001	\$68,461	11/04/2010	12862
ST. JOSEPH NOTRE DAME HIGH SCHOOL Chiu, Simon 1011 Chestnut Street Alameda, CA 94501 <i>Conversion of 19 classrooms into "Smart" Classrooms and renovation of hallways, Notre Dame Hall and the Marionist building.</i>	20100029	\$200,000	06/24/2011	13079
ST. MARY'S CENTER Johnson, Carol 925 Brockhurst Street Oakland, CA 94608 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	20110024	\$75,000	12/10/2010	12908
ST. MARY'S MEDICAL CENTER Sako, Margine A. 450 Stanyan Street San Francisco, CA 94117-1079 <i>Construction and equipment costs for a new Cancer Center at St. Mary's Medical Center.</i>	20060043	\$1,000,000	11/05/2010	12863
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	07/08/2011	13095
UC DAVIS, School of Veterinary Medicine Osburn, Bennie I. One Shields Avenue Davis, CA 95616-8774 <i>Construction of Veterinary Medicine III B (VM3B) for interdisciplinary research.</i>	20060019	\$1,666,666	12/17/2010	12917
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	02/11/2011	12975

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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	\$3,750,000	06/17/2011	13072
UNIVERSITY OF SAN FRANCISCO Privett, Stephen A. Office of the President / 2130 Fulton Street San Francisco, CA 94117-1080 <i>Construction of a new science building (aka the Center for Science and Innovation / CSI).</i>	20070002	\$2,500,000	01/21/2011	12951
USO Sagle, Ann 2111 Wilson Boulevard, Suite 1200 Arlington, VA 22201 <i>Budget support for Christmas 2010 programs for individuals and families of those serving in the Armed Forces.</i>	20110025	\$75,000	12/13/2010	12916
VOLUNTEER CENTER OF THE EAST BAY Meuleners, Lorraine 2401 Shadelands Drive, Suite 112 Walnut Creek, CA 94598 <i>Budget support for Christmas 2010 "Share the Spirit" program for the needy in the East Bay.</i>	20110026	\$25,000	12/10/2010	12909
WEST COUNTY ADULT DAY CARE/ALZHEIMERS RESPITE CENTER Price-Janke, Deborah 1015 Nevin Avenue, Suite 108 Richmond, CA 94801 <i>General operating budget support.</i>	20110037	\$20,000	07/08/2011	13096

Grand Total \$40,897,055
(73 items)

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**GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENTS
GRANTS APPROVED IN FISCAL 2011**

	Approved YTD	Amount Paid YTD	Ending Balance
A Friendly Manor Sr. Maureen Lyons, Director 2298 San Pablo Avenue Oakland, CA 94612 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	\$ 100,000	\$ 100,000	\$ 0
Alameda County Community Food Bank Suzan Bateson, ED P.O. Box 2599 Oakland, CA 94614 <i>Budget support for Christmas 2010 programs for the needy in the East Bay</i>	125,000	125,000	
Alameda County Meals on Wheels Cindy Houts, ED 6955 Foothill Boulevard, Suite 300 Oakland, CA 94605 <i>Budget support for Christmas 2010 programs for the needy in the East Bay</i>	75,000	75,000	0
Bay Area Rescue Mission Rev. John M. Anderson, President & CEO 2114 MacDonald Avenue Richmond, CA 94802 <i>Budget support for Christmas 2010 programs for the needy in the East Bay</i>	100,000	100,000	0
Bellarmino College Preparatory Rev. Paul G. Sheridan, President 960 West Hedding Street San Jose, CA 95126 <i>Construction of the Student Life Center & Auxiliary Gym.</i>	5,000,000		5,000,000

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	Approved YTD	Amount Paid YTD	Ending Balance
Berkeley Food and Housing Project Marci Jordan, ED 2140 Dwight Way Berkeley, CA 94704 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	75,000	75,000	0
Berkeley Public Library Foundation David Snyder, ED 2090 Kittredge Street Berkeley, CA 94704 <i>The Neighborhood Libraries Campaign.</i>	300,000		300,000
Boys & Girls Clubs of Oakland Calveser R. Stanley, President P.O. Box 23203 Oakland, CA 94623 <i>Budget support for the Youth Development Programs.</i>	75,000	75,000	0
BUILD Suzanne McKechnie Klahr, CEO 5 Palo Alto Square, 6th Floor, 3000 El Camino Real Palo Alto, CA 94306 <i>Budget support for the expansion of the BUILD program in Oakland.</i>	50,000	50,000	0
Catholic Charities of the East Bay Soloman Belette, ED 433 Jefferson Street Oakland, CA 94607-3592 <i>General operating budget support.</i>	300,000	300,000	0
Catholic Charities of the East Bay Soloman Belette, ED 433 Jefferson Street Oakland, CA 94607-3592 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	75,000	75,000	0

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	Approved YTD	Amount Paid YTD	Ending Balance
Children's Hospital & Research Center Foundation Dr. Bertram H. Lubin, CEO 2201 Broadway, Suite 600 Oakland, CA 94612 <i>Budget support for Christmas 2010 programs for needy patients and their families.</i>	50,000	50,000	0
Chronicle Season of Sharing Mary-Kay Mitchell, ED 901 Mission Street San Francisco, CA 94103-2988 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	50,000	50,000	0
Crohn's and Colitis Foundation of America Greg Parkington 7850 Mission Center Court, Suite 100 San Diego, CA 92108 <i>Budget support for the Greater San Diego/Desert Area Chapter.</i>	10,000		10,000
Davis Street Family Resource Center Rose Padilla Johnson, ED 3081 Teagarden Street San Leandro, CA 94577 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	75,000	75,000	0
Diocese of Oakland - Dept. of Catholic Schools Sister Barbara Brey, Superintendent 2121 Harrison Street Oakland, CA 94612 <i>Renovations at St. Martin de Porres and St. Anthony Schools.</i>	100,000	0	100,000

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	Approved YTD	Amount Paid YTD	Ending Balance
Diocese of Oakland - Dept. of Catholic Schools Sister Barbara Brey, Superintendent 2121 Harrison Street Oakland, CA 94612 <i>Budget support for the needs of urban schools and for the FACE tuition assistance program during the 2011/2012 school year.</i>	500,000		500,000
East Bay Asian Youth Center David Kakishiba, ED 2025 East 12th Street Oakland, CA 94606 <i>Renovation of three Oakland schoolyards (the Oakland Schoolyard Initiative).</i>	750,000		750,000
Ecole Bilingue de Berkeley Frederic Canadas, Head of School 1009 Heinz Avenue Berkeley, CA 94710 <i>Phase II of the Facilities Master Plan and "The Campus Campaign- Our Moment".</i>	200,000		200,000
Faith Network of the East Bay Randy Roth, President 2633 Telegraph Avenue, #409 Oakland, CA 94612 <i>General operating budget support.</i>	105,000	35,000	70,000
Food Bank of Contra Costa and Solano Larry Sly, ED P.O. Box 6324 Concord, CA 94524-1324 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	125,000	125,000	0
Franciscan Friars of California, Province of St. Barbara Anne Symens-Bucher, o-Director, JPIC Office 1500 34th Avenue Oakland, CA 94601 <i>Repaving the entry and parking lot of the St. Elizabeth Friary, located at the campus of St. Elizabeth Parish.</i>	63,000		63,000

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	Approved YTD	Amount Paid YTD	Ending Balance
Giant Steps Therapeutic Equestrian Center Robert J. Pope, ED 3547 Wilkinson Lane Lafayette, CA 94549 <i>Upgrade, renovation and expansion of the Lafayette site.</i>	100,000	100,000	0
Girls Inc. of Alameda County Linda Boessenecker, ED 13666 East 14th Street San Leandro, CA 94578 <i>The purchase and remodeling of a new Girls Resource Center in Oakland.</i>	750,000		750,000
Goodwill Industries of the Greater East Bay John B. Latchford, President & CEO 1301 Thirtieth Avenue Oakland, CA 94601-2208 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	75,000	75,000	0
Harbor House Ministries Kathy Teng Dwyer, ED 1811 11th Avenue Oakland, CA 94606 <i>General operating budget support.</i>	50,000		50,000
Leadership Public Schools Louise Bay Waters, CEO & Superintendent 344 Thomas L. Berkley Way, Suite 340 Oakland, CA 94612 <i>Budget support for the Academic Support Program at three campuses: Richmond, Hayward and Oakland.</i>	25,000	25,000	0

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	Approved YTD	Amount Paid YTD	Ending Balance
Marine Toys For Tots Foundation Sgt. Melissa Wortman c/o Marine Corps Reserve 3225 WillowPass Road Concord, CA 94519 <i>Budget support for Christmas 2010 programs for the needy in the East Bay</i>	75,000	75,000	0
Meals On Wheels of Contra Cosa A. Paul Krintz, Secretary/Treasurer P.O. Box 3195 Martinez, CA 94553 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	75,000	75,000	0
Military Outreach Ministry Faye Belle, CEO & ED MCB Camp Pendleton P.O. Box 9000-906 Oceanside, CA 92051 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	75,000	75,000	0
Monument Crisis Center Sandra Scherer, ED P.O. Box 23973 2350 Monument Boulevard, Suite B Concord, CA 94523 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	50,000	50,000	0
Oakland Technical High School PTSA Katrina Brekke-Miesner, Co-Chair 4351 Broadway Oakland, CA 94611 <i>Phase II of the renovation of the Oakland Tech Auditorium.</i>	100,000		100,000

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	Approved YTD	Amount Paid YTD	Ending Balance
Oakland Schools Foundation Dan C. Quigley, ED P.O. Box 20238 Oakland, CA 94620-0238 <i>Budget support for the Extended Learning Collaboratibr during the 2010/2011 school year.</i>	100,000	100,000	0
Palo Alto Medical Foundation Dr. Richard Slavin, CEO 2350 W. El Camino Real, Sixth Floor Mountain View, CA 94040 <i>Build-out, equipping and related costs for the Infusion Therapy Center at the Fremont Clinic.</i>	100,000		100,000
St. Elizabeth Elementary School Sr. Rose Marie Hennessy, Principal 1516 33rd Avenue Oakland, CA 94601 <i>Tuition assistance for the 2010/2011 school year.</i>	50,000	50,000	0
St. Elizabeth High School Sr. Mary Liam Brock, Principal 1530 Thirty Fourth Avenue Oakland, CA 94601-3024 <i>Tuition Assistance for 2011/2012.</i>	400,000		400,000
St. Ignatius Parish Robert K. Rien, Parochial Administrator 3351 Contra Loma Boulevard Antioch, CA 94509-5468 <i>Construction of Phase III of the Parish Life Center (the Parish Educational Center).</i>	375,000		375,000
St. James Academy Kathy Dunn, Principal 623 Nardo Avenue Solana Beach, CA 92075 <i>Purchase of Smartboards and related items for K - 8 classrooms and science/library.</i>	68,461	68,461	0

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	Approved YTD	Amount Paid YTD	Ending Balance
St. Mary's Center Carol Johnson, ED 925 Brockhurst Street Oakland, CA 94608 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	75,000	75,000	0
Salvation Army - Alameda County Command Major Al Summerfield 379 12th Street Oakland, CA 94612 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	75,000	75,000	0
San Leandro Boys & Girls Clubs Robert Glotch, ED 401 Marina Boulevard San Leandro, CA 94577 <i>Budget support for After School Education Services (ASES).</i>	75,000		75,000
San Leandro Scholarship Foundation Chad Pennebaker, President P.O. Box 1151 San Leandro, CA 94577 <i>The 2011 Scholarship Program.</i>	20,000	20,000	0
Sisters of the Holy Family Sr. M. Gladys Guenther, President 159 Washington Boulevard Fremont, CA 94539-0324 <i>Replace the refrigeration system in the Motherhouse kitchen.</i>	13,000	13,000	0
Sisters of the Holy Family Sr. M. Gladys Guenther, President 159 Washington Boulevard Fremont, CA 94539-0324 <i>Purchase and isntallment of an electric stair lift and ramp in the Motherhouse.</i>	33,000		33,000

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	Approved YTD	Amount Paid YTD	Ending Balance
Society of St. Vincent de Paul of Alameda County Philip Arca, ED 9235 San Leandro Street Oakland, CA 94603 <i>Budget support for Christmas 2010 programs for the needy in the East Bay.</i>	100,000	100,000	0
Society of St. Vincent de Paul of Alameda County Philip Arca, ED 9235 San Leandro Street Oakland, CA 94603 <i>Refurbishment of the Free Dining Room in Oakland.</i>	40,000	0	40,000
Teach For America Emily Bobel, ED 22 Fourth Street, 7th Floor San Francisco, CA 94103 <i>Budget support for East Bay Area operations.</i>	1,350,000		1,350,000
USO Ann Sagle, Senior Manager, Donor Services 2111 Wilson Boulevard, Suite 1200 Arlington, VA 22201 <i>Budget support for Christmas 2010 programs for the individuals and families of those currently serving in the Armed Forces.</i>	75,000	75,000	0
Veterans Memorial Building Development Committee Robert H. Chipley, President, Development Committee P.O. Box 1092 Danville, CA 94526 <i>Renovation and expansion of the Veterans Memorial Building in Danville.</i>	200,000		200,000

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	Approved YTD	Amount Paid YTD	Ending Balance
Volunteer Center of the East Bay Lorraine Meulners, ED 2401 Shadelands Drive, Suite 112 Walnut Creek, CA 94598 <i>Budget support for Christmas 2010 "Share the Spirit" program for the needy in the East Bay.</i>	25,000	25,000	0
West County Adult Day Care/Alzheimer's Respite Cntr. Deborah Price-Janke, ED 1015 Nevin Avenue, Suite 108 Richmond, CA 94801 <i>General operating budget support.</i>	20,000	20,000	0
GRAND TOTAL	\$ 12,872,461	\$ 2,406,461	\$ 10,466,000