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

2009

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

For calendar year 2009, or tax year beginning

, and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation BOOTH FOUNDATION, INC.	A Employer identification number 20-0667161			
	Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 120908	Room/suite	B Telephone number 352-243-9541		
C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>					
E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>					
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 11,742,536. (Part I, column (d) must be on cash basis.)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)				
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		0.		N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments					
3 Dividends and interest from securities		118.	118.		STATEMENT 1
5a Gross rents b Net rental income or (loss)		222,405.	222,393.		STATEMENT 2
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a		<948,932.00			
7 Capital gain net income (from Part IV, line 2)			0.		
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		71,939.	42,442.		STATEMENT 3
12 Total Add lines 1-through 11		<654,470.00	264,953.		
13 Compensation of officers, directors, trustees, etc.		52,679.	10,000.		5,179.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees		25,000.	25,000.		0.
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes		19,529.	3,481.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		825,167.	10,956.		799,500.
24 Total operating and administrative expenses. Add lines 13 through 23		922,375.	49,437.		804,679.
25 Contributions, gifts, grants paid		1,082,500.			1,082,500.
26 Total expenses and disbursements. Add lines 24 and 25		2,004,875.	49,437.		1,887,179.
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements		<2,659,345.00			
b Net investment income (if negative, enter -0-)			215,516.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	69,756.	1,991.	1,991.
	2	Savings and temporary cash investments	60,843.	368,499.	368,499.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
Assets	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	17,893.	15,738.	15,738.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	STMT 7	3,376,299.	2,808,783.
	c	Investments - corporate bonds	STMT 8	966,373.	93,942.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 9	28,996,973.	27,544,186.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►	STATEMENT 10)	21,477.	33,659.
	16	Total assets (to be completed by all filers)		33,509,614.	30,866,798.
					11,742,536.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►	STATEMENT 11)	0.	16,529.
	23	Total liabilities (add lines 17 through 22)		0.	16,529.
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		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	33,509,614.	30,850,269.	
	30	Total net assets or fund balances	33,509,614.	30,850,269.	
	31	Total liabilities and net assets/fund balances	33,509,614.	30,866,798.	

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	33,509,614.
2	Enter amount from Part I, line 27a	2	<2,659,345. >
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	30,850,269.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,850,269.

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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 PUBLICLY TRADED SECURITIES			P		
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 3,753,649.		4,702,581.	<948,932.>		
b					
c					
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			<948,932.>		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	<948,932.>	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	2,023,871.	24,554,667.	.082423
2007	2,020,210.	36,416,524.	.055475
2006	535,903.	10,485,094.	.051111
2005	39,595.	0.	.000000
2004	557.	0.	.000000

2 Total of line 1, column (d)

2 .189009

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 .037802

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 9,215,356.

5 Multiply line 4 by line 3

5 348,359.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 2,155.

7 Add lines 5 and 6

7 350,514.

8 Enter qualifying distributions from Part XII, line 4

8 1,887,179.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 ► <input type="checkbox"/> and enter "N/A" on line 1.	(attach copy of letter if necessary-see instructions)	1	2,155.
b	Date of ruling or determination letter:			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3	Add lines 1 and 2		2	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	2,155.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		4	0.
6	Credits/Payments:		5	2,155.
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a		17,893.
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		17,893.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		15,738.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ►	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?	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b	X
c	Did the foundation file Form 1120-POL for this year?	1c	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>FL</u>		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

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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 ► DAWN F. HALL, CPA Telephone no. ► 352-243-9541
Located at ► 4224 FAWN MEADOWS CIRCLE, CLERMONT, FL ZIP+4 ► 34711

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 | N/A ►

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> 1b <input type="checkbox"/> X		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? 1c <input type="checkbox"/> 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)): N/A		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ► 2a <input type="checkbox"/> N/A		
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.) 2b <input type="checkbox"/> N/A		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 2c <input type="checkbox"/> N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) 3b <input type="checkbox"/> N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a <input type="checkbox"/> X		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? 4b <input type="checkbox"/> X		

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

5a During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A		5b	
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A		<input type="checkbox"/> Yes <input type="checkbox"/> No	
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
<i>If "Yes" to 6b, file Form 8870</i>				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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 12		52,679.	0.	0.

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
NONE				

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
NONE		

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		
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	8,816,473.
b Average of monthly cash balances	1b	539,218.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	9,355,691.
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	9,355,691.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	140,335.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,215,356.
6 Minimum investment return Enter 5% of line 5	6	460,768.

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	460,768.
2a Tax on investment income for 2009 from Part VI, line 5	2a	2,155.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	16,048.
c Add lines 2a and 2b	2c	18,203.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	442,565.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	442,565.
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	442,565.

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	1,887,179.
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	1,887,179.
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	2,155.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,885,024.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				442,565.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	557.			
b From 2005	39,595.			
c From 2006	19,754.			
d From 2007	244,656.			
e From 2008	810,480.			
f Total of lines 3a through e	1,115,042.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 1,887,179.			0.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				442,565.
e Remaining amount distributed out of corpus	1,444,614.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	2,559,656.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	557.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,559,099.			
10 Analysis of line 9:				
a Excess from 2005	39,595.			
b Excess from 2006	19,754.			
c Excess from 2007	244,656.			
d Excess from 2008	810,480.			
e Excess from 2009	1,444,614.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
CTCFA, INC. (ASHLAND COMMUNITY & TECHNICAL COLLEGE) - 1400 COLLEGE DRIVE ASHLAND, KY 41101	NONE	PUBLIC	PROFESSOR SUPPORT FOR NURSING PROGRAMS	82,500.
FAIRVIEW BAPTIST CHURCH 2040 MAIN STREET WW ASHLAND, KY 41102	NONE	PUBLIC	PROGRAM FOR DISADVANTAGED NURSING STUDENTS	50,000.
MARSHALL UNIVERSITY 401 11TH STREET, SUITE 1400 HUNTINGTON, WV 25701	NONE	PUBLIC	PROGRAM FOR DISADVANTAGED AREA STUDENTS	250,000.
OUTREACH FOUNDATION OF THE PRESBYTERIAN CHURCH, INC. - 318 SEABOARD LANE, SUITE 205 FRANKLIN, TN	NONE	PUBLIC	PROGRAM FOR DISADVANTAGED PEOPLE	700,000.
Total			► 3a	1,082,500.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a <u>PTP INCOME</u>	211110	29,497.			
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		29,497.		<683,967. >	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	<654,470. >

(See worksheet in line 13 instructions to verify calculations.)

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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
- (2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee		Date	Title	
<i>Alex G. Bott</i>		<i>9/16/10</i>	PRESIDENT	
Preparer's signature		Date	Check if self-employed	Preparer's identifying number
Paid Preparer's Use Only		08/04/10	<input type="checkbox"/>	
Firm's name (or yours if self-employed), address, and ZIP code		DAWN F. HALL, CPA 4224 FAWN MEADOWS CIRCLE CLERMONT, FL 34711		
		EIN <input type="checkbox"/> Phone no. 352-243-9541		

Form 990-PF (2009)

BOOTH FOUNDATION, INC.

20-0667161

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

SOURCE	AMOUNT
MONEY MARKET INCOME	118.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	118.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MARKETABLE SECURITIES	222,405.	0.	222,405.
TOTAL TO FM 990-PF, PART I, LN 4	222,405.	0.	222,405.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RENT & ROYALTY INCOME	42,442.	42,442.	
PTP INCOME	29,497.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	71,939.	42,442.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	25,000.	25,000.		0.
TO FM 990-PF, PG 1, LN 16A	25,000.	25,000.		0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,326.	1,326.		0.
FEDERAL EXCISE TAXES	2,155.	2,155.		0.
FEDERAL UBIT	16,048.	0.		0.
TO FORM 990-PF, PG 1, LN 18	19,529.	3,481.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISC ADMINISTRATION FEES	49.	49.		0.
CORPORATE LICENSE	61.	61.		0.
INVESTMENT INTEREST EXPENSE	6,103.	6,103.		0.
ASSET MANAGEMENT FEE	18,973.	4,743.		0.
BASIS REDUCTION OF GIFT TO CHARITY W/ZERO VALUE	799,500.	0.		799,500.
FEDERAL UBIT INTEREST	481.	0.		0.
TO FORM 990-PF, PG 1, LN 23	825,167.	10,956.		799,500.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABORATORIES	0.	0.
ALLIED CAPITAL CORP	92,070.	10,830.
ANADARKO PETROLEUM CORP	62,175.	93,630.
ANNALY CAPITAL MGMT	277,404.	260,250.
APOLLO INVESTMENT CORP	80,580.	43,214.
ARBOR REALTY TRUST INC	0.	0.
B&G FOODS INC	0.	0.
BARCLAYS BANK 7.75% PFD	25,204.	59,575.
BARCLAYS BANK 8.125% PFD	0.	0.
CAPITAL SOURCE INC	0.	0.
CARLYLE CAPITAL CORP	95,613.	650.
CENTERLINE HOLDING CO	0.	0.
CYBERONICS INC	0.	0.

DANAOS CORPORATION	0.	0.
DENBURY RESOURCES INC	34,110.	29,600.
DEVON ENERGY CORP	59,825.	73,500.
DWS GOLD & PRECIOUS METALS A	0.	0.
EAGLE BULK SHIPPING INC	0.	0.
ELAN CORP	75,420.	32,600.
FAIRPOINT COMMUNICATIONS INC	0.	0.
HRPT PROPERTIES TRUST	117,642.	129,400.
IAMGOLD CORPORATION	0.	0.
IOWA TELECOMM SVC INC	0.	0.
ISTAR FINANCIAL INC	0.	0.
KOHLBERG CAPITAL CORP	80,448.	28,423.
NEWCASTLE INVESTMENT CORP	0.	0.
PAN AMERICAN SILVER CORP	0.	0.
PENGROWTH ENERGY TRUST	247,111.	192,600.
PENN VIRGINIA CORP	50,094.	31,935.
PEOPLES UTD FINL INC	0.	0.
PERMIAN BASIN REALTY TRUST	415,376.	447,640.
PIMCO HIGH INCOME FUND	79,293.	119,350.
PROSHARES ULTRASORT MSCI	164,434.	10,900.
TEEKAY OFFSHORE PTNRS	50,000.	49,875.
TELECOMMUNICACOES DE SAO	26,728.	24,970.
KINROSS GOLD CORP	56,569.	46,000.
NORTH AMERICAN PALLADIUM	30,050.	35,000.
DEUTSCHE BK CAP TR 7.6%	280,742.	474,600.
ANWORTH MTG ASSET CORP	270,649.	245,000.
DEUTSCHE BK LONDON POWERSHARES	26,396.	31,728.
BARRICK GOLD CORP	110,850.	118,140.
 TOTAL TO FORM 990-PF, PART II, LINE 10B	 2,808,783.	 2,589,410.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION		FAIR MARKET BOOK VALUE	VALUE
AIRLIE CDO LTD	0.	0.	
EXUM RIDGE 3/22/14, 8.45%	0.	0.	
PSEG ENERGY HLDGS, 6/15/11, 8.5%	0.	0.	
WILLIAM LYON HOMES, 4/1/13, 10.75%	93,942.	71,000.	
 TOTAL TO FORM 990-PF, PART II, LINE 10C	 93,942.	 71,000.	

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALLIANCE HOLDINGS GP LP	FMV	0.	0.
BREITBURN ENERGY PARTNERS	FMV	0.	0.
BUCKEYE PARTNERS LP	FMV	163,230.	217,800.
CEDAR FAIR LP	FMV	0.	0.
CHENIERE ENERGY PTRNS LP	FMV	123,342.	116,190.
COPANO ENERGY LLC	FMV	0.	0.
DUNCAN ENERGY PTNRS LP	FMV	311,928.	456,000.
EAGLE ROCK ENERGY PARTNERS	FMV	497,043.	225,810.
EL PASO PIPELINE PTRNS LP	FMV	94,342.	129,800.
ENBRIDGE ENERGY PARTNERS	FMV	95,798.	214,760.
ENCORE ENERGY PTNRS LP	FMV	62,987.	59,460.
ENERGY TRANSFER EQUITY PTNR	FMV	319,560.	489,280.
ENERGY TRANSFER PARTNERS	FMV	0.	0.
ENTERPRISE PRODUCTS PARTNERS	FMV	0.	0.
EXTERRAN PARTNERS LP	FMV	0.	0.
GENESIS ENERGY LP	FMV	70,275.	113,400.
GLOBAL PARTNERS LP	FMV	240,268.	344,400.
HILAND HOLDINGS GP LP	FMV	0.	0.
HILAND PARTNERS LP	FMV	0.	0.
INERGY LP	FMV	217,204.	481,680.
K-SEA TRANSPORTATION PTNRS	FMV	120,719.	46,320.
KKR FINANCIAL HLDGS LLC	FMV	0.	0.
LEGACY RESERVES LP	FMV	425,548.	601,902.
LEHMAN BROTHERS ANNUITY DUE 12/31/28	FMV	21,284,387.	0.
LINN ENERGY LLC	FMV	388,847.	752,760.
MARKWEST ENERGY PARTNERS	FMV	603,732.	1,112,260.
MARTIN MIDSTREAM PARTNERS	FMV	21,547.	81,848.
NUSTAR ENERGY LP	FMV	95,908.	112,180.
NUSTAR GP HOLDINGS LLC	FMV	205,734.	393,032.
ONEOK PARTNERS LP	FMV	129,570.	186,900.
PENN VA GP HOLDINGS	FMV	121,189.	166,800.
PENN VA RESOURCE PTNRS	FMV	86,699.	68,992.
PLAINS ALL-AMER PIPE LP	FMV	103,872.	158,550.
QUEST ENERGY PTNRS LP	FMV	381,871.	58,320.
REGENCY ENERGY PTNRS LP	FMV	334,919.	387,575.
SEMGROUP ENERGY PTNRS	FMV	0.	0.
STONEMOR PARTNERS LP	FMV	207,556.	207,375.
TARGA RESOURCE PTNRS LP	FMV	417,299.	777,920.
TC PIPELINES LP	FMV	45,754.	73,680.
TEEKAY LNG PTNRS LP	FMV	134,723.	121,762.
TERRA NITROGEN CO LP	FMV	61,084.	260,200.
TRANSMONTAIGNE PARTNERS	FMV	71,018.	99,108.
WESTERN GAS PTNRS LP	FMV	106,233.	146,175.
WILLIAMS PARTNERS LP	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		27,544,186.	8,662,239.

BOOTH FOUNDATION, INC.

20-0667161

FORM 990-PF

OTHER ASSETS

STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS & INTEREST RECEIVABLE	21,477.	33,659.	33,659.
TO FORM 990-PF, PART II, LINE 15	21,477.	33,659.	33,659.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
TAXES & INTEREST PAYABLE	0.	16,529.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	16,529.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALEX E. BOOTH, JR. 2001 SAILFISH PT BLVD, APT #316 STUART, FL 34996	PRESIDENT & DIRECTOR 1.00	0.	0.	0.
DAWN F. HALL 4224 FAWN MEADOWS CIRCLE CLERMONT, FL 34711	TREASURER & DIRECTOR 10.00	50,000.	0.	0.
BETH TERDO PRINZ 815 COLORADO AVENUE, SUITE 103 STUART, FL 34994	SECRETARY & DIRECTOR 1.00	2,679.	0.	0.
KATHERINE BOOTH 2001 SAILFISH PT BLVD, APT #316 STUART, FL 34996	VICE PRESIDENT & DIRECTOR 1.00	0.	0.	0.
WILLIAM BRYANT 318 SEABOARD LANE, SUITE 205 FRANKLIN, TN 37067	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		52,679.	0.	0.

BOOTH FOUNDATION, INC.20-0667161FORM 990-PFFOOTNOTES

RETURN EXTENDED TO NOVEMBER 15, 2010:

FORM 990-PF WAS ORIGINALLY EXTENDED FOR THE AUTOMATIC 3-MONTH EXTENSION PERIOD TO AUGUST 15, 2010, BY FILING FORM 8868 BY THE RETURN'S ORIGINAL DUE DATE OF MAY, 15, 2010. THE PRESIDENT OF THE FOUNDATION HAD AN EMERGENCY QUADRUPLE BY-PASS IN EARLY AUGUST AND WAS UNABLE TO SIGN AND FILE THE RETURNS BY THE ORIGINAL EXTENDED DUE DATE OF AUGUST 15, 2010. FORM 990-PF WAS THEN EXTENDED FOR AN ADDITIONAL THREE MONTHS TO NOVEMBER 15, 2010, AGAIN BY FILING FORM 8868 BY THE EXTENDED DUE DATE OF AUGUST 15, 2010.