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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052  
**2009**

For calendar year 2009, or tax year beginning 01-01-2009 , and ending 12-31-2009

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 The Bothin Foundation		A Employer identification number 94-1196182		
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 1660 Bush Street No 300		B Telephone number (see page 10 of the instructions) (415) 561-6540		
	City or town, state, and ZIP code San Francisco, CA 94109		C If exemption application is pending, check here <input type="checkbox"/>		
			D 1. Foreign organizations, 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			2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 32,456,996		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)		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"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,391	1,391		
	4 Dividends and interest from securities. . . . .	705,253	705,253		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-579,889			
	b Gross sales price for all assets on line 6a _____ 12,214,235				
	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				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	58,319	0		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	185,074	706,644		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule). . . . .				
	b Accounting fees (attach schedule). . . . .	28,672	14,336		14,336
	c Other professional fees (attach schedule) . . . . .	468,807	203,792		275,905
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see page 14 of the instructions)	4,882	0		0
	19 Depreciation (attach schedule) and depletion . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	6,717	334		6,388
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	509,078	218,462		296,629
	25 Contributions, gifts, grants paid . . . . .	1,391,973			1,141,973
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	1,901,051	218,462		1,438,602
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-1,715,977			
	b <b>Net investment income</b> (if negative, enter -0-)		488,182		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	61,257	26,203	26,203
	2	Savings and temporary cash investments . . . . .	2,895,611	1,444,368	1,444,368
	3	Accounts receivable ▶ <u>66,246</u>			
		Less allowance for doubtful accounts ▶ _____	147,654	66,246	66,246
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .	1,724	11,362	11,362
	10a	Investments—U S and state government obligations (attach schedule)	2,805,315		
	b	Investments—corporate stock (attach schedule) . . . . .	16,207,992	 21,688,542	21,688,542
	c	Investments—corporate bonds (attach schedule). . . . .	5,801,557	 9,220,275	9,220,275
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans . . . . .				
13	Investments—other (attach schedule) . . . . .				
14	Land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	27,921,110	32,456,996	32,456,996	
Liabilities	17	Accounts payable and accrued expenses . . . . .	14,125	13,905	
	18	Grants payable . . . . .	3,000	235,354	
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)	 0	 64,471	
	23	Total liabilities (add lines 17 through 22) . . . . .	17,125	313,730	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	27,903,985	32,143,266	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	27,903,985	32,143,266	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	27,921,110	32,456,996	

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	27,903,985
2	Enter amount from Part I, line 27a . . . . .	2	-1,715,977
3	Other increases not included in line 2 (itemize) ▶  _____	3	6,019,729
4	Add lines 1, 2, and 3 . . . . .	4	32,207,737
5	Decreases not included in line 2 (itemize) ▶  _____	5	64,471
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	32,143,266

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 )
1 a	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 12,214,235		12,794,124	-579,889
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-579,889
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	-579,889
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	1,952,569	33,890,245	0 057614
2007	1,971,589	39,528,191	0 049878
2006	1,783,469	36,245,603	0 049205
2005	1,660,759	35,384,361	0 046935
2004	1,705,010	39,473,028	0 043194

2 Total of line 1, column (d). . . . .	2	0 246826
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .	3	0 049365
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5. . . . .	4	28,753,556
5 Multiply line 4 by line 3. . . . .	5	1,419,419
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	4,882
7 Add lines 5 and 6. . . . .	7	1,424,301
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	1,438,602

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI				Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)	
1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	4,882
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	4,882
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	4,882
6		Credits/Payments			
a		2009 estimated tax payments and 2008 overpayment credited to 2009	6a	12,520	
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	2,000	
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments Add lines 6a through 6d. . . . .		7	14,520
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	9,638
11		Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> 9,638	Refunded <input type="checkbox"/>	11	0

Part VII-A				Statements Regarding Activities		
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? . . . . .			Yes	No
		1a				No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .				No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c		Did the foundation file Form 1120-POL for this year?. . . . .		1c		No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		2		No
		If "Yes," attach a detailed description of the activities.				
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		3		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .		4a		No
b		If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .		4b		
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		5		No
		If "Yes," attach the statement required by General Instruction T.				
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		No
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> CA				
b		If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes	
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .		9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10		No

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ WWW PFS-LLC NET/BOTHIN	13	Yes	
14	The books are in care of ▶ PACIFIC FOUNDATION SERVICES LLC Telephone no ▶ (415) 561-6540 Located at ▶ 1660 BUSH STREET SUITE 300 SAN FRANCISCO CA ZIP+4 ▶ 94109			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15			

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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 <b>any</b> 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		
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions ). . . . .	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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <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?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PACIFIC FOUNDATION SERVICES	FOUNDATION MANAGEMENT	306,561
1660 BUSH ST SUITE 300 SAN FRANCISCO, CA 94109		
OSTERWEIS CAPITAL MANAGEMENT	INVESTMENT COUNSELING	90,007
ONE MARITIME PLAZA SUITE 800 SAN FRANCISCO, CA 94111		
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	
2	
3	
4	

Part IX-B

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments See page 24 of the instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3. . . . . 	0



Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	27,200,527
b	Average of monthly cash balances. . . . .	1b	1,922,930
c	Fair market value of all other assets (see page 24 of the instructions). . . . .	1c	67,970
d	Total (add lines 1a, b, and c). . . . .	1d	29,191,427
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	29,191,427
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	437,871
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	28,753,556
6	Minimum investment return. Enter 5% of line 5. . . . .	6	1,437,678

Part XI

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

1	Minimum investment return from Part X, line 6. . . . .	1	1,437,678
2a	Tax on investment income for 2009 from Part VI, line 5. . . . .	2a	4,882
b	Income tax for 2009 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	4,882
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	1,432,796
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	1,432,796
6	Deduction from distributable amount (see page 25 of the instructions). . . . .	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	1,432,796

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	1a	1,438,602
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	1,438,602
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions). . . . .	5	4,882
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	1,433,720
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,432,796
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only. . . . .			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004. . . . .				
b From 2005. . . . .				
c From 2006. . . . .				
d From 2007. . . . .				
e From 2008. . . . .				71,406
f Total of lines 3a through e. . . . .	71,406			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 1,438,602				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2009 distributable amount. . . . .				1,432,796
e Remaining amount distributed out of corpus	5,806			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	77,212			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 . . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). . . . .	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	77,212			
10 Analysis of line 9				
a Excess from 2005. . . . .				
b Excess from 2006. . . . .				
c Excess from 2007. . . . .				
d Excess from 2008. . . . .				71,406
e Excess from 2009. . . . .				5,806

## Part XIV

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

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

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

**Part XV** **Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

### 1 Information Regarding Foundation Managers:

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

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

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

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

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

ERIC L SLOAN SENIOR PROGRAM OFFICER  
1660 BUSH STREET SUITE 300  
SAN FRANCISCO, CA 94109  
(415) 561-6540

**b** The form in which applications should be submitted and information and materials they should include  
FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE WWW.PFS-LLC.NET

**c Any submission deadlines**



FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE [WWW.PFS-LLC.NET](http://WWW.PFS-LLC.NET)

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

FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE [WWW.PFS-LLC.NET](http://WWW.PFS-LLC.NET)

**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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total</b> . . . . .			 <b>3a</b>	1,141,973
<b>b</b> <i>Approved for future payment</i> Saint Francis Foundation 900 Hyde Street Suite 1208 San Francisco, CA 94109		501 (c)(3) public ch	Upgrades to Bothin Burn Center	250,000
<b>Total</b> . . . . .			 <b>3b</b>	250,000

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . .					
<b>3</b> Interest on savings and temporary cash investments			03	1,391	
<b>4</b> Dividends and interest from securities. . . .			03	705,253	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	-579,889	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. .					
<b>11</b> Other revenue <b>a</b> MISCELLANEOUS INCOME			01	58,319	
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal Add columns (b), (d), and (e). .		0		185,074	0
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		185,074

[illegible]

<b>1</b>	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?		<b>Yes</b>	<b>No</b>
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of			
	<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
	<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b>	Other transactions			
	<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
	<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
	<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
	<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
	<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
	<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> 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

**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.

*****	2010-08-24	*****
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only	Preparer's Signature  Mehrnaz Raissian	Date	Check if self-employed 	Preparer's identifying number (see <b>Signature</b> on page 30 of the instructions)
	Firm's name (or yours if self-employed), address, and ZIP code	Robert Lee & Associates LLP 226 Airport Parkway Suite 350 San Jose, CA 95110	EIN 	
			Phone no (408) 855-6770	


Additional Data

Software ID: 09000028  
Software Version: 2009.04010  
EIN: 94-1196182  
Name: The Bothin Foundation

Form 990PF Part VIII Line 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
Genevieve Di San Faustino	PRESIDENT 2 00	0	0	0
1660 BUSH ST SUITE 300 SAN FRANCISCO, CA 94109				
A Michael Casey	Treasurer (Finance Committee Chair) & 2 00	0	0	0
1660 BUSH ST SUITE 300 SAN FRANCISCO, CA 94109				
LYMAN H CASEY	Secretary & Nominating Committee Chair 2 00	0	0	0
1660 BUSH ST SUITE 300 SAN FRANCISCO, CA 94109				
lyMAN R CASEY	DIRECTOR 2 00	0	0	0
1660 BUSH ST SUITE 300 SAN FRANCISCO, CA 94109				
JESSICA GALLOWAY	dIRECTOR 2 00	0	0	0
1660 BUSH ST SUITE 300 SAN FRANCISCO, CA 94109				
JAY JACOBS	DIRECTOR 2 00	0	0	0
1660 BUSH ST SUITE 300 SAN FRANCISCO, CA 94109				
DEVON LAYCOX	DIRECTOR 2 00	0	0	0
1660 BUSH ST SUITE 300 SAN FRANCISCO, CA 94109				
LAURA KING PFAFF	DIRECTOR 2 00	0	0	0
1660 BUSH ST SUITE 300 SAN FRANCISCO, CA 94109				
PAUL SUSSMAN	Director & Audit Committee Chair 2 00	0	0	0
1660 BUSH ST SUITE 300 SAN FRANCISCO, CA 94109				

Form 990PF Part XV Line 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)				
<b>a</b> Paid during the year				
ADJUSTMENT FOR PRESENT VALUE DISCOUNTVARIOUS VARIOUS, CA 99999		501 (c)(3) public ch	VARIOUS SUPPORT	-17,646
Aging In Place - San Francisco (San Francisco Village)3330 Geary Blvd San Francisco, CA 94118		501 (c)(3) public ch	Technology planning for San Francisco Village	5,000
Arriba Juntos1850 Mission Street San Francisco, CA 94103		501 (c)(3) public ch	Bathroom renovations	15,000
Asian Women's Shelter3543 18th St 19 San Francisco, CA 94110		501 (c)(3) public ch	New vehicle	20,000
Bay View-Hunters Point Foundation (3rd Street Youth Center & Clinic) 5190 Third Street San Francisco, CA 94124		501 (c)(3) public ch	Phone system upgrade for the 3rd Street Youth Center & Clinic	7,500
Blood Centers of the Pacific270 Masonic Avenue San Francisco, CA 94118		501 (c)(3) public ch	40-foot donor coach	40,000
Board of Trustees of the Glide Foundation330 Ellis Street San Francisco, CA 94102		501 (c)(3) public ch	Floor replacement at the 333 Ellis Street facility	25,000
Boys & Girls Club Of The Peninsula 401 Pierce Road Menlo Park, CA 94025		501 (c)(3) public ch	Bathroom renovation and kitchen upgrades for club house	22,000
Boys Hope Girls Hope San Francisco Bay AreaPO Box 347359 San Francisco, CA 94134		501 (c)(3) public ch	Plumbing improvements to residential facilities for low-income students	15,000
California Youth Connections604 Mission Street 9th Floor San Francisco, CA 94105		501 (c)(3) public ch	Technology upgrade	17,500
Casa Allegra Community Services 4340 Redwood Highway Suite 121 San Rafael, CA 94903		501 (c)(3) public ch	Adrian Way roof replacement and Devon Drive siding replacement	30,000
Catholic Charities CYO180 Howard Street Suite 100 San Francisco, CA 94117		501 (c)(3) public ch	Exterior improvements to St Vincent's School for Boys	25,000
Charlotte Maxwell Complementary Clinic610 16th Street Suite 426 Oakland, CA 94612		501 (c)(3) public ch	Physical therapy equipment	12,000
CIF of the San Francisco Foundations (Eastern Horizons)PO Box 51568 Palo Alto, CA 94303		501 (c)(3) public ch	Computer system upgrades for Eastern Horizons	3,000
Cinnabar Arts Corporation3333 Petaluma Blvd Petaluma, CA 94952		501 (c)(3) public ch	New heating and air conditioning system	7,500
<b>Total . . . . .</b>  <b>3a</b>				1,141,973




Form 990PF Part XV Line 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)				
<b>a</b> Paid during the year				
Collective Impact (Opportunity Impact)838 Broderick Street San Francisco, CA 94115		501 (c)(3) public ch	Re-establishment of Student Computer Lab at its Program location	6,500
Community Church Retirement Center (The Redwoods)40 Camino Alto Mill Valley, CA 94941		501 (c)(3) public ch	Accounting system at The Redwoods senior housing facility	20,000
Community Overcoming Relationship Abuse (CORA)PO Box 5090 San Mateo, CA 94402		501 (c)(3) public ch	Telephone system	5,950
Coppertower Family Medical Center 240 North Cloverdale Blvd Cloverdale, CA 95425		501 (c)(3) public ch	Equipment acquisition in preparation for Electronic Health Records	25,000
Council on Foundations2121 Crystal Drive Suite 700 Arlington, VA 22202		501 (c)(3) public ch	2009 membership dues	3,990
Council on Foundations2121 Crystal Drive Suite 700 Arlington, VA 22202		501 (c)(3) public ch	2010 membership dues	4,120
Coyote Point Museum Association 1651 Coyote Point Drive San Mateo, CA 94401		501 (c)(3) public ch	Fund to underwrite the complete overhaul of phone system	20,000
Earle Baum Center of the Blind Inc 4539 Occidental Road Santa Rosa, CA 95401		501 (c)(3) public ch	Remodeling and equipping group teaching kitchen	38,600
Exploratorium3601 Lyon Street San Francisco, CA 94123		501 (c)(3) public ch	Computer-controlled router to increase capacity to prepare exhibits	20,000
Fairfax-San Anselmo Children's Center199 Porteous Ave Fairfax, CA 94930		501 (c)(3) public ch	Kitchen renovation for child care/after school services for children	25,000
Family Life Center365 Kuck Lane Petaluma, CA 94952		501 (c)(3) public ch	Phone system	15,000
Fluid Living - dba Seven Tepees Youth Program3177 17th Street San Francisco, CA 94110		501 (c)(3) public ch	Construction of roof garden and fitness center	25,000
Goodwill Industries of San Francisco San Mateo & Marin Inc1500 Mission St San Francisco, CA 94103		501 (c)(3) public ch	Forklift	42,000
Indochinese Housing Development Co340 Eddy Street No100 San Francisco, CA 94102		501 (c)(3) public ch	New heater for program room	5,000
JobTrain1200 O'Brien Dr Menlo Park, CA 94025		501 (c)(3) public ch	Digital video and audio equipment for SASSY Program's digital media class	16,500
<b>Total . . . . .</b>				1,141,973


Form 990PF Part XV Line 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)				
<b>a</b> Paid during the year				
Marin Advocates for Children30 North San Pedro Road 275 San Rafael, CA 94903		501 (c)(3) public ch	Seven computer work stations	7,500
Marin Community Food Bank75 Digital Drive Novato, CA 94949		501 (c)(3) public ch	Refrigerated delivery truck	25,000
Marine Mammal Center2000 Bunker Road Sausalito, CA 94965		501 (c)(3) public ch	Animal rescue and transport vehicle	26,500
Maybeck Foundation (The Campaign to Restore the Palace of Fine Arts) 3200 Washington Street San Francisco, CA 94115		501 (c)(3) public ch	Interpretive panel about the 1915 Panama-Pacific International Exposition	15,000
Mission Area Health Associates Inc 240 Shotwell Street San Francisco, CA 94110		501 (c)(3) public ch	Bathroom renovation project for the Mission Neighborhood Health Center	22,000
Mission Economic Development Agency3505 20th Street San Francisco, CA 94110		501 (c)(3) public ch	Replacing and updating windows throughout Plaza Adelante	24,100
Mission Graduates3040 16th Street San Francisco, CA 94103		501 (c)(3) public ch	Office redesign project	25,000
Mission Neighborhood Centers362 Capp Street San Francisco, CA 94110		501 (c)(3) public ch	New elevator and related renovations	28,800
Mount St Joseph - St Elizabeth100 Masonic Avenue San Francisco, CA 94118		501 (c)(3) public ch	Repairs to old school building	21,000
My New Red Shoes111 Anza Blvd Suite 110 Burlingame, CA 94010		501 (c)(3) public ch	Technology needs as organization moves in to its first rented space	15,000
National Multiple Sclerosis Society Northern California Chapter1700 Owens Street Suite 190 San Francisco, CA 94158		501 (c)(3) public ch	The installation of three automatic doors to accommodate wheelchair access	15,000
North and South of Market Adult Day Health Corporation55 Mabini Street San Francisco, CA 94107		501 (c)(3) public ch	Physical therapy equipment for disadvantaged seniors in San Francisco	18,000
Northern California Grantmakers625 Market Street 15th Floor San Francisco, CA 94105		501 (c)(3) public ch	2009 membership dues	2,609
Novato Youth Center680 Wilson Avenue Novato, CA 94947		501 (c)(3) public ch	Van	18,600
Outward Bound Inc1539 Pershing Dr San Francisco, CA 94129		501 (c)(3) public ch	Dodge Sprinter passenger van	30,000
<b>Total . . . . .</b>  <b>3a</b>				1,141,973

Form 990PF Part XV Line 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)				
<b>a</b> Paid during the year				
Petaluma Health Center1304 Southpoint Blvd Suite 110 Petaluma, CA 94954		501 (c)(3) public ch	Medical and dental equipment	5,000
Pie RanchPO Box 363 Pescadero, CA 94060		501 (c)(3) public ch	Water filtration system and renovated outdoor teaching kitchen	26,500
Regents of the University of California (Elkus Ranch)80 Stone Pine Road Suite 100 Half Moon Bay, CA 94019		501 (c)(3) public ch	Tractor for Elkus Ranch	26,000
Ritter Center16 Ritter Street San Rafael, CA 94912		501 (c)(3) public ch	Two reach-in refrigerated coolers and one reach-in freezer for Food Pantry	7,500
SAGE Project Inc1275 Mission Street San Francisco, CA 94103		501 (c)(3) public ch	Replace a sidewalk	22,000
Saint Francis Foundation900 Hyde Street Suite 1208 San Francisco, CA 94109		501 (c)(3) public ch	Upgrades to Bothin Burn Center	30,000
Saint Francis Foundation900 Hyde Street Suite 1208 San Francisco, CA 94109		501 (c)(3) public ch	Upgrades to Bothin Burn Center	20,000
San Francisco Camerawork657 Mission Street Suite 200 San Francisco, CA 94105		501 (c)(3) public ch	Improvements to the acoustics and lighting in the Education Center	7,500
San Francisco Conservation Corps241 Fifth Street San Francisco, CA 94103		501 (c)(3) public ch	Building renovations	31,000
San Francisco Parks Trust Inc (Kids in Parks)PO Box 77664 San Francisco, CA 94107		501 (c)(3) public ch	Weather station hardware and software equipment for Kids in Parks program	5,000
San Francisco School Volunteers727 Golden Gate Avenue 2nd Floor San Francisco, CA 94102		501 (c)(3) public ch	Updates and renovations to newly merged office space	20,000
San Francisco Shakespeare FestivalPO Box 460937 San Francisco, CA 94146		501 (c)(3) public ch	Copier	5,000
San Mateo County Health Foundation222 West 39th Avenue San Mateo, CA 94403		501 (c)(3) public ch	Expansion of Senior Care Center	10,000
Society of St Vincent de Paul of San Mateo County50 North B Street San Mateo, CA 94401		501 (c)(3) public ch	Mobile office/emergency response vehicle	29,500
St Anthony Foundation150 Golden Gate Ave San Francisco, CA 94102		501 (c)(3) public ch	Honorarium	2,500
<b>Total . . . . .</b>  <b>3a</b>				1,141,973

Form 990PF Part XV Line 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)				
<b>a</b> Paid during the year				
Streetside Stories3130 20th Street Suite 311 San Francisco, CA 94110		501 (c)(3) public ch	Apple Mac Pro server	4,700
Tenderloin AIDS Resource Center (Tenderloin Health)PO Box 423930 San Francisco, CA 94142		501 (c)(3) public ch	Roof replacement for the Tenderloin Health facility	24,300
Vida Verde Nature Education1043 Tunitas Creek Road Half Moon Bay, CA 94019		501 (c)(3) public ch	Work truck	18,000
Women's Audio Mission1890 Bryant Street Suite 312 San Francisco, CA 94110		501 (c)(3) public ch	Installation of a floating floor in newly renovated recording studio	7,000
Women's Foundation of California (Turning Heads Project)520 Hampshire Street 216 San Francisco, CA 94110		501 (c)(3) public ch	Sewing machines for the Turning Heads Project	5,000
Womens Recovery Association of San Mateo County Inc1450 Chapin Avenue Burlingame, CA 94010		501 (c)(3) public ch	Two vans	24,000
Youth and Family Enrichment Services610 Elm Street Suite 212 San Carlos, CA 94070		501 (c)(3) public ch	Phone system upgrade for First Chance, substance abuse programs	2,850
Zaccho SF1777 Yosemite Street No 330 San Francisco, CA 94124		501 (c)(3) public ch	Repair of dance studio floor and installation of aerial rigging equipment	15,000
<b>Total . . . . .</b>  <b>3a</b>				1,141,973

TY 2009 Accounting Fees Schedule

**Name:** The Bothin Foundation

**EIN:** 94-1196182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
accounting fees	28,672	14,336		14,336

**TY 2009 Investments Corporate  
Bonds Schedule**

**Name:** The Bothin Foundation

**EIN:** 94-1196182

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BONDS & US TREASURIES	9,220,275	9,220,275

**TY 2009 Investments Corporate  
Stock Schedule**

**Name:** The Bothin Foundation

**EIN:** 94-1196182

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCKS	21,688,542	21,688,542

TY 2009 Other Decreases Schedule

**Name:** The Bothin Foundation

**EIN:** 94-1196182

Description	Amount
DEFERRED TAXES	64,471



**TY 2009 Other Expenses Schedule****Name:** The Bothin Foundation**EIN:** 94-1196182

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
dues and subscriptions	1,500	75		1,425
insurance	5,171	257		4,919
office expense	46	2		44

TY 2009 Other Income Schedule

**Name:** The Bothin Foundation

**EIN:** 94-1196182

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
MISCELLANEOUS INCOME	58,319		58,319

TY 2009 Other Increases Schedule

**Name:** The Bothin Foundation

**EIN:** 94-1196182

Description	Amount
UNREALIZED GAINS	6,019,729

TY 2009 Other Liabilities Schedule

**Name:** The Bothin Foundation

**EIN:** 94-1196182

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED TAXES	0	64,471

**TY 2009 Other Professional Fees Schedule****Name:** The Bothin Foundation**EIN:** 94-1196182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
foundation management fees	295,671	30,656		275,905
INVESTMENT FEES	173,136	173,136		0

TY 2009 Taxes Schedule

**Name:** The Bothin Foundation

**EIN:** 94-1196182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	4,882	0		0