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

Treated as a Private Foundation

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

2010

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

G Check all that apply

 Initial return Initial return of a former public charity Final return Amended return Address change Name change

Name of foundation

A Employer identification number

BOOTH FOUNDATION, INC.

20-0667161

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

2001 SAILFISH POINT BLVD. #316

(772) 225-4391

City or town, state, and ZIP code

STUART, FL 34996

H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 22,140,119.

J Accounting method Cash Accrual
 Other (specify) _____

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

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	0			
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	119	119		ATCH 1
4 Dividends and interest from securities	313,812	313,809		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	609,915			
b Gross sales price for all assets on line 6a	13,693,972			
7 Capital gain net income (from Part IV, line 2)		609,915		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	-288,322	62,042		ATCH 3
12 Total. Add lines 1 through 11	635,524	985,885		
13 Compensation of officers, directors, trustees, etc.	18,750	16,000		2,500
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	2,967,270	2,967,270	0	0
b Accounting fees (attach schedule)	2,300	2,300	0	0
c Other professional fees (attach schedule)*	28,162	28,162		
17 Interest	7,027	7,027		
18 Taxes (attach schedule) (see page 14 of the instructions)	3,833	3,833		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	135,370	135,370		
24 Total operating and administrative expenses.				
Add lines 13 through 23	3,162,712	3,159,962	0	2,500
25 Contributions, gifts, grants paid	890,000			890,000
26 Total expenses and disbursements. Add lines 24 and 25	4,052,712	3,159,962	0	892,500
Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-3,417,188			
b Net investment income (if negative, enter -0-)		0		
c Adjusted net income (if negative, enter -0-)				

Operating and Administrative Expenses

2010

S9

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	1,991.	10,333.	10,333.
	2	Savings and temporary cash investments	368,499.	6,351,526.	6,351,526.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 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	ATCH 10	15,738.	76,421.
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 11	2,808,783.	4,475,350.	4,773,221.
	c	Investments - corporate bonds (attach schedule) ATCH 12	93,942.	93,942.	86,750.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	ATCH 13	27,544,186.	16,379,055.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	15	Other assets (describe ► ATCH 14)		33,659.	46,454.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		30,866,798.	27,433,081.
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 (attach schedule)			
	22	Other liabilities (describe ► ATCH 15)		16,529.	0.
	23	Total liabilities (add lines 17 through 22)		16,529.	0.
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 and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	30,850,269.	27,433,081.	
	30	Total net assets or fund balances (see page 17 of the instructions)	30,850,269.	27,433,081.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	30,866,798.	27,433,081.	

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	30,850,269.
2	Enter amount from Part I, line 27a	2	-3,417,188.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	27,433,081.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27,433,081.

Form 990-PF (2010)

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 SEE PART IV SCHEDULE					
a					
b					
c					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a					
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	609,915.
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))
2009	1,885,024.	9,215,356.	0.204552
2008	2,023,871.	24,554,667.	0.082423
2007	2,020,210.	36,416,524.	0.055475
2006	535,903.	10,485,094.	0.051111
2005	39,595.		
2 Total of line 1, column (d)			2 0.393561
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 0.078712
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 13,354,436.
5 Multiply line 4 by line 3			5 1,051,154.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0.
7 Add lines 5 and 6			7 1,051,154.
8 Enter qualifying distributions from Part XII, line 4			8 892,500.

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 ruling letter if necessary - see instructions)	1	0.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2		
3	Add lines 1 and 2	3		0.
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		0.
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	15,738.	
b	Exempt foreign organizations-tax withheld at source	6b	0.	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7		15,738.
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 2011 estimated tax ► 0. Refunded ► 11	11		15,738.

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	X
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>			
1c	Did the foundation file Form 1120-POL for this year?	1c	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	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 page 19 of the instructions) ► FL,		
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 <i>General Instruction G</i> ? <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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11	X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► NICHOLAS D. ENDRES, CPA Located at ► 1333 WEST LOOP SOUTH, STE 1400 HOUSTON, TX	Telephone no ► 713-622-0016 ZIP + 4 ► 77027	
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		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes X No

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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 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 ►		
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 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2010?	4b	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)? (see page 22 of the instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	
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		X
If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<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?		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
ATTACHMENT 16		18,750.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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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 (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
NONE		
Total number of others receiving over \$50,000 for professional services ►		NONE

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		
All other program-related investments. See page 24 of the instructions		
3	NONE	
Total. Add lines 1 through 3 ►		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes	
a	Average monthly fair market value of securities	1a 12,829,387.
b	Average of monthly cash balances	1b 728,416.
c	Fair market value of all other assets (see page 25 of the instructions)	1c 0.
d	Total (add lines 1a, b, and c)	1d 13,557,803.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 13,557,803.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4 203,367.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 13,354,436.
6	Minimum investment return. Enter 5% of line 5	6 667,722.

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	1 667,722.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 0.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b 0.
c	Add lines 2a and 2b	2c 0.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 667,722.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 667,722.
6	Deduction from distributable amount (see page 25 of the instructions)	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 667,722.

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 892,500.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2 0.
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required)	3a 0.
b	Cash distribution test (attach the required schedule)	3b 0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 892,500.
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 N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 892,500.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				667,722.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08 20 07 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005	39,595.			
b From 2006	19,754.			
c From 2007	244,656.			
d From 2008	810,480.			
e From 2009	1,444,614.			
f Total of lines 3a through e	2,559,099.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 892,500.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				667,722.
e Remaining amount distributed out of corpus	224,778.			
5 Excess distributions carryover applied to 2010. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	2,783,877.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	39,595.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	2,744,282.			
10 Analysis of line 9				
a Excess from 2006	19,754.			
b Excess from 2007	244,656.			
c Excess from 2008	810,480.			
d Excess from 2009	1,444,614.			
e Excess from 2010	224,778.			

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

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

- a The name, address, and telephone number of the person to whom applications should be addressed
- b The form in which applications should be submitted and information and materials they should include
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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>				
ATTACHMENT 17				
Total			► 3a	890,000.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the instructions)	
1	Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments				14	119.	
3 Interest on savings and temporary cash investments				14	313,812.	
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				15	44,137.	
7 Other investment income				18	609,915.	
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a						
b ATTACHMENT 18			-350,364.		17,905.	
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e)			-350,364.		985,888.	
13 Total Add line 12, columns (b), (d), and (e)				13		635,524.
(See worksheet in line 13 instructions on page 29 to verify calculations)						

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

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

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

Sign
Here

and complete. Below

8/19/01

PRESIDENT

Title

Paid Preparer Use Only	Print/Type preparer's name NICHOLAS D. ENDRES	Preparer's signature 	Date 8/18/2011	Check <input type="checkbox"/> if self-employed	PTIN P00178386
	Firm's name ► EEPB PC	Firm's EIN ► 76-0222094			
	Firm's address ► 1333 WEST LOOP S. SUITE 1400 HOUSTON, TX	77027	Phone no 713-622-0016		

Schedule of Capital Gains

RBC Account #301-09528

Security	Number of Shares	Basis	Proceeds	Gain/(Loss)
Deutsche BK AG London BRH	1,200.00	26,396	32,437	6,040
Call MWE 3/20/10	25.00	-	1,875	1,875
Anadarko Petroleum Corp	1,500.00	62,175	70,784	8,609
Devon Energy Corporation	1,000.00	59,825	63,439	3,614
Energy Transfer Equity LP	1,000.00	14,339	34,740	20,402
Energy Transfer Equity LP	2,000.00	28,677	69,481	40,804
Energy Transfer Equity LP	3,000.00	6,337	104,221	97,884
Legacy Reserves LP	2,000.00	19,973	47,841	27,869
Markwest Energy Partners LP	1,000.00	18,045	30,000	11,954
Markwest Energy Partners LP	500.00	9,023	15,000	5,977
Markwest Energy Partners LP	1,000.00	18,045	30,000	11,954
Total RBC Account #301-09528		262,835	499,817	236,982

RBC Account #301-09529

Security	Number of Shares	Basis	Proceeds	Gain/(Loss)
Apollo Investment Corporation	5,029.79	85,853	52,361	(33,492)
Ares Capital Corporation	1,000.14	91,820	11,965	(79,855)
Buckeye Partners LP	4,000.00	146,561	251,996	105,435
Duncan Energy Partners LP	5,000.00	78,256	163,946	85,690
El Paso Pipeline Partners LP	5,000.00	86,191	175,560	89,369
Encore Energy LP	20,000.00	399,690	407,462	7,772
Energy Transfer Equity LP	10,000.00	210,848	351,678	140,830
K-Sea Transportation Partners LP	4,000.00	113,050	19,194	(93,856)
Nustar GP Holdings LLC	4,600.00	57,470	137,200	79,730
Penn Va Resource Partners LP	3,200.00	79,700	73,133	(6,567)
Quest Energy Partners LP	24,000.00	375,836	121,714	(254,122)
Annaly Capital Management Inc	15,000.00	267,464	270,689	3,225
Anworth Mortgage Asset Corp	25,000.00	173,958	177,491	3,533
Barrick Gold Corp	3,000.00	110,850	134,692	23,842
Eaton Vance Tax Managed Glbl Div Eq	10,703.24	121,436	100,652	(20,784)
ECA Marcellus Trust	2,000.00	40,446	49,543	9,097
Postrock Energy Corporation	6,861.60	121,714	24,940	(96,774)
RFMSI Series Trust MTGPC/Series 2006-S	8,753.42	8,491	8,753	263
Rhino Resources Partners LP	2,000.00	40,256	48,358	8,102
Cheniere Energy Partners LP	9,000.00	108,860	155,171	46,311
Legacy Reserves LP	3,600.00	68,400	94,078	25,678
Linn Energy LLC	5,000.00	35,284	183,499	148,215
Markwest Energy Partners LP	1,000.00	(6,615)	42,393	49,008
Martin Midstream Partners	2,600.00	5,370	89,442	84,073
CIL- Post Rock Corp		33	9	(24)
Total RBC Account #301-09529		2,821,223	3,145,921	324,698
Total		3,084,058	3,645,737	561,680

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MONEY MARKET INCOME	119.	119.
TOTAL	<u><u>119.</u></u>	<u><u>119.</u></u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST FROM SECURITIES	49,144.	49,141.
DIVIDENDS FROM SECURITIES	264,668.	264,668.
TOTAL	<u>313,812.</u>	<u>313,809.</u>

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
RENT AND ROYALTY INCOME	44,137.	44,137.
PTP INCOME	-350,364.	0.
OTHER PTP INVESTMENT INCOME	17,905.	17,905.
	<u><u>-288,322.</u></u>	<u><u>62,042.</u></u>
TOTALS		

BOOTH FOUNDATION, INC.

20-0667161

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	2,967,270.	2,967,270.	0.	0.
TOTALS	<u>2,967,270.</u>	<u>2,967,270.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	2,300.	2,300.		
TOTALS	<u><u>2,300.</u></u>	<u><u>2,300.</u></u>	<u><u>0.</u></u>	<u><u>0.</u></u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISOR FEES	28,162.	28,162.
TOTALS	<u><u>28,162.</u></u>	<u><u>28,162.</u></u>

ATTACHMENT 6

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PTP PASSTHROUGH EXPENSE	7,027.	7,027.
TOTALS	<u><u>7,027.</u></u>	<u><u>7,027.</u></u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	3,833.	3,833.
TOTALS	<u><u>3,833.</u></u>	<u><u>3,833.</u></u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MISCELLANEOUS EXPENSE	126.	126.
SETTLEMENT EXPENSE	134,992.	134,992.
PTP PASSTHROUGH EXPENSE	232.	232.
ADMINISTRATIVE EXPENSE	20.	20.
TOTALS	<u>135,370.</u>	<u>135,370.</u>

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGESDESCRIPTION

PREPAID TAXES

TOTALS

ENDING
BOOK VALUE

76,421.

76,421.

ENDING
EMV

76,421.

76,421.

ATTACHMENT 10ATTACHMENT 10

FORM 990PF, PART III - CORPORATE STOCK

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALLIED CAPITAL CORP	0.	0.
ANADARKO PETROLEUM CORP	0.	0.
ANNALY CAPITAL MGMT	732,206.	716,800.
APOLLO INVESTMENT CORP	0.	0.
BARCLAYS BANK 7.75% PFD	25,204.	63,550.
CARLYLE CAPITAL CORP	95,613.	650.
DENBURY RESOURCES INC	34,110.	38,180.
DEVON ENERGY CORP	0.	0.
ELAN CORP	75,420.	28,650.
COMMONWEALTH REIT	516,083.	510,200.
KOHLBERG CAPITAL CORP	84,272.	49,487.
PENGROWTH ENERGY TRUST	247,111.	257,200.
PENN VIRGINIA CORP	50,094.	25,230.
PERMIAN BASIN ROYALTY TRUST	415,376.	702,460.
PIMCO HIGH INCOME FUND	78,544.	139,810.
PROSHARES ULTRA SHORT MSCI	164,434.	6,342.
TEEKAY OFFSHORE PARTNERS	44,203.	69,375.
TELECOMMUNICATIONS DE SAO	26,728.	24,470.
KINROSS GOLD CORP	56,569.	47,400.
NORTH AMERICAN PALLADIUM	30,050.	69,400.
DEUTSCHE BK CAP TR 7.6%	280,742.	508,600.
ANWORTH MTG ASSET CORP	304,600.	280,000.
DEUTSCHE BK LONDON POWERSHARES	0.	0.
BARRICK GOLD CORP	0.	0.
BCS IPATH S&P 500 VIX	51,908.	37,610.
FRONTIER COMMUNICATIONS CORP	74,653.	97,300.
GENERAL MOTORS CO	100,000.	108,220.
HUGOTON ROYALTY TRUST	205,507.	205,200.
MEDICAL PROPERTY TRUST	145,875.	162,450.

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VECTOR GROUP LTD WASHINGTON MUTUAL MTG SEC REMSI SERIES TRUST	178,106. 239,124. 218,818.	173,200. 240,352. 211,085.
TOTALS	<u><u>4,475,350.</u></u>	<u><u>4,773,221.</u></u>

ATTACHMENT 11 (CONT'D)

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VECTOR GROUP LTD WASHINGTON MUTUAL MTG SEC REMSI SERIES TRUST	178,106. 239,124. 218,818.	173,200. 240,352. 211,085.
TOTALS	<u><u>4,475,350.</u></u>	<u><u>4,773,221.</u></u>

FORM 990PF, PART II - CORPORATE BONDSDESCRIPTION

WILLIAM LYON HOMES, 4/1/13

TOTALS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WILLIAM LYON HOMES, 4/1/13	93,942.	86,750.
TOTALS	<u>93,942.</u>	<u>86,750.</u>

ATTACHMENT 12

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTIONBOOK VALUEENDING
FMV

BUCKEYE PARTNERS LP	0.	0.
CHENIERE ENERGY PARTNERS LP	0.	0.
DUNCAN ENERGY PARTNERS LP	221,167.	455,678.
EAGLE ROCK ENERGY PARTNERS LP	503,732.	475,707.
EL PASO PIPELINE PARTNERS LP	0.	0.
ENCORE ENERGY PARTNERS LP	0.	0.
ENERGY TRANSFER EQUITY LP	0.	0.
GENESIS ENERGY LP	64,675.	158,400.
GLOBAL PARTNERS LP	207,955.	411,000.
INERGY LP	170,452.	529,740.
K-SEA TRANSPORTATION PTNRS LP	0.	0.
LEGACY RESERVES LP	281,537.	718,000.
LEHMAN BROTHERS ANNUITY DUE	11,284,387.	0.
LINN ENERGY LLC	458,649.	1,087,210.
MARKWEST ENERGY PARTNERS LP	474,682.	1,494,195.
MARTIN MIDSTREAM PARTNERS LP	0.	0.
NUSTAR ENERGY LP	85,512.	138,960.
NUSTAR GP HOLDINGS LP	126,396.	363,300.
ONEOK PARTNERS LP	105,832.	238,500.
PENN VA GP HOLDINGS LP	100,276.	263,200.
PENN VA RESOURCE PARTNERS LP	0.	0.
PLAINS ALL AMERICAN PIPELINE	89,791.	188,370.
QUEST ENERGY PARTNERS LP	0.	0.
REGENCY ENERGY PARTNERS LP	329,299.	558,830.
STONEMOR PARTNERS LP	188,035.	315,525.
TARGA RESOURCE PARTNERS LP	262,743.	1,086,720.
TC PIPELINES LP	38,578.	104,000.
TEEKAY LNG PTNRS LP	124,134.	174,754.
TERRA NITROGEN CO LP	69,221.	270,275.
TRANSMONTAIGNE PARTNERS LP	62,150.	131,076.
WESTERN GAS PARTNERS LP	94,937.	227,250.
ENBRIDGE ENERGY PARTNERS LP	69,623.	249,520.
BREITBURN ENERGY PARTNERS LP	85,829.	120,840.

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 13 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ECA MARCELLUS TRUST	248,925.	318,600.
QR ENERGY LP	399,579.	402,400.
RHINO RESOURCES PARTNERS LP	229,183.	268,410.
WTS EAGLE ROCK ENERGY PARTNERS	1,776.	44,954.
TOTALS	<u>16,379,055.</u>	<u>10,795,414.</u>

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FORM 990PF, PART III - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT INCOME RECEIVABLE	46,454.	46,454.
TOTALS	<u>46,454.</u>	<u>46,454.</u>

ATTACHMENT 14

ATTACHMENT 15

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING</u> <u>BOOK VALUE</u>
TAXES AND INTEREST PAYABLE	0.
TOTALS	0.

BOOTH FOUNDATION, INC.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

20-0667161

ATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ALEX E. BOOTH, JR 2001 SAILFISH PT BLVD, APT #316 STUART, FL 34996	PRESIDENT & TREASURER 1.00	0.	0.	0.
DAWN F. HALL 4224 FAWN MEADOWS CIRCLE CLERMONT, FL 34711	TREAS & DIR (RESIGNED 10/8/10) 10.00	18,750.	0.	0.
BETH TERDO PRINZ 815 COLORADO AVENUE, STE 103 STUART, FL 34994	SECRETARY & DIRECTOR 1.00	0.	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, STE 205 FRANKLIN, TN 37067	DIRECTOR 1.00	0.	0.	0.
SUSAN MACHAMER 1000 NO. US 1, TOWNHOUSE 752 JUPITER, FL 33477	ASST. SECR. & DIRECTOR 1.00	0.	0.	0.
GRAND TOTALS		<u>18,750.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
MARSHALL UNIVERSITY 401 11TH STREET, SUITE 1400 HUNTINGTON, WV 25701	NONE PUBLIC	PROGRAM FOR DISADVANTAGED AREA STUDENTS	125,000.
OUTREACH FOUNDATION OF FIRST PRESBYTERIAN CHURCH 318 SEABOARD LANE, SUITE 205 FRANKLIN, TN 37069	NONE PUBLIC	PROGRAM FOR DISADVANTAGED PEOPLE	765,000.
		<u>TOTAL CONTRIBUTIONS PAID</u>	<u><u>890,000.00</u></u>

ATTACHMENT 17ATTACHMENT 17125,000.765,000.890,000.00

BOOTH FOUNDATION, INC.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

20-0667161

ATTACHMENT 18

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
OTHER PTP INVESTMENT INCOME PTP INCOME	211110	-350,364.	18		17,905.
TOTALS				<u><u>-350,364.</u></u>	<u><u>17,905.</u></u>

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box ►
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions	Name of exempt organization BOOTH FOUNDATION, INC.	Employer identification number 20-0667161
	Number, street, and room or suite no. If a P O box, see instructions 2001 SAILFISH POINT BLVD. #316	
	City, town or post office, state, and ZIP code For a foreign address, see instructions STUART, FL 34996	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► NICHOLAS ENDRES

Telephone No ► 713 622-0016

FAX No ► 713 622-5527

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► calendar year 20 10 or
► tax year beginning _____, 20 _____, and ending _____, 20 _____

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 15,738.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ 15,738.
c	Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Paperwork Reduction Act Notice, see Instructions

Form 8868 (Rev. 1-2011)

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box.

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of exempt organization BOOTH FOUNDATION, INC.	Employer identification number 20-0667161
File by the extended due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions 2001 SAILFISH POINT BLVD. #316	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions STUART, FL 34996	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ► **NICHOLAS ENDRES, CPA**
Telephone No ► **713 622-0016** FAX No ► **713 622-5527**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for
- I request an additional 3-month extension of time until **11/15, 2011**
- For calendar year **2010**, or other tax year beginning **20**, and ending **20**
- If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return
 Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN**

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$ 15,738.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$ 15,738.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$ _____

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ►  Title ► **CPA** Date ► **8/10/2011**
Form 8868 (Rev. 1-2011)