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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

**2010**

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

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  
THE BOTHIN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)  
1660 BUSH STREET NO 300

City or town, state, and ZIP code  
SAN FRANCISCO, CA 94109

**A Employer identification number**  
94-1196182

**B Telephone number** (see page 10 of the instructions)  
(415) 561-6540

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

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
\$ 34,911,410

**J** Accounting method ☐ Cash ☒ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)

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	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)	0			
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	549	549		
	<b>4</b> Dividends and interest from securities. . . . .	970,818	970,818		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	807,692			
	<b>b</b> Gross sales price for all assets on line 6a <u>14,250,618</u>				
	<b>7</b> Capital gain net income (from Part IV , line 2) . . . .		807,692		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
	<b>b</b> Less Cost of goods sold . . . . .				
Operating and Administrative Expenses	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .				
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	1,779,059	1,779,059		
	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule). . . . .				
	<b>b</b> Accounting fees (attach schedule). . . . .	9,045	5,400		2,700
	<b>c</b> Other professional fees (attach schedule) . . . . .	538,163	225,657		259,088
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see page 14 of the instructions)	30,957	0		0
	<b>19</b> Depreciation (attach schedule) and depletion . . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule). . . . .	8,620	172		779
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	586,785	231,229		262,567
	<b>25</b> Contributions, gifts, grants paid . . . . .	1,234,419			1,274,436
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,821,204	231,229		1,537,003
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	-42,145			
	<b>b Net investment income</b> (if negative, enter -0-)		1,547,830		
	<b>c Adjusted net income</b> (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2010)

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 . . . . .	26,203	73,171	73,171
	2	Savings and temporary cash investments . . . . .	1,444,368	1,518,095	1,518,095
	3	Accounts receivable ▶ <u>130,249</u>			
		Less allowance for doubtful accounts ▶ _____	66,246	130,249	130,249
	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 . . . . .	11,362	6,767	6,767
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	21,688,542	24,495,625	24,495,625
	c	Investments—corporate bonds (attach schedule). . . . .	9,220,275	8,687,503	8,687,503
	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)	32,456,996	34,911,410	34,911,410	
Liabilities	17	Accounts payable and accrued expenses . . . . .	13,905	19,239	
	18	Grants payable . . . . .	235,354	195,337	
	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 ▶ _____)	64,471	210,767	
	23	Total liabilities (add lines 17 through 22) . . . . .	313,730	425,343	
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 . . . . .	32,143,266	34,486,067	
	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) . . . . .	32,143,266	34,486,067	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	32,456,996	34,911,410	

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	32,143,266
2	Enter amount from Part I, line 27a . . . . .	2	-42,145
3	Other increases not included in line 2 (itemize) ▶ _____	3	2,433,619
4	Add lines 1, 2, and 3 . . . . .	4	34,534,740
5	Decreases not included in line 2 (itemize) ▶ _____	5	48,673
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	34,486,067

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 14,250,618		13,442,926	807,692
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			807,692
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	807,692
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	1,433,720	28,753,556	0 049862
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

2 Total of line 1, column (d). . . . .	2	0 253494
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 050699
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5. . . . .	4	31,771,624
5 Multiply line 4 by line 3. . . . .	5	1,610,790
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	15,478
7 Add lines 5 and 6. . . . .	7	1,626,268
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	1,537,003

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 type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	30,957
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	30,957
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	30,957
6 Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	31,638
b	Exempt foreign organizations—tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,362
d	Backup withholding erroneously withheld . . . . .	6d	
7 Total credits and payments Add lines 6a through 6d. . . . .		7	36,000
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	5,043
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 5,043 Refunded		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
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)? . . . . . 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.		1a		No
c Did the foundation file Form 1120-POL for this year? . . . . .		1b		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0		1c		No
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0				
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.		2		No
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? . . . . . If "Yes," attach the statement required by General Instruction T.		5		No
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) 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 2010 or the taxable year beginning in 2010 (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 <b>WWW PFS-LLC NET/BOTHIN</b>	13	Yes	
14	The books are in care of <b>PACIFIC FOUNDATION SERVICES LLC</b> Telephone no <b>(415) 561-6540</b> Located at <b>1660 BUSH STREET SUITE 300 SAN FRANCISCO CA</b> ZIP+4 <b>94109</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> 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?	16		No
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.				

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 2010?	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 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 20____, 20____, 20____, 20____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</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 2010?	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 LLC	FOUNDATION MANAGEMENT	314,896
1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109		
OSTERWEIS CAPITAL MANAGEMENT	INVESTMENT COUNSELING	184,224
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 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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. 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	30,614,175
b	Average of monthly cash balances. . . . .	1b	1,509,308
c	Fair market value of all other assets (see page 24 of the instructions). . . . .	1c	131,973
d	Total (add lines 1a, b, and c). . . . .	1d	32,255,456
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	32,255,456
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	483,832
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,771,624
6	Minimum investment return. Enter 5% of line 5. . . . .	6	1,588,581

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	1,588,581
2a	Tax on investment income for 2010 from Part VI, line 5. . . . .	2a	30,957
b	Income tax for 2010 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	30,957
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	1,557,624
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	1,557,624
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	1,557,624

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	1,537,003
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	1,537,003
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	1,537,003
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				1,557,624
2				
a			0	
b		0		
3				
a				
b				
c				
d				71,406
e				5,806
f	77,212			
4				
a			0	
b		0		
c	0			
d				1,537,003
e	0			
5	20,621			20,621
6				
a	56,591			
b		0		
c				
d		0		
e			0	
f				0
7	0			
8	0			
9	56,591			
10				
a				
b				
c				50,785
d				5,806
e				

## 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 2010, 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) 2010</b>	<b>(b) 2009</b>	<b>(c) 2008</b>	<b>(d) 2007</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

HECTOR MELENDEZ SENIOR PROGRAM OFFI  
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)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	1,274,436
b Approved for future payment FOUNDATION CENTER 312 SUTTER STREET SUITE 606 SAN FRANCISCO, CA 94108		501 (C)(3) PUBLIC CH	GENERAL SUPPORT	5,000
SAINT FRANCIS FOUNDATION 900 HYDE STREET SUITE 1208 SAN FRANCISCO, CA 94109		501 (C)(3) PUBLIC CH	UPGRADES TO THE BOTHIN BURN CENTER	200,000
Total . . . . .			3b	205,000

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2010)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

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

d

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

1a(1)

1a(2)

1b(1)

1b(2)

1b(3)

1b(4)

1b(5)

1b(6)

1c

Yes

No

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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.

\*\*\*\*\*

2011-08-02

\*\*\*\*\*

Signature of officer or trustee

Date

Title

Paid Preparer's Use Only

Preparer's Signature	NASI RAISSIAN	Date	Check if self-employed	PTIN
Firm's name	ROBERT LEE & ASSOCIATES LLP	Firm's EIN		
Firm's address	226 AIRPORT PARKWAY SUITE 350 SAN JOSE, CA 95110	Phone no.	(408) 855-6770	

Form 990-PF (2010)


Additional Data

Software ID:  
Software Version:  
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 STREET SUITE 300 SAN FRANCISCO,CA 94109				
A MICHAEL CASEY	VICE PRESIDENT/TREASURER 2 00	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109				
LYMAN H CASEY	SECRETARY 2 00	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109				
LYMAN R CASEY	DIRECTOR 2 00	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109				
JESSICA GALLOWAY	DIRECTOR 2 00	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109				
JAY JACOBS	DIRECTOR 2 00	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109				
DEVON LAYCOX	DIRECTOR 2 00	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109				
LAURA KING PFAFF	DIRECTOR 2 00	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109				
PAUL SUSSMAN	DIRECTOR & AUDIT COMMITTEE CHAIR 2 00	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109				
HERB TULLY	DIRECTOR 2 00	0	0	0
1660 BUSH STREET 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				
A HOME WITHIN INC 2500 18TH STREET SAN FRANCISCO,CA 94110		501 (C)(3) PUBLIC CH	COMPUTER SYSTEM UPGRADE	25,000
ALCHEMIA PO BOX 954 PETALUMA,CA 94943		501 (C)(3) PUBLIC CH	PRODUCTION EQUIPMENT, FABRIC PRINTER AND BINDING MACHINE	6,900
ASIAN NEIGHBORHOOD DESIGN INC 1245 HOWARD STREET SAN FRANCISCO,CA 94103		501 (C)(3) PUBLIC CH	ADA COMPLIANT UPGRADES	7,500
BAYVIEW HUNTERS POINT CENTER 2415 THIRD STREET SUITE 230 SAN FRANCISCO,CA 94107		501 (C)(3) PUBLIC CH	VIDEO AND AUDIO EQUIPMENT	25,000
BOYS & GIRLS CLUBS OF SONOMA VALLEY PO BOX 218 EL VERANO,CA 95433		501 (C)(3) PUBLIC CH	KITCHEN RENOVATION	25,000
BUCKELEW PROGRAMS 900 FIFTH AVE SUITE 150 SAN RAFAEL,CA 94901		501 (C)(3) PUBLIC CH	CLIENT-TRANSPORT VEHICLE	28,800
CILPSI SPECIAL SERVICES INC 1200 COLLEGE AVENUE SANTA ROSA,CA 95404		501 (C)(3) PUBLIC CH	PHONE SYSTEM UPGRADE	3,400
COASTSIDE CHILDREN'S PROGRAMS 494 MIRAMONTES AVE HALF MOON BAY,CA 94019		501 (C)(3) PUBLIC CH	BUILDING RENOVATION PROJECT	26,100
COLEMAN CHILDREN AND YOUTH SERVICES 459 VIENNA STREET SAN FRANCISCO,CA 94112		501 (C)(3) PUBLIC CH	ELEVATOR RENOVATION	19,500
COLLEGE TRACK 117 BROADWAY OAKLAND,CA 94607		501 (C)(3) PUBLIC CH	CAPITAL CAMPAIGN SUPPORT FOR SAN FRANCISCO EXPANSION	10,000
COMPASS COMMUNITY SERVICES 49 POWELL ST 3RD FLOOR SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC CH	RENOVATIONS TO CLARA HOUSE	29,000
CONSERVATION EARTH WILDLIFE PO BOX 3098 HALF MOON BAY,CA 94019		501 (C)(3) PUBLIC CH	EQUIPMENT TO DELIVER AND EXECUTE EDUCATIONAL IN-SCHOOLS PROGRAMS	7,500
FAMILY SERVICE AGENCY MARIN 555 NORTHGATE DRIVE SAN RAFAEL,CA 94903		501 (C)(3) PUBLIC CH	BUILDING RENOVATION COSTS REQUIRED TO MERGE TWO PROGRAMS	7,500
FOUNDATION CENTER 312 SUTTER STREET SUITE 606 SAN FRANCISCO,CA 94108		501 (C)(3) PUBLIC CH	GENERAL SUPPORT	5,000
FOUNDATION CENTER 312 SUTTER STREET SUITE 606 SAN FRANCISCO,CA 94108		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	3,000
<b>Total . . . . .</b>  <b>3a</b>				1,274,436



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				
FRIENDS OF THE SAN FRANCISCO PUBLIC LIBRARY 391 GROVE STREET SAN FRANCISCO, CA 94102		501 (C)(3) PUBLIC CH	BOOK SECURITY SYSTEM FOR THE BAYVIEW BRANCH LIBRARY	28,000
GOLDEN GATE NATIONAL PARKS BUILDING 201 FORT MASON SAN FRANCISCO, CA 94123		501 (C)(3) PUBLIC CH	INSTALLATION OF RAINWATER CATCHMENT SYSTEM AND SOLAR THERMAL SYSTEM	30,000
GRANTMAKERS FOR CHILDREN YOUTH 8757 GEORGIA AVENUE SUITE 540 SILVER SPRING, MD 20910		501 (C)(3) PUBLIC CH	BAY AREA CONFERENCE SUPPORT	5,000
HEALTH INITIATIVES FOR YOUTH INC 235 MONTGOMERY STREET SUITE 430 SAN FRANCISCO, CA 94104		501 (C)(3) PUBLIC CH	PORTABLE COMPUTER LAB AND PRESENTATION TOOLS	7,500
IMAGINE BUS PROJECT 342 NINTH STREET SUITE 201 SAN FRANCISCO, CA 94103		501 (C)(3) PUBLIC CH	IT INFRASTRUCTURE UPGRADE	7,000
INNVISION THE WAY HOME 974 WILLOW STREET SAN JOSE, CA 95125		501 (C)(3) PUBLIC CH	CARGO VAN TO TRANSPORT HOT MEALS	20,000
LA LUZ BILINGUAL CENTER 17560 GREGER STREET SONOMA, CA 95476		501 (C)(3) PUBLIC CH	COMPUTER LAB INSTALLATION AND UPGRADES	20,000
LAGUNA DE SANTA ROSA FNDN PO BOX 7886 SANTA ROSA, CA 95407		501 (C)(3) PUBLIC CH	EQUIPPING LAGUNA LEARNING CETR W APPLIANCES, FURNITURE, ETC	25,000
LARKIN STREET YOUTH SERVICES 701 SUTTER STREET SUITE 2 SAN FRANCISCO, CA 94109		501 (C)(3) PUBLIC CH	CLIENT-TRANSPORT VEHICLE	26,500
LOMI COUNSELING CLINIC 534 B STREET SANTA ROSA, CA 95401		501 (C)(3) PUBLIC CH	NEW COMPUTER, PHONE, AND PRESENTATION EQUIPMENT	22,900
MARIN CONSERVATION CORPS 27 LARKSPUR STREET SAN RAFAEL, CA 94901		501 (C)(3) PUBLIC CH	INDUSTRIAL WOOD CHIPPER FOR VOCATIONAL DEVELOPMENT PROGRAM	33,200
MARIN EDUCATION FUND 781 LINCOLN AVE SUITE 140 SAN RAFAEL, CA 94901		501 (C)(3) PUBLIC CH	EXPANSION OF COMPUTER SYSTEM AND IT UPGRADE	22,000
MISSION ECONOMIC DEVELOPMENT AGENCY 3505 20TH STREET SAN FRANCISCO, CA 94110		501 (C)(3) PUBLIC CH	HONORARIUM GRANT FOR HOSTING ANNUAL BOARD MEETING	2,500
NATIONAL AUDUBON SOCIETY INC 376 GREENWOOD BEACH RD TIBURON, CA 94920		501 (C)(3) PUBLIC CH	REPLACE BEACH ACCESS STAIRWAY AT TIBURON CENTER	17,600
NATUREBRIDGE 28 GEARY STREET SUITE 650 SAN FRANCISCO, CA 94108		501 (C)(3) PUBLIC CH	INSTALLATION OF SPRINKLERS IN DORMITORIES	26,000
<b>Total . . . . .</b>  <b>3a</b>				1,274,436


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				
NEW CONSERVATORY THEATRE 25 VAN NESS AVE LOWER LOBBY SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC CH	THEATER LIGHTING SYSTEM	25,900
NEXT GENERATION SCHOLARS INC 912 LOOTENS PLACE 1ST FLOOR SAN RAFAEL,CA 94901		501 (C)(3) PUBLIC CH	UPGRADE TO ELECTRICAL SYSTEM AND TECHNOLOGY EQUIPMENT	5,590
NORTH BEACH CITIZENS 720 COLUMBUS AVE SAN FRANCISCO,CA 94133		501 (C)(3) PUBLIC CH	OFFICE RENOVATION	25,000
NORTHERN CALIFORNIA GRANTMAKERS 625 MARKET STREET 15TH FLOOR SAN FRANCISCO,CA 94105		501 (C)(3) PUBLIC CH	2010 MEMBERSHIP DUES	1,596
PACIFICA RESOURCE CENTER 1809 PALMETTO AVENUE GREENBRAE,CA 94044		501 (C)(3) PUBLIC CH	CREATING SECURITY WORK FOR LOW-INCOME FAMILIES	20,000
PARENTS FOR PUBLIC SCHOOLS OF SF 3543 18TH STREET 1 SAN FRANCISCO,CA 94110		501 (C)(3) PUBLIC CH	PRESENTATION AND TRANSLATION EQUIPMENT	21,500
PROJECT OPEN HAND 730 POLK STREET SAN FRANCISCO,CA 94109		501 (C)(3) PUBLIC CH	FOOD DELIVERY VEHICLE	40,000
RAPHAEL HOUSE OF SAN FRANCISCO 1065 SUTTER STREET SAN FRANCISCO,CA 94109		501 (C)(3) PUBLIC CH	ELEVATOR REPLACEMENT FOR TRANSITIONAL HOUSING FACILITY	30,000
RECORDING FOR BLIND & DYSLEXIC 488 WEST CHARLESTON ROAD PALO ALTO,CA 94306		501 (C)(3) PUBLIC CH	NEW EQUIPMENT FOR RECORDING BOOTHS	10,000
REDWOOD EMPIRE FOOD BANK 3320 INDUSTRIAL DR SANTA ROSA,CA 95403		501 (C)(3) PUBLIC CH	REFRIGERATED TRUCK TO DISTRIBUTE FOOD	30,000
SAINT FRANCIS FOUNDATION 900 HYDE STREET SUITE 1208 SAN FRANCISCO,CA 94109		501 (C)(3) PUBLIC CH	UPGRADES TO THE BOTHIN BURN CENTER	50,000
SAN FRANCISCO CHILD ABUSE PREVENTION CENTER 1757 WALLER STREET SAN FRANCISCO,CA 94117		501 (C)(3) PUBLIC CH	UPGRADE OF ELECTRICAL SYSTEM	34,000
SAN FRANCISCO FRIENDS OF THE URBAN FOREST PRESIDIO BUILDING 1007 SAN FRANCISCO,CA 94129		501 (C)(3) PUBLIC CH	LOW-EMISSIONS WORK TRUCK	22,400
SAN FRANCISCO MIME TROUPE 855 TREAT AVENUE SAN FRANCISCO,CA 94110		501 (C)(3) PUBLIC CH	ROOF REPAIRS	7,500
SAN FRANCISCO PARKS TRUST INC 501 STANYAN STREET SAN FRANCISCO,CA 94117		501 (C)(3) PUBLIC CH	EXERCISE EQUIPMENT FOR RENOVATED HAMILTON RECREATION CENTER	25,000
<b>Total . . . . .</b>  <b>3a</b>				1,274,436

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				
SAN GERONIMO VALLEY COMM PRESB 6001 SIR FRANCIS DRAKE BOULEVARD PO BOX 373 SAN GERONIMO, CA 94963		501 (C)(3) PUBLIC CH	PURCHASE ELECTRICAL, PLUMBING MATERIALS, FLOORING, ETC	5,000
SF MARITIME NTL PARK ASSOC PO BOX 470310 SAN FRANCISCO, CA 94147		501 (C)(3) PUBLIC CH	IT UPGRADES	25,000
SHELTER NETWORK SAN MATEO COUNTY 1450 CHAPIN AVENUE 2ND FLOOR BURLINGAME, CA 94010		501 (C)(3) PUBLIC CH	BOX TRUCK TO TRANSPORT DONATIONS	42,700
SONOMA ECOLOGY CENTER PO BOX 1486 ELDRIDGE, CA 95431		501 (C)(3) PUBLIC CH	WATER INFRASTRUCTURE ENHANCEMENTS AT SONOMA GARDEN PARK	7,500
SOUTH OF MARKET CHILD CARE INC 551 MINNA STREET SAN FRANCISCO, CA 94103		501 (C)(3) PUBLIC CH	PHONE SYSTEMS UPGRADE	20,600
SPPT FAM'S W CHILDREN W DISAB 2601 MISSION STREET SUITE 606 SAN FRANCISCO, CA 94110		501 (C)(3) PUBLIC CH	NEW PHONE SYSTEM	30,000
SW COMMUNITY HEALTH CENTER 751 LOMBARDI COURT SUITE B SANTA ROSA, CA 95407		501 (C)(3) PUBLIC CH	CHILDREN'S PLAY AREA AT THE ROUND BARN CIRCLE HEALTH CENTER	30,000
SWORDS PLOWSHARES VETERANS RGHTS 1060 HOWARD STREET SAN FRANCISCO, CA 94103		501 (C)(3) PUBLIC CH	REPLACING THE FIRE SAFETY SYSTEMS AT THE VETERANS ACADEMY	30,000
THE ART OF YOGA PROJECT 555 BRYANT STREET 232 PALO ALTO, CA 94301		501 (C)(3) PUBLIC CH	IT EQUIPMENT AND UPGRADES	7,000
THE SHINING STAR FOUNDATION 4470 REDWOOD HIGHWAY SAN RAFAEL, CA 94903		501 (C)(3) PUBLIC CH	RE-ROOFING SCHOOL BUILDING	40,000
THE WOMEN'S FOUNDATION OF CA 2948 FOLSOM STREET SAN FRANCISCO, CA 94110		501 (C)(3) PUBLIC CH	PURCHASE OF MOBILE STREET-FOOD TRAILER	27,000
TREASURE ISLAND SAILING CENTER 698 FIRST STREET BUILDING 112 SAN FRANCISCO, CA 94130		501 (C)(3) PUBLIC CH	CONSTRUCTION OF A STORAGE UNIT	7,250
U MOUND OLD LADIES HOME 350 UNIVERSITY STREET SAN FRANCISCO, CA 94134		501 (C)(3) PUBLIC CH	RENOVATING DOORS TO COMPLY FIRE AND HANDICAP REQUIREMENTS	30,000
VOLUNTEER CENTER OF SONOMA 153 STONY CIRCLE STE 100 SANTA ROSA, CA 95401		501 (C)(3) PUBLIC CH	ROOF REPAIRS FOR MAIN BUILDING IN SANTA ROSA	7,500
VOLUNTEERS IN MEDICINE - SF 4877 MISSION STREET SAN FRANCISCO, CA 94112		501 (C)(3) PUBLIC CH	COMMUNICATION AND MEDICAL EQUIPMENT FOR SF FACILITY	20,000
<b>Total . . . . .</b>  <b>3a</b>				1,274,436

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> <i>Paid during the year</i>				
YOUTH COMMUNITY SERVICE 3800 MIDDLEFIELD ROAD PALO ALTO,CA 94303		501 (C)(3) PUBLIC CH	STUDENT-TRANSPORT VAN	18,500
ZEN HOSPICE PROJECT INC 273 PAGE STREET SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC CH	COMMUNICATION AND MEDICAL EQUIPMENT FOR GUEST FACILITY	20,500
ZEUM 221 FOURTH STREET SAN FRANCISCO,CA 94103		501 (C)(3) PUBLIC CH	LIGHTING AND AUDIO EQUIPMENT FOR THEATER	35,000
<b>Total . . . . .</b>  <b>3a</b>				1,274,436

**TY 2010 Accounting Fees Schedule**

**Name:** THE BOTHIN FOUNDATION

**EIN:** 94-1196182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	9,045	5,400		2,700

**TY 2010 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	8,687,503	8,687,503

**TY 2010 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	24,495,625	24,495,625

TY 2010 Other Decreases Schedule

**Name:** THE BOTHIN FOUNDATION

**EIN:** 94-1196182

Description	Amount
DEFERRED EXCISE TAX EXPENSE	48,673



**TY 2010 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	500	100		350
INSURANCE	5,173	0		0
TRAVEL	715	72		429
BOARD MEETING EXPENSES	172	0		0
MISCELLANEOUS EXPENSES	2,060	0		0

TY 2010 Other Increases Schedule

**Name:** THE BOTHIN FOUNDATION

**EIN:** 94-1196182

Description	Amount
UNREALIZED GAINS	2,433,619

## TY 2010 Other Liabilities Schedule

**Name:** THE BOTHIN FOUNDATION

**EIN:** 94-1196182

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED TAXES	64,471	113,144
UNSETTLED STOCK PURCHASE	0	97,623

**TY 2010 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	314,896	31,490		251,921
INVESTMENT FEES	201,767	187,000		0
AUDIT FEES	21,500	7,167		7,167

TY 2010 Taxes Schedule

Name: THE BOTHIN FOUNDATION

EIN: 94-1196182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CURRENT EXCISE TAX	30,957	0		0