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 , and ending

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 FOOTHILLS FOUNDATION	A Employer identification number 94-2412392
Number and street (or P O box number if mail is not delivered to street address) Room/suite P.O. BOX 193809	B Telephone number (415)284-8673
City or town, state, and ZIP code SAN FRANCISCO, CA 94119-3809	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 ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 2,858,570. J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2.	2.		STATEMENT 1
	4 Dividends and interest from securities	16,964.	16,964.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	126.			
	b Gross sales price for all assets on line 6a 1,837,669.				
	7 Capital gain net income (from Part IV, line 2)		126.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	17,092.	17,092.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	7,197.	0.		7,197.
	b Accounting fees STMT 4	14,000.	0.		14,000.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	656.	492.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	1,065.	250.		815.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	22,918.	742.		22,012.
	25 Contributions, gifts, grants paid	1,760,060.			1,760,060.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,782,978.	742.		1,782,072.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,765,886.>			
	b **Net investment income** (if negative, enter -0-)		16,350.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	13,838.	26,581.	26,581.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	2,943.	2,779.	2,779.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	4,332,538.	2,554,073.	2,829,210.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	4,349,319.	2,583,433.	2,858,570.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	155,000.	1,275,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	155,000.	1,275,000.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,194,319.	1,308,433.	
	30 **Total net assets or fund balances**	4,194,319.	1,308,433.	
	31 **Total liabilities and net assets/fund balances**	4,349,319.	2,583,433.	

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	4,194,319.
2	Enter amount from Part I, line 27a	2	<1,765,886.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,428,433.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	1,120,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,308,433.

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				
b	SEE ATTACHED STATEMENTS			
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	1,837,669.		1,837,543.	126.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				126.

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	126.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	594,910.	3,639,645.	.163453
2008	476,118.	4,957,090.	.096048
2007	428,726.	6,194,541.	.069210
2006	272,043.	5,720,190.	.047558
2005	481,700.	5,445,485.	.088459

2	**Total** of line 1, column (d)	2	.464728
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	.092946
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,011,097.
5	Multiply line 4 by line 3	5	279,869.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	164.
7	Add lines 5 and 6	7	280,033.
8	Enter qualifying distributions from Part XII, line 4	8	1,782,072.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	164.
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	164.
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	164.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,943.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	2,943.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,779.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	2,779.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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? *If "Yes," attach a conformed copy of the changes*	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? N/A	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		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? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ TREASURER Telephone no. ▶ 415-284-8673

Located at ▶ 199 FREMONT STREET, 22ND FLOOR, SAN FRANCISCO, CA ZIP+4 ▶ 94105

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
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		X
	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.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Free Rent ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? IRC Sec 4941(d)(2)(F) ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available Reg 53.4941(d)-3(c)(2) Ex. 1 for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☒ No			
	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 instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (No)

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GARY H. BECHTEL P.O. BOX 193809 SAN FRANCISCO, CA 941193809	PRESIDENT & DIRECTOR 0.00	0.	0.	0.
JACQUIE L. BECHTEL P.O. BOX 193809 SAN FRANCISCO, CA 941193809	VICE PRESIDENT 0.00	0.	0.	0.
GEORGE T. ARGYRIS P.O. BOX 193809 SAN FRANCISCO, CA 941193809	SECRETARY & DIRECTOR 0.00	0.	0.	0.
SHU HUANG P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR, TREASURER & ASST SECRETARY 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	2,948,195.
b	Average of monthly cash balances		1b	108,756.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,056,951.
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	3,056,951.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	45,854.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	3,011,097.
6	**Minimum investment return.** Enter 5% of line 5		6	150,555.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	150,555.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 164.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	164.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	150,391.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	150,391.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	150,391.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,782,072.
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	1,782,072.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	164.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,781,908.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					150,391.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years: ___, ___, ___			0.		
3 Excess distributions carryover, if any, to 2010:					
a From 2005	10,342.				
b From 2006					
c From 2007	131,519.				
d From 2008	235,145.				
e From 2009	414,058.				
f Total of lines 3a through e		791,064.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,782,072.					
a Applied to 2009, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2010 distributable amount					150,391.
e Remaining amount distributed out of corpus		1,631,681.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,422,745.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7		10,342.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		2,412,403.			
10 Analysis of line 9:					
a Excess from 2006					
b Excess from 2007	131,519.				
c Excess from 2008	235,145.				
d Excess from 2009	414,058.				
e Excess from 2010	1,631,681.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a 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 foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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 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).)

GARY H. BECHTEL

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 ▶ [X] 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 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:

N/A

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT B	N/A	ALL PUBLIC CHARITIES	SEE STATEMENT B	1760060.
Total			▶ 3a	1760060.
b Approved for future payment				
SEE STATEMENT B	N/A	ALL PUBLIC CHARITIES	SEE STATEMENT B	1275000.
Total			▶ 3b	1275000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2.	
4 Dividends and interest from securities			14	16,964.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	126.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		17,092.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 17,092.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date 6/20/11 — Title TREASURER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BARBARA MURPHY		5/12/11		P00439228

Firm's name ▶ FARELLA BRAUN + MARTEL LLP — Firm's EIN ▶ 94-1527242

Firm's address ▶ 235 MONTGOMERY STREET, SUITE 1800 SAN FRANCISCO, CA 94104 — Phone no.

023622
03-04-11

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	5,327.651 SHS ARTISAN INTL FUND	P	02/16/00	02/09/10
b	2,502.503 SHS ARTISAN INTL FUND	P	VARIOUS	03/26/10
c	2,652.520 SHS ARTISAN INTL FUND	P	09/28/01	05/10/10
d	1,444.252 SHS ARTISAN INTL FUND	P	09/28/01	06/08/10
e	4,418.913 SHS ARTISAN INTL FUND	P	VARIOUS	11/04/10
f	1,139.471 SHS BARON GROWTH FUND	P	05/07/02	03/26/10
g	788.288 SHS BARON GROWTH FUND	P	05/07/02	05/10/10
h	39,390.713 SHS DODGE & COX INCOME FUND	P	VARIOUS	02/09/10
i	1,531.394 SHS DODGE & COX INTL STOCK FUND	P	09/09/05	03/26/10
j	1,617.076 SHS DODGE & COX INTL STOCK FUND	P	VARIOUS	05/13/10
k	502.681 SHS DODGE & COX INTL STOCK FUND	P	VARIOUS	07/07/10
l	1,642.036 SHS DODGE & COX INTL STOCK FUND	P	09/27/06	08/27/10
m	984.349 SHS DODGE & COX STOCK FUND	P	09/21/01	03/26/10
n	550.843 SHS DODGE & COX STOCK FUND	P	09/21/01	08/20/10
o	2,092.926 SHS LONGLEAF PARTNERS SMALL CAP FUND	P	09/16/08	03/26/10

	(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	100,000.		170,964.	<70,964.>
b	50,000.		53,238.	<3,238.>
c	50,000.		44,509.	5,491.
d	25,000.		24,235.	765.
e	100,000.		101,047.	<1,047.>
f	50,000.		36,725.	13,275.
g	35,000.		25,407.	9,593.
h	515,567.		493,526.	22,041.
i	49,950.		52,079.	<2,129.>
j	49,950.		55,065.	<5,115.>
k	14,980.		19,593.	<4,613.>
l	49,950.		65,961.	<16,011.>
m	99,950.		85,176.	14,774.
n	49,950.		47,664.	2,286.
o	49,950.		45,416.	4,534.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<70,964.>
b				<3,238.>
c				5,491.
d				765.
e				<1,047.>
f				13,275.
g				9,593.
h				22,041.
i				<2,129.>
j				<5,115.>
k				<4,613.>
l				<16,011.>
m				14,774.
n				2,286.
o				4,534.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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	1,455.907 SHS LONGLEAF PARTNERS SMALL CAP FUND	P	09/16/08	05/10/10
b	10,544.815 SHS T ROWE PRICE GROWTH STOCK FUND	P	01/19/05	03/26/10
c	3,792.188 SHS T ROWE PRICE GROWTH STOCK FUND	P	01/19/05	08/20/10
d	3,318.951 SHS DODGE & COX INTL STOCK FUND	P	09/09/05	02/09/10
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	34,965.		31,593.	3,372.
b	299,950.		273,954.	25,996.
c	99,950.		98,521.	1,429.
d	99,950.		112,870.	<12,920.>
e	12,607.			12,607.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				3,372.
b				25,996.
c				1,429.
d				<12,920.>
e				12,607.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	126.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

SOURCE	AMOUNT
CHARLES SCHWAB MONEY MARKET FUND	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB - CUSTODIAN MUTUAL FUNDS	29,571.	12,607.	16,964.
TOTAL TO FM 990-PF, PART I, LN 4	29,571.	12,607.	16,964.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	7,197.	0.		7,197.
TO FM 990-PF, PG 1, LN 16A	7,197.	0.		7,197.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,000.	0.		10,000.
AUDIT FEES	4,000.	0.		4,000.
TO FORM 990-PF, PG 1, LN 16B	14,000.	0.		14,000.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	164.	0.		0.
FOREIGN TAXES	492.	492.		0.
TO FORM 990-PF, PG 1, LN 18	656.	492.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEES	35.	0.		35.
BANK FEES	200.	0.		200.
INVESTMENT INTEREST EXPENSE	250.	250.		0.
MISCELLANEOUS PROGRAM COSTS	580.	0.		580.
TO FORM 990-PF, PG 1, LN 23	1,065.	250.		815.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 7
DESCRIPTION	AMOUNT
EQUITY ADJUSTMENT TO ACCOUNT FOR CHANGES IN ACCRUAL OF GRANTS PAYABLE	1,120,000.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,120,000.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A	COST	2,554,073.	2,829,210.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,554,073.	2,829,210.

THE FOOTHILLS FOUNDATION
Detail of Investment Securities
For the Year 2010

STATEMENT A
94-2412392

Investment Securities	Number of Shares	Book Value Start of Year	Book Value End of Year	12/31/10 Market Value
Artisan Int'l Fund	9,148	633,142	240,763	198,517
Baron Growth Fund	3,629	199,964	137,833	185,905
Dodge & Cox Income Fund	0	493,526	0	0
Dodge & Cox Intl Stock Fund	7,572	577,875	276,003	270,405
Dodge & Cox Stock Fund	7,771	928,011	835,063	837,408
Longleaf Partners Small Cap Fund	7,749	240,728	164,568	205,515
T Rowe Price Growth	24,687	1,026,060	654,004	793,687
T Rowe Price Mid Cap	5,771	233,232	245,840	337,773
Total Mutual Funds Securities		**4,332,538**	**2,554,073**	**2,829,210**

The Foothills Foundation
Summary of Charitable Distributions
2010 Calendar Year

STATEMENT B
94-2412392

Date	Charitable Activity	Donee Name and Address	Donee Status	Purpose of Contribution	Amount
05/25/10	Charitable	American Anchorpoint Academies, Inc , 2220 Pacheco Pass Hwy, Gilroy, CA 95020	Public Charity	Football Program	1,000
12/03/10	Charitable	Boy Scouts of America, SF Bay Area Council 1001 Davis Street, San Leandro, CA 94577	Public Charity	Annual Distinguished Citizen Award	15,000
07/15/10	Charitable	California Game Wardens Fdn, 2180 Sand Hill Road, Suite 100, Menlo Park, cA 94025	Public Charity	Game Warden Training Program	1,000
09/23/10	Charitable	California Game Wardens Fdn, 2180 Sand Hill Road, Suite 100, Menlo Park, cA 94025	Public Charity	Program Support	25,000
02/19/10	Charitable	California Waterfowl Association, 4630 Northgate Blvd , Suite 150, Sacramento, CA 95834	Public Charity	Gridley CWA Fundraising	27,470
04/05/10	Charitable	California Waterfowl Association, 4630 Northgate Blvd , Suite 150, Sacramento, CA 95834	Public Charity	Hofmann Challenge	50,000
04/13/10	Charitable	Congressional Sportsmen's Caucus Fdn, The, 110 N Carolina Ave SE, Washington, DC 2000	Public Charity	General Funds	5,000
02/19/10	Charitable	Delta Waterfowl Foundation, PO Box 3128, Birmarck, ND 58502	Public Charity	Unrestricted	125,000
08/30/10	Charitable	Delta Waterfowl Foundation, PO Box 3128, Birmarck, ND 58502	Public Charity	Unrestricted	150,000
09/23/10	Charitable	Dept of Texas Veterans of Foreign Wars Foundation, 8503 N I 35, Austin, TX 78753	Public Charity	Denton Texas Division Post #2205	10,000
11/08/10	Charitable	Dept of Texas Veterans of Foreign Wars Foundation, 8503 N I 35, Austin, TX 78753	Public Charity	Denton Texas Division Post #2205	30,000
12/03/10	Charitable	District 10 Wild Duck Eggs, 9512 Mathews Lane, Marysville, CA 95901	Public Charity	2010 Programs	1,000
04/06/10	Charitable	Ducks Unlimited, Gilroy Chapter, P O Box 2575, Morgan Hill, CA 95038	Public Charity	Fund Raising Efforts	2,500
02/19/10	Charitable	Gilroy Presbyterian Church, 6000 Miller Ave, Gilroy, CA 95020	Public Charity	Capital Campaign Debt Reduction	400,000
08/05/10	Environmental	Grassland Fund, 22759 S Mercey Springs Road, Los Banos, CA 93635	Public Charity	Pledge - Operating Costs	5,000
09/04/10	Charitable	Hospice Foundation of the East Bay, 3470 Buskirk Avenue, Pleasant Hill, CA 94523	Public Charity	Rae Gilmore/ Bruns House	500
05/07/10	Charitable	Kids Outdoor Sports Camp, P O Box 9435, Red Bluff, CA 96080	Public Charity	2010 Summer Camp Expense	30,000
05/05/10	Educational	Mid-Peninsula High School, 1340 Willow Road, Menlo Park, CA 94205	Public Charity	09 -'10 DragonFest	24,440
05/17/10	Educational	Mid-Peninsula High School, 870 N Calif Avenue, Palo Alto, CA 94303-3631	Public Charity	Matching Challenge Gift	200,000
05/17/10	Educational	Mid-Peninsula High School, 870 N Calif Avenue, Palo Alto, CA 94303-3631	Public Charity	Pledge- Empowering Creative Minds, Capital Campaign	150,000
05/17/10	Educational	Mid-Peninsula High School, 870 N Calif Avenue, Palo Alto, CA 94303-3631	Public Charity	Financial Aid	26,000
05/17/10	Educational	Mid-Peninsula High School, 870 N Calif Avenue, Palo Alto, CA 94303-3631	Public Charity	Annual Fund	25,000
05/17/10	Educational	Mid-Peninsula High School, 870 N Calif Avenue, Palo Alto, CA 94303-3631	Public Charity	DragonFest VIP	10,000
05/20/10	Educational	Mid-Peninsula High School, 870 N Calif Avenue, Palo Alto, CA 94303-3631	Public Charity	Annual Giving Matching Grant Challenge	9,150
06/16/10	Charitable	National Disaster Search Dog Foundation, Inc , 501 East Ojai Ave, Ojai, CA 93023	Public Charity	Pledge- Challenge Grant for National Training Center	25,000
04/05/10	Charitable	Oklahoma State University Foundation, Oklahoma State University, Stillwater, OK 74078	Public Charity	Pledge- Cowboy Basketball Legends Locker Room Program	250,000
02/24/10	Charitable	Pink Ribbons Project, 2449 South Blvd , Ste 100, Houston, TX 77098	Public Charity	General Funds	1,000
04/21/10	Charitable	Santa Clara County Sheriff's Advisory Board, 55 W Younger Ave, San Jose, CA 95110	Public Charity	Sheriff's Emergency Response Team	50,000
09/07/10	Charitable	Stanford Hospital and Clinics, 300 Pasteur Drive, Suite H1130C, Stanford, CA 94305-5603	Public Charity	Aging Adult Services	10,000
03/23/10	Educational	University of the Pacific, 3601 Pacific Avenue, Stockton, CA 95211	Public Charity	Pledge - Alex & Jen Vereschagin Alumni House	100,000
06/14/10	Charitable	Victory Junction Gang Camp, 4500 Adam's Way, Randleman, NC 27317	Public Charity	IMO - Mary jane Balash (Joe Balash)	1,000
		Total Charitable Distributions			**$1,760,060**

Pledges:

Date Pledged	Charitable Activity	Donee Name and Address	Donee Status	Purpose of Contribution	Amt. Outstanding at 12/31/10
11/20/09	Educational	University of the Pacific, 3601 Pacific Avenue, Stockton, CA 95211	Public Charity	Alex & Jen Vereschagin Alumni House	400,000
02/04/10	Educational	Oklahoma State University Foundation, Oklahoma State University, Stillwater, OK 74078	Public Charity	Pledge- Cowboy Basketball Legends Locker Room Program	500,000
02/08/10	Educational	Mid-Peninsula High School, 1340 Willow Road, Menlo Park, CA 94205	Public Charity	Leonard Ely Challenge Gift Pledge	300,000
05/24/10	Charitable	National Disaster Search Dog Foundation, Inc , 501 East Ojai Ave, Ojai, CA 93023	Public Charity	Pledge- Challenge Grant for National Training Center	75,000
		Total Outstanding Pledges			**$1,275,000**

No recipient is related by blood, marriage, adoption, or employment to any disqualified person

Form **8868** (Rev. January 2011) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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: THE FOOTHILLS FOUNDATION

Employer identification number: 94-2412392

Number, street, and room or suite no. If a P.O. box, see instructions.: P.O. BOX 193809

City, town or post office, state, and ZIP code. For a foreign address, see instructions.: SAN FRANCISCO, CA 94119-3809

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 ▶ TREASURER 199 FREMONT STREET, 22ND FLOOR - SAN FRANCISCO, CA 94105

Telephone No. ▶ 415-284-8673 FAX No. ▶

- 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 AUGUST 15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2010 or

▶ [ ] tax year beginning ______, and ending ______.

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	$ 164.
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	$ 2,943.
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	$ 0.

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.