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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

**2011**

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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)  
\$ 32,663,700

**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	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	176	176		
	4 Dividends and interest from securities. . . . .	830,374	830,374		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	875,060			
	b Gross sales price for all assets on line 6a 16,378,464				
	7 Capital gain net income (from Part IV, line 2) . . . .		875,060		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	4,486	4,486		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	1,710,096	1,710,096		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule). . . . .	2,722	272		1,633
	b Accounting fees (attach schedule). . . . .	14,196	8,518		4,259
	c Other professional fees (attach schedule) . . . . .	560,627	252,912		267,820
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see page 14 of the instructions)	28,964	0		0
	19 Depreciation (attach schedule) and depletion . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule). . . . .	5,113	200		700
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	611,622	261,902		274,412
	25 Contributions, gifts, grants paid . . . . .	1,237,544			1,285,367
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	1,849,166	261,902		1,559,779
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-139,070			
	b <b>Net investment income</b> (if negative, enter -0-)		1,448,194		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	73,171	89,121	89,121
	2	Savings and temporary cash investments . . . . .	1,518,095	2,342,095	2,342,095
	3	Accounts receivable ▶ <u>85,937</u>			
		Less allowance for doubtful accounts ▶ _____	130,249	85,937	85,937
	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 . . . . .	6,767	11,254	11,254
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	24,495,625	20,810,861	20,810,861
	c	Investments—corporate bonds (attach schedule). . . . .	8,687,503	9,324,432	9,324,432
	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)	34,911,410	32,663,700	32,663,700	
Liabilities	17	Accounts payable and accrued expenses . . . . .	19,239	19,124	
	18	Grants payable . . . . .	195,337	147,514	
	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 ▶ _____)	210,767	74,167	
	23	Total liabilities (add lines 17 through 22) . . . . .	425,343	240,805	
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 . . . . .	34,486,067	32,422,895	
	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) . . . . .	34,486,067	32,422,895	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	34,911,410	32,663,700	

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 34,486,067
2	Enter amount from Part I, line 27a . . . . .	2 -139,070
3	Other increases not included in line 2 (itemize) ▶ _____	3 26,379
4	Add lines 1, 2, and 3 . . . . .	4 34,373,376
5	Decreases not included in line 2 (itemize) ▶ _____	5 1,950,481
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6 32,422,895

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	PUBLICALLY TRADED STOCK	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 16,378,464		15,503,404	875,060
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			875,060
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	875,060
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))
2010	1,537,003	31,771,624	0 048377
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

2 Total of line 1, column (d). . . . .	2	0 254936
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 050987
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5. . . . .	4	32,628,836
5 Multiply line 4 by line 3. . . . .	5	1,663,646
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	14,482
7 Add lines 5 and 6. . . . .	7	1,678,128
8 Enter qualifying distributions from Part XII, line 4. . . . . 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	8	1,559,779

Part VIExcise 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	28,964
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	28,964
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	28,964
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	37,000	
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	37,000
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	6
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	8,030
11		Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 8,030	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year? . . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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) <input type="checkbox"/> CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (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?	13	Yes	
Website address ▶ WWW PFS-LLC NET/BOTHIN				
14	The books are in care of ▶ PACIFIC FOUNDATION SERVICES LLC Telephone no ▶ (415) 561-6540			
	Located at ▶ 1660 BUSH STREET SUITE 300 SAN FRANCISCO CA ZIP +4 ▶ 94109			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here . . . . . ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over		Yes	No
	a bank, securities, or other financial account in a foreign country? . . . . .	16		No
See 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 2011? . . . . .	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2011 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 2011.</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 2011?	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>		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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	319,609
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109		
OSTERWEIS CAPITAL MANAGEMENT	INVESTMENT COUNSELING	189,174
ONE MARITIME PLAZA SUITE 800 SAN FRANCISCO,CA 94111		
Total number of others receiving over \$ 50,000 for professional services. . . . .		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

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

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



Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	31,518,361
b	Average of monthly cash balances. . . . .	1b	1,607,361
c	Fair market value of all other assets (see page 24 of the instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	33,125,722
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	33,125,722
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	496,886
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	32,628,836
6	Minimum investment return. Enter 5% of line 5. . . . .	6	1,631,442

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	1,631,442
2a	Tax on investment income for 2011 from Part VI, line 5. . . . .	2a	28,964
b	Income tax for 2011 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	28,964
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	1,602,478
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	1,602,478
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	1,602,478

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	1,559,779
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	1,559,779
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	1,559,779
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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,602,478
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only. . . . .			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006. . . . .				
b From 2007. . . . .				
c From 2008. . . . .				50,785
d From 2009. . . . .				5,806
e From 2010. . . . .				
f Total of lines 3a through e. . . . .	56,591			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,559,779				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount. . . . .				1,559,779
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	42,699			42,699
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,892			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .			0	
f Undistributed income for 2011 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) (see page 27 of the instructions). . . . .	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a. . . . .	13,892			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				8,086
c Excess from 2009. . . .				5,806
d Excess from 2010. . . .				
e Excess from 2011. . . .				

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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

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

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	1,285,367
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . .					
<b>3</b> Interest on savings and temporary cash investments			14	176	
<b>4</b> Dividends and interest from securities. . . .			14	830,374	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .			14	4,486	
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	875,060	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e). .		0		1,710,096	0
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		1,710,096






[illegible]

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?		Yes	No
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of		
<b>(1)</b>	Cash.	<b>1a(1)</b>	No
<b>(2)</b>	Other assets.	<b>1a(2)</b>	No
<b>b</b>	Other transactions		
<b>(1)</b>	Sales of assets to a noncharitable exempt organization.	<b>1b(1)</b>	No
<b>(2)</b>	Purchases of assets from a noncharitable exempt organization.	<b>1b(2)</b>	No
<b>(3)</b>	Rental of facilities, equipment, or other assets.	<b>1b(3)</b>	No
<b>(4)</b>	Reimbursement arrangements.	<b>1b(4)</b>	No
<b>(5)</b>	Loans or loan guarantees.	<b>1b(5)</b>	No
<b>(6)</b>	Performance of services or membership or fundraising solicitations.	<b>1b(6)</b>	No
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	<b>1c</b>	No
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received		

**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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
--------------------------	--------------------------	---------------------------------

*****	2012-08-03	*****
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only	Preparer's Signature  NASI RAISSIAN	Date	Check if self-employed 	PTIN P01023106
	Firm's name  ROBERT LEE & ASSOCIATES LLP 226 AIRPORT PARKWAY SUITE 350	Firm's EIN  27-1155496		
	Firm's address  SAN JOSE, CA 95110	Phone no (408) 855-6770		

Form **990-PF** (2011)

**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 94-1196182  
**Name:** THE BOTHIN FOUNDATION

**Form 990PF - Special Condition Description:**

<b>Special Condition Description</b>
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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
LYMAN H CASEY	PRESIDENT 2 00	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109				
A MICHAEL CASEY	TREASURER/VP 2 00	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109				
LAURA KING PFAFF	SECRETARY 2 00	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109				
DEVON LAYCOX	VP / GOVERNANCE CHAIR 2 00	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109				
PAUL SUSSMAN	DIRECTOR/AUDIT COMMITTEE 2 00	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109				
PAM MCCOSKER	ADVISORY 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				
CHRISTIAN F MILLER	DIRECTOR 2 00	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109				
KATHERINE JOINER	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				
ABILITIES UNITED525 EAST CHARLESTON RD PALO ALTO,CA 94306		501 (C)(3) PUBLIC CH	PURCHASE OF A 10-PASSENGER VAN AND ADAPT IT FOR WHEEL CHAIR ACCESS	42,000
ASIAN & PACIFIC ISLANDER WELLNESS CENTER730 POLK ST 4TH FLOOR SAN FRANCISCO,CA 94109		501 (C)(3) PUBLIC CH	EMR IMPLEMENTATION	25,000
BAYVIEW OPERA HOUSE4705 THIRD ST SAN FRANCISCO,CA 94124		501 (C)(3) PUBLIC CH	PURCHASE SOUND SYSTEM FOR PERFORMANCE SPACE	25,000
BETHANY CENTER FOUNDATION OF SAN FRANCISCO580 CAPP STREET SAN FRANCISCO,CA 94110		501 (C)(3) PUBLIC CH	PURCHASE AUDIO VISUAL SYSTEM	7,500
BOYS & GIRLS CLUBS OF SAN FRANCISCO55 HAWTHORNE STREET SUITE 600 SAN FRANCISCO,CA 94105		501 (C)(3) PUBLIC CH	ENERGY EFFICIENT LIGHTING	27,700
CALIFORNIA PARENTING INSTITUTE3650 STANDISH AVE SANTA ROSA,CA 95407		501 (C)(3) PUBLIC CH	RENOVATE THREE CHILDREN'S THERAPY ROOMS AND AN INTAKE ROOM	27,600
CANINE COMPANIONS FOR INDEPENDENCENATIONAL HEADQUARTERS SANTA ROSA,CA 95402		501 (C)(3) PUBLIC CH	PURCHASE VAN	25,200
CATHOLIC CHARITIES OF THE DIOCESE OF SANTA ROSA987 AIRWAY COURT PO BOX 4900 SANTA ROSA,CA 95402		501 (C)(3) PUBLIC CH	TECHNOLOGY UPGRADE	7,500
CHARLES ARMSTRONG SCHOOL1405 SOLANA DRIVE BELMONT,CA 94002		501 (C)(3) PUBLIC CH	PURCHASE SCIENCE LAB EQUIPMENT	17,500
COASTSIDE INFANTTODDLER CENTER (COASTSIDE CHILD DEVELOPMENT CENTER)PO BOX 84/565 REDONDO BEACH ROAD HALF MOON BAY,CA 94019		501 (C)(3) PUBLIC CH	PURCHASE REPLACEMENT CRIBS FOR THE INFANT CENTER	6,860
COMMUNITY ACTION PARTNERSHIP OF SONOMA COUNTY1300 NORTH DUTTON AVENUE SANTA ROSA,CA 95401		501 (C)(3) PUBLIC CH	REPLACE TWO HV/AC UNITS ON ROOF OF BUILDING	30,000
COMMUNITY GATEPATH875 STANTON ROAD BURLINGAME,CA 94010		501 (C)(3) PUBLIC CH	COMPREHENSIVE SERVICES DATABASE	35,000
CORNERSTONE COMMUNITY HOMES58 MITCHELL BLVD SAN RAFAEL,CA 94903		501 (C)(3) PUBLIC CH	REPAIR THREE POOLS	23,500
COUNCIL ON FOUNDATIONS2121 CRYSTAL DRIVE SUITE 700 ARLINGTON,VA 22202		501 (C)(3) PUBLIC CH	2011 MEMBERSHIP DUES	4,020
EPISCOPAL COMMUNITY SERVICES OF SAN FRANCISCO165 EIGHTH STREET 3RD FLOOR SAN FRANCISCO,CA 94103		501 (C)(3) PUBLIC CH	REPLACE SERVER AND BACKUP SYSTEM	30,000
FOUNDATION FOR HEARING RESEARCH INC (JEAN WEINGARTEN PENINSULA ORAL SCHOO3518 JEFFERSON AVENUE REDWOOD CITY,CA 94062		501 (C)(3) PUBLIC CH	INSTALLATION OF A NEW PLAY STRUCTURE AND UPGRADES TO THE PLAYGROUND	30,000
FRIENDS OF SAINT FRANCIS CHILDCARE CENTER INCORPORATED50 BELCHER ST SAN FRANCISCO,CA 94114		501 (C)(3) PUBLIC CH	CLASSROOM, KITCHEN AND BATHROOM UPGRADES	25,000
HEARING AND SPEECH CENTER OF NORTHERN CALIFORNIA1234 DIVISADERO STREET SAN FRANCISCO,CA 94115		501 (C)(3) PUBLIC CH	SUPPORT UPGRADING CURRENT TECHNOLOGY INFRASTRUCTURE	25,000
HOMELESS PRENATAL PROGRAM INC2500 18TH STREET SAN FRANCISCO,CA 94110		501 (C)(3) PUBLIC CH	TECHNOLOGY UPGRADE	17,500
JEFFERSON UNION HIGH SCHOOL DISTRICT (DALY CITY YOUTH HEALTH CENTER)2780 JUNIPERO SERRA BLVD DALY CITY,CA 94015		501 (C)(3) PUBLIC CH	PURCHASE OF MEDICAL EQUIPMENT AND SUPPLIES FOR THE DALY CITY YOUTH HEALTH CENTER	7,500
JEWISH FAMILY AND CHILDREN'S SERVICES2150 POST STREET SAN FRANCISCO,CA 94115		501 (C)(3) PUBLIC CH	BUILD AN OBSERVATION ROOM WITH A SPEAKER SYSTEM AND ONE-WAY WINDOW FOR JFCS-MARIN	6,125
JUMA VENTURES131 STEUART STREET SUITE 201 SAN FRANCISCO,CA 94105		501 (C)(3) PUBLIC CH	PURCHASE A FREEZER AND COFFEE GRINDER	10,400
LEAP IMAGINATION IN LEARNING221 MAIN STREET SUITE 525 SAN FRANCISCO,CA 94105		501 (C)(3) PUBLIC CH	FURNITURE FOR OFFICE SPACE	5,500
LEGAL AID OF SONOMA COUNTY1105 N DUTTON AVENUE SUITE B SANTA ROSA,CA 95401		501 (C)(3) PUBLIC CH	SUPPORT THE INSTALLATION OF FIBER OPTIC WIRE FOR THE FAMILY JUSTICE CENTER OF SONOMA COUNTY	30,000
LIGHTHOUSE FOR THE BLIND AND VISUALLY IMPAIRED214 VAN NESS AVENUE SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC CH	PURCHASE A PASSENGER BUS	25,000
MARIN BRAIN INJURY NETWORK1132 MAGNOLIA AVENUE LARKSPUR,CA 94939		501 (C)(3) PUBLIC CH	TECHNOLOGY UPGRADE	10,000
MARINE MAMMAL CENTER2000 BUNKER ROAD SAUSALITO,CA 94965		501 (C)(3) PUBLIC CH	HONORARIUM	2,500
MARY ELIZABETH INN1040 BUSH STREET SAN FRANCISCO,CA 94109		501 (C)(3) PUBLIC CH	PURCHASE SECURITY CAMERA EQUIPMENT	5,600
MEALS ON WHEELS OF SAN FRANCISCO INC1375 FAIRFAX AVE SAN FRANCISCO,CA 94124		501 (C)(3) PUBLIC CH	REFRIGERATED VEHICLE TO DELIVER MEALS TO HOMEBOUND SENIORS IN SAN FRANCISCO	19,000
MENTOR ME PETALUMA35 MARIA DRIVE SUITE 852 PETALUMA,CA 94954		501 (C)(3) PUBLIC CH	PURCHASE LAPTOPS AND PORTABLE SCANNERS	10,000

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 GENERATION HEALTH CENTER625 POTRERO AVE SAN FRANCISCO,CA 94110		501 (C)(3) PUBLIC CH	REPLACEMENT OF DECAYED FLOORING THROUGHOUT THE BUILDING	25,000
NORTH EAST MEDICAL SERVICES 1520 STOCKTON ST SAN FRANCISCO,CA 94133		501 (C)(3) PUBLIC CH	PURCHASE EQUIPMENT FOR MOBILE DENTISTRY PROGRAM	16,000
NORTHERN CALIFORNIA GRANTMAKERS625 MARKET STREET 15TH FLOOR SAN FRANCISCO,CA 94105		501 (C)(3) PUBLIC CH	2011 MEMBERSHIP DUES	2,262
OBERLIN DANCE COLLECTIVE351 SHOTWELL STREET SAN FRANCISCO,CA 94110		501 (C)(3) PUBLIC CH	UNDERWRITE A FULLY EQUIPPED LIGHTING GRID FOR ODC'S STUDIO B DANCE SPACE	22,000
OHLHOFF RECOVERY PROGRAMS 601 STEINER STREET SAN FRANCISCO,CA 94117		501 (C)(3) PUBLIC CH	REPAIR AND REPLACE WINDOWS AT THE HENRY OHLHOFF HOUSE	18,000
OLD SKOOL CAF1429 MENDELL STREET SAN FRANCISCO,CA 94124		501 (C)(3) PUBLIC CH	REFURBISH THE KITCHEN OF THE AGENCY'S COMMERCIAL CAF	37,700
PDI SURGERY CENTER1380 19TH HOLE DRIVE WINDSOR,CA 95492		501 (C)(3) PUBLIC CH	TECHNOLOGY UPGRADE	20,000
PORTOLA FAMILY CONNECTION CENTER INC2565 SAN BRUNO AVE SAN FRANCISCO,CA 94134		501 (C)(3) PUBLIC CH	PURCHASE LAPTOPS	30,000
PYRAMID ALTERNATIVES INC480 MANOR PLAZA PACIFICA,CA 94044		501 (C)(3) PUBLIC CH	HEATING AND VENTILATION UPGRADES TO MEET OSHA AND ADA REGULATIONS	15,000
REDWOOD CITY CHILD DEVELOPMENT PROGRAM2600 MIDDLEFIELD ROAD REDWOOD CITY,CA 94063		501 (C)(3) PUBLIC CH	REFURBISH TODDLER PLAYGROUND WITH OUTDOOR STRUCTURES	15,000
SAINT FRANCIS FOUNDATION900 HYDE STREET SUITE 1208 SAN FRANCISCO,CA 94109		501 (C)(3) PUBLIC CH	UPGRADES TO THE BOTHIN BURN CENTER	50,000
SAN FRANCISCO BOYS CHORUS 333 HAYES STREET SUITE 116 SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC CH	PURCHASE MUSIC EQUIPMENT AND RISERS	25,000
SAN FRANCISCO COURT APPOINTED SPECIAL ADVOCATES100 BUSH STREET SUITE 650 SAN FRANCISCO,CA 94104		501 (C)(3) PUBLIC CH	TECHNOLOGY UPGRADE	10,000
SAN FRANCISCO FOOD BANK900 PENNSYLVANIA AVENUE SAN FRANCISCO,CA 94107		501 (C)(3) PUBLIC CH	PURCHASE SIT-DOWN FORKLIFT	21,300
SAN FRANCISCO GIRLS CHORUS INC44 PAGE STREET SUITE 200 SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC CH	REPLACE EMERGENCY LIGHTING FIXTURES AND SAFETY DOOR	12,500
SAN FRANCISCO NATURE EDUCATION3450 GEARY BLVD SUITE 208 SAN FRANCISCO,CA 94118		501 (C)(3) PUBLIC CH	TECHNOLOGY UPGRADE	7,100
SLIDE RANCH2025 SHORELINE HIGHWAY MUIR BEACH,CA 94965		501 (C)(3) PUBLIC CH	RESTORATION OF SLIDE RANCH COMMONS BUILDING AT TEACHING FARM IN MARIN COUNTY	20,000
SOUTH OF MARKET CHILD CARE INC790 FOLSOM STREET SAN FRANCISCO,CA 94107		501 (C)(3) PUBLIC CH	REFURBISH PLAYGROUND SAFETY MATTING AND CLASSROOM FLOORING AT YERBA BUENA GARDENS CHILD DEVPMT CTR	28,800
ST VINCENT DE PAUL SOCIETY 1237 VAN NESS AVE SUITE 200 SAN FRANCISCO,CA 94109		501 (C)(3) PUBLIC CH	PURCHASE OF AN EIGHT PASSENGER MINI-VAN FOR THE RILEY CENTER	30,000
STUDENT CONSERVATION ASSOCIATION INC1230 PRESERVATION PARK WAY OAKLAND,CA 94612		501 (C)(3) PUBLIC CH	PURCHASE MAZDA CX9	29,200
TELEGRAPH HILL NEIGHBORHOOD ASSOCIATION 660 LOMBARD STREET SAN FRANCISCO,CA 94133		501 (C)(3) PUBLIC CH	RESURFACING OF PLAYGROUND	35,000
THE ARC OF SAN FRANCISCO 1500 HOWARD STREET SAN FRANCISCO,CA 94103		501 (C)(3) PUBLIC CH	TECHNOLOGY UPGRADE	28,200
THE DANCE BRIGADE3316 24TH STREET SAN FRANCISCO,CA 94110		501 (C)(3) PUBLIC CH	UPGRADE THEATER EQUIPMENT	31,500
THE JANET POMEROY CENTER207 SKYLINE BLVD AT HERBST RD SAN FRANCISCO,CA 94132		501 (C)(3) PUBLIC CH	RENOVATION TO THE HERBST TRAINING AND DEVELOPMENT BUILDING	40,000
THE NATIONAL CENTER FOR EQUINE FACILITATED THERAPY 880 RUNNYMEADE RD WOODSIDE,CA 94062		501 (C)(3) PUBLIC CH	RECONSTRUCT HAY BARN	25,000
TLC CHILD & FAMILY SERVICES 1800 NORTH GRAVENSTEIN HIGHWAY PO BOX 2079 SEBASTOPOL,CA 95473		501 (C)(3) PUBLIC CH	RENOVATIONS TO REOPEN RESIDENCE FOR ADOLESCENT GIRLS WITH PSYCHOLOGICAL AND EMOTIONAL CHALLENGES	20,000
UNITED AGAINST SEXUAL ASSAULT OF SONOMA COUNTY (VERITY)835 PINER ROAD SUITE D SANTA ROSA,CA 95403		501 (C)(3) PUBLIC CH	PURCHASE AND INSTALL A NEW PHONE SYSTEM	7,500
UNITED CEREBRAL PALSY OF THE NORTH BAY3835 CYPRESS DRIVE PETALUMA,CA 94954		501 (C)(3) PUBLIC CH	TOWARDS THE PURCHASE OF A REPLACEMENT VAN TO TRANSPORT STUDENTS TO AND FROM CYPRESS SCHOOL	7,500
VALLEY OF THE MOON CHILDREN'S HOME FOUNDATION P O BOX 11671 SANTA ROSA,CA 95406		501 (C)(3) PUBLIC CH	SUPPLIES FOR NEW DENTAL CLINIC	26,500
WATERSHED DISCOVERY FOUNDATIONPO BOX 1540 EL GRANADA,CA 94108		501 (C)(3) PUBLIC CH	FUND RENOVATIONS, EQUIPMENT AND MATERIALS FOR THE WATERSHED ON WHEELS BUS	25,000

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				
WESTSIDE COMMUNITY SERVICES 1153 OAK STREET SAN FRANCISCO,CA 94117		501 (C)(3) PUBLIC CH	PURCHASE AN 8 PASSENGER VAN	33,000
Z SPACE STUDIO499 ALABAMA STREET 450 SAN FRANCISCO,CA 94110		501 (C)(3) PUBLIC CH	TECHNOLOGY UPGRADE	7,800
<b>Total</b> . . . . .  <b>3a</b>				1,285,367

## TY 2011 Accounting Fees Schedule

**Name:** THE BOTHIN FOUNDATION

**EIN:** 94-1196182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	14,196	8,518		4,259

**TY 2011 Investments Corporate  
Bonds Schedule**

**Name:** THE BOTHIN FOUNDATION  
**EIN:** 94-1196182

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BONDS & US TREASURIES	9,324,432	9,324,432

**TY 2011 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	20,810,861	20,810,861

## TY 2011 Legal Fees Schedule

**Name:** THE BOTHIN FOUNDATION

**EIN:** 94-1196182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	2,722	272		1,633

TY 2011 Other Decreases Schedule

**Name:** THE BOTHIN FOUNDATION

**EIN:** 94-1196182

Description	Amount
UNREALIZED LOSSES ON INVESTMENTS	1,950,481



## TY 2011 Other Expenses Schedule

**Name:** THE BOTHIN FOUNDATION

**EIN:** 94-1196182

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	1,000	200		700
INSURANCE	3,726	0		0
BOARD MEETING EXPENSES	387	0		0

## TY 2011 Other Income Schedule

**Name:** THE BOTHIN FOUNDATION

**EIN:** 94-1196182

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	4,486	4,486	4,486

TY 2011 Other Increases Schedule

**Name:** THE BOTHIN FOUNDATION

**EIN:** 94-1196182

Description	Amount
DEFERRED EXCISE TAX	26,379

**TY 2011 Other Liabilities Schedule****Name:** THE BOTHIN FOUNDATION**EIN:** 94-1196182

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED TAXES	113,144	74,167
UNSETTLED STOCK PURCHASE	97,623	0

**TY 2011 Other Professional Fees Schedule****Name:** THE BOTHIN FOUNDATION**EIN:** 94-1196182

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
FOUNDATION MANAGEMENT FEES	319,609	31,961		255,687
INVESTMENT MANAGER FEES	189,174	189,174		0
AUDIT FEES	22,000	7,333		7,333
BANK AND CUSTODY FEES	23,844	23,844		0
CONSULTANTS	6,000	600		4,800

# TY 2011 Taxes Schedule

**Name:** THE BOTHIN FOUNDATION

**EIN:** 94-1196182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	28,964	0		0