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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052





2013

Open to Public Inspection



For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE BOTHIN FOUNDATION		A Employer identification number 94-1196182	
Number and street (or P O box number if mail is not delivered to street address) 1660 BUSH STREET NO 300		B Telephone number (see instructions) (415) 561-6540	
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94109		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 40,000,473		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

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 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 not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	964,323	964,323		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,310,172			
	b Gross sales price for all assets on line 6a 12,107,346				
	7 Capital gain net income (from Part IV, line 2) . . .		2,310,172		
	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)	7,704	0		
	12 Total. Add lines 1 through 11	3,282,199	3,274,495		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	10,474	6,284		3,142
	c Other professional fees (attach schedule)	581,546	264,399		275,755
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	66,010	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,980	198		1,188
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,666	500		1,750
	24 Total operating and administrative expenses. Add lines 13 through 23	667,676	271,381		281,835
	25 Contributions, gifts, grants paid	1,301,578			1,347,320
	26 Total expenses and disbursements. Add lines 24 and 25	1,969,254	271,381		1,629,155
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,312,945			
	b Net investment income (if negative, enter -0-)		3,003,114		
	c Adjusted net income (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	85,909	99,928	99,928
	2	Savings and temporary cash investments	1,108,852	1,786,508	1,786,508
	3	Accounts receivable ▶ <u>97,696</u>			
		Less allowance for doubtful accounts ▶ _____	101,602	97,696	97,696
	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 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	4,291	1,460	1,460
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	23,499,270 	28,946,212	28,946,212
	c	Investments—corporate bonds (attach schedule).	9,413,582 	9,068,669	9,068,669
	11	Investments—land, buildings, and equipment basis ▶ _____			
Liabilities		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)	34,213,506	40,000,473	40,000,473
	17	Accounts payable and accrued expenses	19,884	18,363	
	18	Grants payable	95,742	50,000	
	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 ▶ _____)	 54,546 	211,100	
	23	Total liabilities (add lines 17 through 22)	170,172	279,463	
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	34,043,334	39,721,010	
	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)	34,043,334	39,721,010	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	34,213,506	40,000,473	

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	34,043,334
2	Enter amount from Part I, line 27a	2	1,312,945
3	Other increases not included in line 2 (itemize) ▶ 	3	4,510,185
4	Add lines 1, 2, and 3	4	39,866,464
5	Decreases not included in line 2 (itemize) ▶ 	5	145,454
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	39,721,010

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	EQUITY & BOND SALES	P		
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 12,107,346		9,797,174	2,310,172
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			2,310,172
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	2,310,172
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 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))
2012	1,686,044	32,842,957	0 051337
2011	1,559,779	32,628,836	0 047804
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

2 Total of line 1, column (d).	2	0 254994
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 050999
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	36,443,154
5 Multiply line 4 by line 3.	5	1,858,564
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	30,031
7 Add lines 5 and 6.	7	1,888,595
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	8	1,629,155

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	60,062
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			
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	60,062
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	60,062
6 Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	47,900
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	11,600
d	Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.		7	59,500
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	562
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded		11	

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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)?		1b	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 \$ 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?		2	No
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
• By language in the governing instrument, or			
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	No
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions)			
CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)?			
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 instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 2013, 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	Yes	No
	See 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? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 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 2013?.	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. <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 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).	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 2013 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 2013.</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 2013?	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 instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		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?		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		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?		<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 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 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 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 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	FOUNDATION MANAGEMENT	334,794
OSTERWEIS CAPITAL MANAGEMENT 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109		
PETERSEN FLYNN & DINSMORE 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	INVESTMENT COUNSELING	111,427
	INVESTMENT COUNSELING	56,101
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 instructions)

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

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	35,761,888
b	Average of monthly cash balances.	1b	1,236,238
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	36,998,126
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	36,998,126
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	554,972
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	36,443,154
6	Minimum investment return. Enter 5% of line 5.	6	1,822,158

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	1,822,158
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	60,062
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	60,062
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,762,096
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,762,096
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	1,762,096

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	1,629,155
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	1,629,155
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 instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,629,155
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,762,096
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				8,086
b From 2009.				5,806
c From 2010.				
d From 2011.				
e From 2012.				75,124
f Total of lines 3a through e.	89,016			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,629,155				
a Applied to 2012, 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 2013 distributable amount.				1,629,155
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	89,016			89,016
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				43,925
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIVPrivate Operating Foundations (see 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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number or e-mail address 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	1,347,320
b Approved for future payment SAINT FRANCIS FOUNDATION 900 HYDE STREET STE 1208 SAN FRANCISCO,CA 94109		501 (C) (3) PUBLIC	UPGRADES TO THE BOTHIN BURN CENTER	50,000
Total			3b	50,000

Enter gross amounts unless otherwise indicated


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

Form **990-PF** (2013)


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				
THEODORE A GRIFFINGER	DIRECTOR/ FINANCE 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)				
a <i>Paid during the year</i>				
826 VALENCIA 826 VALENCIA ST SAN FRANCISCO,CA 94110		501 (C) (3) PUBLIC	826 VALENCIA ROOF CONSTRUCTION	33,000
ASIAN ART MUSEUM OF SAN FRANCISCO 200 LARKIN STREET SAN FRANCISCO,CA 94102		501 (C) (3) PUBLIC	SUPPORT THE PURCHASE SHIPPING AND INSTALLATION OF 20 ADA COMPLIANT GALLERY BENCHES	6,050
ASPIRANET 3925 NORIEGA STREET SAN FRANCISCO,CA 94122		501 (C) (3) PUBLIC	FLOORING RENOVATIONS TO THE SUNSET NEIGHBORHOOD BEACON CENTER	13,900
BERNAL HEIGHTS NEIGHBORHOOD CENTER 515 CORTLAND AVENUE SAN FRANCISCO,CA 94110		501 (C) (3) PUBLIC	BUILDING RENOVATION AND TELECOMMUNICATIONS UPGRADE	30,000
BLACK COALITION ON AIDS INC 601 CESAR CHAVEZ STREET SAN FRANCISCO,CA 94124		501 (C) (3) PUBLIC	BCA IT UPGRADE PROJECT	7,500
BOYS & GIRLS CLUBS OF SONOMA VALLEY PO BOX 218 EL VERANO,CA 95433		501 (C) (3) PUBLIC	TECHNOLOGY EXPANSION	30,000
BUCKELEW PROGRAMS 900 FIFTH AVENUE SUITE 150 SAN RAFAEL,CA 94901		501 (C) (3) PUBLIC	D-STREET HOUSE REHABILITATION	32,800
CAMINAR 2600 S EL CAMINO REAL SUITE 200 SAN MATEO,CA 94403		501 (C) (3) PUBLIC	VEHICLE FOR Y E S PROGRAM	30,000
CENTER FOR DOMESTIC PEACE 734 A STREET SAN RAFAEL,CA 94901		501 (C) (3) PUBLIC	FACILITY RENOVATIONS AT EMERGENCY SHELTER FOR VICTIMS OF DOMESTIC VIOLENCE IN MARIN COUNTY	35,000
CHILDREN'S BOOK PROJECT 45 HOLLY PARK CIRCLE SAN FRANCISCO,CA 94110		501 (C) (3) PUBLIC	CHILDREN'S BOOK PROJECT ? IT EQUIPMENT	4,880
COASTSIDE CHILDREN'S PROGRAMS 494 MIRAMONTES AVE HALF MOON BAY,CA 94019		501 (C) (3) PUBLIC	FLOORING AND EXTERIOR RENOVATION AND REPAIR TO CHILD CARE FACILITY IN HALF MOON BAY	27,000
COMMUNITY INITIATIVES (ENRICHING LIVES THROUGH MUSIC) PO BOX 1133 LARKSPUR,CA 94977		501 (C) (3) PUBLIC	PURCHASE MUSICAL INSTRUMENTS AND A SOUND SYSTEM FOR EL SISTEMA- INSPIRED MUSIC PROGRAM IN THE CANAL NEIGHBORHOOD IN SAN RAFAEL CA	25,000
COMMUNITY INITIATIVES (PEER RESOURCES) 727 GOLDEN GATE AVENUE 2/F SAN FRANCISCO,CA 94102		501 (C) (3) PUBLIC	TO SUPPORT DATA MIGRATION FOR PEER RESOURCES, A SAN FRANCISCO SCHOOL-BASED YOUTH EMPOWERMENT PROGRAM	7,500
COMMUNITY OVERCOMING RELATIONSHIP ABUSE 2211 PALM AVE SAN MATEO,CA 94403		501 (C) (3) PUBLIC	NEW TECHNOLOGY FOR SAFE HOUSE AND 24-HOUR RESPONSE PROGRAM	22,300
COMMUNITY SUPPORT NETWORK 1410 GUERNEVILLE ROAD SUITE 14 SANTA ROSA,CA 95403		501 (C) (3) PUBLIC	COMMUNITY SUPPORT NETWORK STONY POINT COMMONS ROOF REPLACEMENT	25,000
Total  3a				1,347,320


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)				
a <i>Paid during the year</i>				
COMPASS FAMILY SERVICES 49 POWELL STREET 3RD FLOOR SAN FRANCISCO,CA 94102		501 (C) (3) PUBLIC	REFURBISH TRANSITIONAL HOUSING UNITS AND CONDUCT SAFETY UPGRADES TO A TRANSITIONAL HOUSING COMPLEX IN SAN FRANCISCO	35,000
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE SUITE 700 ARLINGTON,VA 22202		501 (C) (3) PUBLIC	ANNUAL MEMBERSHIP DUES JANUARY - DECEMBER 2013 TOTAL PAYMENT WILL BE FOR 3,730 (3,230 IS THE GRANT PORTION, 500 IS ANNUAL DUES)	3,230
CURIODYSSEY 1651 COYOTE POINT DRIVE SAN MATEO,CA 94401		501 (C) (3) PUBLIC	CURIODYSSEY CARGO VAN	30,000
ENVIRONMENTAL VOLUNTEERS INC 2560 EMBARCADERO ROAD PALO ALTO,CA 94303		501 (C) (3) PUBLIC	WEATHER STATION PROJECT	7,500
FAMILY SERVICE AGENCY OF SAN FRANCISCO 1010 GOUGH STREET SAN FRANCISCO,CA 94109		501 (C) (3) PUBLIC	PURCHASE AND INSTALL ROOM DIVIDERS IN THREE INFANT/TODDLER CHILD CARE ROOMS	25,000
FOOD RUNNERS 2579 WASHINGTON STREET SAN FRANCISCO,CA 94115		501 (C) (3) PUBLIC	DESIGN A NEW LOGISTICS SYSTEM FOR AGENCY THAT DELIVERS DONATED PERISHABLE FOOD TO SOCIAL SERVICES AGENCIES IN SAN FRANCISCO	15,000
FRANDELJA ENRICHMENT CENTER 950 GILMAN AVENUE SAN FRANCISCO,CA 94124		501 (C) (3) PUBLIC	FLOORING FOR CLASSROOMS	20,800
GIRL SCOUTS OF NORTHERN CALIFORNIA 1650 HARBOR BAY PARKWAY SUITE 100 ALAMEDA,CA 94502		501 (C) (3) PUBLIC	TO RENOVATE AND BRING INTO ADA COMPLIANCE THE BATHROOMS AT THE BUSH UNIT OF CAMP BOTHIN	25,000
HUCKLEBERRY YOUTH PROGRAMS 3310 GEARY BLVD SAN FRANCISCO,CA 94118		501 (C) (3) PUBLIC	UPGRADES TO TELECOMMUNICATION SYSTEM FOR AGENCY SERVING AT-RISK YOUTH IN SAN FRANCISCO AND MARIN COUNTIES	19,100
INDIVIDUALS NOW SOCIAL ADVOCATES FOR YOUTH 3440 AIRWAY DR SUITE E SANTA ROSA,CA 95403		501 (C) (3) PUBLIC	TELEPHONE AND COMMUNICATIONS INFRASTRUCTURE UPGRADE FOR AGENCY SERVING HOMELESS AND AT-RISK YOUTH IN SONOMA COUNTY	28,000
INTEGRATED COMMUNITY SERVICES 3020 KERNER BLVD SUITE A SAN RAFAEL,CA 94901		501 (C) (3) PUBLIC	EXPANSION AND RENOVATIONS TO THE GROWING EXCELLENCE IN MARIN GARDEN	25,000
INTERNATIONAL CHILD RESOURCE EXCHANGE INSTITUTE (PROJECT COMMOTION) 2095 HARRISON STREET SAN FRANCISCO,CA 94110		501 (C) (3) PUBLIC	SUPPORT THE RENOVATION AND EQUIPPING OF THE FACILITIES FOR PROJECT COMMOTION	22,100
LA CASA DE LAS MADRES 1663 MISSION STREET STUITE 225 SAN FRANCISCO,CA 94103		501 (C) (3) PUBLIC	EMERGENCY SHELTER RENOVATION PROJECT	25,000
LUCILE PACKARD FOUNDATION FOR CHILDREN 400 HAMILTON AVE SUITE 340 PALO ALTO,CA 94301		501 (C) (3) PUBLIC	TO PURCHASE A CAR FOR THE CARE-A-VAN PROGRAM	29,100
MARIN PERFORMING STARS 271 DRAKE AVENUE SAUSALITO,CA 94965		501 (C) (3) PUBLIC	PURCHASE A NEW 15-SEAT PASSENGER VAN TO TRANSPORT LOW-INCOME CHILDREN TO CULTURAL ENRICHMENT ACTIVITIES	25,000
Total  3a				1,347,320

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)				
a <i>Paid during the year</i>				
MID-PENINSULA BOYS AND GIRLS CLUB 200 NORTH QUEBEC STREET SAN MATEO,CA 94401		501 (C) (3) PUBLIC	TO UPGRADE THE COMUPTER LAB AND ADJACENT OFFICE	40,200
MURAL MUSIC & ARTS PROJECT 2043 EUCLID AVE EAST PALO ALTO,CA 94303		501 (C) (3) PUBLIC	MMAP MULTIMEDIA STUDIO	30,500
NEW CONSERVATORY THEATRE CENTER 25 VAN NESS AVENUE LL SAN FRANCISCO,CA 94102		501 (C) (3) PUBLIC	ORGANIZATIONAL CAPACITY-BUILDING VIA IT UPGRADES & REPLACEMENTS	47,800
NINTH STREET MEDIA CONSORTIUM INC 145 9TH ST SUITE 250 SAN FRANCISCO,CA 94103		501 (C) (3) PUBLIC	PURCHASE TECHNOLOGY EQUIPMENT FOR THE MOBILE MEDIA LAB PROJECT SERVING UNDER RESOURCED COMMUNITIES IN SAN FRANCISCO	29,100
NORTHERN CALIFORNIA GRANTMAKERS 625 MARKET STREET 15TH FLOOR SAN FRANCISCO,CA 94105		501 (C) (3) PUBLIC	2013 ANNUAL MEMBERSHIP DUES	3,060
OLD SKOOL CAF 1429 MENDELL ST SAN FRANCISCO,CA 94124		501 (C) (3) PUBLIC	GENIE DI SAN FAUSTINO AWARD	25,000
PETALUMA HEALTH CENTER 1179 NORTH MCDOWELL BLVD PETALUMA,CA 94954		501 (C) (3) PUBLIC	REPLACE FOUR DENTAL CHAIRS FOR CLINIC SERVING LOW INCOME FAMILIES IN SONOMA COUNTY	35,400
PIE RANCH PO BOX 363 PESCADERO,CA 94060		501 (C) (3) PUBLIC	BUILDING RENOVATION TO CREATE NEW CLASSROOM AND BUNKHOUSE	25,000
RAPHAEL HOUSE OF SAN FRANCISCO INC 1065 SUTTER STREET SAN FRANCISCO,CA 94109		501 (C) (3) PUBLIC	WOMEN'S BATHROOM RENOVATION	35,000
SAINT FRANCIS FOUNDATION 900 HYDE STREET STE 1208 SAN FRANCISCO,CA 94109		501 (C) (3) PUBLIC	UPGRADES TO THE BOTHIN BURN CENTER	50,000
SAN FRANCISCO CHILD ABUSE PREVENTION CENTER 1757 WALLER STREET SAN FRANCISCO,CA 94117		501 (C) (3) PUBLIC	BUILDING IMPROVEMENTS INCLUDING SEISMIC STRENGTHENING AND ADA ACCESSIBILITY	35,000
SAN FRANCISCO CONSERVATION CORPS 241 FIFTH STREET SAN FRANCISCO,CA 94103		501 (C) (3) PUBLIC	RENOVATION OF THE NEW RECYCLING FACILITY	40,000
SAN FRANCISCO PARKS ALLIANCE (KIDS IN PARKS) 314 RUTLEDGE STREET SAN FRANCISCO,CA 94110		501 (C) (3) PUBLIC	PURCHASE A GREENHOUSE FOR GREEN HAIRSTREAK BUTTERFLY EDUCATION AND RESTORATION PROGRAM AT HERBERT HOOVER MIDDLE SCHOOL	9,000
SAN MATEO COUNTY HEALTH FOUNDATION 222 W 39TH AVE SAN MATEO,CA 94403		501 (C) (3) PUBLIC	SUPPORT THE PURCHASE OF NEW DENTAL EQUIPMENT - SUBMITTED 72012 HECTOR RECOMMENDS TO MAKE THIS A CHALLENGE GRANT FOR FEB 2013 (20-25K)	25,000
STERNE SCHOOL 2690 JACKSON STREET STERNE SCHOOL SAN FRANCISCO,CA 94115		501 (C) (3) PUBLIC	CREATE A SCIENCE LAB AS PART OF A LARGER CAMPAIGN TO RENOVATE A MIDDLE SCHOOL SERVING STUDENTS WITH LEARNING DIFFERENCES	25,000
Total  3a				1,347,320

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)				
a Paid during the year				
SUPPORT FOR FAMILIES OF CHILDREN WITH DISABILITIES 1663 MISSION STREET 7TH FLOOR SAN FRANCISCO,CA 94103		501 (C)(3) PUBLIC	PURCHASE THREE EMERGENCY EVACUATION CHAIRS	9,400
TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORPORATION 201 EDDY STREET SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC	HONORARIUM FOR HOSTING THE BOTHIN FOUNDATION ANNUAL 2013 MEETING	2,500
TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORPORATION 201 EDDY STREET SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC	TO REPLACE THE PHONE SYSTEM IN 3 CENTRAL OFFICES AND 6 OTHER BUILDINGS OWNED BY TNDC	30,000
THE CERES COMMUNITY PROJECT PO BOX 151049 SAN RAFAEL,CA 94915		501 (C)(3) PUBLIC	TELEPHONE AND IT INFRASTRUCTURE UPGRADES FOR FOOD DELIVERY AND YOUTH VOCATIONAL TRAINING PROGRAM SERVING SERIOUSLY ILL SONOMA COUNTY RESIDENTS	23,500
THE FOUNDATION CENTER 312 SUTTER STREET 606 SAN FRANCISCO,CA 94108		501 (C)(3) PUBLIC	GENERAL SUPPORT (DELAYED PAYMENT FROM 2010)	5,000
THE FOUNDATION CENTER 312 SUTTER STREET 606 SAN FRANCISCO,CA 94108		501 (C)(3) PUBLIC	TO SUPPORT GENERAL OPERATIONS	6,000
THE NO PENNY OPERA 937 SHOTWELL ST SAN FRANCISCO,CA 94110		501 (C)(3) PUBLIC	PURCHASE A COMMERCIAL REFRIGERATOR FOR THE FREE FARM STAND	4,000
THE TIDES CENTER (OASIS FOR GIRLS) 1091 MISSION STREET SAN FRANCISCO,CA 94013		501 (C)(3) PUBLIC	BUILDING RENOVATION AND NECESSARY ELECTRICAL WORK TO CONSTRUCT NEW PROGRAMMING SPACE IN SAN FRANCISCO FOR OASIS FOR GIRLS	35,300
TIDES CENTER (THE WOMEN'S CLINIC) 1833 FILLMORE STREET THIRD FLOOR SAN FRANCISCO,CA 94115		501 (C)(3) PUBLIC	TO PURCHASE THE HARDWARE NECESSARY TO IMPLEMENT ELECTRONIC MEDICAL RECORDS FOR THE WOMEN'S CLINIC	38,100
VOLUNTEERS IN MEDICINE - SAN FRANCISCO 4877 MISSION STREET SAN FRANCISCO,CA 94112		501 (C)(3) PUBLIC	EXPANSION OF VOLUNTEER-POWERED FREE CLINIC FOR THE WORKING UNINSURED	28,000
WILLMAR CENTER FOR BEREAVED CHILDREN INC PO BOX 1374 SONOMA,CA 95476		501 (C)(3) PUBLIC	CREATE A NEW FAMILY RESOURCE LIBRARY AND ADULT SERVICES PROGRAM SPACE AS WELL AS A NEW PEER GRIEF SUPPORT MEETING ROOM FOR CHILDREN & TEENS	7,500
WOMEN HELPING ALL PEOPLE 79 COLE DRIVE SUITE 5 MARIN CITY,CA 94965		501 (C)(3) PUBLIC	TO UPGRADE HARDWARE IN TECHNOLOGY LEARNING LAB FOR FAMILY RESOURCE CENTER SERVING LOW-INCOME CHILDREN AND YOUTH IN MARIN CITY	15,000
ZEN HOSPICE PROJECT INC 273 PAGE STREET SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC	TECHNOLOGY INFRASTRUCTURE AND EQUIPMENT UPGRADES FOR ORGANIZATION PROVIDING HOSPICE AND PALLIATIVE CARE IN SAN FRANCISCO	23,200
Total  3a				1,347,320

TY 2013 Accounting Fees Schedule

Name: THE BOTHIN FOUNDATION

EIN: 94-1196182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	10,474	6,284		3,142

**TY 2013 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	9,068,669	9,068,669

TY 2013 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	28,862,816	28,862,816
UNSETTLED STOCK	83,396	83,396

TY 2013 Other Decreases Schedule

Name: THE BOTHIN FOUNDATION

EIN: 94-1196182

Description	Amount
CHANGE IN DEFERRED LIABILITY	145,454

TY 2013 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	2,500	500		1,750
INSURANCE	4,887	0		0
BOARD MEETING EXPENSES	241	0		0
MISCELLANEOUS EXPENSES	38	0		0

TY 2013 Other Income Schedule

Name: THE BOTHIN FOUNDATION

EIN: 94-1196182

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	7,704	0	7,704

TY 2013 Other Increases Schedule

Name: THE BOTHIN FOUNDATION

EIN: 94-1196182

Description	Amount
UNREALIZED GAINS ON INVESTMENTS	4,510,185

TY 2013 Other Liabilities Schedule**Name:** THE BOTHIN FOUNDATION**EIN:** 94-1196182

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED TAX LIABILITY	54,546	200,000
TAX LIABILITY	0	11,100

TY 2013 Other Professional Fees Schedule**Name:** THE BOTHIN FOUNDATION**EIN:** 94-1196182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOUNDATION MANAGEMENT FEES	334,794	33,480		267,838
INVESTMENT MANAGER FEES	200,145	200,145		0
AUDIT FEES	23,750	7,917		7,917
BANK AND CUSTODY FEES	22,857	22,857		0

TY 2013 Taxes Schedule**Name:** THE BOTHIN FOUNDATION**EIN:** 94-1196182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	59,000	0		0
FRANCHISE TAX BOARD	160	0		0
OTHER TAXES	6,850	0		0