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Form 990-PF

Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

Name of foundation: BOTHIN FOUNDATION. A Employer identification number: 94-1196182. B Telephone number: (415) 561-6540. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$40,147,158. J Accounting method: Accrual.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Total expenses and disbursements of 1,890,448 and Net investment income of 3,220,376.

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	99,928	103,128	103,128		
	2	Savings and temporary cash investments	1,786,508	1,663,994	1,663,994		
	3	Accounts receivable ▶ <u>106,281</u>					
		Less allowance for doubtful accounts ▶ _____	97,696	106,281	106,281		
	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	1,460	1,487	1,487		
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	28,946,212	28,604,503	28,604,503		
	c	Investments—corporate bonds (attach schedule)	9,068,669	9,667,765	9,667,765		
	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)	40,000,473	40,147,158	40,147,158			
Liabilities	17	Accounts payable and accrued expenses	18,363	17,052			
	18	Grants payable	50,000	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 ▶ _____)	211,100	211,305			
	23	Total liabilities (add lines 17 through 22)	279,463	278,357			
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	39,721,010	39,868,801			
	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 instructions)	39,721,010	39,868,801				
31	Total liabilities and net assets/fund balances (see instructions)	40,000,473	40,147,158				

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	39,721,010
2	Enter amount from Part I, line 27a	2	1,212,182
3	Other increases not included in line 2 (itemize) ▶ _____	3	17,752
4	Add lines 1, 2, and 3	4	40,950,944
5	Decreases not included in line 2 (itemize) ▶ _____	5	1,082,143
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	39,868,801

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 13,133,739		11,134,892	1,998,847
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,998,847
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	1,998,847
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 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))
2013	1,629,155	36,443,154	0.044704
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

2 Total of line 1, column (d).	2	0.242084
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	0.048417
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	39,165,272
5 Multiply line 4 by line 3.	5	1,896,265
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	32,204
7 Add lines 5 and 6.	7	1,928,469
8 Enter qualifying distributions from Part XII, line 4.	8	1,890,448

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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	64,408
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	64,408
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	64,408
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	62,300
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	34,900
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	97,200
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	32,792
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 32,792 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b	No
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"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see 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? <i>If "No," attach explanation .</i>	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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? Website address WWW PFS-LLC NET/BOTHIN	13	Yes	
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 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country	16	Yes	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input 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			
1b	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 instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
1c	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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <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 2014 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 2014.</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 2014?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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 checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>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</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>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</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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	339,831
PETERSEN FLYNN & DINSMORE 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	INVESTMENT COUNSELING	124,512
OSTERWEIS CAPITAL MANAGEMENT 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	INVESTMENT COUNSELING	60,346
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 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	38,419,330
b	Average of monthly cash balances.	1b	1,342,367
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	39,761,697
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	39,761,697
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	596,425
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	39,165,272
6	Minimum investment return. Enter 5% of line 5.	6	1,958,264

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	1,958,264
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	64,408
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	64,408
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,893,856
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,893,856
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	1,893,856

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	1,890,448
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	1,890,448
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	1,890,448

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,893,856
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			43,925	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>1,890,448</u>				
a Applied to 2013, but not more than line 2a			43,925	
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 2014 distributable amount.				1,846,523
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				47,333
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010.				
b Excess from 2011.				
c Excess from 2012.				
d Excess from 2013.				
e Excess from 2014.				

Part XIV Private 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 2014, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 1,605,946
b <i>Approved for future payment</i>				
Total				▶ 3b 0

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule
Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.
Sign Here
Signature of officer or trustee: *****
Date: 2015-07-31
Title: *****
May the IRS discuss this return with the preparer shown below (see instr)? Yes No

Paid Preparer Use Only
Print/Type preparer's name: ROBERT A LEE
Preparer's Signature:
Date:
Check if self-employed:
PTIN: P00156212
Firm's name: ROBERT LEE & ASSOCIATES LLP
Firm's EIN: 27-1155496
Firm's address: 226 AIRPORT PARKWAY SAN JOSE, CA 95110
Phone no: (408) 855-6770

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 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	PRESIDENT 2 00	0	0	0
A MICHAEL CASEY 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	TREASURER/VP 2 00	0	0	0
LAURA KING PFAFF 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	SECRETARY 2 00	0	0	0
DEVON LAYCOX 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	VP / GOVERNANCE CHAIR 2 00	0	0	0
PAUL SUSSMAN 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	DIRECTOR/ AUDIT COMMITTEE 2 00	0	0	0
PAM MCCOSKER 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	ADVISORY CHAIR 2 00	0	0	0
REBECCA MILLER 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	DIRECTOR/ FINANCE 2 00	0	0	0
THEODORE GRIFFINGER 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	DIRECOTR/FINANCE 2 00	0	0	0
KATHERINE JOINER 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	DIRECTOR/FINANCE 2 00	0	0	0
CHRISTIAN F MILLER 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	DIRECTOR 2 00	0	0	0

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>				
10000 DEGREES 1650 LOS GAMOS SUITE 110 SAN RAFAEL, CA 94903	NONE	501 (C) (3) PUBLIC	RENOVATE NEW OFFICE SPACE TO CREATE A DEDICATED STUDENT RESOURCE CENTER AND A MULTI-USE CONFERENCE R	30,000
AT THE CROSSROADS 333 VALENCIA STREET SUITE 320 SAN FRANCISCO, CA 94103	NONE	501 (C) (3) PUBLIC	COMPREHENSIVE TECHNOLOGY UPGRADE PROJECT	31,800
BECOMING INDEPENDENT 1425 CORPORATE CENTER PKWY SANTA ROSA, CA 95407	NONE	501 (C) (3) PUBLIC	HVAC SYSTEM FOR BECOMING INDEPENDENTS PRODUCTION SERVICES	27,500
BOYS & GIRLS CLUBS OF CENTRAL SONOMA COUNTY 1400 N DUTTON AVE SUITE 24 SANTA ROSA, CA 95401	NONE	501 (C) (3) PUBLIC	PURCHASE A 10-PASSENGER VAN	37,200
BOYS & GIRLS CLUBS OF MARIN AND SOUTHERN SONOMA COUNTIES 203 MARIA DRIVE PETALUMA, CA 94954	NONE	501 (C) (3) PUBLIC	GREASE TRAP REPLACEMENT PROJECT	7,500
BOYS & GIRLS CLUBS OF SAN FRANCISCO 380 FULTON STREET SAN FRANCISCO, CA 94102	NONE	501 (C) (3) PUBLIC	PURCHASE 12-PASSENGER VEHICLE TO TRANSPORT SUNNYDALE CLUB PARTICIPANTS TO AND FROM THE CLUB	27,700
BRIDGE THE GAP COLLEGE PREP PO BOX 1390 SAUSALITO, CA 94965	NONE	501 (C) (3) PUBLIC	PURCHASE EDUCATION TECHNOLOGY	40,000
CATHOLIC CHARITIES 990 EDDY STREET SAN FRANCISCO, CA 94109	NONE	501 (C) (3) PUBLIC	RENOVATE OF A HOME FOR BOYS LIVING AT ST VINCENT'S SCHOOL FOR BOYS	30,000
CEDARS OF MARIN PO BOX 947 ROSS, CA 94957	NONE	501 (C) (3) PUBLIC	REPLACE WINDOWS IN TEXTILE ARTS CENTER	22,100
CHINATOWN COMMUNITY DEVELOPMENT CENTER INC 1525 GRANT AVENUE SAN FRANCISCO, CA 94133	NONE	501 (C) (3) PUBLIC	INSTALLATION OF PLAYGROUND EQUIPMENT AT THE TENDERLOIN FAMILY HOUSING CENTER	25,000
COMMUNITY ACTION MARIN 29 MARY STREET SAN RAFAEL, CA 94901	NONE	501 (C) (3) PUBLIC	RENOVATE A PORTABLE BUILDING AT OLD GALLINAS AS AN ARTS AND MUSIC CENTER	35,000
COMMUNITY GATEPATH 350 TWIN DOLPHIN DRIVE SUITE 123 REDWOOD CITY, CA 94065	NONE	501 (C) (3) PUBLIC	SAFETY PLAYGROUND IMPROVEMENTS	21,000
COMMUNITY INITIATIVES (MISSION SCIENCE WORKSHOP) 354 PINE STREET SUITE 700 SAN FRANCISCO, CA 94104	NONE	501 (C) (3) PUBLIC	THE MOBILE WORKSHOP FOR MISSION SCIENCE WORKSHOP	30,000
COMPASS HIGH SCHOOL 2040 PIONEER COURT SAN MATEO, CA 94403	NONE	501 (C) (3) PUBLIC	RENOVATE FACILITY FOR A HIGH SCHOOL IN REDWOOD CITY SERVING STUDENTS WITH LEARNING DIFFERENCES	20,000
CONSERVATION CORPS NORTH BAY INC 27 LARKSPUR STREET SAN RAFAEL, CA 94901	NONE	501 (C) (3) PUBLIC	PURCHASE A WOOD CHIPPER	35,000
Total			▶ 3a	1,605,946

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>				
CONSERVATION EARTH INC WILDLIFE ASSOCIATES PO BOX 3098 HALF MOON BAY, CA 94019	NONE	501 (C) (3) PUBLIC	PURCHASE AND RETROFIT CARGO VAN	31,900
CORNERSTONE COMMUNITY HOMES 58 MITCHELL BLVD SAN RAFAEL, CA 94903	NONE	501 (C) (3) PUBLIC	REPLACEMENT OF FURNACES	18,000
COUNCIL ON FOUNDATIONS INC 2121 CRYSTAL DRIVE SUITE 700 ARLINGTON, VA 22202	NONE	501 (C) (3) PUBLIC	2014 MEMBERSHIP DUES	3,230
COURT APPOINTED SPECIAL ADVOCATES OF SONOMA COUNTY P O BOX 1418 KENWOOD, CA 95452	NONE	501 (C) (3) PUBLIC	UPGRADE TECHNOLOGY INFRASTRUCTURE AND PURCHASE RIGHT WORKSTATIONS	23,900
EAST PALO ALTO TENNIS AND TUTORING PO BOX 60597 PALO ALTO, CA 94306	NONE	501 (C) (3) PUBLIC	VAN TO TRANSPORT STUDENTS TO AND FROM THE MAIN OFFICE ON THE STANFORD UNIVERSITY CAMPUS	30,000
FACES SF 1101 MASONIC AVENUE SAN FRANCISCO, CA 94117	NONE	501 (C) (3) PUBLIC	PURCHASE A 15-SEAT PASSENGER VAN	35,000
FAMILY LIFE CENTER 365 KUCK LANE PETALUMA, CA 94952	NONE	501 (C) (3) PUBLIC	PURCHASE TECHNOLOGY FOR OFFICE AND CLASSROOMS	24,900
FOUNDATION CENTER 312 SUTTER STREET 606 SAN FRANCISCO, CA 94108	NONE	501 (C) (3) PUBLIC	MEMBERSHIP AND GENERAL SUPPORT	6,000
FOUNDATION FOR HEARING RESEARCH INC 3518 JEFFERSON AVENUE REDWOOD CITY, CA 94062	NONE	501 (C) (3) PUBLIC	PURCHASE AND INSTALLATION OF LIGHTING, FLOORING, AND WALL TREATMENT TO ENHANCE ACOUSTICS AT WEINGART	35,500
GOLDEN GATE AUDUBON SOCIETY INC 2530 SAN PABLO AVENUE SUITE G BERKELEY, CA 94702	NONE	501 (C) (3) PUBLIC	ECO-SAN FRANCISCO PROGRAM - BINOCULARS AND SCOPES AGAIN! CAMPAIGN	5,000
HOMELESS CHILDRENS NETWORK 3450 3RD STREET UNIT 1C SAN FRANCISCO, CA 94124	NONE	501 (C) (3) PUBLIC	FAMILY RESOURCE CENTER REFURBISHMENT PROJECT	5,000
HORIZONS UNLIMITED OF SAN FRANCISCO INC 440 POTRERO AVENUE SAN FRANCISCO, CA 94110	NONE	501 (C) (3) PUBLIC	PURCHASE AUDIO, VIDEO, AND EVENT PRODUCTION EQUIPMENT FOR THE DJ PROJECT	25,000
INSTITUTO FAMILIAR DE LA RAZA 2919 MISSION STREET SAN FRANCISCO, CA 94110	NONE	501 (C) (3) PUBLIC	HVAC SYSTEM REPLACEMENT	30,000
LARKIN STREET YOUTH SERVICES 134 GOLDEN GATE AVENUE SAN FRANCISCO, CA 94102	NONE	501 (C) (3) PUBLIC	CAPITAL IMPROVEMENTS AT THE LOFT	38,000
LATINO COMMISION ON ALCOHOL AND DRUG ABUSE SERVICES OF SAN MATEO COUNTY 301 GRAND AVE 301 SOUTH SAN FRANCISCO, CA 94080	NONE	501 (C) (3) PUBLIC	CASA MARIA FIRE-SAFETY PROJECT	25,000
Total				1,605,946

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>				
LEAP IMAGINATION IN LEARNING 2601 MISSION STREET SUITE 603 SAN FRANCISCO, CA 94110	NONE	501 (C) (3) PUBLIC	UPGRADE COMPUTER EQUIPMENT	24,600
LEGAL SERVICES FOR CHILDREN INC 1254 MARKET STREET 3RD FLOOR SAN FRANCISCO, CA 94102	NONE	501 (C) (3) PUBLIC	PURCHASE AND INSTALL OFFICE-WIDE TELEPHONE SYSTEM TO IMPROVE SERVICES THROUGHOUT THE BAY AREA	30,100
LIFEHOUSE INC 899 NORTHGATE DRIVE SUITE 500 SAN RAFAEL, CA 94903	NONE	501 (C) (3) PUBLIC	SUN I BATHROOM REMODEL	28,300
MARIN BRAIN INJURY NETWORK 1132 MAGNOLIA AVENUE LARKSPUR, CA 94939	NONE	501 (C) (3) PUBLIC	FLOOR REPLACEMENT PROJECT	25,000
MENTOR ME PETALUMA 14 KELLER STREET PETALUMA, CA 94952	NONE	501 (C) (3) PUBLIC	PURCHASE AND INSTALL OFFICE AND MEETING FURNITURE AND STORAGE	27,100
MISSION GRADUATES 3040 16TH STREET SAN FRANCISCO, CA 94103	NONE	501 (C) (3) PUBLIC	IT SYSTEM UPGRADES	25,000
NATIONAL AUDUBON SOCIETY INC (RICHARDSON BAY AUDUBON CENTER & SANCTUARY) 376 GREENWOOD BEACH ROAD TIBURON, CA 94920	NONE	501 (C) (3) PUBLIC	PURCHASE A 12-PASSENGER VAN FOR RICHARD BAY AUDUBON CENTER & SANTUARY	40,000
NEW DOOR VENTURES 3221 20TH STREET SAN FRANCISCO, CA 94110	NONE	501 (C) (3) PUBLIC	PURCHASE AND INSTALLATION OF TRANSPARENT GARAGE DOOR FOR YOUTH SPACE	25,000
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR STREET SUITE 360 SAN FRANCISCO, CA 94105	NONE	501 (C) (3) PUBLIC	MEMBERSHIP AND GENERAL SUPPORT	1,916
OLD SKOOL CAFE 1429 MENDELL STREET SAN FRANCISCO, CA 94124	NONE	501 (C) (3) PUBLIC	CAPITAL CAMPAIGN	42,000
PENINSULA ASSOCIATION FOR RETARDED CHILDREN & ADULTS 800 AIRPORT BOULEVARD SUITE 230 BURLINGAME, CA 94010	NONE	501 (C) (3) PUBLIC	PURCHASE A 8-PASSENGER VAN	31,000
PENINSULA FAMILY SERVICE 24 SECOND AVENUE SAN MATEO, CA 94401	NONE	501 (C) (3) PUBLIC	SAFETY REPAIRS AT 87TH STREET CHILD DEVELOPMENT CENTER	7,500
PETALUMA ARTS COUNCIL 230 LAKEVILLE STREET PETALUMA, CA 94952	NONE	501 (C) (3) PUBLIC	CREATE DIGITAL ARTS EDUCATION LAB FOR MIDDLE SCHOOL YOUTH	7,500
POINT REYES BIRD OBSERVATORY (POINT BLUE CONSERVATION SCIENCE) 3820 CYPRESS DRIVE SUITE 11 PETALUMA, CA 94954	NONE	501 (C) (3) PUBLIC	PURCHASE A TRUCK FOR POINT BLUE CONSERVATION SCIENCE	36,400
READING PARTNERS 180 GRAND AVENUE SUITE 800 OAKLAND, CA 94612	NONE	501 (C) (3) PUBLIC	CAPITAL UPGRADES TO READING CENTERS IN SAN FRANCISCO	28,000
Total			3a	1,605,946

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>				
RITTER CENTER PO BOX 3517 SAN RAFAEL, CA 94912	NONE	501 (C) (3) PUBLIC	PURCHASE A PASSENGER VEHICLE	30,000
SAGE PROJECT INC 68 12TH STREET SAN FRANCISCO, CA 94103	NONE	501 (C) (3) PUBLIC	PURCHASE A NEW PASSENGER VAN	25,000
SAMARITAN HOUSE 4031 PACIFIC BLVD SAN MATEO, CA 94403	NONE	501 (C) (3) PUBLIC	UPGRADE KITCHEN EQUIPMENT FOR COMMERCIAL KITCHEN	34,200
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	501 (C) (3) PUBLIC	PURCHASE A RIDING FORKLIFT	27,800
SCHOLARMATCH 849 VALENCIA STREET SAN FRANCISCO, CA 94110	NONE	501 (C) (3) PUBLIC	STUDENT LAPTOP LAB EXPANSION	19,800
SHINING STAR FOUNDATION 4470 REDWOOD HWY SAN RAFAEL, CA 94903	NONE	501 (C) (3) PUBLIC	INSTALLATION OF A PLAYGROUND AT STAR ACADEMY	40,000
SONOMA VALLEY COMMUNITY HEALTH CENTER 430 WNAPA STREET SUITE F SONOMA, CA 95476	NONE	501 (C) (3) PUBLIC	PURCHASE X-RAY AND STERILIZATION EQUIPMENT FOR RAVENSWOOD FAMILY HEALTH CENTER)	25,000
SOUTH COUNTY COMMUNITY HEALTH CENTER INC 1798 A BAY ROAD EAST PALO ALTO, CA 94303	NONE	501 (C) (3) PUBLIC	SUPPORT OF THE RAVENSWOOD FAMILY HEALTH CENTER OPTOMETRY CLINIC	38,000
SOUTH SAN FRANCISCO FRIENDS OF THE LIBRARY 840 WEST ORANGE AVENUE SOUTH SAN FRANCISCO, CA 94080	NONE	501 (C) (3) PUBLIC	GRAND AVE LIBRARY RENOVATION	7,500
ST ANTHONY FOUNDATION 150 GOLDEN GATE AVENUE SAN FRANCISCO, CA 94102	NONE	501 (C) (3) PUBLIC	PURCHASE ONE OF SIX STEM KETTLES FOR THE NEW DINING ROOM	40,000
TEEN TALK SEXUALITY EDUCATION (HEALTH CONNECTED) 480 JAMES AVENUE REDWOOD CITY, CA 94062	NONE	501 (C) (3) PUBLIC	TECHNOLOGY UPGRADE PROJECT FOR THE HEALTH CONNECTED PROGRAM	7,500
TELEGRAPH HILL NEIGHBORHOOD ASSOCIATION 660 LOMBARD STREET SAN FRANCISCO, CA 94133	NONE	501 (C) (3) PUBLIC	RENOVATE A PRESCHOOL BATHROOM	40,000
TIDES CENTER (COMMUNITYGROWS) PO BOX 29198 SAN FRANCISCO, CA 94129	NONE	501 (C) (3) PUBLIC	COMMUNITYGROWS IMPROVED IT INFRASTRUCTURE PROJECT	15,900
TIDES CENTER (FIRST EXPOSURES) PO BOX 29198 SAN FRANCISCO, CA 94129	NONE	501 (C) (3) PUBLIC	PROGRAM EQUIPMENT REPLACEMENT PROJECT AT FIRST EXPOSURES	25,800
TIDES CENTER (LAVA MAE) PO BOX 29198 SAN FRANCISCO, CA 94129	NONE	501 (C) (3) PUBLIC	LAVA MAE BUS RETROFIT / PILOT PROGRAM	7,500
Total				1,605,946

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>				
TREASURE ISLAND HOMELESS DEVELOPMENT INITIATIVE 1 AVENUE OF THE PALMS ROOM 166 SAN FRANCISCO, CA 94130	NONE	501 (C) (3) PUBLIC	REPLACEMENT OF FLOORING OF COMMUNITY CENTER	22,500
TREASURE ISLAND HOMELESS DEVELOPMENT INITIATIVE 1 AVENUE OF THE PALMS ROOM 166 SAN FRANCISCO, CA 94130	NONE	501 (C) (3) PUBLIC	HONORARIUM GRANT	2,500
WEST COUNTY COMMUNITY SERVICES (COMMUNITY & FAMILY SERVICE AGENCY) 477 PETALUMA AVENUE SEBASTOPOL, CA 95472	NONE	501 (C) (3) PUBLIC	TELEPHONE SYSTEM UPGRADE FOR THE COMMUNITY & FAMILY SERVICE AGENCY	31,000
YOUTH SPEAKS INC 1663 MISSION STREET STE 604 SAN FRANCISCO, CA 94103	NONE	501 (C) (3) PUBLIC	YOUTH SPEAKS IT SYSTEM	30,300
Total				3a 1,605,946

TY 2014 Accounting Fees Schedule

Name: BOTHIN FOUNDATION

EIN: 94-1196182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	10,631	6,378		3,190

**TY 2014 Investments Corporate
Bonds Schedule**

Name: BOTHIN FOUNDATION

EIN: 94-1196182

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BONDS & US TREASURIES	9,667,765	9,667,765

**TY 2014 Investments Corporate
Stock Schedule****Name:** BOTHIN FOUNDATION**EIN:** 94-1196182

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCKS	28,604,503	28,604,503

TY 2014 Other Decreases Schedule**Name:** BOTHIN FOUNDATION **EIN:** 94-1196182

Description	Amount
UNREALIZED GAINS (LOSSES) ON INVESTMENTS	1,082,143

TY 2014 Other Expenses Schedule

Name: 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	4,434	0		0
BOARD MEETING EXPENSES	394	0		0
MISCELLANEOUS EXPENSES	0	0		0

TY 2014 Other Income Schedule

Name: BOTHIN FOUNDATION

EIN: 94-1196182

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	5,016	0	5,016

TY 2014 Other Increases Schedule

Name: BOTHIN FOUNDATION

EIN: 94-1196182

Description	Amount
CHANGE IN DEFERRED LIABILITY	17,752

TY 2014 Other Liabilities Schedule**Name:** BOTHIN FOUNDATION**ETIN:** 94-1196182

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED TAX LIABILITY	200,000	181,000
TAX LIABILITY	11,100	2,108
UNSETTLED STOCK	0	28,197

TY 2014 Other Professional Fees Schedule

Name: BOTHIN FOUNDATION

EIN: 94-1196182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT FEES	24,440	8,147		8,147
BANK AND CUSTODY FEES	19,762	19,762		0
INVESTMENT MANAGER FEES	218,589	218,589		0
FOUNDATION MANAGEMENT FEES	339,831	33,983		271,865

TY 2014 Taxes Schedule

Name: BOTHIN FOUNDATION

EIN: 94-1196182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRANCHISE TAX BOARD	160	0		0
OTHER TAXES	9,774	0		0
FEDERAL TAXES	64,408	0		0