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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation 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		Room/suite	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"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 38,777,724	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)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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 . . .	1,069,508	1,069,508		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,244,970			
	b Gross sales price for all assets on line 6a 10,494,789				
	7 Capital gain net income (from Part IV, line 2) . . .		1,244,970		
	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)	2,353	0		
	12 Total. Add lines 1 through 11	2,316,831	2,314,478		
	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)	11,057	6,634		3,317
	c Other professional fees (attach schedule)	568,310	240,172		290,272
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	24,111	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	705	0		0
	22 Printing and publications				
	23 Other expenses (attach schedule)	5,969	150		525
	24 Total operating and administrative expenses. Add lines 13 through 23	610,152	246,956		294,114
	25 Contributions, gifts, grants paid	1,589,673			1,589,673
	26 Total expenses and disbursements. Add lines 24 and 25	2,199,825	246,956		1,883,787
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	117,006			
	b Net investment income (if negative, enter -0-)		2,067,522		
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	101,856	162,973	162,973		
	2	Savings and temporary cash investments	1,740,179	1,542,535	1,542,535		
	3	Accounts receivable ▶ <u>44,173</u>					
		Less allowance for doubtful accounts ▶ _____	38,662	44,173	44,173		
	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	28,035	17,456	17,456		
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	25,124,665	25,513,746	25,513,746		
	c	Investments—corporate bonds (attach schedule)	10,899,461	11,496,841	11,496,841		
	Liabilities	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 ▶ _____)	81,528	0	0		
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	38,014,386	38,777,724	38,777,724		
17		Accounts payable and accrued expenses	21,926	22,499			
18		Grants payable					
Net Assets or Fund Balances	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 ▶ _____)	122,000	134,000			
	23	Total liabilities (add lines 17 through 22)	143,926	156,499			
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
24	Unrestricted	37,870,460	38,621,225				
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)	37,870,460	38,621,225				
31	Total liabilities and net assets/fund balances (see instructions) .	38,014,386	38,777,724				

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	37,870,460
2	Enter amount from Part I, line 27a	2	117,006
3	Other increases not included in line 2 (itemize) ▶ _____	3	645,759
4	Add lines 1, 2, and 3	4	38,633,225
5	Decreases not included in line 2 (itemize) ▶ _____	5	12,000
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	38,621,225

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 and 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 10,494,789		9,249,819	1,244,970
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,244,970
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	1,244,970
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))
2015	1,998,233	38,821,640	0 051472
2014	1,890,448	39,165,272	0 048268
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
2 Total of line 1, column (d)			0 243585
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			0 048717
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			37,012,765
5 Multiply line 4 by line 3			1,803,151
6 Enter 1% of net investment income (1% of Part I, line 27b)			20,675
7 Add lines 5 and 6			1,823,826
8 Enter qualifying distributions from Part XII, line 4			1,883,787

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	20,675
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	20,675
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	20,675
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	36,444
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	11,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	47,444
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	26,769
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 26,769 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	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 ▶ \$ 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? <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) ▶ 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 2016 or the taxable year beginning in 2016 (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 2016, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here.			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		<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 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016).	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 2016?	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 4945(d)(4)(A)? (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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. ☐ Yes ☒ No

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/Accounting	353,358
OSTERWEIS CAPITAL MANAGEMENT 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	INVESTMENT COUNSELING	95,967
Cornerstone Capital Inc 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	inVESTMENT COUNSELING	62,151
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	35,982,826
b	Average of monthly cash balances.	1b	1,593,585
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	37,576,411
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	37,576,411
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	563,646
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	37,012,765
6	Minimum investment return. Enter 5% of line 5.	6	1,850,638

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	1,850,638
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	20,675
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	20,675
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,829,963
4	Recoveries of amounts treated as qualifying distributions.	4	41,832
5	Add lines 3 and 4.	5	1,871,795
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	1,871,795

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	1,883,787
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	1,883,787
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	20,675
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,863,112

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,871,795
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				68,514
f Total of lines 3a through e.	68,514			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 1,883,787				
a Applied to 2015, 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 2016 distributable amount.				1,871,795
e Remaining amount distributed out of corpus	11,992			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	80,506			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
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 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	80,506			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				68,514
e Excess from 2016.				11,992

Part XIV

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling.

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(i)(3) or ☐ 4942(i)(5)

		Prior 3 years				(e) Total
		(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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

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.

<p>a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed</p> <p>Judi Powell SENIOR PROGRAM OFFICER 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109 (415) 561-6540</p>	
<p>b The form in which applications should be submitted and information and materials they should include</p> <p>FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE www.bothinfoundation.org</p>	
<p>c Any submission deadlines</p> <p>FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE www.bothinfoundation.org</p>	
<p>d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors</p> <p>FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE WWW.BOTHINFUNDATION.ORG</p>	

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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,589,673
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	1,069,508	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	2,353	
8 Gain or (loss) from sales of assets other than inventory			18	1,244,970	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). . .		0		2,316,831	0
13 Total. Add line 12, columns (b), (d), and (e).			13		2,316,831

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

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

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


May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Print/Type preparer's name Robert A Lee	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00156212
Firm's name ▶ ROBERT LEE & ASSOCIATES LLP				Firm's EIN ▶ 27-1155496
Firm's address ▶ 999 W Taylor Street Suite A San Jose, CA 95126				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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Lyman H Casey	President 2 00	0	0	0
1660 Bush Street Suite 300 San Francisco, CA 94109				
Lyman R Casey	Finance Committee 2 00	0	0	0
1660 Bush Street Suite 300 San Francisco, CA 94109				
A Michael Casey	Treasurer/VP/Finance Chair 2 00	0	0	0
1660 Bush Street Suite 300 San Francisco, CA 94109				
Carol Prince	Director/Audit Chair 2 00	0	0	0
1660 Bush Street Suite 300 San Francisco, CA 94109				
Christian F Miller	Director/Finance 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				
Kimberely Casey	Director/Governance Commit 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				
Rebecca Miller Revel	Director/Finance 2 00	0	0	0
1660 Bush Street Suite 300 San Francisco, CA 94109				
Theodore Griffinger	Director/Finance 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 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>				
18 Reasons 3150 18th St 315 San Francisco, CA 94110		501 (c)(3) public ch	Build a new teaching kitchen to more effectively deliver cooking and nutrition classes	25,000
Ada's Cafe 839 Northampton Drive Palo Alto, CA 94303		501 (c)(3) public ch	Purchase equipment and furnishings for a coffee shop located in the lobby of the Metropolitan Transportation Commissino headquarters in San Francisco	15,000
Alternative Family Services 401 Roland Way 120 Oakland, CA 94621		501 (c)(3) public ch	Implement Electronic Health Records (EHR) system for agency serving foster youth	35,000
Art Escape 17474 Highway 12 Sonoma, CA 95476		501 (c)(3) public ch	Shed, shelving, and storage bins to hold art supplies for three- dimensional media classes	6,000
Bayview Hunters Point Center for Arts & Technology (BAYCAT) 2415 3rd Street Suite 230 San Francisco, CA 94107		501 (c)(3) public ch	Upgrade the music and sound studio and equipment	23,600
Total 3a				1,589,673

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>				
BOK Ranch Inc PO Box 620702 Woodside, CA 94062		501 (c)(3) public ch	Re-level and resurface an existing riding arena and build a second riding arena to accommodate more participants in therapeutic horseback riding programs	30,000
Boys & Girls Club of the Peninsula 401 Pierce Road Menlo Park, CA 94025		501 (c)(3) public ch	Purchase a 10-passenger van to transport youth	35,000
Boys & Girls Clubs of North San Mateo County 201 West Orange Ave South San Francisco, CA 94080		501 (c)(3) public ch	Upgrade facilities and make safety improvements to the Orange Park Clubhouse	25,000
Boys & Girls Clubs of Sonoma Valley PO Box 218 El Verano, CA 95433		501 (c)(3) public ch	Renovate multi-purpose room at Maxwell Clubhouse	25,000
Boys and Girls Club of the Coastsides PO Box 545 600 Church Half Moon Bay, CA 94019		501 (c)(3) public ch	Support the Building the Dream ¹ Capital Campaign	40,000
Total 3a				1,589,673

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>				
Breast Cancer Emergency Fund 12 Grace St Suite 300 San Francisco, CA 94103		501 (c)(3) public ch	Purchase technology as part of the office relocation project	21,000
Caminar 2600 So El Camino Real Suite 200 San Mateo, CA 94403		501 (c)(3) public ch	Purchase an 8-passenger van for mental health programs	35,000
Ceres Community Project 7351 Bodega Avenue Sebastopol, CA 95472		501 (c)(3) public ch	Purchase kitchen equipment for new Santa Rosa program site	38,000
Commonweal PO Box 316 Bollinas, CA 94924		501 (c)(3) public ch	Upgrade the Commonweal Commons main meeting space with acoustic improvements, audio/visual system, lighting, and entryway	36,500
Compass Family Services 49 Powell Street 3rd Floor San Francisco, CA 94102		501 (c)(3) public ch	Upgrade structure of Clara House and comply with city-mandated seismic retrofits	50,000
Total 				1,589,673
3a				

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>				
Cora Community Overcoming Relationship Abuse 2211 Palm Ave San Mateo, CA 94403		501 (c)(3) public ch	Resurface parking lot and regrade disabled parking spot to ensure it is ADA accessible	45,000
CuriOdyssey 1651 Coyote Point Drive San Mateo, CA 94401		501 (c)(3) public ch	Purchase equipment for the Wildlife Medical Room	34,500
Each One Reach One 146 South Spruce South San Francisco, CA 94080		501 (c)(3) public ch	purchase desks, chairs, a storage cabinet, and a conference table for its office space in South San Francisco	9,441
Earth Island Institute (Bay Area Wilderness Training) 1050 East 8th Street Oakland, CA 94606		501 (c)(3) public ch	Renovate a space at June Jordan School for Equity to serve as a gear library, and purchase outdoor gear for lending library	25,000
Edgewood Center for Children and Families 1801 Vicente Street San Francisco, CA 94116		501 (c)(3) public ch	Upgrade and repair three residential cottages as part of the Capital Improvement Project	50,000
Total 3a				1,589,673


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>				
Environmental Traveling Companions Fort Mason Center 2 Marina Blvd San Francisco, CA 94123		501 (c)(3) public ch	Purchase outdoor equipment, including adaptive kayak seating	29,000
EVCA Inc 430 W Napa St Ste F Sonoma, CA 95476		501 (c)(3) public ch	Build a new laundry facility for micro-enterprise working with adults with autism	28,400
First Graduate 3130 20th Street Suite 275 San Francisco, CA 94110		501 (c)(3) public ch	Purchase 90 Chromebooks and three storage cabinets for student use	20,700
Food For Thought PO Box 1608 Forestville, CA 95436		501 (c)(3) public ch	Food bank floor repair and refrigeration replacement	10,000
Forget Me Not Childrens Services PO Box 1296 Santa Rosa, CA 95402		501 (c)(3) public ch	Purchase and install a walk-in outdoor cooler for organic produce	17,600
Total ► 3a				1,589,673

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>				
Forwards Inc 361 Third Street Suite G San Rafael, CA 94901		501 (c)(3) public ch	Purchase 20 laptop computers and maintenance packages to increase computer access for students	26,000
Foundation Center 312 Sutter Street Suite 606 San Francisco, CA 94108		501 (c)(3) public ch	General support	6,000
Friends of St Francis Childcare Center Inc 50 Belcher Street San Francisco, CA 94114		501 (c)(3) public ch	Refurbish and repair outdoor playground and garden for toddlers and preschoolers at childcare center	16,000
Friends of the Children 1329 Evans Avenue San Francisco, CA 94124		501 (c)(3) public ch	Implement start-up IT infrastructure at SF Bay Area center	35,000
Friendship House Association of American Indians Inc 56 Julian Avenue San Francisco, CA 94103		501 (c)(3) public ch	Upgrade telephone system	20,500
Total 3a				1,589,673

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>				
Girl Scouts of Northern California 1650 Harbor Bay Parkway Suite 100 Alameda, CA 94502		501 (c)(3) public ch	Renovations to Manor Lyman Residence Hall at Camp Bothin	25,000
Hearing and Speech Center of Northern California 1234 Divisadero Street San Francisco, CA 94115		501 (c)(3) public ch	Reconfigure office space to centralize key administrative functions and improve overall efficiency and delivery of client services	40,000
Homeward Bound of Marin 1385 N Hamilton Parkway Novato, CA 94949		501 (c)(3) public ch	Build a playground area at the Oma Village housing community	30,000
Homework Central PO Box 6687 San Mateo, CA 94403		501 (c)(3) public ch	Purchase eight Chromebooks and purchase two laptop computers	2,500
Japanese Community Youth Council 2012 Pine Street 3rd Floor San Francisco, CA 94115		501 (c)(3) public ch	JCYC Preschool Program - Chibi Too	23,207
Total ► 3a				1,589,673

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>				
Jewish Vocational & Career Counseling Service 225 Bush Street Suite 400 San Francisco, CA 94104		501 (c)(3) public ch	Redesign and renovate Technology Center, classroom, and other public spaces to optimize use with clients	20,000
Loaves & Fishes Family Kitchen 1609 Regatta Lane Suite D San Jose, CA 95112		501 (c)(3) public ch	Purchase a temperature controlled truck to deliver prepared healthy meals to San Mateo County	50,000
Matrix A Parent Network and Resource Center 94 Galli Drive Suite C Novato, CA 94949		501 (c)(3) public ch	Purchase and install new phone system for improved client services	13,000
Mount St Joseph - St Elizabeth (Epiphany Center) 100 Masonic Avenue San Francisco, CA 94118		501 (c)(3) public ch	Renovate a commercial kitchen with new cabinets, equipment, flooring, ceiling, and lighting at Epiphany Center	40,000
Next Generation Scholars Inc 1018 E Street San Rafael, CA 94901		501 (c)(3) public ch	Purchase a 15-passenger van for daily student transport and field trips	35,000
Total 3a				1,589,673

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>				
Northern California Grantmakers 160 Spear Street Suite 360 San Francisco, CA 94105		501 (c)(3) public ch	Membership and general support	1,750
Pacifica Resource Center 1809 Palmetto Avenue Pacifica, CA 94044		501 (c)(3) public ch	Install fire sprinklers and HVAC as well as make electrical upgrades to the facility	36,000
Planned Parenthood Shasta-Diablo Inc dba Planned Parenthood Northern Calif 2185 Pacheco Street Concord, CA 94520		501 (c)(3) public ch	Install a new HVAC system in San Rafael facility	35,000
Pomeroy Recreation and Rehabilitation Center 207 Skyline Boulevard San Francisco, CA 94132		501 (c)(3) public ch	Honorarium Grant	2,500
Project Avary Inc PO Box 150088 San Rafael, CA 94915		501 (c)(3) public ch	Replenish outdoor equipment that is used to engage children of incarcerated parents in nature and outdoor recreation	20,100
Total ▶ 3a				1,589,673

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>				
Rape Trauma Services 1860 El Camino Real Suite 406 Burlingame, CA 94010		501 (c)(3) public ch	Purchase a variety of technology needs including a server, desktop and laptop computers, printers, projector, and laptop cart	26,000
Renaissance Entrepreneurship Center 275 Fifth St San Francisco, CA 94103		501 (c)(3) public ch	Upgrade Renaissances failing heating, ventilation and air conditioning (HVAC) System	30,000
Ronald McDonald House of San Francisco Inc 1640 Scott Street San Francisco, CA 94115		501 (c)(3) public ch	Scott Street House Renovations	40,000
San Francisco Architectural Heritage 2007 Franklin Street San Francisco, CA 94109		501 (c)(3) public ch	Support the Haas-Lilienthal House Accessibility Project	25,000
San Francisco Botanical Garden Society at Strybing Arboretum 1199 Ninth Avenue San Francisco, CA 94122		501 (c)(3) public ch	Refurbishment of an ADA-compliant pathway through the Children's Garden	10,000
Total 3a				1,589,673

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>				
San Francisco Parks Alliance (Garden for the Environment) 1663 Mission Street Suite 320 San Francisco, CA 94103		501 (c)(3) public ch	Demolish and replace rotting gazebo in children's area	9,000
San Francisco Parks Alliance (Urban Sprouts) 1663 Mission Street Suite 320 San Francisco, CA 94103		501 (c)(3) public ch	Construct a Community Kitchen at June Jordan School for Equity	40,000
Schools Mentoring and Resource Team (SMART) 1061 Market Street Mezzanine San Francisco, CA 94103		501 (c)(3) public ch	Purchase furniture and equipment for new program space	23,000
Search for the Cause (Turning Green) 2330 Marinship Way Suite 205 Sausalito, CA 94965		501 (c)(3) public ch	Purchase a compact mobile culinary kitchen to teach garden and nutrition education	10,000
Slide Ranch 2025 Shoreline Highway Muir Beach, CA 94965		501 (c)(3) public ch	Support the Farm to Table Teaching Center renovation	20,000
Total ► 3a				1,589,673

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>				
Sterne School 2690 Jackson Street Sterne School San Francisco, CA 94115		501 (c)(3) public ch	Create a separate power and wiring infrastructure for non-teaching staff	20,000
Tandem Partners in Early Learning 1275 Fairfax Avenue Ste 201 San Francisco, CA 94124		501 (c)(3) public ch	Furnish new Family and Community Rooms in Bayview Hunters Point to provide early literacy support services to children and families	30,000
Tandem Partners in Early Learning 1275 Fairfax Avenue Ste 201 San Francisco, CA 94124		501 (c)(3) public ch	Honorarium for hosting board meeting	2,500
Tenderloin Neighborhood Development Corporation 201 Eddy Street San Francisco, CA 94102		501 (c)(3) public ch	Purchase equipment for food distribution space upgrade	16,500
The Spahr Center 910 Irwin Street San Rafael, CA 94901		501 (c)(3) public ch	Purchase five computers, along with an overhead projector and laptop	6,000
Total 3a				1,589,673

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>				
University of California San Francisco 350 Parnassus Avenue Suite 908 San Francisco, CA 94143		501 (c)(3) public ch	Renovate common areas of Women's HIV Clinic to more efficiently meet patient needs	46,000
West Marin Community Services PO Box 1093 11431 Highway One Suite 10 Point Reyes Station, CA 94956		501 (c)(3) public ch	West Marin Community Thrift Store Improvements	3,675
Zen Hospice Project Inc 273 Page Street San Francisco, CA 94102		501 (c)(3) public ch	Replace furnaces and kitchen equipment at the Guest House	44,700
Total ► 3a				1,589,673

TY 2016 Accounting Fees Schedule**Name:** Bothin Foundation**EIN:** 94-1196182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	11,057	6,634		3,317

TY 2016 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	11,496,841	11,496,841

TY 2016 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	25,513,746	25,513,746

TY 2016 Other Assets Schedule**Name:** Bothin Foundation**EIN:** 94-1196182**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
unsettled stock	81,528	0	0

TY 2016 Other Decreases Schedule

Name: Bothin Foundation

EIN: 94-1196182

Description	Amount
change in deferred liability	12,000

TY 2016 Other Expenses Schedule**Name:** Bothin Foundation**EIN:** 94-1196182**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
dues and subscriptions	750	150		525
insurance	5,219	0		0

TY 2016 Other Income Schedule

Name: Bothin Foundation

EIN: 94-1196182

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	2,353	0	2,353

TY 2016 Other Increases Schedule**Name:** Bothin Foundation**EIN:** 94-1196182

Description	Amount
UNREALIZED GAINS ON INVESTMENTS	603,927
Prior Year Grant refunds	41,832

TY 2016 Other Liabilities Schedule**Name:** Bothin Foundation**EIN:** 94-1196182

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED TAX liability	122,000	134,000

TY 2016 Other Professional Fees Schedule**Name:** Bothin Foundation**EIN:** 94-1196182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Audit fees	25,288	15,172		7,586
Bank and Custody fees	7,527	7,527		0
INVESTMENT manager FEES	182,137	182,137		0
foundation management fees	353,358	35,336		282,686

TY 2016 Taxes Schedule**Name:** Bothin Foundation**EIN:** 94-1196182

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	20,675	0		0
OTHER TAXES	3,436	0		0