

Return of Organization Exempt From Income Tax
 Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2008 calendar year, or tax year beginning JUL 1, 2008 and ending JUN 30, 2009

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization FRANCISCAN SHOPS Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 1650 HOLLOWAY AVENUE City or town, state or country, and ZIP + 4 SAN FRANCISCO, CA 94132 F Name and address of principal officer: ROBERT STRONG SAME AS C ABOVE	D Employer identification number 94-1279802 E Telephone number 415-338-2023 G Gross receipts \$ 28,479,878. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		J Website: ▶ N/A	
K Type of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1954 M State of legal domicile: CA	

Part I Summary					
Activities & Governance	1	Briefly describe the organization's mission or most significant activities: TO SUPPORT THE EDUCATIONAL MISSION OF SFSU THROUGH THE SALE OF BOOKS AND EDUCATIONAL SUPPLIES.			
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.			
	3	Number of voting members of the governing body (Part VI, line 1a)	3	10	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	10	
	5	Total number of employees (Part V, line 2a)	5	312	
	6	Total number of volunteers (estimate if necessary)	6	0	
	7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	4,802,511.	
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	<7,161.>		
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year	
	9	Program service revenue (Part VIII, line 2g)	582,788.	702,273.	
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	126,306.	<75,012.>	
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,775,019.	4,802,511.	
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	5,484,113.	5,429,772.	
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	325,768.	81,018.
		14	Benefits paid to or for members (Part IX, column (A), line 4)		
		15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	2,978,576.	3,087,991.
		16a	Professional fundraising fees (Part IX, column (A), line 11e)		
		16b	Total fundraising expenses (Part IX, column (D), line 25) ▶		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	2,052,842.	2,168,012.		
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	5,357,186.	5,337,021.		
19	Revenue less expenses. Subtract line 18 from line 12	126,927.	92,751.		
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Year	End of Year	
	21	Total liabilities (Part X, line 26)	7,516,433.	7,493,784.	
	22	Net assets or fund balances. Subtract line 21 from line 20	2,620,107.	2,708,422.	
			4,896,326.	4,785,362.	

Part II Signature Block				
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 officer) is based on all information of which preparer has any knowledge.				
Sign Here	Signature of officer _____ ROBERT STRONG, CEO Type or print name and title	Date		
Paid Preparer's Use Only	Preparer's signature _____ Firm's name (or yours if self-employed), address, and ZIP + 4 HOOD & STRONG LLP, CPAS 100 FIRST STREET, 14TH FLOOR SAN FRANCISCO, CA 94105	Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions) EIN ▶ _____ Phone no. ▶ (415) 781-0793

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission: SEE SCHEDULE O FOR CONTINUATION THE FRANCISCAN SHOPS, WHICH OPERATES AS THE SAN FRANCISCO STATE UNIVERSITY BOOKSTORE (THE BOOKSTORE), IS A NOT-FOR-PROFIT ORGANIZATION AND FUNCTIONS AS AN AUXILIARY ORGANIZATION FOR SAN FRANCISCO STATE UNIVERSITY. THE BOOKSTORE WAS ESTABLISHED FOR THE PURPOSE OF PROMOTING

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No If "Yes", describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No If "Yes", describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 4,595,726. including grants of \$ 81,018.) (Revenue \$ 702,273.) SUPPORT THE SAN FRANCISCO STATE UNIVERSITY ACADEMIC COMMUNITY THROUGH THE OPERATION OF A BOOKSTORE, GRAPHICS AND PHOTOCOPYING CENTER AND CONVENIENCE STORES.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services. (Describe in Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses \$ 4,595,726. (Must equal Part IX, Line 25, column (B).)

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
13	Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the U.S.?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>		X
17	Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
21	Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22	Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X

Part IV Checklist of Required Schedules (continued)

		Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>		X
b	Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X

Form 990 (2008)

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
	1a 5		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
	1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a 312		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	X	
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
	5c		
6a	Did the organization solicit any contributions that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
	6b		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
	7c		
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
	7e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
	7f		
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		X
	7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		X
	7h		
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
	8		
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
	9b		
10	Section 501(c)(7) organizations. Enter: N/A		
a	Initiation fees and capital contributions included on Part VIII, line 12		
	10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
	10b		
11	Section 501(c)(12) organizations. Enter: N/A		
a	Gross income from members or shareholders		
	11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
	11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year N/A		
	12b		

Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

		Yes	No
1a	Enter the number of voting members of the governing body		
1b	Enter the number of voting members that are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?		X
6	Does the organization have members or stockholders?		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	The governing body?	X	
8b	Each committee with authority to act on behalf of the governing body?	X	
9a	Does the organization have local chapters, branches, or affiliates?		X
9b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	X	
11	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies

		Yes	No
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13	Does the organization have a written whistleblower policy?	X	
14	Does the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:		
15a	The organization's CEO, Executive Director, or top management official?	X	
15b	Other officers or key employees of the organization?	X	
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **CA**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **ROB STRONG - 415-338-2023**
1650 HOLLOWAY, SAN FRANCISCO, CA 64132

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
DR. CORLESS SMITH CHAIR	1.00	X					0.	94,296.	34,678.	
DR. MARK PHILLIPS VICE CHAIR	1.00	X					0.	49,812.	110.	
BARBARA CLEVELAND DIRECTOR	1.00	X					0.	92,556.	35,139.	
DR. BRUCE HEIMAN DIRECTOR	1.00	X					0.	89,395.	37,213.	
DR. LUTFUS SAYEED DIRECTOR	1.00	X					0.	116,592.	37,130.	
DAVID EVANS DIRECTOR	1.00	X					0.	0.	0.	
CARAN COLVIN DIRECTOR	1.00	X					0.	117,432.	34,054.	
SENEM OZER DIRECTOR	1.00	X					0.	54,843.	15,135.	
SHIRLEY HO DIRECTOR	1.00	X					0.	0.	0.	
REBECCA WEISBART DIRECTOR	1.00	X					0.	0.	0.	
KRUPA KOTHARI DIRECTOR	1.00	X					0.	0.	0.	
ROBERT STRONG GM/CEO	40.00			X			142,577.	0.	37,376.	
CHRIS FARMER CONTROLLER/CFO	40.00			X			84,250.	0.	18,044.	

Part VIII Statement of Revenue			(A)	(B)	(C)	(D)		
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514		
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f					
	g	Noncash contributions included in lines 1a-1f: \$						
	h	Total. Add lines 1a-1f						
	Program Service Revenue	2 a	COMMISSIONS EARNED	Business Code 451211	398,468.	398,468.		
b		OTHER RELATED REVENUE	451211	291,010.	291,010.			
c		COMP. SERVICE & RENTAL	451211	12,795.	12,795.			
d								
e								
f		All other program service revenue						
g		Total. Add lines 2a-2f			702,273.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		95,470.			95,470.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a		(i) Real	(ii) Personal				
		b	Gross Rents					
		c	Less: rental expenses					
		d	Net rental income or (loss)					
	7 a		(i) Securities	(ii) Other				
		b	Gross amount from sales of assets other than inventory		9,359,567.			
		c	Less: cost or other basis and sales expenses		9,530,049.			
		d	Net gain or (loss)		<170,482.>			<170482.>
	8 a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18					
		b	Less: direct expenses					
		c	Net income or (loss) from fundraising events					
	9 a		Gross income from gaming activities. See Part IV, line 19					
b		Less: direct expenses						
c		Net income or (loss) from gaming activities						
10 a		Gross sales of inventory, less returns and allowances		18,322,568.				
	b	Less: cost of goods sold		13,520,057.				
	c	Net income or (loss) from sales of inventory		4802511.		4,802,511.		
Miscellaneous Revenue			Business Code					
11 a								
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d							
12	Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e			5429772.	702,273.	4,802,511.	<75,012.>	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	81,018.	81,018.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	282,247.		282,247.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	2,230,871.	2,161,830.	69,041.	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	190,189.	174,922.	15,267.	
9 Other employee benefits	225,642.	198,270.	27,372.	
10 Payroll taxes	159,042.	146,278.	12,764.	
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	126,145.	30,593.	95,552.	
12 Advertising and promotion	237,735.	130,931.	106,804.	
13 Office expenses	106,158.	87,041.	19,117.	
14 Information technology				
15 Royalties				
16 Occupancy	580,043.	575,847.	4,196.	
17 Travel	14,439.	10,360.	4,079.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	32,943.		32,943.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	403,914.	403,914.		
23 Insurance	53,448.	52,983.	465.	
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a MERCHANT DISCOUNTS	321,077.	321,077.		
b EQUIPMENT RENTAL & MAIN	153,618.	108,269.	45,349.	
c PRINTING	88,793.	88,793.		
d MISCELLANEOUS	23,302.	17,064.	6,238.	
e DUE/SUBSCRIPTION	14,709.	4,727.	9,982.	
f All other expenses	11,688.	1,809.	9,879.	
25 Total functional expenses. Add lines 1 through 24f	5,337,021.	4,595,726.	741,295.	0.
26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation ...				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	54,650.	1	121,056.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	130,472.	4	117,995.
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	2,869,310.	8	2,759,931.
	9	Prepaid expenses and deferred charges	55,955.	9	48,256.
	10a	Land, buildings, and equipment: cost basis ...	5,122,709.		
	b	Less: accumulated depreciation. Complete Part VI of Schedule D	3,890,980.	10b	
			1,385,464.	10c	1,231,729.
	11	Investments - publicly traded securities	19,206.	11	39,145.
	12	Investments - other securities. See Part IV, line 11	3,001,376.	12	3,175,556.
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
15	Other assets. See Part IV, line 11	0.	15	116.	
16	Total assets. Add lines 1 through 15 (must equal line 34)	7,516,433.	16	7,493,784.	
Liabilities	17	Accounts payable and accrued expenses	1,863,084.	17	2,075,703.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties	757,023.	23	632,719.
	24	Unsecured notes and loans payable		24	
	25	Other liabilities. Complete Part X of Schedule D		25	
	26	Total liabilities. Add lines 17 through 25	2,620,107.	26	2,708,422.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	4,896,326.	27	4,785,362.
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	4,896,326.	33	4,785,362.	
34	Total liabilities and net assets/fund balances	7,516,433.	34	7,493,784.	

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b	Were the organization's financial statements audited by an independent accountant?	X	
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b	If "Yes," did the organization undergo the required audit or audits?		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization **FRANCISCAN SHOPS** Employer identification number **94-1279802**

Part I Reason for Public Charity Status (All organizations must complete this part.) (see instructions)

The organization is not a private foundation because it is: (Please check only **one** organization.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**. (Attach Schedule H.)
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete the Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**. (see instructions)
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		<input checked="" type="checkbox"/>
(ii) A family member of a person described in (i) above?		<input checked="" type="checkbox"/>
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		<input checked="" type="checkbox"/>
- h Provide the following information about the organizations the organization supports.

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
SAN FRANCISCO ST	93-11372476		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		81,018.
Total									81,018.

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule A (Form 990 or 990-EZ) 2008

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
4 Total. Add lines 1 - 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
9 Net income from unrelated business activities, whether or not the business is regularly carried on ...						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14		%
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15		%
16a 33 1/3% support test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>	
b 33 1/3% support test - 2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>	

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
6 Total. Add lines 1 - 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%

19a 33 1/3% support tests - 2008. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.**

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

FRANCISCAN SHOPS

Employer identification number

94-1279802

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).
 Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically important land area
 Protection of natural habitat Preservation of certified historic structure
 Preservation of open space

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- (ii) Assets included in Form 990, Part X ▶ \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:
- a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- b Assets included in Form 990, Part X ▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3** Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a** Public exhibition
 - b** Scholarly research
 - c** Preservation for future generations
 - d** Loan or exchange programs
 - e** Other _____
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5** During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Trust, Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b** If "Yes," explain the arrangement in Part XIV and complete the following table:
- | | Amount |
|--|-----------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a** Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b** If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2** Provide the estimated percentage of the year end balance held as:
- a** Board designated or quasi-endowment _____ %
 - b** Permanent endowment _____ %
 - c** Term endowment _____ %
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|------------------------------------|---------------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
- b** If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? Yes No
- 4** Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		3,030,787.	2,197,993.	832,794.
d Equipment		550,207.	410,266.	139,941.
e Other		1,541,715.	1,282,721.	258,994.
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				1,231,729.

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	5,429,772.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	5,337,021.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	92,751.
4	Net unrealized gains (losses) on investments	4	<203,715.>
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net). Add lines 4-8	9	<203,715.>
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	<110,964.>

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	5,600,254.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	5,600,254.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	<170,482.>
c	Add lines 4a and 4b	4c	<170,482.>
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5	5,429,772.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	5,223,060.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	5,223,060.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	113,961.
c	Add lines 4a and 4b	4c	113,961.
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)	5	5,337,021.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

INVESTMENT LOSS: -170482.

PART XIII, LINE 4B - OTHER ADJUSTMENTS:

UNREALIZED LOSS ON INVESTMENT: 32943.

CONTRIBUTIONS: 81018.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the U.S.**

▶ **Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22.
▶ Attach to Form 990.**

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Name of the organization

FRANCISCAN SHOPS

Employer identification number

94-1279802

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ...

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SAN FRANCISCO STATE UNIVERSITY 1600 HOLLOWAY AVENUE SAN FRANCISCO, CA 94132	93-1137247	170(B)(1)(A)(II)	81,018.	0.			

- 2** Enter total number of section 501(c)(3) and government organizations **1.**
- 3** Enter total number of other organizations

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) 2008

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

Name of the organization

FRANCISCAN SHOPS

Employer identification number

94-1279802

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|--|---|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a:

- a** Receive a severance payment or change of control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes," to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

	Yes	No
1b		
2		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2008

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
DR. LUTFUS SAYEED	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	116,592.	0.	0.	0.	37,130.	153,722.	0.
CARAN COLVIN	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	117,432.	0.	0.	0.	34,054.	151,486.	0.
ROBERT STRONG	(i)	142,577.	0.	0.	32,812.	4,564.	179,953.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public
Inspection

Name of the organization

FRANCISCAN SHOPS

Employer identification number

94-1279802

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

AND ASSISTING THE EDUCATIONAL SERVICES, DEVELOPMENT, MAINTENANCE AND OPERATIONS OF SAN FRANCISCO STATE UNIVERSITY. THE BOOKSTORE PROVIDES COMMERCIAL SERVICES TO THE CAMPUS COMMUNITY THROUGH THE OPERATION OF THE BOOKSTORE AND CONVENIENCE STORES AT SAN FRANCISCO STATE UNIVERSITY.

FORM 990, PART VI, SECTION A, LINE 10: THE TAXPAYER'S ACCOUNTING FIRM FORWARDED THE FORM 990 TO THE CEO AND CFO. THE CEO AND CFO FORWARDED THE FORM 990 TO THE BOARD MEMBERS FOR THEIR REVIEW PRIOR TO FILING THE FORM 990. BOARD MEMBERS WERE ENCOURAGED TO REVIEW THE FORM 990 AND TO FORWARD THEIR QUESTIONS TO THE CEO OR CFO. EITHER THE CEO/CFO OR THE ACCOUNTING FIRM ADDRESSED THE QUESTIONS FROM THE BOARD.

FORM 990, PART VI, SECTION B, LINE 12C: THE CONFLICT OF INTEREST POLICY IS REQUIRED TO BE SIGNED ANNUALLY BY ALL BOARD MEMBERS AS WELL AS KEY EMPLOYEES.

FORM 990, PART VI, SECTION B, LINE 15: CEO COMP/BENEFITS APPROVED BY BOD. CFO COMP/BENEFIT APPROVED BY CEO. BOD MEMBERS NOT COMPENSATED BY FRANCISCAN SHOPS.

FORM 990, PART VI, SECTION C, LINE 19: WE HAVE 990'S AND AUDITED FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC IN OUR BUSINESS OFFICE. WE ALSO HAVE OUR AUDITED FINANCIAL STATEMENTS AVAILABLE ON OUR WEBSITE.

PART XI LINE 2C: THE ORGANIZATION HAS A COMMITTEE WHICH ASSUMES

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule O (Form 990) 2008

832211
12-18-08

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

FRANCISCAN SHOPS

Employer identification number

94-1279802

RESPONSIBILITY FOR THE OVERSIGHT OF THE AUDIT AND SELECTION OF AN
INDEPENDENT ACCOUNTANT.

Part V Transactions With Related Organizations

Note. Complete line 1 if any entity is listed in Parts II, III, or IV.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to other organization(s)	X	
c Gift, grant, or capital contribution from other organization(s)		X
d Loans or loan guarantees to or for other organization(s)		X
e Loans or loan guarantees by other organization(s)		X
f Sale of assets to other organization(s)		X
g Purchase of assets from other organization(s)		X
h Exchange of assets		X
i Lease of facilities, equipment, or other assets to other organization(s)		X
j Lease of facilities, equipment, or other assets from other organization(s)		X
k Performance of services or membership or fundraising solicitations for other organization(s)		X
l Performance of services or membership or fundraising solicitations by other organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets		X
n Sharing of paid employees		X
o Reimbursement paid to other organization for expenses		X
p Reimbursement paid by other organization for expenses		X
q Other transfer of cash or property to other organization(s)		X
r Other transfer of cash or property from other organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(A) Name of other organization(s)	(B) Transaction type (a-r)	(C) Amount involved
(1) SAN FRANCISCO STATE UNIVERSITY	B	81,018.
(2)		
(3)		
(4)		
(5)		
(6)		

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

2008

Department of the Treasury Internal Revenue Service

For calendar year 2008 or other tax year beginning JUL 1, 2008, and ending JUN 30, 2009

Open to Public Inspection for 501(c)(3) Organizations Only

Header section containing organization name (FRANCISCAN SHOPS), address (1650 HOLLOWAY AVENUE, SAN FRANCISCO, CA 94132), and other identifying information.

H Describe the organization's primary unrelated business activity. SALE OF UNRELATED MERCHANDISE

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? No

J The books are in care of ROB STRONG Telephone number 415-338-2023

Table with 4 columns: Part I Unrelated Trade or Business Income, (A) Income, (B) Expenses, (C) Net. Rows include Gross receipts or sales (181,552), Cost of goods sold (188,713), and Total (7,161).

Part II Deductions Not Taken Elsewhere (see instructions for limitations on deductions.)

Table with 4 columns: Line number, Description, Sub-column, Total. Rows include Compensation of officers, directors, and trustees (0), Charitable contributions, Depreciation, and Unrelated business taxable income (7,161).

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation.
 Controlled group members (sections 1561 and 1563) check here See instructions and:
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):
 (1) \$ _____ (2) \$ _____ (3) \$ _____
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____
 (2) Additional 3% tax (not more than \$100,000) \$ _____
c Income tax on the amount on line 34 **35c** 0.
36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from:
 Tax rate schedule or Schedule D (Form 1041) **36**
37 Proxy tax. See instructions **37**
38 Alternative minimum tax **38**
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies **39** 0.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) **40a**
b Other credits (see instructions) **40b**
c General business credit. Attach Form 3800 **40c**
d Credit for prior year minimum tax (attach Form 8801 or 8827) **40d**
e Total credits. Add lines 40a through 40d **40e**
41 Subtract line 40e from line 39 **41** 0.
42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach schedule) **42**
43 Total tax. Add lines 41 and 42 **43** 0.
44 a Payments: A 2007 overpayment credited to 2008 **44a**
b 2008 estimated tax payments **44b**
c Tax deposited with Form 8868 **44c**
d Foreign organizations: Tax paid or withheld at source (see instructions) **44d**
e Backup withholding (see instructions) **44e**
f Other credits and payments: Form 2439 Form 4136 Other _____ Total **44f**
45 Total payments. Add lines 44a through 44f **45**
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached **46**
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed **47** 0.
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid **48** 0.
49 Enter the amount of line 48 you want: **Credited to 2009 estimated tax** **49** **Refunded**

Part V Statements Regarding Certain Activities and Other Information (See instructions on page 18)

1 At any time during the 2008 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here Yes No
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see page 5 of the instructions for other forms the organization may have to file. Yes No
3 Enter the amount of tax-exempt interest received or accrued during the tax year **\$**

Schedule A - Cost of Goods Sold. Enter method of inventory valuation **N/A**

1 Inventory at beginning of year	1		6 Inventory at end of year	6	
2 Purchases	2		7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	
3 Cost of labor	3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4a Additional section 263A costs	4a				
b Other costs (attach schedule)	4b				
5 Total. Add lines 1 through 4b	5				

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 _____ Date _____ **CEO** Title _____
 May the IRS discuss this return with the preparer shown below (see instructions)? Yes No
Paid Preparer's Use Only
 Preparer's signature _____ Date _____ Check if self-employed
 Preparer's SSN or PTIN **P00356034**
 Firm's name (or yours if self-employed), address, and ZIP code **HOOD & STRONG LLP, CPAS**
100 FIRST STREET, 14TH FLOOR
SAN FRANCISCO, CA 94105
 EIN **94-1254756**
 Phone no. **(415) 781-0793**

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instr. on pg 19)

1 Description of property		
(1)		
(2)		
(3)		
(4)		
2 Rent received or accrued		
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		
Total	0.	Total
		0.
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A)		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) ...
		0.

Schedule E - Unrelated Debt-Financed Income (See instructions on page 19)

1 Description of debt-financed property		2 Gross income from or allocable to debt-financed property	3 Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1)				
(2)				
(3)				
(4)				
4 Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5 Average adjusted basis of or allocable to debt-financed property (attach schedule)	6 Column 4 divided by column 5	7 Gross income reportable (column 2 x column 6)	8 Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
			Enter here and on page 1, Part I, line 7, column (A).	Enter here and on page 1, Part I, line 7, column (B).
Totals			0.	0.
Total dividends-received deductions included in column 8				0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (See instructions on page 20)

1 Name of controlled organization	2 Employer identification number	Exempt Controlled Organizations			
		3 Net unrelated income (loss) (see instructions)	4 Total of specified payments made	5 Part of column 4 that is included in the controlling organization's gross income	6 Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7 Taxable Income	8 Net unrelated income (loss) (see instructions)	9 Total of specified payments made	10 Part of column 9 that is included in the controlling organization's gross income	11 Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				
			Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).
Totals			0.	0.

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions on page 21)

Table with 5 columns: 1 Description of income, 2 Amount of income, 3 Deductions directly connected, 4 Set-asides, 5 Total deductions and set-asides. Totals row shows 0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions on page 21)

Table with 7 columns: 1 Description of exploited activity, 2 Gross unrelated business income, 3 Expenses directly connected, 4 Net income (loss), 5 Gross income from activity, 6 Expenses attributable, 7 Excess exempt expenses. Totals row shows 0.

Schedule J - Advertising Income (see instructions on page 21)

Part I: Table with 7 columns: 1 Name of periodical, 2 Gross advertising income, 3 Direct advertising costs, 4 Advertising gain or (loss), 5 Circulation income, 6 Readership costs, 7 Excess readership costs. Totals row shows 0.

Part II: Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

Table with 7 columns: 1 Name of periodical, 2 Gross advertising income, 3 Direct advertising costs, 4 Advertising gain or (loss), 5 Circulation income, 6 Readership costs, 7 Excess readership costs. Totals row shows 0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions on page 22)

Table with 4 columns: 1 Name, 2 Title, 3 Percent of time devoted to business, 4 Compensation attributable to unrelated business. Total row shows 0.

2008

California Exempt Organization Annual Information Return

199

Calendar Year 2008 or fiscal year beginning month **JULY** day **1** year **2008**, and ending month **JUNE** day **30** year **2009**.

A First Return Filed? Yes No **B** Type of organization Exempt under Section 23701 **d** (insert letter)
 IRC Section 4947(a)(1) trust

CORP #
C0288968

Corporation/Organization Name
FRANCISCAN SHOPS

FEIN
94-1279802

Address
1650 HOLLOWAY AVENUE

City
SAN FRANCISCO

State
CA

ZIP Code
94132

C Amended Return? Yes No

D Are you a subordinate/affiliate in a group exemption? Yes No

(a) Is this a group filing for affiliates? See General Instruction L Yes No

(b) If "Yes," enter the number of affiliates

(c) Are all affiliates included? Yes No
(If "No," attach a list. See instructions.)

(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

(e) Federal Group Exemption Number

(f) Is a roster of subordinates attached? Yes No

E Final return?
 Dissolved Surrendered (Withdrawn)
 Merged/Reorganized (attach explanation)

If a box is checked, enter date

F Check the box if the organization filed: (1) 990T (2) 990PF (3) 990H

G If organization is exempt under R&TC Section 23701d and is exclusively religious, educational, or charitable, and is supported primarily (50% or more) by public contributions, check box. See General Instruction F. No filing fee is required.

H Accounting method used (1) Cash (2) Accrual (3) Other

I If exempt under R&TC Section 23701d, has the organization during the year: (1) participated in any political campaign or (2) attempted to influence legislation or any ballot measure, or (3) made an election under R&TC Section 23704.5 (relating to lobbying by public charities)? If "Yes," complete and attach form FTB 3509, Political or Legislative Activities by Section 23701d Organizations Yes No

J Did the organization have any changes in its activities, governing instrument, articles of incorporation, or bylaws that have not been reported to the Franchise Tax Board? If "Yes," complete an explanation and attach copies of revised documents Yes No

K Is the organization exempt under R&TC Section 23701g? Yes No
If "Yes," enter amount of gross receipts from nonmember sources \$

L Is the organization under audit by the IRS or has the IRS audited in a prior year? Yes No

M Is the organization a Limited Liability Corporation? Yes No

N Did the organization file Form 100 or Form 109 to report taxable income? Yes No

Part I Complete Part I unless not required to file this form. See General Instructions B and C.

Receipts and Revenues	1	Gross sales or receipts from other sources. From Side 2, Part II, line 8	• 1	28479878.00
	2	Gross dues and assessments from members and affiliates	• 2	00
	3	Gross contributions, gifts, grants, and similar amounts received	• 3	00
	4	Total gross receipts for filing requirement test. Add line 1 through line 3. This line must be completed. If the result is less than \$25,000, see General Instruction C	• 4	28479878.00
	5	Cost of goods sold STMT 2 STMT 1	• 5	13520057.00
	6	Cost or other basis, and sales expenses of assets sold	• 6	9,530,049.00
	7	Total costs. Add line 5 and line 6	7	23050106.00
	8	Total gross income. Subtract line 7 from line 4	• 8	5,429,772.00
Expenses	9	Total expenses and disbursements. From Side 2, Part II, line 18	• 9	5,337,021.00
	10	Excess of receipts over expenses and disbursements. Subtract line 9 from line 8	• 10	92,751.00
Filing Fee	11	Filing fee \$10 or \$25. See General Instruction F	11	N/A 00
	12	Total payments	12	00
	13	Penalties and Interest. See General Instruction J	13	00
	14	Use tax. See General Instruction K	• 14	00
	15	Balance due. Add line 11, line 13, and line 14. Then subtract line 12 from the result	15	00

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 **CEO** Title Date Telephone

Preparer's signature **P00356034** Date Check if self-employed Preparer's SSN/PTIN

Paid Preparer's Use Only

Firm's name (or yours, if self-employed) and address **HOOD & STRONG LLP, CPAS
100 FIRST STREET, 14TH FLOOR
SAN FRANCISCO, CA 94105** FEIN **94-1254756** Telephone **(415) 781-0793**

May the FTB discuss this return with the preparer shown above? See instructions Yes No

Part II Organizations with gross receipts of more than \$25,000 and private foundations regardless of amount of gross receipts - complete Part II or furnish substitute information. See Specific Line Instructions.

Receipts from Other Sources	1	Gross sales or receipts from all business activities. See instructions	• 1	18322568.00		
	2	Interest	• 2	95,470.00		
	3	Dividends	• 3	00		
	4	Gross rents	• 4	00		
	5	Gross royalties	• 5	00		
	6	Gross amount received from sale of assets (See instructions) SEE STATEMENT 3	• 6	9,359,567.00		
	7	Other income SEE STATEMENT 4	• 7	702,273.00		
8 Total gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1				8	28479878.00	
Expenses and Disbursements	9	Contributions, gifts, grants, and similar amounts paid STATEMENT 5	• 9	81,018.00		
	10	Disbursements to or for members	• 10	00		
	11	Compensation of officers, directors, and trustees	• 11	282,247.00		
	12	Other salaries and wages	• 12	2,230,871.00		
	13	Interest	• 13	32,943.00		
	14	Taxes	• 14	159,042.00		
	15	Rents	• 15	580,043.00		
	16	Depreciation and depletion (See instructions)	• 16	403,914.00		
	17	Other SEE STATEMENT 6	• 17	1,566,943.00		
	18 Total expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9				18	5,337,021.00

Schedule L Balance Sheets

	Beginning of taxable year		End of taxable year	
	(a)	(b)	(c)	(d)
Assets				
1 Cash		54,650.		121,056.
2 Net accounts receivable		130,472.		117,995.
3 Net notes receivable				
4 Inventories		2,869,310.		2,759,931.
5 Federal and state government obligations				
6 Investments in other bonds				
7 Investments in stock STMT 7		19,206.		39,145.
8 Mortgage loans (number of loans)				
9 Other investments STMT 8		3,001,376.		3,175,556.
10 a Depreciable assets	4,901,185.		5,122,709.	
b Less accumulated depreciation	(3,515,721.)	1,385,464.	(3,890,980.)	1,231,729.
11 Land				
12 Other assets STMT 9		55,955.		48,372.
13 Total assets		7,516,433.		7,493,784.
Liabilities and net worth				
14 Accounts payable		1,863,084.		2,075,703.
15 Contributions, gifts, or grants payable				
16 Bonds and notes payable				
17 Mortgages payable		757,023.		632,719.
18 Other liabilities				
19 Capital stock or principle fund				
20 Paid-in or capital surplus. Attach reconciliation				
21 Retained earnings or income fund		4,896,326.		4,785,362.
22 Total liabilities and net worth		7,516,433.		7,493,784.

Schedule M-1 Reconciliation of income per books with income per return

Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$25,000

1 Net income per books	•	<110,964.>	7 Income recorded on books this year not included in this return	•
2 Federal income tax	•		8 Deductions in this return not charged against book income this year	•
3 Excess of capital losses over capital gains	•		9 Total. Add line 7 and line 8	
4 Income not recorded on books this year	•		10 Net income per return.	
5 Expenses recorded on books this year not deducted in this return STMT 10	•	203,715.	Subtract line 9 from line 6	92,751.
6 Total.				
Add line 1 through line 5		92,751.		

FORM 199

COST OF GOODS SOLD
INCLUDED ON PART I, LINE 5

STATEMENT 1

COST OF GOODS SOLD

1.	INVENTORY AT BEGINNING OF YEAR		
2.	MERCHANDISE PURCHASED.		
3.	COST OF LABOR.		
4.	MATERIALS AND SUPPLIES		
5.	OTHER COSTS.	13,520,057	
6.	ADD LINES 1 THROUGH 5		13,520,057
7.	INVENTORY AT END OF YEAR		
8.	COST OF GOODS SOLD (LINE 6 LESS LINE 7) . .		13,520,057

FORM 199	CASH CONTRIBUTIONS, GIFTS, GRANTS AND SIMILAR AMOUNTS PAID	STATEMENT	5
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ACTIVITY CLASSIFICATION: EDUCATIONAL

DONEES NAME	DONEES ADDRESS	RELATIONSHIP	AMOUNT
SAN FRANCISCO STATE UNIVERSITY	1600 HOLLOWAY AVE, SAN FRANCISCO, CA 94132	NONE	81,018.

TOTAL FOR THIS ACTIVITY	81,018.
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TOTAL INCLUDED ON FORM 199, PART II, LINE 9	81,018.
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FORM 199	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	AMOUNT
MERCHANT DISCOUNTS	321,077.
EQUIPMENT RENTAL & MAIN	153,618.
PRINTING	88,793.
MISCELLANEOUS	23,302.
DUE/SUBSCRIPTION	14,709.
PENSION PLAN CONTRIBUTIONS	190,189.
OTHER EMPLOYEE BENEFITS	225,642.
OTHER PROFESSIONAL FEES	126,145.
ADVERTISING AND PROMOTION	237,735.
OFFICE EXPENSES	106,158.
TRAVEL	14,439.
INSURANCE	53,448.
ALL OTHER EXPENSES	11,688.
TOTAL TO FORM 199, PART II, LINE 17	1,566,943.

FORM 199	INVESTMENTS IN STOCK	STATEMENT	7
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DESCRIPTION	BEG. OF YEAR	END OF YEAR
PUBLICLY TRADED SECURITIES	19,206.	39,145.
TOTAL TO FORM 199, SCHEDULE L, LINE 7	19,206.	39,145.

FORM 199	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	BEG. OF YEAR	END OF YEAR
LOCAL AGENCY INVESTMENT FUND (LAIF)	824,220.	1,323,336.
CNB WEALTH MAN	2,177,156.	1,852,220.
TOTAL TO FORM 199, SCHEDULE L, LINE 9	3,001,376.	3,175,556.

FORM 199	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEG. OF YEAR	END OF YEAR
PREPAID EXPENSES AND DEFERRED CHARGES	55,955.	48,256.
OTHER RECEIVABLE	0.	116.
TOTAL TO FORM 199, SCHEDULE L, LINE 12	55,955.	48,372.

FORM 199	EXPENSES RECORDED ON BOOKS THIS YEAR NOT DEDUCTED IN THIS RETURN	STATEMENT	10
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DESCRIPTION	AMOUNT
UNREALIZED LOSS ON INVESTMENT	203,715.
TOTAL TO FORM 199, SCHEDULE M-1, LINE 5	203,715.

FORM 199	FUND BALANCES	STATEMENT 11
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<u>DESCRIPTION</u>	<u>BEG. OF YEAR</u>	<u>END OF YEAR</u>
UNRESTRICTED ASSETS	4,896,326.	4,785,362.
TOTAL TO FORM 199, SCHEDULE L, LINE 21	<u>4,896,326.</u>	<u>4,785,362.</u>

California Exempt Organization Business Income Tax Return

2008

FORM
109

Calendar Year 2008 or fiscal year beginning month **JUL** day **1** year **2008**, and ending month **JUN** day **30** year **2009**.

A First Return Filed? Yes No **B** Is this an education IRA within the meaning of R&TC Section 23712? Yes No **CORP #**
C0288968

Corporation/Organization Name **FRANCISCAN SHOPS** **FEIN**
94-1279802

Address
1650 HOLLOWAY AVENUE

City **SAN FRANCISCO** State **CA** ZIP Code **94132**

C Is the organization under audit by the IRS or has the IRS audited in a prior year? Yes No **H** Is the organization a non-exempt charitable trust as described in IRC Section 4947(a)(1)? Yes No

D Final Return? Dissolved Surrendered (Withdrawn) Merged/Reorganized (attach explanation)
If a box is checked, enter date Yes No

E Amended Return Yes No **I** Is this organization claiming any Enterprise Zone (EZ), Los Angeles Revitalization Zone (LARZ), Local Agency Military Base Recovery Area (LAMBRA), Targeted Tax Area (TTA), or Manufacturing Enhancement Area tax benefits? Yes No

F Accounting Method Used: (1) Cash (2) Accrual (3) Other **J** Is this organization a qualified pension, profit-sharing, or stock bonus plan as described in IRC Section 401(a)? Yes No

G Nature of trade or business **UNIVERSITY BOOKSTORE** **K** Unrelated Business Activity (UBA) Code **451211**

Taxable Corporation	1	Unrelated business taxable income from Side 2, Part II, line 30	• 1	<7,161.>00
	2	Multiply line 1 by the average apportionment percentage _____ % from the Schedule R, Apportionment Formula Worksheet, line 6. See instructions	• 2	<7,161.>00
	3	Enter the lesser amount from line 1 or line 2	• 3	<7,161.>00
Taxable Trust	4	Unrelated business taxable income from Side 2, Part II, line 30	• 4	00
Tax Computation	5	Unrelated business income from line 3 or line 4	• 5	<7,161.>00
	6	Enterprise zone, LAMBRA, LARZ, TTA, or Pierce's disease losses	• 6	00
	7	Net Operating Loss deduction. See General Information N	• 7	25,750.00
	8	Add line 6 and line 7	• 8	25,750.00
	9	Net unrelated business taxable income. Subtract line 8 from line 5	• 9	<32,911.>00
	10	Tax 8.84 % x line 9. See General Information J	• 10	0.00
	11	Tax credits from Schedule B, line 4, Schedule P (100), or Schedule P (541). See Schedule B instructions	• 11	00
	Total Tax	12	Balance. Subtract line 11 from line 10. If line 11 is greater than line 10, enter -0-	• 12
	13	Alternative minimum tax. See General Information O	• 13	00
	14	Total tax. Add line 12 and line 13	• 14	0.00
Payments	15	Overpayment from a prior year allowed as a credit	• 15	00
	16	2008 estimated tax payments. See instructions	• 16	00
	17	2008 Nonresident or real estate withholding. See instructions	• 17	00
	18	Amount paid with extension (form FTB 3539)	• 18	00
	19	Total payments and credits. Add line 15 through line 18	• 19	00
Refund (Direct Deposit of Refund) or Amount Due	20	Tax due. Subtract line 19 from line 14. Pay entire amount with return	• 20	0.00
	21	Overpayment. Subtract line 14 from line 19	• 21	0.00
	22	Enter amount of line 21 to be applied to 2009 estimated tax	• 22	00
	23	Use tax. See instructions	• 23	00
	24	Refund. If the sum of line 22 and line 23 is less than line 21, then subtract the total from line 21	• 24	00
		a Fill in the account information to have the refund directly deposited. Routing number	• 24a	
		b Type: Checking <input type="checkbox"/> Savings <input type="checkbox"/> c Account Number	• 24c	
	25	Penalties and interest. See General Information M	• 25	00
	26	<input type="checkbox"/> Check if estimate penalty computed using Exception B or C and attach form FTB 5806.		
	27	Total amount due. Add line 20, line 22, line 23, and line 25, then subtract line 21 from the result	• 27	0.00

Unrelated Business Taxable Income

Part I Unrelated Trade or Business Income

1	a	Gross receipts or gross sales	181,552.	b	Less returns and allowances		Balance	• 1c	181,552.00
2		Cost of goods sold and/or operations from Schedule A, line 7						• 2	188,713.00
3		Gross profit. Subtract line 2 from line 1c						• 3	<7,161.>00
4	a	Capital gain net income. See Specific Line Instructions - Trusts attach Schedule D (541)						• 4a	00
	b	Net gain (loss) from Part II, Schedule D-1						• 4b	00
	c	Capital loss deduction for trusts						• 4c	00
5		Income (or loss) from partnerships, limited liability companies, or S corporations. See specific line instructions. Attach Schedule K-1 (565, 568, or 100S) or similar schedule						• 5	00
6		Rental income from Schedule C						• 6	00
7		Unrelated debt-financed income from Schedule D						• 7	00
8		Investment income of an R&TC Section 23701g, 23701i, or 23701n organization from Schedule E						• 8	00
9		Annuities, interest, rents, and royalties of controlled organizations from Schedule F						• 9	00
10		Exploited exempt activity income from Schedule G						• 10	00
11		Advertising income from Schedule H, Part III, Column A						• 11	00
12		Other income						• 12	00
13		Total unrelated trade or business income. Add line 3 through line 12						• 13	<7,161.>00

Part II Deductions Not Taken Elsewhere (Except for contributions, deductions must be directly connected with the unrelated business income.)

14		Compensation of officers, directors, and trustees from Schedule I						• 14	00
15		Salaries and wages						• 15	00
16		Repairs						• 16	00
17		Bad debts						• 17	00
18		Interest						• 18	00
19		Taxes						• 19	00
20		Contributions						• 20	00
21	a	Depreciation (Corporations and Associations - Schedule J) (Trusts - form FTB 3885F)		• 21a		00			
	b	Less: depreciation claimed on Schedule A		21b		00	21		00
22		Depletion						• 22	00
23	a	Contributions to deferred compensation plans						23a	00
	b	Employee benefit programs						23b	00
24		Other deductions						• 24	00
25		Total deductions. Add line 14 through line 24						25	00
26		Unrelated business taxable income before allowable excess advertising costs. Subtract line 25 from line 13						• 26	<7,161.>00
27		Excess advertising costs from Schedule H, Part III, Column B						• 27	00
28		Unrelated business taxable income before specific deduction. Subtract line 27 from line 26						• 28	<7,161.>00
29		Specific deduction						• 29	1,000.00
30		Unrelated business taxable income. Subtract line 29 from line 28. If line 28 is a loss, enter line 28						30	<7,161.>00

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 ▶	Title CEO	Date	• Telephone
	Preparer's signature ▶	Date	Check if self-employed <input type="checkbox"/>	• Paid Preparer's SSN/PTIN P00356034
Paid Preparer's Use Only	Firm's name (or yours, if self-employed) ▶	HOOD & STRONG LLP, CPAS		• FEIN 94-1254756
	and address	100 FIRST STREET, 14TH FLOOR SAN FRANCISCO, CA 94105		• Telephone (415) 781-0793
	May the FTB discuss this return with the preparer shown above? See instructions			• <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Schedule A Cost of Goods Sold and/or Operations Method of inventory valuation (specify) **N/A**

1 Inventory at beginning of year	1	00
2 Purchases	2	00
3 Cost of labor	• 3	00
4 a Additional IRC Section 263A costs. Attach schedule	4a	00
b Other costs. Attach schedule	• 4b	188,713.00
5 Total. Add line 1 through line 4b	5	188,713.00
6 Inventory at end of year	6	00
7 Cost of goods sold and/or operations. Subtract line 6 from line 5. Enter here and on Side 2, Part I, line 2	7	188,713.00

SEE STATEMENT 12

Do the rules of IRC Section 263A (with respect to property produced or acquired for resale) apply to this organization? Yes No

Schedule B Tax Credits Do not complete if you must file Schedule P (100 or 541).

1 Enter credit name	code no.	• 1	00
2 Enter credit name	code no.	• 2	00
3 Enter credit name	code no.	• 3	00
4 Total. Add line 1 through line 3. Enter here and on Side 1, line 11	4		00

Schedule K Add-On Taxes or Recapture of Tax.

1 Interest computation under the look-back method for completed long-term contracts. Attach form FTB 3834	• 1	00
2 Interest on tax attributable to installment: a Sales of certain timeshares or residential lots	• 2a	00
b Method for non-dealer installment obligations	• 2b	00
3 IRC Section 197(f)(9)(B)(ii) election to recognize gain on the disposition of intangibles	• 3	00
4 Credit recapture. Credit name	• 4	00
5 Total. Combine the amounts on line 1 through line 4	5	00

Schedule R Apportionment Formula Worksheet

Use only for unrelated trade or business amounts	(a) Total within and outside California	(b) Total within California	(c) Percent within California (b) ÷ (a)
1 Property factor:	•	•	•
2 Payroll factor: Wages and other compensation of employees	•	•	•
3 Sales factor: Gross sales and/or receipts less returns and allowances	•	•	•
4 Multiply the factor on line 3, column (c) by 2			
5 Total percentage: Add the percentages in column (c), line 1, line 2, and line 4			
6 Average apportionment percentage: Divide the factor on line 5 by 4 and enter the result here and on Form 109, Side 1, line 2. See instructions for exceptions			

Schedule C Rental Income from Real Property and Personal Property Leased with Real Property

For rental income from debt-financed property, use Schedule D, R&TC Section 23701g, Section 23701i, and Section 23701n organizations. See instructions for exceptions.

1 Description of property		2 Rent received or accrued	3 Percentage of rent attributable to personal property	
4 Complete if any item in column 3 is more than 50%, or for any item if the rent is determined on the basis of profit or income		5 Complete if any item in column 3 is more than 10%, but not more than 50%		
(a) Deductions directly connected	(b) Income includible, column 2 less column 4(a)	(a) Gross income reportable, column 2 x column 3	(b) Deductions directly connected with personal property	(c) Net income includible, column 5(a) less column 5(b)
Add column 4(b) and column 5(c). Enter here and on Side 2, Part I, line 6				

Schedule D Unrelated Debt-Financed Income

Table with 9 columns: 1 Description of debt-financed property, 2 Gross income from or allocable to debt-financed property, 3 Deductions directly connected with or allocable to debt-financed property (a) Straight-line depreciation, (b) Other deductions, 4 Amount of average acquisition indebtedness on or allocable to debt-financed property, 5 Average adjusted basis of or allocable to debt-financed property, 6 Debt basis percentage, column 4 ÷ column 5, 7 Gross income reportable, column 2 x column 6, 8 Allocable deductions, total of columns 3(a) and 3(b) x column 6, 9 Net income (or loss) includible, column 7 less column 8.

Total. Enter here and on Side 2, Part I, line 7

Schedule E Investment Income of an R&TC Section 23701g, Section 23701i, or Section 23701n Organization

Table with 6 columns: 1 Description, 2 Amount, 3 Deductions directly connected, 4 Net investment income, column 2 less column 3, 5 Set-asides, 6 Balance of investment income, column 4 less column 5.

Total. Enter here and on Side 2, Part I, line 8

Enter gross income from members (dues, fees, charges, or similar amounts)

Schedule F Income (Annuities, Interest, Rents, and Royalties) from Controlled Organizations

Table with 4 main columns: 1 Name and address of controlled organizations, 2 Gross income from controlled organizations, 3 Deductions directly connected with column 2 income, 4 Exempt controlled organizations (a) Unrelated business taxable income, (b) Taxable income computed as though not exempt under Section 23701, or the amount in column (a), whichever is greater, (c) Percentage, column (a) ÷ column (b).

Table with 5 main columns: 5 Nonexempt controlled organizations (a) Excess taxable income, (b) Taxable income or amount in column (a), whichever is greater, (c) Percentage col. (a) ÷ (b), 6 Gross income reportable, column 2 x column 4(c) or column 5(c), 7 Allowable deductions, column 3 x column 4(c) or column 5(c), 8 Net income includible, column 6 less column 7.

Total. Enter here and on Side 2, Part I, line 9

Schedule G Exploited Exempt Activity Income, other than Advertising Income

Table with 8 columns: 1 Description of exploited activity (attach schedule if more than one unrelated activity is exploiting the same exempt activity), 2 Gross unrelated business income from trade or business, 3 Expenses directly connected with production of unrelated business income, 4 Net income from unrelated trade or business, column 2 less column 3, 5 Gross income from activity that is not unrelated business income, 6 Expenses attributable to column 5, 7 Excess exempt expense, column 6 less column 5 but not more than column 4, 8 Net income includible, column 4 less column 7 but not less than zero.

Total. Enter here and on Side 2, Part I, line 10

Schedule H Advertising Income and Excess Advertising Costs

Part I Income from Periodicals Reported on a Consolidated Basis

Table with 7 columns: 1 Name of periodical, 2 Gross advertising income, 3 Direct advertising costs, 4 Advertising income or excess advertising costs, 5 Circulation income, 6 Readership costs, 7 Instructions for calculation.

Part II Income from Periodicals Reported on a Separate Basis

Table with 7 columns for reporting separate basis income from periodicals.

Part III Column A - Net Advertising Income

Table with 2 columns: (a) Enter "consolidated periodical" and/or names of non-consolidated periodicals, (b) Enter total amount from Part I, column 4 or 7, and amounts listed in Part II, cols. 4 and 7.

Part III Column B - Excess Advertising Costs

Table with 2 columns: (a) Enter "consolidated periodical" and/or names of non-consolidated periodicals, (b) Enter total amount from Part I, column 4, and amounts listed in Part II, column 4.

Enter total here and on Side 2, Part I, line 11

Enter total here and on Side 2, Part II, line 27

Schedule I Compensation of Officers, Directors, and Trustees

Table with 6 columns: 1 Name of Officer, 2 SSN or ITIN, 3 Title, 4 Percent of time devoted to business, 5 Compensation attributable to unrelated business, 6 Expense account allowances.

Total. Enter here and on Side 2, Part II, line 14

Schedule J Depreciation (Corporations and Associations only. Trusts use form FTB 3885F.)

Table with 7 columns: 1 Group and guideline class or description of property, 2 Date acquired, 3 Cost or other basis, 4 Depreciation allowed or allowable in prior years, 5 Method of computing depreciation, 6 Life or rate, 7 Depreciation for this year.

FORM 109

COST OF GOODS SOLD - OTHER COSTS

STATEMENT 12

DESCRIPTION

AMOUNT

COSTS OF GOODS SOLD

188,713.

TOTAL TO SCHEDULE A, LINE 4B

188,713.

MAIL TO:
 Registry of Charitable Trusts
 P. O. Box 903447
 Sacramento, CA 94203-4470
 Telephone: (916) 445-2021

WEB SITE ADDRESS:
<http://ag.ca.gov/charities/>

ANNUAL REGISTRATION RENEWAL FEE REPORT TO ATTORNEY GENERAL OF CALIFORNIA

Sections 12586 and 12587, California Government Code
 11 Cal. Code Regs. sections 301-307, 311 and 312

Failure to submit this report annually no later than four months and fifteen days after the end of the organization's accounting period may result in the loss of tax exemption and the assessment of a minimum tax of \$800, plus interest, and/or fines or filing penalties as defined in Government Code section 12586.1. IRS extensions will be honored.

State Charity Registration Number: CT 10104	Check if: <input type="checkbox"/> Change of address <input type="checkbox"/> Amended report
FRANCISCAN SHOPS <small>Name of Organization</small> 1650 HOLLOWAY AVENUE <small>Address (Number and Street)</small> SAN FRANCISCO, CA 94132 <small>City or Town, State and ZIP Code</small>	Corporate or Organization No. C0288968 Federal Employer I.D. No. 94-1279802

ANNUAL REGISTRATION RENEWAL FEE SCHEDULE (11 Cal. Code Regs. sections 301-307, 311 and 312)
 Make Check Payable to Attorney General's Registry of Charitable Trusts

Gross Annual Revenue	Fee	Gross Annual Revenue	Fee	Gross Annual Revenue	Fee
Less than \$25,000	0	Between \$100,001 and \$250,000	\$50	Between \$1,000,001 and \$10 million	\$150
Between \$25,000 and \$100,000	\$25	Between \$250,001 and \$1 million	\$75	Between \$10,000,001 and \$50 million	\$225
				Greater than \$50 million	\$300

PART A - ACTIVITIES

For your most recent full accounting period (beginning 07/01/2008 ending 06/30/2009) list:
 Gross annual revenue \$ 5,429,772. Total assets \$ 7,493,784.

PART B - STATEMENTS REGARDING ORGANIZATION DURING THE PERIOD OF THIS REPORT

Note: If you answer "yes" to any of the questions below, you must attach a separate sheet providing an explanation and details for each "yes" response. Please review RRF-1 instructions for information required.

	Yes	No
1. During this reporting period, were there any contracts, loans, leases or other financial transactions between the organization and any officer, director or trustee thereof either directly or with an entity in which any such officer, director or trustee had any financial interest?		X
2. During this reporting period, was there any theft, embezzlement, diversion or misuse of the organization's charitable property or funds?		X
3. During this reporting period, did non-program expenditures exceed 50% of gross revenues?		X
4. During this reporting period, were any organization funds used to pay any penalty, fine or judgment? If you filed a Form 4720 with the Internal Revenue Service, attach a copy.		X
5. During this reporting period, were the services of a commercial fundraiser or fundraising counsel for charitable purposes used? If "yes," provide an attachment listing the name, address, and telephone number of the service provider.		X
6. During this reporting period, did the organization receive any governmental funding? If so, provide an attachment listing the name of the agency, mailing address, contact person, and telephone number.		X
7. During this reporting period, did the organization hold a raffle for charitable purposes? If "yes," provide an attachment indicating the number of raffles and the date(s) they occurred.		X
8. Does the organization conduct a vehicle donation program? If "yes," provide an attachment indicating whether the program is operated by the charity or whether the organization contracts with a commercial fundraiser for charitable purposes.		X
9. Did your organization have prepared an audited financial statement in accordance with generally accepted accounting principles for this reporting period?	X	

Organization's area code and telephone number **415-338-2023**

Organization's e-mail address _____

I declare under penalty of perjury that I have examined this report, including accompanying documents, and to the best of my knowledge and belief, it is true, correct and complete.

ROBERT STRONG **CEO**

Signature of authorized officer Printed Name Title Date