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Form **990-PF**Department of the Treasury
Internal Revenue Service

(77)

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2009

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☒ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation The Springcreek Foundation		A Employer identification number 68-0344778
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (415) 945-7050
	127 University Avenue		
	City or town, state, and ZIP code Berkeley CA 94710		
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 13,566,031		J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	3,731			
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	0	0		
4 Dividends and interest from securities	173,134	173,134		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	-399,601			
b Gross sales price for all assets on line 6a	866,934			
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	-190,269	34,322	0	
12 Total. Add lines 1 through 11	-413,005	207,456	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule) Sch 2	3,930	0	0	4,717
b Accounting fees (attach schedule) Sch 3	34,479	0	0	21,728
c Other professional fees (attach schedule) Sch 4	139,590	21,435	0	102,355
17 Interest	1,971	1,971		
18 Taxes (attach schedule) (see page 14 of the instructions) 5	7,922	6,650	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings	12,973			14,952
22 Printing and publications				
23 Other expenses (attach schedule) Sch 6	149,909	148,789	0	370
24 Total operating and administrative expenses. Add lines 13 through 23	350,774	178,845	0	144,122
25 Contributions, gifts, grants paid	479,606			479,606
26 Total expenses and disbursements. Add lines 24 and 25	830,380	178,845	0	623,728
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-1,243,385			
b Net investment income (if negative, enter -0-)		28,611		
c Adjusted net income (if negative, enter -0-)			0	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2009)

(HTA)

9-14

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing	0	0	0
	2 Savings and temporary cash investments	2,361,976	1,493,852	1,493,852
	3 Accounts receivable ▶ 8,217			
	Less: allowance for doubtful accounts ▶ 0	36,104	8,217	8,217
	4 Pledges receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	5 Grants receivable	0	0	0
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	8 Inventories for sale or use	0	0	0
	9 Prepaid expenses and deferred charges	39,791	9,479	9,479
	10 a Investments—U S. and state government obligations (attach schedule) Sch 7	0	169,351	169,351
	b Investments—corporate stock (attach schedule) Schedule 8	1,339,065	1,415,318	1,415,318
	c Investments—corporate bonds (attach schedule) Schedule 9	162,666	193,020	193,020
Liabilities	11 Investments—land, buildings, and equipment basis ▶ 0			
	Less: accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12 Investments—mortgage loans	0	0	0
	13 Investments—other (attach schedule) Schedule 10	8,402,668	10,276,794	10,276,794
	14 Land, buildings, and equipment: basis ▶ 0			
	Less: accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15 Other assets (describe ▶)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	12,342,270	13,566,031	13,566,031
	17 Accounts payable and accrued expenses	6,744	33,861	
	18 Grants payable	0	0	
	19 Deferred revenue	0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
	23 Total liabilities (add lines 17 through 22)	6,744	33,861	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☒			
	24 Unrestricted	12,335,526	13,570,639	
	25 Temporarily restricted	0	0	
	26 Permanently restricted	0	0	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	12,335,526	13,570,639	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	12,342,270	13,604,500	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	12,335,526
2 Enter amount from Part I, line 27a	2	-1,243,385
3 Other increases not included in line 2 (itemize) ▶ Unrealized Gain on Investments	3	2,478,498
4 Add lines 1, 2, and 3	4	13,570,639
5 Decreases not included in line 2 (itemize) ▶	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,570,639

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Schedule 11				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 866,934	0	1,266,535	-399,601	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a 0	0	0	-399,601	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-399,601
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	682,905	12,188,070	0.056031
2007	893,701	18,114,375	0.049337
2006	824,905	16,897,454	0.048818
2005	751,617	15,503,732	0.048480
2004	1,565,151	15,307,079	0.102250
2 Total of line 1, column (d)			2 0.304916
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.060983
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 12,565,986
5 Multiply line 4 by line 3			5 766,312
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 286
7 Add lines 5 and 6			7 766,598
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 623,728

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		1	572
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	572
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	572
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,000	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,000	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,428	
11 Enter the amount of line 10 to be credited to 2010 estimated tax. Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ N/A (2) On foundation managers ☐ \$ N/A		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ N/A		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **www.thespringcreekfoundation.org**

14 The books are in care of **Harald Leventhal** Telephone no. **(510) 841-4123**
 Located at **127 University Avenue Berkeley CA** ZIP+4 **94710**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year **15**

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐**5b** N/AOrganizations relying on a current notice regarding disaster assistance check here ▶ ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

N/A

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

6b X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Schedule 12.....		0	0	0
.....	.00	0	0	0
.....	.00	0	0	0
.....	.00	0	0	0
.....	.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None.....				
.....				
.....				
.....				
.....				

Total number of other employees paid over \$50,000 ▶

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Foundation Source 501 Silverside Road, Suite 123, Wilmington, DE 19809-1377	Administration	52,949
		0
		0
		0
		0
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

N/A

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

Expenses

1		
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

N/A

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1		
2		
3	All other program-related investments. See page 24 of the instructions	
Total. Add lines 1 through 3		0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	12,651,891
b	Average of monthly cash balances	1b	105,455
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	12,757,346
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,757,346
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	191,360
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,565,986
6	Minimum investment return. Enter 5% of line 5	6	628,299

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	628,299
2a	Tax on investment income for 2009 from Part VI, line 5	2a	572
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	572
3	Distributable amount before adjustments Subtract line 2c from line 1	3	627,727
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	627,727
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	627,727

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	623,728
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	623,728
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	623,728

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				627,727
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	787,948			
b From 2005	29,031			
c From 2006	14,388			
d From 2007	33,141			
e From 2008	74,071			
f Total of lines 3a through e	938,579			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 623,728				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions) Sch 13	623,728			
d Applied to 2009 distributable amount				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	627,727			627,727
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	934,580			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	160,221			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	774,359			
10 Analysis of line 9:				
a Excess from 2005	29,031			
b Excess from 2006	14,388			
c Excess from 2007	33,141			
d Excess from 2008	74,071			
e Excess from 2009	623,728			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year Schedule 13				479,606
Total			3a	479,606
b Approved for future payment None				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.						
a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
f			0		0	0
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	173,134	
5 Net rental income or (loss) from real estate:						
a	Debt-financed property					
b	Not debt-financed property					
6 Net rental income or (loss) from personal property						
7 Other investment income		900099	-224,591	01	34,322	
8 Gain or (loss) from sales of assets other than inventory				18	-399,601	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
12 Subtotal Add columns (b), (d), and (e)			-224,591		-192,145	0
13 Total. Add line 12, columns (b), (d), and (e)					13	-416,736

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

[illegible]

Springcreek Foundation
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Schedule 1 - Part II, line 15 - Other income

Investment Partnership Income (190,269)

Schedule 2 - Part I, line 16a - Legal fees

Name of provider	Type of service provided	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable
Adler & Colvin LLP	Legal services	<u>3,930</u>	<u>0</u>	<u>n/a</u>	<u>4,717</u>

Schedule 3 - Part I, line 16b - Accounting fees

Name of provider	Type of service provided	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable
Ghaffari Zaragoza LLP	Accounting & Audit services	<u>34,479</u>	<u>0</u>	<u>n/a</u>	<u>21,728</u>

Schedule 4 - Part I, line 16c - Other professional fees

Name of provider	of service provided	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable
Springcreek Advisors	Investment management fees	8,193	8,193	n/a	0
BTR Capital Management	Investment management fees	10,896	10,896	n/a	0
US Trust Custodial Fees	Investment management fees	2,346	2,346	n/a	0
Foundation Source	Management & administrative services	52,949	0	n/a	40,949
Amplifier Strategies	Consulting fees	45,256	0	n/a	40,256
GPS Capital Partners, LLC	Consulting fees	1,200	0	n/a	2,400
Springcreek Advisors	Management & administrative services	18,750	0	n/a	18,750
		<u>139,590</u>	<u>21,435</u>	<u>n/a</u>	<u>102,355</u>

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Schedule 5 - Part I, line 18 - Taxes

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable
Excise Taxes on Investment Income	1,272	0	0	0
Foreign Taxes	6,650	6,650	0	0
	<u>7,922</u>	<u>6,650</u>	<u>0</u>	<u>0</u>

Schedule 6 - Part I, line 23 - Other expenses

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable
Expenses from Investment Partnership	148,789	148,789	0	0
Insurance	937	0	0	187
Bank fees	49	0	0	49
Dues and subscriptions	124	0	0	124
Filing fee	10	0	0	10
	<u>149,909</u>	<u>148,789</u>	<u>0</u>	<u>370</u>

Schedule 7 - Part II, line 10a - Investments - U.S. and State Government Obligations

Description	Quantity	Market Value
State Government bonds:		
California State	80,000.000	\$ 78,872
California State	38 000	<u>90,479</u>
		<u>169,351</u>

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Schedule 8 - Part II, line 10b - Investments - Corporate Stock

Description	Quantity	Market Value
Corporate Stocks		
Aruba Networks Inc	3,236 000	46,312
ABB Ltd Spon ADR	2,100 000	40,110
Abbott Labs Com	1,200 000	64,788
Agilent Technologies Com	400 000	12,428
Amgen Inc Com	267 000	15,104
Berkshire Hathaway Inc Cl B	500 000	32,860
BHP Billiton Ltd Spons ADR	200 000	15,316
Chevron Corp New Com	534 000	41,113
Cisco Sys Inc Com	2,266 000	54,248
Coca Cola	400 000	22,800
Dentsply Intl Inc New	1,100 000	38,687
Devon Energy Corp New Com	333 000	24,476
EMC Corp Mass Com	3,234 000	56,498
Exxon Mobil Corp Com	250 000	17,048
FedEx Corp Com	400 000	33,380
Goldcorp Inc New Com	1,050 000	41,307
Jacobs Engr Group Del Com	1,700 000	63,937
Johnson & Johnson Com	267 000	17,197
Mastercard Inc Cl A	300 000	76,794
Monsanto Co New Com	850 000	69,488
Northeast Util Com	2,300 000	59,317
Oracle Corp Com	2,666 000	65,397
Pepsico Inc Com	534 000	32,467
Potash Corp Sask Inc Com	300 000	32,550
Proctor & Gamble Co Com	500 000	30,315
Questar Corp Com	350 000	14,550
Schlumberger Ltd Com	1,000 000	65,090
Symantec Corp Com	3,000 000	53,670
Target Corp Com	700 000	33,859
Telefonica SA Spon ADR	200 000	16,704
Thermo Fisher Scientific Com	1,250 000	59,613
Transocean Ltd Reg Shs	350 000	28,980
Visa Inc Com Cl A	350 000	30,611
Walmart Stores Inc Com	1,200 000	64,140
Weatherford Intl Ltd Reg	2,466 000	44,166
		<u>1,415,318</u>

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Schedule 9 - Part II, line 10c - Investments - Corporate bonds

Description	Quantity	Market Value
General Electric Cap Corp	65,000.000	66,341
Ingersoll-Rand Global Hldg Co	55,000.000	59,387
Wachovia Corp New	65,000.000	67,292
		<u>193,020</u>

Schedule 10 - Part II, line 13 - Investments - Others

Description	Quantity	Market Value
Mutual funds:		
Ishares Tr S&P N.A. Natural Resources	3,745.000	128,491
Kayne Anerson MLP Inv Com	1,400.000	35,056
Touchstone Fds Gp Ultra Short Dur Fxd Inc	8,835.759	85,530
Vanguard Fxd Inc Secs GNMA Inv	6,518.963	69,362
Ishares Tr IBOX Inv Gr Corp Bond Fund	200.000	20,830
Ishares Tr DJ Med Devices	1,066.000	56,475
Ishares Tr FTSE Xnhua Index	1,700.000	71,842
Powershares ETF Tr Golden Drg USC	1,900.000	45,790
Powershares ETF Tr Water Resources	2,600.000	43,836
Annaly Mtg Mgmt Inc Pfd Ser A REITS	1,334.000	32,363
HCP Inc Com REIT	400.000	12,216
Nationwide Health Pptys Inc	1,167.000	41,055
Partnerships:		
Springcreek Mid Cap Growth I L.P.	1,507,478.610	1,719,874
Springcreek Mid Cap Snyder I L.P.	321,439.160	348,831
Springcreek Global Core I, L.P.	2,117,322.900	2,375,279
Access Hedge Fund Investors SPC	2,000,000.000	1,941,146
Springcreek Hedge Fund II, L.P.	361,975.443	364,074
WHC Venture 2009-1(Greylock Ptrs XII)	30,000.000	27,836
Springcreek Venture I, L.P.	265,854.170	236,676
Springcreek Venture IV, L.P.	268,894.970	237,802
Springcreek Private Equity Fund	421,441.810	336,648
Springcreek Priv. Equity FOF 2007,L.P.	602,913.580	616,095
Cupertino Financial Center Partners	1,000,000.000	677,160
Menlo Realty III	81,250.000	74,938
Carlyle/Riverstone Renewable Energy I	958,292.680	677,589
		<u>10,276,794</u>

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Schedule 11 - Part IV, line 1 - Capital Gains and Losses for Tax on Investment Income

Description	Quantity	How acquired	Date acquired	Date sold	Gross sales price	Cost or other basis	Gain or (loss)
HONDA MOTOR LTD AMERN SHS	567.000	P	06/07/07	01/13/09	12,165	19,732	(7,567)
CITIGROUP CAP X TRUPS	333.000	P	09/05/03	05/06/09	3,953	8,325	(4,372)
CITIGROUP CAP IX PFD TR 6.00%	267.000	P	02/05/03	05/06/09	3,169	6,675	(3,506)
TORCHMARK CORP COM	200.000	P	04/06/00	05/06/09	6,238	4,870	1,368
POTASH CORP SASK INC COM	100.000	P	02/04/09	06/01/09	12,022	8,006	4,016
QUESTAR CORP COM	350.000	P	12/08/08	06/11/09	12,561	10,349	2,212
COMCAST CORP NEW CL A SPL	400.000	P	11/06/03	07/06/09	5,416	8,336	(2,920)
COMCAST CORP NEW CL A SPL	267.000	P	11/07/07	07/06/09	3,615	5,385	(1,770)
COMCAST CORP NEW CL A SPL	200.000	P	04/07/04	07/06/09	2,708	3,795	(1,087)
DENTSPLY INTL INC NEW COM	200.000	P	07/07/08	07/30/09	6,788	7,361	(573)
HONEYWELL INTL INC COM	267.000	P	09/05/01	08/07/09	9,724	9,972	(248)
MERCK & CO INC COM	700.000	P	05/06/09	08/07/09	20,957	17,227	3,731
UNITED TECHNOLOGIES CP COM	133.000	P	11/02/04	08/07/09	7,407	6,228	1,179
ORACLE CORP COM	267.000	P	01/12/06	08/07/09	5,711	3,362	2,349
TELEFONICA S A SPONSORED ADR	190.000	P	05/31/00	08/07/09	14,106	9,819	4,288
MICROSOFT CORP COM	200.000	P	02/24/00	08/07/09	4,730	9,300	(4,570)
MICROSOFT CORP COM	200.000	P	11/02/04	08/07/09	4,730	5,668	(938)
CATERPILLAR INC DEL COM	266.000	P	01/04/07	08/13/09	12,505	16,154	(3,649)
NEXTEL COMMUNICATIONS INC 5.250% Due 01-15-10	20,000.000	P	08/11/09	09/16/09	20,000	19,990	10
MEDTRONIC INC COM	133.000	P	02/13/03	11/09/09	5,172	5,757	(585)
TARGET CORP COM	133.000	P	06/19/08	11/09/09	6,644	6,853	(209)
BHP BILLITON LTD SPONSORED ADR	100.000	P	07/06/04	11/11/09	7,222	1,803	5,419
CVS CAREMARK CORP COM	600.000	P	11/14/06	11/25/09	18,834	17,492	1,342
GOLDCORP INC NEW COM	283.000	P	03/05/07	12/03/09	12,869	7,068	5,801
ISHARES TR IBOXX INV CPBD	160.000	P	10/20/08	12/07/09	16,894	14,021	2,873
ISHARES TR IBOXX INV CPBD	140.000	P	10/21/08	12/07/09	14,782	12,255	2,528
NATIONWIDE HEALTH PPTYS INC	N/A	P	Various	Various	35	-	35
CVS CAREMARK CORP COM	600.000	P	11/14/06	02/07/09	16,755	17,492	(737)
EXXON MOBIL CORP COM	250.000	P	12/28/07	02/04/09	19,467	50	19,418
HONDA MOTOR LTD AMERN SHS	567.000	P	06/07/07	02/17/09	13,161	19,732	(6,571)
CITIGROUP CAP X TRUPS	334.000	P	09/05/03	05/06/09	3,964	8,350	(4,386)
CITIGROUP CAP IX PFD TR 6.00%	266.000	P	02/05/03	05/06/09	3,157	6,650	(3,493)
NOVARTIS A G SPONSORED ADR	600.000	P	06/40/08	05/06/09	23,040	31,722	(8,682)
TORCHMARK CORP COM	200.000	P	04/06/00	05/06/09	6,238	4,870	1,368
POTASH CORP SASK INC COM	100.000	P	02/04/09	06/01/09	12,022	8,006	4,016
CISCO SYS INC COM	33.000	P	03/28/00	07/06/09	606	2,602	(1,997)
CISCO SYS INC COM	100.000	P	05/31/00	07/06/09	1,835	5,869	(4,034)
CISCO SYS INC COM	667.000	P	09/08/05	07/06/09	12,239	12,400	(160)
COMCAST CORP NEW CL A SPL	400.000	P	11/06/03	07/06/09	5,416	8,336	(2,920)
COMCAST CORP NEW CL A SPL	267.000	P	11/07/07	07/06/09	3,615	5,385	(1,770)
COMCAST CORP NEW CL A SPL	200.000	P	04/07/04	07/06/09	2,708	3,795	(1,087)
DENTSPLY INTL INC NEW COM	200.000	P	07/07/08	07/30/09	6,788	7,361	(573)
HONEYWELL INTL INC COM	266.000	P	09/05/01	08/07/09	9,687	9,935	(247)
MERCK & CO INC COM	1,200.000	P	05/06/09	08/07/09	35,927	29,532	6,395
MICROSOFT CORP COM	200.000	P	02/24/00	08/07/09	4,730	9,300	(4,570)
MICROSOFT CORP COM	200.000	P	11/02/04	08/07/09	4,730	5,668	(938)
UNITED TECHNOLOGIES CP COM	134.000	P	11/02/04	08/07/09	7,462	6,275	1,188
CISCO SYS INC COM	67.000	P	09/08/05	08/07/09	1,504	1,246	259
CISCO SYS INC COM	714.000	P	11/02/99	08/07/09	16,029	3,282	12,747
CISCO SYS INC COM	33.000	P	10/31/98	08/07/09	741	124	617
TELEFONICA S A SPONSORED ADR	113.912	P	03/28/00	08/07/09	8,457	7,630	827
TELEFONICA S A SPONSORED ADR	275.088	P	05/31/00	08/07/09	20,424	14,216	6,208

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Schedule 11 - Part IV, line 1 - Capital Gains and Losses for Tax on Investment Income

Description	Quantity	How acquired	Date acquired	Date sold	Gross sales price	Cost or other basis	Gain or (loss)
NEXTEL COMMUNICATIONS INC 5.250% Due 01-15-10	30,000.000	P	08/11/09	09/16/09	30,000	29,985	15
GENERAL ELEC CO COM	600.000	P	07/03/89	10/07/09	9,600	2,597	7,003
MEDTRONIC INC COM	133.000	P	02/13/03	11/09/09	5,172	5,757	(585)
TARGET CORP COM	200.000	P	06/19/08	11/09/09	9,991	10,306	(315)
TARGET CORP COM	84.000	P	02/06/08	11/09/09	4,196	4,282	(86)
BHP BILLITON LTD SPONSORED ADR	100.000	P	07/06/04	11/11/09	7,222	1,803	5,419
CONSTANT CONTACT INC COM	732.000	P	05/12/06	11/25/09	12,854	3,915	8,938
GENERAL ELEC CO COM	2,000.000	P	07/03/89	11/25/09	32,221	8,656	23,565
GOLDCORP INC NEW COM	133.000	P	03/05/07	12/03/09	6,048	3,322	2,726
ISHARES TR IBOXX INV CPBD	240.000	P	10/20/08	12/07/09	25,341	21,031	4,310
ISHARES TR IBOXX INV CPBD	10.000	P	10/21/08	12/07/09	1,056	875	181
NATIONWIDE HEALTH PPTYS INC	N/A	P	Various	Various	46	-	46
Vanguard Specialized Reit IDX SHS	31,185.674	P	Various	Various	381,441	698,377	(316,936)
Partnerships:							
Springcreek Venture I L.P.	n/a	n/a	Various	Various	(5,758)	-	(5,758)
Green Earth Investment Partnership, L.P.	n/a	n/a	Various	Various	(6,877)	-	(6,877)
Costal Carolina Investment Partnership, L.P.	n/a	n/a	Various	Various	(1,206)	-	(1,206)
California Geothermal Investment Partnership, L.P.	n/a	n/a	Various	Various	1,017	-	1,017
Springcreek Mid Cap Growth I, L.P.	n/a	n/a	Various	Various	93,069	-	93,069
Springcreek Mid Cap Snyder I, L.P.	n/a	n/a	Various	Various	(23,972)	-	(23,972)
Springcreek Global Core I, L.P.	n/a	n/a	Various	Various	(173,949)	-	(173,949)
Springcreek Hedge Fund II, L.P.	n/a	n/a	Various	Various	(24,831)	-	(24,831)
Springcreek Venture IV, L.P.	n/a	n/a	Various	Various	1,482	-	1,482
Springcreek Private Equity Fund I, L.P.	n/a	n/a	Various	Various	(11,632)	-	(11,632)
Springcreek Private Equity FOF 2007, L.P.	n/a	n/a	Various	Various	2,742	-	2,742
					<u>866,934</u>	<u>1,266,535</u>	<u>(399,601)</u>

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Schedule 12 - Part VIII, section 1 - List of officers, directors, etc.

(a) Name and address	(b) Title and average hours per week	(c) Compensation	(d) Contributions to emp. benefit plans	(e) Expense account
Maud-Alison Long 770 Tamalpais Drive, Suite 210 Corte Madera, CA 94925	President/ Director 25 hours/week	0	0	0
Marlis Corning Jansen 770 Tamalpais Drive, Suite 210 Corte Madera, CA 94925	V.P/Director 5 hours/week	0	0	0
Tanya Winkley 770 Tamalpais Drive, Suite 210 Corte Madera, CA 94925	Secretary/Treasurer Not a director 1 hour/week	0	0	0
Susan Clark 770 Tamalpais Drive, Suite 210 Corte Madera, CA 94925	Director 1 hour/week	0	0	0
Mark Finser 770 Tamalpais Drive, Suite 210 Corte Madera, CA 94925	Director 1 hour/week	0	0	0
Sylvia Yee 770 Tamalpais Drive, Suite 210 Corte Madera, CA 94925	Director 1 hour/week	0	0	0

Schedule 13 - Part XIII, Line 4c - Election Under Section 53.4942(a)-3(d)(2)

The Springcreek Foundation elects to treat current year qualifying distributions as made out of corpus

Springcreek Foundation
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Schedule 14 - Part XV, line 3a - Grants and Contributions Paid during the year

Donee's name and address	Relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grants	Amount
A.P.P.L.E. Familyworks 4 Joseph Street San Rafael, CA 94903	N/A	501(c)(3) 509(a)(2)	General Support	3,000
Amer Foundation Tibetan Cult Preserv P O Box 5314 Glendale, CA 91221-5314	N/A	501(c)(3) 509(a)(1)	Tools for Schools Program	5,000
Amer Foundation Tibetan Cult Preserv P O Box 5314 Glendale, CA 91221-5314	N/A	501(c)(3) 509(a)(1)	General Support	3,238
Asian Art Museum Foundation of S F Golden Gate Park, 75 Tea Garden Drive San Francisco, CA 94118	N/A	501(c)(3) 509(a)(1)	General Support	1,000
Bay Area Financial Education Foundation 345 Franklin Street San Francisco, CA 94102-4427	N/A	501(c)(3) 509(a)(1)	General Support	1,450
Bay Area Womens and Childrens Ctr 318 Leavenworth Street San Francisco, CA 94102-2613	N/A	501(c)(3) 509(a)(1)	General Support	500
Berkeley Repertory Theatre 2025 Addison Street Berkeley, CA 94704	N/A	501(c)(3) 509(a)(1)	General Support	10,565
Bryant School Foundation 2443 Fillmore Street, #193 San Francisco, CA 94115	N/A	501(c)(3) 509(a)(1)	General Support	4,654
California Film Institute 38 Miller Avenue, Suite 6 Mill Valley, CA 94941 USA	N/A	501(c)(3) 509(a)(1)	General Support	7,500
Case Western Reserve University 11000 Cedar Avenue, Suite 357 Cleveland, OH 44106	N/A	501(c)(3) 509(a)(1)	Ellen Long Professorship in World Affairs	11,390
Case Western Reserve University 11000 Cedar Avenue, Suite 357 Cleveland, OH 44106	N/A	501(c)(3) 509(a)(1)	Ellen & Dixon Long Research Support Fund	4,000
Case Western Reserve University 11000 Cedar Avenue, Suite 357 Cleveland, OH 44106	N/A	501(c)(3) 509(a)(1)	Ellen Long Professorship in World Affairs	3,267
Cinnabar Arts Corporation 3333 Petaluma Blvd N Petaluma, CA 94952	N/A	501(c)(3) 509(a)(2)	General Support	1,000
Cinnabar Elementary School 286 Skillman Lane Petaluma, CA 94952-0399	N/A	501(c)(3) 509(a)(1)	Resource Dept Program	500

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Schedule 14 - Part XV, line 3a - Grants and Contributions Paid during the year

Donee's name and address	Relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grants	Amount
Cinnabar Elementary School 286 Skillman Lane Petaluma, CA 94952-0399	N/A	501(c)(3) 509(a)(1)	Shiela Lukas Class Program	1,500
Citizens for Smart Growth, Inc 113 E Bullion Street, Suite C Hailey, ID 83333-8770	N/A	501(c)(3) 509(a)(1)	General Support	6,000
Corporation of the Fine Arts Museums 50 Hagiwara Tea Garden Drive San Francisco, CA 94118	N/A	501(c)(3) 509(a)(1)	General Support	2,500
Crissy Field Dog Group, Inc P O Box 475372 San Francisco, CA 94147-5372	N/A	501(c)(3) 509(a)(1)	General Support	500
CSU Long Beach Foundation 6300 E State University Drive, Suite 332 Long Beach, CA 90815	N/A	501(c)(3) 509(a)(1)	PISCES Project	9,000
Cystic Fibrosis Foundation 4600 Roseville Road, Suite 140 N Highlands, CA 95660-5157	N/A	501(c)(3) 509(a)(1)	Great Strides Program	1,500
Di Rosa Preserve 5200 Carneros Highway Napa, CA 94559	N/A	501(c)(3) 509(a)(2)	General Support	1,000
Foundation for Integrative Oncology P O Box 5031 Larkspur, CA 94977	N/A	501(c)(3) 509(a)(1)	General Support	1,250
Friends of CRAFT 1392 W Dittemore Road Gosport, IN 47433	N/A	501(c)(3) 509(a)(1)	Stone Age Institute Building Maintenance	1,105
Friends of CRAFT 1392 W Dittemore Road Gosport, IN 47433	N/A	501(c)(3) 509(a)(1)	Stone Age Institute General Support	69,428
Friends of CRAFT 1392 W Dittemore Road Gosport, IN 47433	N/A	501(c)(3) 509(a)(1)	Stone Age Institute - Music CD Project	1,000
Friends of CRAFT 1392 W Dittemore Road Gosport, IN 47433	N/A	501(c)(3) 509(a)(1)	Stone Age Institute - Begouen Fund	5,000
Greenscool Inc P O Box 8800 Ketchum, ID 83340	N/A	501(c)(3) 509(a)(1)	Foundationsearch Project	3,000
Greenwood School 17 Buena Vista Avenue Mill Valley, CA 94941	N/A	501(c)(3) 509(a)(1)	General Support	5,000

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Harvard Magazine, Inc 7 Ware Street Cambridge, MA 02138-4001	N/A	501(c)(3) 509(a)(2)	General Support	1,000
Harvard University - Radcliffe Institute 10 Garden Street Cambridge, MA 02138	N/A	501(c)(3) 509(a)(1)	General Support	1,000
Hathaway Brown School 19600 N Park Boulevard Shaker Heights, OH 44122	N/A	501(c)(3) 509(a)(1)	General Support	1,000
Holden Arboretum 9500 A Sperry Road Kirtland, OH 44094-5149	N/A	501(c)(3) 509(a)(1)	General Support	2,000
Human Capital Foundation, Inc 58 Fogg Farm Road White River Jct, VT 05001-9485	N/A	501(c)(3) 509(a)(1)	General Support	10,000
James Lick Middle School 1220 Noe Street San Francisco, CA 94114	N/A	501(c)(3) 509(a)(1)	Science Classroom Fund	1,500
James Lick Middle School 1220 Noe Street San Francisco, CA 94114	N/A	501(c)(3) 509(a)(1)	Math & Science Program	2,500
Lake Tahoe Community College Foundation 1 College Drive South Lake Tahoe, CA 96150-4500	N/A	501(c)(3) 509(a)(1)	Child Development Center	3,500
Leadership Public Schools Inc 2601 Mission Street Suite 900 San Francisco, CA 94110	N/A	501(c)(3) 509(a)(1)	General Support	4,921
Marin Academy 1600 Mission Avenue San Rafael, CA 94901	N/A	501(c)(3) 509(a)(1)	Pool Maintenance Fund	2,500
Marin Academy 1600 Mission Avenue San Rafael, CA 94901	N/A	501(c)(3) 509(a)(1)	General Support	1,000
Marin Arts Council 650 Las Gallinas Avenue, Suite C San Rafael, CA 94903	N/A	501(c)(3) 509(a)(1)	General Support	1,024
Marin Community Food Bank 75 Digital Drive Novato, CA 94949	N/A	501(c)(3) 509(a)(1)	General Support	2,449
Marin County Bicycle Coalition P O Box 1115 Fairfax, CA 94978-1115	N/A	501(c)(3) 509(a)(1)	General Support	500

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Marin Horizon School, Inc 305 Montford Avenue Mill Valley, CA 94941	N/A	501(c)(3) 509(a)(1)	General Support	2,014
Marin Horizon School, Inc 305 Montford Avenue Mill Valley, CA 94941	N/A	501(c)(3) 509(a)(1)	Fund a Need Fund	41
Methow Conservancy P O Box 71 Winthrop, WA 98862-0071	N/A	501(c)(3) 509(a)(1)	General Support	5,000
Mill Valley Schools Community Foundation 409 Sycamore Avenue Mill Valley, CA 94941	N/A	501(c)(3) 509(a)(1)	General Support	1,000
Moab Music Festival, Inc 59 South Main Street, #3 P.O BOX 698 Moab, UT 84532	N/A	501(c)(3) 509(a)(1)	General Support	15,000
National Parks and Conservation Assoc P O Box 1289 Oakland, CA 94604-1289	N/A	501(c)(3) 509(a)(1)	General Support	1,000
National Transplant Assistance Fund, Inc 150 Radnor Chester Road Radnor, PA 19087-5253	N/A	501(c)(3) 509(a)(1)	Linda Laverne Fund	5,000
National Transplant Assistance Fund, Inc 150 Radnor Chester Road Radnor, PA 19087-5253	N/A	501(c)(3) 509(a)(1)	SW Liver Transplant Fund	1,000
New Dramatists, Inc 424 West 44th Street New York, NY 10036	N/A	501(c)(3) 509(a)(1)	General Support	2,505 00
North. Calif Public Broadcasting Inc 2601 Mariposa Street San Francisco, CA 94110	N/A	501(c)(3) 509(a)(1)	General Support	6,250 00
Northcentral Maltese Rescue Inc 3601 Wright Avenue Racine, WI 53405-3351	N/A	501(c)(3) 509(a)(1)	General Support	500 00
Pachamama Alliance P O Box 29191 San Francisco, CA 94129-0191	N/A	501(c)(3) 509(a)(1)	General Support	500 00
Pacific Forest Trust, Inc 1001-A O'Reilly Avenue San Francisco, CA 94129	N/A	501(c)(3) 509(a)(1)	General Support	1,000 00
Parents Available to Help Inc P O Box 117 Northford, CT 06472-0117	N/A	501(c)(3) 509(a)(1)	General Support	1,000 00

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Philanthropy Northwest 2505 3rd Avenue, Suite 200 Seattle, WA 98121-1494	N/A	501(c)(3) 509(a)(1)	Member Fund	1,425 00
Plan International USA, Inc 155 Plan Way Warwick, RI 02886	N/A	501(c)(3) 509(a)(1)	Sponsorship Program	348 00
Planned Parenthood Golden Gate 815 Eddy Street, Suite 300 San Francisco, CA 94109 USA	N/A	501(c)(3) 509(a)(1)	Marin County Educator	30,000 00
PTA California Congress of Parents, Teachers & St 286 Skillman Lane Petaluma, CA 94952-0399	N/A	501(c)(3) 509(a)(1)	General Support	500 00
Regents of Univ of Calif at Berkeley 171 University Hall, SPC 1104 Berkeley, CA 94720	N/A	501(c)(3) 509(a)(1)	Piano Fund	500 00
Rural Calif Broadcasting Corp KRCB-TV 5850 Labath Avenue Rohnert Park, CA 94928-2041	N/A	501(c)(3) 509(a)(1)	Moments in Time Program	2,000 00
San Francisco Ballet Association 455 Franklin Street, 3rd Floor San Francisco, CA 94102	N/A	501(c)(3) 509(a)(1)	General Support	2,500 00
San Francisco Botanical Garden Society 1199 9th Avenue San Francisco, CA 94122-2370	N/A	501(c)(3) 509(a)(1)	General Support	20,000 00
San Francisco Friends of Chamber Music PMB 357 3701 Sacramento Street San Francisco, CA 94118-1705	N/A	501(c)(3) 509(a)(1)	General Support	5,000 00
San Francisco Opera Association 301 Van Ness Avenue San Francisco, CA 94102	N/A	501(c)(3) 509(a)(1)	General Support	9,000 00
San Francisco Symphony 201 Van Ness Avenue San Francisco, CA 94102	N/A	501(c)(3) 509(a)(1)	General Support	11,345 00
San Juan Preservation Trust P O Box 327 Lopez, WA 98261-0327	N/A	501(c)(3) 509(a)(1)	General Support	500 00
San Marin High School 15 San Marin Drive Novato, CA 94945	N/A	501(c)(3) 509(a)(1)	General Support	1,000 00
Save San Francisco Bay Association 1600 Broadway, Suite 300 Oakland, CA 94612	N/A	501(c)(3) 509(a)(1)	General Support	500 00

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Sawtooth Botanical Garden, Inc P O. BOX 928 Sun Valley, ID 83353-0928	N/A	501(c)(3) 509(a)(1)	Ellen Long Memorial Fund	5,000 00
Sierra Club Foundation 85 2nd Street, Suite 750 San Francisco, CA 94105-3465	N/A	501(c)(3) 509(a)(1)	John Muir Society	1,000 00
Sinaloa Middle School 2045 Vineyard Road Novato, CA 94947	N/A	501(c)(3) 509(a)(1)	General Support	1,500 00
Sonoma Valley High School 20000 Broadway Sonoma, CA 95476	N/A	501(c)(3) 509(a)(1)	Grad Night Fund	500 00
Sonoma Valley Museum of Art P O Box 322 Sonoma, CA 95476	N/A	501(c)(3) 509(a)(1)	Director's Discretionary Fund	10,000 00
St. Andrew Presbyterian Church 16290 Arnold Drive Sonoma, CA 95476	N/A	501(c)(3) Church	Youth Group Mission	500 00
The Leakey Foundation 1003B O'Reilly Avenue San Francisco, CA 94129-1359	N/A	501(c)(3) 509(a)(1)	General Support	11,000 00
The Leakey Foundation 1003B O'Reilly Avenue San Francisco, CA 94129-1359	N/A	501(c)(3) 509(a)(1)	F Clark Howell Endowment	20,000 00
The University Corp San Francisco State 1600 Holloway Avenue San Francisco, CA 94132-1722	N/A	501(c)(3) 509(a)(1)	LeBuhn Bee project	3,000 00
Trustees of Dartmouth College 6068 Blunt Alumni Center Hanover, NH 03755-3548	N/A	501(c)(3) 509(a)(1)	Class of 1990 Fund	5,000 00
UCSF Children's Hospital P O Box 45339 San Francisco, CA 94145-0339	N/A	501(c)(3) 509(a)(1)	Intensive Care Nursery	250 00
University of Minnesota Foundation 200 Oak Street, SE #500 Minneapolis, MN 55455-2010	N/A	501(c)(3) 509(a)(1)	Scholarship Fund #1558	2,300 00
Valley of the Moon Teen Center P O Box 2053 Boyes Hot Spring, CA 95416-2053	N/A	501(c)(3) 509(a)(1)	General Support	1,500 00
Velo Development Foundation 209 3rd Street, #2 Sausalito, CA 94965	N/A	501(c)(3) 509(a)(1)	General Support	750 00

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Well Network P O Box 3380 Vista, VA 92085-3380	N/A	501(c)(3) 509(a)(1)	General Support	1,000 00
Western Reserve Academy 115 College Street Hudson, OH 44236	N/A	501(c)(3) 509(a)(1)	ELISA Program	35,000 00
Western Reserve Academy 115 College Street Hudson, OH 44236	N/A	501(c)(3) 509(a)(1)	Maintenance of Long House	8,132 00
Western Reserve Academy 115 College Street Hudson, OH 44236	N/A	501(c)(3) 509(a)(1)	Flanagan Scholarship Fund	5,000 00
Western Reserve Academy 115 College Street Hudson, OH 44236	N/A	501(c)(3) 509(a)(1)	Ellen Long Chair Research Fund	6,333 00
Western Reserve Academy 115 College Street Hudson, OH 44236	N/A	501(c)(3) 509(a)(1)	Annual Fund	6,000 00
Wildcare Terwiliger Nature Education 76 Albert Park Lane San Rafael, CA 94901-3929	N/A	501(c)(3) 509(a)(1)	General Support	1,000 00
Wood River Community Young Mens Christian P O Box 6801 Ketchum, ID 83340-6801	N/A	501(c)(3) 509(a)(1)	General Support	12,500 00
Youth Yoga Dharma 95 Fleetwood Drive Daly City, CA 94015-3028	N/A	501(c)(3) 509(a)(1)	General Support	1,000 00
Zyzyva, Inc P O BOX 590069 San Francisco, CA 94159-0069	N/A	501(c)(3) 509(a)(1)	General Support	15,172 00
				<u>479,606 00</u>