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2009

Department of the Treasury  
Internal Revenue Service

**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  
database**

THE BAKER STREET FOUNDATION

**A Employer identification number:**

114

label. Otherwise, print or type. See Specific Instructions.	<b>THE BAKER STREET FOUNDATION</b>		<b>94-3192365</b>
	Number and street (or P O box number if mail is not delivered to street address) <b>135 MAIN ST.</b>	Room/suite <b>1140</b>	B Telephone number <b>415-356-2012</b>
	City or town, state, and ZIP code <b>SAN FRANCISCO, CA 94105</b>		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/>

**H Check type of organization:**  **Section 501(c)(3) exempt private foundation**  **Section 4047(c)(1) nonexempt charitable trust**  **Other taxable private foundation**

<input type="checkbox"/> Section 497(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation	<input type="checkbox"/> If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year <i>(from Part II, col. (c), line 16)</i> <b>► \$ 65,783,321.</b> <i>(Part I, column (d) must be on cash basis.)</i>		<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<input type="checkbox"/> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

<b>Part I</b>	<b>Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	<b>(a) Revenue and expenses per books</b>	<b>(b) Net investment income</b>	<b>(c) Adjusted net income</b>	<b>(d) Disbursements for charitable purposes (cash basis only)</b>
---------------	---	---	----------------------------------	--------------------------------	--

1 Contributions, gifts, grants, etc., received	4,946,000.	N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments			
4 Dividends and interest from securities	1,131,914.	1,131,914.	STATEMENT 1
5a Gross rents			
b Net rental income or (loss)			
6a Net gain or (loss) from sale of assets not on line 10	3,651,758.		RECEIVED
b Gross sales price for all assets on line 6a	8,898,672.		
7 Capital gain net income (from Part IV, line 2)	3,651,758.		
8 Net short-term capital gain			
9 Income modifications			
10a Gross sales less returns and allowances			003 NOV 19 2010
b Less Cost of goods sold			
c Gross profit or (loss)			OGDEN, UT
11 Other income	<33,133.>	<33,133.>	STATEMENT 2
12 Total. Add lines 1 through 11	9,696,539.	4,750,539.	

Operating and Administrative Expenses	0.		0.
	STMT	3	
13 Compensation of officers, directors, trustees, etc			
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees			
b Accounting fees	STMT	3	16,827.
c Other professional fees	STMT	4	0.
17 Interest			
18 Taxes	STMT	5	0.
19 Depreciation and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses			
24 Total operating and administrative expenses. Add lines 13 through 23			32,479.
25 Contributions, gifts, grants paid			
26 Total expenses and disbursements. Add lines 24 and 25			3,349,979.
	3,728,257.	297,873.	

27 Subtract line 26 from line 12:			
a Excess of revenue over expenses and disbursements	5,968,282.		
b Net investment income (if negative, enter -0-)	4,452,666.		
c Adjusted net income (if negative, enter -0-)		N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,088,255.	2,040,247.	2,040,247.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	4,325,000.	4,946,000.	4,906,000.
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	53,069,006.	56,837,510.	58,837,074.
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)	60,482,261.	63,823,757.	65,783,321.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)	STATEMENT 10)	0.	4,695.
	23	Total liabilities (add lines 17 through 22)		0.	4,695.
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	60,482,261.	63,819,062.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances	60,482,261.	63,819,062.	
	31	Total liabilities and net assets/fund balances	60,482,261.	63,823,757.	

## 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	60,482,261.
2	Enter amount from Part I, line 27a	2	5,968,282.
3	Other increases not included in line 2 (itemize) ►	3	1,307,865.
4	Add lines 1, 2, and 3	4	67,758,408.
5	Decreases not included in line 2 (itemize) ►	5	3,939,346.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	63,819,062.

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**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.)
<b>1a SEE STATEMENT A</b>					
<b>b CAPITAL GAINS DIVIDENDS</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 8,860,427.		5,246,914.	3,613,513.		
b 38,245.			38,245.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			3,613,513.		
b			38,245.		
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	3,651,758.	
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). If (loss), enter -0- in Part I, line 8	{ }		3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	3,640,983.	53,731,181.	.067763
2007	4,015,625.	61,508,047.	.065286
2006	4,034,302.	57,101,730.	.070651
2005	3,773,827.	59,727,172.	.063184
2004	3,507,994.	59,549,270.	.058909
2 Total of line 1, column (d)		2	.325793
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	.065159
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5		4	50,663,498.
5 Multiply line 4 by line 3		5	3,301,183.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	44,527.
7 Add lines 5 and 6		7	3,345,710.
8 Enter qualifying distributions from Part XII, line 4		8	3,349,979.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	44,527.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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-)			
3	Add lines 1 and 2		2	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	44,527.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		4	0.
6	<b>Credits/Payments:</b>		5	44,527.
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a		98,921.
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		75,000.
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	173,921.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>		10	129,394.
11	Enter the amount of line 10 to be: <u>Credited to 2010 estimated tax</u> ► <input type="checkbox"/> <u>Refunded</u> ► <input type="checkbox"/>		11	0.

**Part VII-A | Statements Regarding Activities**

	Yes	No
1a	<input checked="" type="checkbox"/>	X
1b	<input checked="" type="checkbox"/>	X
1c	<input checked="" type="checkbox"/>	X
2	<input checked="" type="checkbox"/>	X
3	<input checked="" type="checkbox"/>	X
4a	<input checked="" type="checkbox"/>	X
4b	<input checked="" type="checkbox"/>	X
5	<input checked="" type="checkbox"/>	X
6	<input checked="" type="checkbox"/>	X
7	<input checked="" type="checkbox"/>	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>CA</u>	
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 <i>General Instruction G</i> ? If "No," attach explanation	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(l)(3) or 4942(l)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	

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## Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11  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? Website address ► N/A 13  X

14 The books are in care of ► ROY BUKSTEIN Telephone no. ► (415) 356-2012  
Located at ► 135 MAIN STREET #1140, SAN FRANCISCO, CA ZIP+4 ► 94105

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 N/A

## 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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No</span>		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No</span>		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No</span>		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float: right;"><input checked="" type="checkbox"/> Yes <input type="checkbox"/> X <input type="checkbox"/> No</span>		
(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)? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No</span>		
(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.) <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No</span>		
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 ► <span style="float: right;">1b <input type="checkbox"/> X</span>		
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? <span style="float: right;">1c <input type="checkbox"/> X</span>		
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)): <span style="float: right;">2b <input type="checkbox"/> N/A</span>		
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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No</span>		
If "Yes," list the years ► <span style="float: right;">2c <input type="checkbox"/> N/A</span>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <span style="float: right;">2d <input type="checkbox"/> N/A</span>		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <span style="float: right;">2e <input type="checkbox"/> N/A</span>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No</span>		
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) <span style="float: right;">3b <input type="checkbox"/> N/A</span>		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <span style="float: right;">4a <input type="checkbox"/> X</span>		
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? <span style="float: right;">4b <input type="checkbox"/> X</span>		

## 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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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  
 Yes  No  
 Yes  No  
 Yes  No  
 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 instructions)?

N/A  
► 

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes  No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes  No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

Yes  No

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?

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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  
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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
OFFIT HALL CAPITAL MANAGEMENT LLC - ONE MARITIME PLAZA 5TH FLOOR, SAN FRANCISCO, CA	INVESTMENT ADVISORY	151,750.
MAIN MANAGEMENT - 601 CALIFORNIA ST, STE 615, SAN FRANCISCO, CA 94108	ASSET MANAGEMENT	59,350.
MMM MANAGEMENT INC - 135 MAIN STREET #1140, SAN FRANCISCO, CA 94105	MANAGEMENT	56,600.

**Total number of others receiving over \$50,000 for professional services**

►

0

**Part IX-A** Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

**Part IX-B** Summary of Program-Related Investments

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

Amount

1	N/A	
2		
3		

All other program-related investments. See instructions.

3		

**Total.** Add lines 1 through 3

►

0.

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**Part X Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	47,466,900.
b	Average of monthly cash balances	1b	3,968,123.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	51,435,023.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	51,435,023.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	771,525.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	50,663,498.
6	Minimum investment return Enter 5% of line 5	6	2,533,175.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ►  and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,533,175.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	44,527.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	44,527.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,488,648.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,488,648.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,488,648.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	3,349,979.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	3,349,979.
b	Cash distribution test (attach the required schedule)	5	44,527.
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	3,305,452.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,488,648.
2 Undistributed income, if any, as of the end of 2008			0.	
a Enter amount for 2008 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	569,030.			
b From 2005	830,618.			
c From 2006	1,531,291.			
d From 2007	1,012,969.			
e From 2008	1,078,648.			
f Total of lines 3a through e	5,022,556.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 3,349,979.			0.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				2,488,648.
e Remaining amount distributed out of corpus	861,331.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:	5,883,887.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				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)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	569,030.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	5,314,857.			
10 Analysis of line 9:				
a Excess from 2005	830,618.			
b Excess from 2006	1,531,291.			
c Excess from 2007	1,012,969.			
d Excess from 2008	1,078,648.			
e Excess from 2009	861,331.			

**Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ►   
b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

**Part XV** **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)

## 1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

## MARY M. MINER

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

**NONE**

## **2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs**

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a. The name, address, and telephone number of the person to whom applications should be addressed:

**b. The form in which applications should be submitted and information and materials they should include:**

**c Any submission deadlines:**

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

## Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE STATEMENT B	NONE	501(C)3 ORGANIZATION	EDUCATION, HEALTH, CANCER RESEARCH, ART, GENERAL FUN	3317500.
<b>Total</b>				► 3a 3317500.
<i>b Approved for future payment</i>	NONE			
<b>Total</b>				► 3b 0.

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Form 990-PF (2009)

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

## 1 Program service revenue:

a \_\_\_\_\_  
 b \_\_\_\_\_  
 c \_\_\_\_\_  
 d \_\_\_\_\_  
 e \_\_\_\_\_  
 f \_\_\_\_\_

g Fees and contracts from government agencies

## 2 Membership dues and assessments

## 3 Interest on savings and temporary cash investments

## 4 Dividends and interest from securities

## 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

## 8 Gain or (loss) from sales of assets other than inventory

## 9 Net income or (loss) from special events

## 10 Gross profit or (loss) from sales of inventory

## 11 Other revenue:

a \_\_\_\_\_  
 b \_\_\_\_\_  
 c \_\_\_\_\_  
 d \_\_\_\_\_  
 e \_\_\_\_\_

## 12 Subtotal. Add columns (b), (d), and (e)

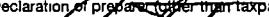
## 13 Total. Add line 12, columns (b), (d), and (e)

(See worksheet in line 13 instructions to verify calculations.)

	Unrelated business income		(c) Exclu- sion code	(d) Amount	(e) Related or exempt function income
	(a) Business code	(b) Amount			
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2					
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**Part XVII** Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

<p><b>2a</b> Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?</p>		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No															
<p><b>b</b> If "Yes," complete the following schedule.</p> <table border="0" style="width: 100%;"> <thead> <tr> <th style="text-align: center; width: 33.33%;"><b>(a) Name of organization</b></th> <th style="text-align: center; width: 33.33%;"><b>(b) Type of organization</b></th> <th style="text-align: center; width: 33.33%;"><b>(c) Description of relationship</b></th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">N/A</td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> </tr> </tbody> </table>			<b>(a) Name of organization</b>	<b>(b) Type of organization</b>	<b>(c) Description of relationship</b>	N/A											
<b>(a) Name of organization</b>	<b>(b) Type of organization</b>	<b>(c) Description of relationship</b>															
N/A																	

<p>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 or fiduciary) is based on all information of which preparer has any knowledge.</p>				
		<span style="border: 1px solid black; padding: 2px;">11/12/10</span>	<span style="border: 1px solid black; padding: 2px;">CFO</span>	
<b>Signature of officer or trustee</b>		<b>Date</b>	<b>Title</b>	
<b>Sign Here</b>	<b>Paid Preparer's Use Only</b>	<b>Preparer's signature</b>	<b>Date</b>	<b>Check if self- employed</b>
			<span style="border: 1px solid black; padding: 2px;">11/12/10</span>	<input checked="" type="checkbox"/>
	<b>Firm's name (or yours if self-employed), address, and ZIP code</b>	<b>DZH PHILLIPS LLP 135 MAIN STREET, 9TH FL. SAN FRANCISCO, CA 94105-1815</b>	<b>EIN</b>	<b>Preparer's identifying number</b>
				<span style="border: 1px solid black; padding: 2px;">(415) 781-2500</span>

923622  
02-02-10

## Schedule B

**(Form 990, 990-EZ,  
or 990-PF)**

Department of the Treasury  
Internal Revenue Service

## Schedule of Contributors

► Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

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**Name of the organization**

**Employer identification number**

## THE BAKER STREET FOUNDATION

94-3192365

**Organization type (check one):**

**Filers of:** \_\_\_\_\_ **Section:** \_\_\_\_\_

**Form 990 or 990-EZ**

- 501(c)( ) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

### General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

## Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

**Schedule B (Form 990, 990-EZ, or 990-PF) (2009)**

Name of organization

Employer identification number

THE BAKER STREET FOUNDATION94-3192365**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<u>MARY MINER</u>  <u>135 MAIN STREET, #1140</u>  <u>SAN FRANCISCO, CA 94105</u>	\$ <u>4,946,000.</u>	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE BAKER STREET FOUNDATION94-3192365**Part II Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	200,000 SHARES - ORACLE CORPORATION	\$ 4,946,000.	12/23/09
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

023453 02-01-10

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

**THE BAKER STREET FOUNDATION****94-3192365****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

## Statement A (1/2)

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost	Gain/Loss
<b>Schwab 2361-4521</b>							
Charles Schwab #2361-452- Oracle Corporation	90,000 10/26/1994	3/25/2009	\$ 1,531,710.29	\$ 186,174.00	\$ 1,345,536.29		
Charles Schwab #2361-452- Oracle Corporation	10,000 12/26/1996	3/25/2009	\$ 170,190.45	\$ 20,686.00	\$ 149,504.45		
Charles Schwab #2361-452- Oracle Corporation	50,000 12/19/2007	3/25/2009	\$ 850,956.02	\$ 103,430.00	\$ 747,526.02		
Charles Schwab #2361-452- Oracle Corporation	50,000 12/19/2007	5/11/2009	\$ 965,361.23	\$ 103,430.00	\$ 861,931.23		
Charles Schwab #2361-452- Oracle Corporation	20,000 12/19/2007	5/5/2009	\$ 384,805.16	\$ 41,372.00	\$ 343,433.16		
Charles Schwab #2361-452- Oracle Corporation	30,000 12/19/2007	7/16/2009	\$ 620,726.09	\$ 62,058.00	\$ 558,668.09		
			\$ 4,523,749.24	\$ 517,150.00	\$ 4,006,599.24		
<b>Schwab 4866-2904</b>							
Charles Schwab #4866-290- Ishs MSCI Emrg Mkt Exp 1/17/09	330 1/17/2009	1/6/2009	\$ 9,711.54	\$ -	\$ 9,711.54		
Charles Schwab #4866-290- SPDr Tr UIT SR 1 Exp 1/17/09	150 1/17/2009	1/6/2009	\$ 15,719.91	\$ -	\$ 15,719.91		
Charles Schwab #4866-290- Vanguard Sector Index Fds	5,590.00 9/26/2008	1/27/2009	\$ 176,096.87	\$ 338,400.15	\$ (162,303.28)		
Charles Schwab #4866-290- Vanguard Sector Index Fds	5,590.00 9/30/2008	1/27/2009	\$ 176,096.87	\$ 331,389.18	\$ (155,292.31)		
Charles Schwab #4866-290- SPDr Tr UIT SR 1 Exp 02/21/09	150 2/21/2009	2/6/2009	\$ 15,863.91	\$ -	\$ 15,863.91		
Charles Schwab #4866-290- SPDr Tr UIT SR 1 Exp 03/21/09	150 3/19/2009	3/12/2009	\$ 12,779.92	\$ -	\$ 12,779.92		
Charles Schwab #4866-290- Standard & Poor's Depository Rec SPDR	2,200.00 5/14/2008	3/19/2009	\$ 167,197.75	\$ 305,674.37	\$ (138,476.63)		
Charles Schwab #4866-290- SPDr Tr UIT SR 1 Exp 03/21/09	153 3/21/2009	3/18/2009	\$ 8,537.95	\$ -	\$ 8,537.95		
Charles Schwab #4866-290- SPDr Gold Trust Exp 05/16/09	38 5/16/2009	4/24/2009	\$ 3,579.90	\$ -	\$ 3,579.90		
Charles Schwab #4866-290- SPDr Tr UIT SR 1 Exp 05/16/09	130 5/16/2009	4/24/2009	\$ 18,767.51	\$ -	\$ 18,767.51		
Charles Schwab #4866-290- Standard & Poor's Depository Rec SPDR	3,320.00 10/16/2008	5/26/2009	\$ 302,951.63	\$ 288,667.09	\$ 14,284.54		
Charles Schwab #4866-290- Standard & Poor's Depository Rec SPDR	2,180.00 1/21/2009	5/26/2009	\$ 198,926.07	\$ 181,030.82	\$ 17,895.25		
Charles Schwab #4866-290- SPDR Gold Trust Exp 06/20/09	38 6/20/2009	5/20/2009	\$ 4,529.88	\$ -	\$ 4,529.88		
Charles Schwab #4866-290- Call SPDR Trust UIT Sr I Exp 07/18/09	130 7/8/2009	7/2/2009	\$ 10,213.73	\$ 1,200.00	\$ 9,013.73		
Charles Schwab #4866-290- Call SPDR Gold Trust Exp 07/18/09	38 7/18/2009	7/2/2009	\$ 3,657.80	\$ -	\$ 3,657.80		
Charles Schwab #4866-290- Call SPDR Gold Trust Exp 08/22/09	440 8/21/2009	7/21/2009	\$ 31,169.59	\$ 16,556.40	\$ 14,613.19		
Charles Schwab #4866-290- Call SPDR Gold Trust Exp 08/22/09	4,000.00 1/12/2008	8/21/2009	\$ 383,981.18	\$ 318,623.60	\$ 65,357.58		
Charles Schwab #4866-290- Standard & Poor's Depository Rec SPDR	4,000 1/22/2009	7/21/2009	\$ 4,529.88	\$ -	\$ 4,529.88		
Charles Schwab #4866-290- Call SPDR Gold Trust Exp 08/22/09	38 8/22/2009	7/20/2009	\$ 6,594.26	\$ -	\$ 6,594.26		
Charles Schwab #4866-290- Call SPDR Trust UIT Sr I Exp 08/22/09	40 8/22/2009	7/18/2009	\$ 6,539.08	\$ 5,833.72	\$ 705.36		
Charles Schwab #4866-290- SPDR Gold Trust	66 1/27/2009	9/18/2009	\$ 300,314.75	\$ 282,405.24	\$ 17,909.51		
Charles Schwab #4866-290- SPDR Gold Trust	3,195.00 1/27/2009	9/18/2009	\$ 56,867.11	\$ 53,072.90	\$ 3,794.21		
Charles Schwab #4866-290- Call SPDR Gold Trust Exp 9/19/09	605 1/28/2009	9/19/2009	\$ 2,344.93	\$ -	\$ 2,344.93		

## Statement A (2/2)

Charles Schwab #4866-290- Call SPDR Gold Trust Exp9/19/09	19	9/19/2009	8/31/2009	\$ 2,040.56	\$ 14,110.00	\$ 2,040.56
Charles Schwab #4866-290- CALL ISHS MSCI Emrg Mkt Exp10/17/09	220	10/16/2009	9/18/2009	\$ 18,735.51	\$ 8,821.11	\$ 4,625.51
Charles Schwab #4866-290- Call SpDR Trust UIT Sr I Exp10/17/09	57	10/16/2009	9/17/2009	\$ 13,901.58	\$ 5,950.00	\$ 5,080.47
Charles Schwab #4866-290- Call ISHRS Russi 2000 Exp 10/17/09	113	10/16/2009	10/9/2009	\$ 5,581.43	\$ 881.40	\$ 4,986.43
Charles Schwab #4866-290- CALL ISHS MSCI EMRG Mkt Exp 10/17/09	220	10/16/2009	10/9/2009	\$ 3,481.10	\$ 2,599.70	\$ 2,599.70
Charles Schwab #4866-290- CALL ISHS MSCI Emrg Mkt Exp 11/21/09	220	10/28/2009	10/16/2009	\$ 12,661.47	\$ 2,010.00	\$ 10,651.47
Charles Schwab #4866-290- Call ISHRS Russi 2000 Exp 11/21/09	113	11/20/2009	11/4/2009	\$ 13,345.46	\$ 5,318.40	\$ 8,027.06
Charles Schwab #4866-290- Call SpDR Trust UIT Sr I Exp 11/21/09	155	11/20/2009	10/16/2009	\$ 39,247.54	\$ 8,555.00	\$ 30,692.54
Charles Schwab #4866-290- Call SpDR Trust UIT Sr I Exp 12/19/09	155	12/17/2009	11/20/2009	\$ 39,534.28	\$ 26,764.40	\$ 12,769.88
Charles Schwab #4866-290- Call ISHRS Russi 2000 Exp 12/19/09	113	12/19/2009	11/20/2009	\$ 29,388.79	\$ -	\$ 29,388.79
Charles Schwab #4866-290- Call ISHRS Russi 2000 Exp 12/19/09	130	12/19/2009	11/30/2009	\$ 16,687.57	\$ -	\$ 16,687.57
<b>TOTAL SHORT TERM</b>				<b>\$ 2,111,577.31</b>	<b>\$ 2,189,908.78</b>	<b>\$ (78,331.47)</b>
<b>LONG TERM</b>						
Charles Schwab #4866-290- Standard & Poors Depository Rec SPDR	4,560.00	10/23/2002	3/19/2009	\$ 346,555.34	\$ 403,694.06	\$ (57,138.72)
Charles Schwab #4866-290- Standard & Poors Depository Rec SPDR	5,740.00	10/23/2002	3/19/2009	\$ 436,234.13	\$ 508,158.76	\$ (71,924.63)
Charles Schwab #4866-290- Standard & Poors Depository Rec SPDR	2,500.00	10/29/2002	3/19/2009	\$ 189,997.44	\$ 226,352.75	\$ (36,355.31)
Charles Schwab #4866-290- Ishrs Russi 2000 Exp 04/18/09	113	4/17/2009	4/15/2009	\$ 6,382.58	\$ 23,764.52	\$ (17,381.94)
Charles Schwab #4866-290- Ishares Trust Ishares Barclays Tips	3,568.00	12/27/2006	5/15/2009	\$ 360,529.61	\$ 355,498.49	\$ 5,031.12
Charles Schwab #4866-290- Standard & Poors Depository Rec SPDR	1,400.00	10/23/2002	5/26/2009	\$ 127,750.69	\$ 123,941.16	\$ 3,809.53
Charles Schwab #4866-290- Standard & Poors Depository Rec SPDR	800	10/29/2002	5/26/2009	\$ 73,000.39	\$ 72,432.88	\$ 567.51
Charles Schwab #4866-290- Call SpDR Trust UIT Sr I Exp 08/22/09	57	8/21/2009	7/20/2009	\$ 9,396.81	\$ 38,904.00	\$ (29,507.19)
Charles Schwab #4866-290- Call SpDR Trust UIT Sr I Exp 9/19/09	57	9/17/2009	8/21/2009	\$ 7,575.31	\$ 13,596.00	\$ (6,020.69)
Charles Schwab #4866-290- CALL ISHS MSCI Emrg Mkt Exp 09/19/09	220	9/18/2009	8/21/2009	\$ 12,069.68	\$ 23,028.80	\$ (10,959.12)
Charles Schwab #4866-290- Call SPDR Trust UIT SR I Exp exp 10/17/09	98	10/16/2009	10/9/2009	\$ 6,474.09	\$ 7,498.58	\$ (1,024.49)
Charles Schwab #4866-290- Ishares Trust Russell 2000 Growth Index FD	8,632.00	4/22/2008	12/18/2009	\$ 492,004.49	\$ 609,800.04	\$ (117,795.55)
Charles Schwab #4866-290- Ishares Trust Russell 2000 Index Fd	2,668.00	10/16/2008	12/18/2009	\$ 152,070.00	\$ 129,213.79	\$ 22,856.21
Charles Schwab #4866-290- Ishares Trust Russell 2000 Index Fd	82	10/16/2008	12/21/2009	\$ 5,059.81	\$ 3,971.34	\$ 1,088.47
<b>TOTAL LONG TERM</b>				<b>\$ 2,225,100.37</b>	<b>\$ 2,539,855.17</b>	<b>\$ (314,754.80)</b>
Total Gain/Losses from Account 4866-2904				<b>\$ 4,336,677.68</b>	<b>\$ 4,729,763.95</b>	<b>\$ (393,086.27)</b>
Total Capital Gains/Losses				<b>\$ 8,860,426.92</b>	<b>\$ 5,246,913.95</b>	<b><u>\$ 3,613,512.97</u></b>

**Baker Street Foundation****Form 990-PF****FEIN 94-3192365****12/31/2009****STATEMENT B**

<b>Date</b>	<b>Description</b>	<b>Amount</b>
4/3/2009	826 Valencia	15,000
4/3/2009	Alzheimer's Association	60,000
3/18/2009	American Conservatory Theater	100,000
6/4/2009	American Conservatory Theater	120,000
9/23/2009	American Conservatory Theater	60,000
9/23/2009	Asian Art Musuem	50,000
4/3/2009	Bay Area Discovery Museum	50,000
4/3/2009	Cal Performances	20,000
4/3/2009	California Academy Of Science	100,000
4/3/2009	Camp Sunburst	40,000
9/23/2009	Creative Growth	5,000
4/3/2009	Cypress String Quartet	25,000
11/20/2009	Earthjustice	40,000
9/23/2009	Exploratorium	5,000
9/23/2009	Fine Arts Museum of San Francisco	5,000
6/15/2009	French American Int'l School	50,000
9/23/2009	German School of San Francisco	15,000
9/23/2009	Girl Source	5,000
4/3/2009	Girls Inc	30,000
11/20/2009	Goldengate National Park And Recreation	40,000
4/3/2009	KQED Signal Society	30,000
3/18/2009	Magic Theatre	20,000
3/18/2009	Magic Theatre	20,000
3/18/2009	Magic Theatre	30,000
9/23/2009	Memorial Sloan Kettering	100,000
9/23/2009	Museum Of Performance & Design	20,000
9/23/2009	National Osteoporosis Foundation	5,000
4/3/2009	New Langton Arts	10,000
9/23/2009	NOW	5,000
11/16/2009	ODC/Dance	100,000
9/23/2009	Project Open Hand-San Francisco	30,000
4/3/2009	Ronald McDonald House	5,000
9/23/2009	San Francisco Food Bank	15,000
4/3/2009	San Francisco Free Clinic	50,000
12/27/2009	San Francisco Ballet	1,000,000
4/3/2009	San Francisco Jazz Festival	100,000
9/23/2009	San Francisco Library Foundation	100,000
4/3/2009	San Francisco Performances	30,000
9/23/2009	SEEDS	10,000

**Baker Street Foundation****Form 990-PF****FEIN 94-3192365****12/31/2009****STATEMENT B**

<b>Date</b>	<b>Description</b>	<b>Amount</b>
4/3/2009	SF Museum Modern Art	100,000
4/3/2009	Shanti	10,000
4/3/2009	Slide Ranch-Education	7,500
9/23/2009	Stern Grove	5,000
9/23/2009	Tipping Point	100,000
4/3/2009	TNCD	25,000
9/23/2009	UCSF	100,000
9/23/2009	UCSF	400,000
6/15/2009	Vital Bridges	20,000
6/30/2009	Youth Tennis Advantage	25,000
9/23/2009	Zeum	10,000
		<b><u>3,317,500</u></b>

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
OAKMARK FUND	31,497.	0.	31,497.
PIMCO FUND	844,416.	29,616.	814,800.
SCHWAB #4866-2904	263,419.	8,629.	254,790.
SCHWAB #4866-4521	29,991.	0.	29,991.
WELLS FARGO	836.	0.	836.
TOTAL TO FM 990-PF, PART I, LN 4	1,170,159.	38,245.	1,131,914.

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	<173,699.>	<173,699.>	
SECURITIES SETTLEMENT AWARDS	9,070.	9,070.	
DB POWERSHARES	115,400.	115,400.	
HLP CREDIT DISLOCATION FUND LP	16,096.	16,096.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<33,133.>	<33,133.>	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	33,654.	16,827.		16,827.
TO FORM 990-PF, PG 1, LN 16B	33,654.	16,827.		16,827.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	267,700.	267,700.		0.
TO FORM 990-PF, PG 1, LN 16C	267,700.	267,700.		0.

## FORM 990-PF

## TAXES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	80,405.	0.		0.
FOREIGN TAXES-PIMCO	6,144.	6,144.		0.
FOREIGN TAXES-SCHWAB 2904	7,200.	7,200.		0.
TO FORM 990-PF, PG 1, LN 18	93,749.	13,344.		0.

## FORM 990-PF

## OTHER INCREASES IN NET ASSETS OR FUND BALANCES

## STATEMENT 6

DESCRIPTION	AMOUNT
LOSS REPORTED ON TAX RETURN NOT RECORDED IN BOOKS	173,699.
GAIN REPORTED ON BOOKS NOT RECORDED IN TAX RETURN	1,131,659.
NON-TAXABLE RETURN OF CAPITAL	2,507.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,307,865.

## FORM 990-PF

## OTHER DECREASES IN NET ASSETS OR FUND BALANCES

## STATEMENT 7

DESCRIPTION	AMOUNT
REALIZED GAIN - DIFFERENT TAX BASIS	3,807,850.
DB POWERSHARES PASSTHROUGH INCOME FROM K-1	115,400.
HLP CREDIT DISLOCATION FUND LP PASSROUGH INCOME FROM K-1	16,096.
TOTAL TO FORM 990-PF, PART III, LINE 5	3,939,346.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ORACLE CORPORATION	4,946,000.	4,906,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,946,000.	4,906,000.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OAKMARK FUND	COST	3,266,883.	3,446,920.
BANC OF AMERICA #20008 - EQUITIES	COST	0.	0.
AURELIUS CAPITAL MANAGEMENT	COST	3,000,000.	4,420,173.
CLOSE BROTHERS (CAYMAN) LTD	COST	3,000,000.	3,709,310.
LANSDOWNE EUROPEAN EQUITY FUND	COST	2,000,000.	2,437,670.
LONGLEAF PARTNERS FUND	COST	4,075,332.	3,167,209.
FARALLON CAPITAL INST PARTNERS, LP	COST	5,325,904.	5,325,904.
OAKMARK INTERNATIONAL FUND	COST	4,764,375.	3,668,633.
PIMCO TOTAL RETURN FUND	COST	13,074,328.	13,411,721.
ROYAL CAPITAL VALUE FUND	COST	3,000,000.	3,420,542.
PROSPECT HARBOR FUND	COST	2,000,000.	1,086,877.
HCP PRIVATE EQUITY FUND III	COST	425,000.	415,653.
HCP PRIVATE EQUITY FUND IV	COST	350,000.	265,441.
SCHWAB #4866-2904	COST	11,955,688.	13,429,914.
HCP CREDIT DISLOCATION FUND	COST	600,000.	631,107.
TOTAL TO FORM 990-PF, PART II, LINE 13		56,837,510.	58,837,074.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ACCRUED FOREIGN TAX - NET	0.	4,695.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	4,695.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARY M. MINER 135 MAIN STREET SAN FRANCISCO, CA 94105	PRESIDENT/DIRECTOR 2.00	0.	0.	0.
HELEN SEDWICK 135 MAIN STREET SAN FRANCISCO, CA 94105	SECRETARY/DIRECTOR 0.00	0.	0.	0.
ROY BUKSTEIN 135 MAIN STREET SAN FRANCISCO, CA 94105	CFO/DIRECTOR 4.00	0.	0.	0.
NICOLA MINER 135 MAIN STREET SAN FRANCISCO, CA 94105	DIRECTOR 0.00	0.	0.	0.
JUSTINE MINER 135 MAIN STREET SAN FRANCISCO, CA 94105	DIRECTOR 0.00	0.	0.	0.
LUKE MINER 135 MAIN STREET SAN FRANCISCO, CA 94105	DIRECTOR 0.00	0.	0.	0.
JOANNE HAGOPIAN ONE MARTIME PLAZA 5TH FLOOR SAN FRANCISCO, CA 94111	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.