Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, 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

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): 127 University Avenue | Room/suite:

B Telephone number (see page 10 of the instructions): (510) 841-4123

City or town, state, and ZIP code: Berkeley CA 94710

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 ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 14,878,094

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)	1,606			
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	248	248	0	
	4	Dividends and interest from securities	213,602	213,602	0	
	5 a	Gross rents	0	0	0	
	b	Net rental income or (loss) 0				
	6 a	Net gain or (loss) from sale of assets not on line 10	774,699			
	b	Gross sales price for all assets on line 6a 3,056,935				
	7	Capital gain net income (from Part IV, line 2)		774,699		
	8	Net short-term capital gain			0	
	9	Income modifications			0	
	10 a	Gross sales less returns and allowances 0				
	b	Less Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0		0	
	11	Other income (attach schedule) Sch. 1	-40,946	15,325	0	
	12	**Total.** Add lines 1 through 11	949,209	1,003,874	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0	0	0
	14	Other employee salaries and wages	0	0	0	0
	15	Pension plans, employee benefits	0	0	0	0
	16 a	Legal fees (attach schedule) Sch. 2	4,416	0	0	3,408
	b	Accounting fees (attach schedule) Sch. 3	4,726	0	0	21,332
	c	Other professional fees (attach schedule) Sch. 4	143,757	29,233	0	130,365
	17	Interest	3,741	3,741	0	0
	18	Taxes (attach schedule) (see page 14 of the instructions) #5	6,639	6,639	0	0
	19	Depreciation (attach schedule) and depletion	0	0	0	
	20	Occupancy	0	0	0	0
	21	Travel, conferences, and meetings	9,969	0	0	7,870
	22	Printing and publications	636	0	0	636
	23	Other expenses (attach schedule) Sch. 6	180,175	177,059	0	5,113
	24	**Total operating and administrative expenses.** Add lines 13 through 23	354,059	216,672	0	168,724
	25	Contributions, gifts, grants paid	359,087			359,087
	26	**Total expenses and disbursements** Add lines 24 and 25	713,146	216,672	0	527,811
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	236,063			
	b	**Net investment income** (if negative, enter -0-)		787,202		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	0	0	0
2	Savings and temporary cash investments	1,493,852	1,640,946	1,640,946
3	Accounts receivable ▶ 1,068			
	Less allowance for doubtful accounts ▶ 0	8,217	1,068	1,068
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	47,948	6,509	6,509
10 a	Investments—U S and state government obligations (attach schedule)	169,351	0	0
b	Investments—corporate stock (attach schedule) **Schedule 7**	1,415,318	1,442,040	1,442,040
c	Investments—corporate bonds (attach schedule)	193,020	0	0
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 8**	10,276,794	11,637,235	11,637,235
14	Land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
15	Other assets (describe ▶ Program -related investments)	0	150,296	150,296
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	13,604,500	14,878,094	14,878,094
Liabilities 17	Accounts payable and accrued expenses	33,861	2,626	
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)	33,861	2,626	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	13,570,639	14,875,468	
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		0	
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)	13,570,639	14,875,468	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	13,604,500	14,878,094	

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	13,570,639
2	Enter amount from Part I, line 27a	2	236,063
3	Other increases not included in line 2 (itemize) ▶ Unrealized Gain on Investments	3	1,068,766
4	Add lines 1, 2, and 3	4	14,875,468
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	14,875,468

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	Publicly traded securities	N/A	N/A	N/A
b	Partnerships (See Schedule 9)	Sch. 9	Sch. 9	Sch 9
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	419,152	0	0	419,152
b	355,547	0	0	355,547
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) 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	0	0	0	419,152
b	0	0	0	355,547
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	774,699
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))
2009	623,728	12,565,986	0.049636
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

2	**Total** of line 1, column (d)	2	0.252302
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	0.050460
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	13,014,909
5	Multiply line 4 by line 3	5	656,732
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,872
7	Add lines 5 and 6	7	664,604
8	Enter qualifying distributions from Part XII, line 4	8	677,811

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

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	7,872
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	7,872
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	7,872
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 25,428		
b Exempt foreign organizations—tax withheld at source	6b 0		
c Tax paid with application for extension of time to file (Form 8868)	6c 0		
d Backup withholding erroneously withheld	6d 0		
7 Total credits and payments. Add lines 6a through 6d		7	25,428
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	17,556
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶	17,556	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?	1a		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)?	1b		X
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			
c Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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*	7	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*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
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 ▶ Leventhal Kline Management Inc. 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 N/A

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

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

			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 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here N/A ▶ ☐			
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 22 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 2010 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 2010)*	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 2010?	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/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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? **7b** N/A

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 10	.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
Leventhal Kline Management Inc 127 University Avenue, Berkeley, CA 94710	Management and administration services	96,295
		0
		0
		0
		0
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** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 Healthpoint this investment provides social capital to the development of a pilot program to deploy "Healthpoint" units to provide families in rural villages in India with clean drinking water, medicines and advanced tele-medical services which has the potential to transform rural healthcare and improve wellness, productivity, and quality which, if successful will then allow a social enterprise to achieve access to more traditional forms of capital	50,000
2 RSF Social Finance Fund this investment is a direct loan fund managed by RSF Social Finance, a nonprofit financial services organization The fund is comprised of mortgage loans, working capital lines of credit, and inventory financing exclusively to non-profit and for-profit organizations dedicated to improving the well-being of society and the environment	100,000
All other program-related investments See page 24 of the instructions 3	0
Total. Add lines 1 through 3 ▶	150,000

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	13,097,556
b	Average of monthly cash balances	1b	115,550
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	13,213,106
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	13,213,106
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	198,197
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,014,909
6	**Minimum investment return.** Enter 5% of line 5	6	650,745

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	650,745
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 7,872		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b: 0		
c	Add lines 2a and 2b	2c	7,872
3	Distributable amount before adjustments Subtract line 2c from line 1	3	642,873
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	642,873
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	642,873

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	527,811
b	Program-related investments—total from Part IX-B	1b	150,000
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
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	677,811
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	7,872
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	669,939

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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				642,873
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			0	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2010				
a	From 2005 29,031				
b	From 2006 14,388				
c	From 2007 33,141				
d	From 2008 74,071				
e	From 2009 623,728				
f	**Total** of lines 3a through e	774,359			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 677,811				
a	Applied to 2009, but not more than line 2a				
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. 12**	677,811			
d	Applied to 2010 distributable amount				0
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*	642,873			642,873
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	809,297			
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 page 27 of the instructions		0		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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)	0			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	809,297			
10	Analysis of line 9				
a	Excess from 2006 0				
b	Excess from 2007 0				
c	Excess from 2008 0				
d	Excess from 2009 131,486				
e	Excess from 2010 677,811				

Part XIV Private Operating Foundations (see page 27 of the 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 2010, 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)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 page 28 of 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))

None

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

Maud-Alison Long

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 page 28 of the 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.

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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 11				359,087
Total . . . . ▶ **3a**				359,087
b *Approved for future payment*				
None				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
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			14	248	
4 Dividends and interest from securities			14	213,602	
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	-56,271	01	15,325	
8 Gain or (loss) from sales of assets other than inventory			18	774,699	
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)		-56,271		1,003,874	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 947,603

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee | Date 11/15/11 | Title CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Genevieve Zaragoza	Genevieve Zaragoza	11/14/11		P01228571
	Firm's name ▶ Ghaffari Zaragoza LLP			Firm's EIN ▶ 57-1155648	
	Firm's address ▶ 1330 Broadway, Suite 430, Oakland, CA 94612			Phone no (510) 834-6542	

Springcreek Foundation
EIN 68-0344778
Year Ended December 31, 2010
Schedules Attached to 2010 Form 990-PF

Schedule 1 - Part II, line 15 - Other income

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income
Investment Partnership Income	(41,242)	15,029	0
Income from Program-related investments	296	296	0
	(40,946)	15,325	0

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	4,416	0	n/a	3,408

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	4,726	0	n/a	21,332

Schedule 4 - Part I, line 16c - Other professional 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
Springcreek Advisors	Investment management fees	7,535	7,535	n/a	0
BTR Capital Management	Investment management fees	9,749	9,749	n/a	0
US Trust Custodial Fees	Investment management fees	2,319	2,319	n/a	0
Foundation Source	Management & administrative services	12,000	0	n/a	24,000
Leventhal Kline Management, Inc	Management & administrative services	96,295	9,630	n/a	86,665
Steve White & Company, LLC	Website and database development	11,974	0	n/a	11,254
Stoller Design Group	Web Design	2,835	0	n/a	2,396
Blue Practice	Writing of Website Content	1,050	0	n/a	1,050
Amplifier Strategies	Consulting fees	0	0	n/a	5,000
		143,757	29,233	n/a	130,365

Springcreek Foundation
EIN 68-0344778
Year Ended December 31, 2010
Schedules Attached to 2010 Form 990-PF

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
Foreign Taxes	6,639	6,639	0	0

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	177,059	177,059	0	0
Postage and delivery	138	0	0	138
Office supplies	323	0	0	258
Dues and subscriptions	1,540	0	0	2,631
Insurance	823	0	0	1,813
Bank fees	243	0	0	243
Filing fee	49	0	0	30
	180,175	177,059	0	5,113

Springcreek Foundation
EIN 68-0344778
Year Ended December 31, 2010
Schedules Attached to 2010 Form 990-PF

Schedule 7 - Part II, line 10b - Investments - Corporate Stock

Description	Quantity	Market Value
Corporate Stocks		
ABB Ltd Spon ADR	2,500 000	78,575
Abbott Labs Com	1,200 000	57,492
Agilent Technologies Com	400 000	16,572
Aruba Networks Inc	1,836 000	38,336
Banco Santander Brasil SA	1,500 000	20,400
Berkshire Hathaway Inc Cl B	500 000	40,055
Chevron Corp New Com	534 000	48,728
Cisco Sys Inc Com	2,266 000	45,841
Dentsply Intl Inc New	1,100 000	37,587
EMC Corp Mass Com	3,234 000	74,059
Exxon Mobil Corp Com	850 000	62,152
Goldcorp Inc New Com	1,050 000	48,279
Hewlett Packard Co	1,150 000	48,415
Jacobs Engr Group Del Com	1,700 000	77,945
Johnson & Johnson Com	267 000	16,514
Monsanto Co New Com	850 000	59,194
Oracle Corp Com	2,666 000	83,446
Pepsico Inc Com	534 000	34,886
Proctor & Gamble Co Com	700 000	45,031
Qualcomm Inc	1,600 000	79,184
Schlumberger Ltd Com	1,000 000	83,500
Target Corp Com	700 000	42,091
Thermo Fisher Scientific Com	1,400 000	77,504
United Parcel Service Cl B	900 000	65,322
Wal Mart Stores Inc Com	1,200 000	64,716
Weatherford Intl Ltd Reg	2,467 000	56,225
Coca Cola Co Com	400 00	26,308
Telefonica SA Spon ADR	200 00	13,684
		1,442,040

Springcreek Foundation
EIN: 68-0344778
Year Ended December 31, 2010
Schedules Attached to 2010 Form 990-PF

Schedule 8 - Part II, line 13 - Investments - Others

Description	Quantity	Market Value
Pimco Short Term Fund	12,677.485	125,000
Vanguard Fxd Inc Secs GNMA Inv	5,018 959	53,904
Vanguard GNMA Fund Admiral Shs	6,404 392	68,783
Vanguard Short Term Bond	1,542.000	124,069
Minlam Microfinance Offshore Fund, Ltd	76.000	76,000
Aberdeen Emerging Markets Instl Fund	6,949.270	101,668
Eaton Vance Strctd Emrg Mkts Fund Cl I	6,377.551	101,339
Van Eck Global Hard Assets Fd CL I	2,876.318	153,595
SC Mid Cap Growth I L.P. (ex Corlon III)	628,142.860	840,078
SC Mid Cap Snyder I L.P. (ex Corlon I)	321,439.160	441,513
SC Global Core I, L P	1,985,965 152	2,446,147
Access Hedge Fund Investors SPC (SF)	2,000,000 000	2,054,357
Springcreek Hedge Fund II, L P (D3/Cevian2)	361,975 440	393,056
Pimco All Asset All Auth Fund Instl Cl	18,450.185	195,018
WHC Venture 2009-1 (Greylock Ptrs Fund XII)	90,300.000	76,968
Springcreek Venture I, L P. (Greylock XII)	318,250.960	858,831
Springcreek Venture IV, L P (CD Champion)	308,972.300	322,844
Springcreek Private Eq Fd I (HRJ Growth II)	424,720.500	402,213
Springcreek Private Equity FOF 2007, L.P	680,054.700	883,006
Cupertino Financial Center Partners (SF)	1,000,000 000	709,100
Menlo Realty III (TSF)	250,000.000	228,450
Carlyle/Riverstone Renewable Energy I	977,348.680	720,831
Lyme Forest Fund III TE, LP		(397)
ISHARES TR S&P N A Natural Resources	3,745 000	156,129
Powershares ETF Tr Golden Drg USX	1,900 000	50,616
HCP Inc Com REIT	400.000	14,716
Nationwide Health Pptys Inc	550.000	20,009
Tortoise MLP Fund Inc	800.000	19,392
		11,637,235

Springcreek Foundation
EIN 68-0344778
Year Ended December 31, 2010
Schedules Attached to 2010 Form 990-PF

Schedule 9 - 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)
Partnerships:							
Springcreek Venture I L P	n/a	n/a	Various	Various	(4,322)	-	(4,322)
Green Earth Investment Partnership, L P.	n/a	n/a	Various	Various	444	-	444
California Geothermal Investment Partnership, L P	n/a	n/a	Various	Various	(156)	-	(156)
Menlo Realty Partners III LP	n/a	n/a	Various	Various	1,829	-	1,829
Springcreek Mid Cap Growth I, L.P.	n/a	n/a	Various	Various	162,642	-	162,642
Springcreek Mid Cap Snyder I, L.P.	n/a	n/a	Various	Various	34,670	-	34,670
Springcreek Global Core I, L.P.	n/a	n/a	Various	Various	69,953	-	69,953
Springcreek Hedge Fund II, L.P.	n/a	n/a	Various	Various	21,357	-	21,357
Springcreek Venture IV, L.P.	n/a	n/a	Various	Various	6,719	-	6,719
Springcreek Private Equity Fund I, L P.	n/a	n/a	Various	Various	16,365	-	16,365
Springcreek Private Equity FOF 2007, L P.	n/a	n/a	Various	Various	46,046	-	46,046
Lyne Forest Fund III TE, LP	n/a	n/a	Various	Various	-	-	-
					355,547	-	355,547

Springcreek Foundation
EIN: 68-0344778
Year Ended December 31, 2010
Schedules Attached to 2010 Form 990-PF

Schedule 10 - 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 127 University Avenue Berkeley, CA 94710	President/ Director 20 hours/week	0	0	0
		0	0	0
Marlis Corning Jansen 127 University Avenue Berkeley, CA 94710	V.P /Secretary/Treasurer 5 hours/week (Not a Director)	0	0	0
Harald Leventhal* 127 University Avenue Berkeley, CA 94710	Chief Financial Officer Not a director 1 hour/week	0	0	0
Benita Kline* 127 University Avenue Berkeley, CA 94710	Assistant Secretary Not a director 1 hour/week	0	0	0
Sylvia Yee 127 University Avenue Berkeley, CA 94710	Director 1 hour/week	0	0	0
Susan Clark 127 University Avenue Berkeley, CA 94710	Director 1 hour/week	0	0	0
		0	0	0

Harald Leventhal and Benita Kline, as individuals, received no payment for serving as officers (but not directors) of the Foundation However, they are principals in Leventhal Kline Management Inc which provides the Foundation with a full range of management and administrative services, including accounting, general administrative support, grant management and administration, purchasing and vendor support and mailing address and phone. The Foundation's directors approved payment of $96,295 to Leventhal Kline Management during 2010 There is no other business or family relationship between the Foundation and the firm or the individuals

Springcreek Foundation
EIN 68-0344778
Year Ended December 31, 2010
Schedules Attached to 2010 Form 990-PF

Schedule 11 - 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
American Foundation Tibetan Cultural Preservation 75 South Grand Avenue, Suite 217 Pasadena, CA 91105	N/A	501(c)(3) 509(a)(1)	General Support	2,887
AOPA Foundation 421 Aviation Way Frederick, MD 21701	N/A	501(c)(3) 509(a)(1)	General Support	11,500
Asian Art Museum Foundation of S F 200 Larkin Street San Francisco, CA 94102	N/A	501(c)(3) 509(a)(1)	General Support	1,000
Athenian School 2100 Mt Diablo Scenic Blvd Danville, CA 94526	N/A	501(c)(3) 509(a)(1)	General Support	100
Bay Area Discovery Museum Fort Baker 557 McReynolds Road Sausalito, CA 94965	N/A	501(c)(3) 509(a)(1)	General Support	880
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	13,079
Case Western Reserve University 11000 Cedar Avenue, Suite 357 Cleveland, OH 44106	N/A	501(c)(3) 509(a)(1)	Research Support for Ellen & Dixon Long Chair in World	4,000
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)	Room F Sheila Lukas Reading	500
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
Craft Emergency Relief Fund Inc P O Box 838 Montpelier, VT 05601	N/A	501(c)(3) 509(a)(2)	General Support	250
Crissy Field Dog Group, Inc 1907 Fifth Avenue San Rafael, CA 94901	N/A	501(c)(3) 509(a)(1)	General Support	400
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	12,000

Springcreek Foundation
EIN 68-0344778
Year Ended December 31, 2010
Schedules Attached to 2010 Form 990-PF

Schedule 11 - 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
Di Rosa Preserve 5200 Carneros Highway Napa, CA 94559	N/A	501(c)(3) 509(a)(2)	General Support	1,000
Doctors Without Borders 333 7th Avenue, 2nd Floor New York, NY 10001-0000	N/A	501(c)(3) 509(a)(1)	General Support	2,237
Friends of CRAFT 1392 W Dittemore Road Gosport, IN 47433	N/A	501(c)(3) 509(a)(1)	Maintenance of the building for the Stone Age Institute	741
Friends of CRAFT 1392 W Dittemore Road Gosport, IN 47433	N/A	501(c)(3) 509(a)(1)	For Support of the Begouen Foundation	5,000
Friends of CRAFT 1392 W Dittemore Road Gosport, IN 47433	N/A	501(c)(3) 509(a)(1)	General support	6,060
GLOBAL HUNGER PROJECT 5-9 Union Square New York, NY 10003-3306	N/A	501(c)(3) 509(a)(1)	General support	12,849
Greenwood School 17 Buena Vista Avenue Mill Valley, CA 94941	N/A	501(c)(3) 509(a)(1)	For pre-school	2,600
Greenwood School 17 Buena Vista Avenue Mill Valley, CA 94941	N/A	501(c)(3) 509(a)(1)	For science laboratory	8,500
Greenwood School 17 Buena Vista Avenue Mill Valley, CA 94941	N/A	501(c)(3) 509(a)(1)	For Science Program	16,103
Gulf Coast Fund for Renewal & Ecological Health c/o Rockfeller Philanthropy Advisors 6 West 48th Street, 10th Floor New York, NY 10036	N/A	501(c)(3) 509(a)(1)	General Support	1,000
Harvard College Development Office/Recording Secretary 124 Mt Auburn Street, 4th Floor Cambridge, MA 02138	N/A	501(c)(3) 509(a)(1)	Class Gift - Class of 1965	1,097
Leadership Public Schools Inc 2601 Mission Street Suite 900 San Francisco, CA 94110	N/A	501(c)(3) 509(a)(1)	General Support	7,500
Marin Academy 1600 Mission Avenue San Rafael, CA 94901	N/A	501(c)(3) 509(a)(1)	Swimming Pool Maintenance	1,750
Marin Agricultural Land Trust P O Box 809 Pt Reyes Station, CA 94956 USA	N/A	501(c)(3) 509(a)(1)	General Support	1,500

Springcreek Foundation
EIN 68-0344778
Year Ended December 31, 2010
Schedules Attached to 2010 Form 990-PF

Schedule 11 - 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
Marin Arts Council 906 Fourth Street San Rafael, CA 94901	N/A	501(c)(3) 509(a)(1)	General Support	100
Marin Community Food Bank 75 Digital Drive Novato, CA 94949	N/A	501(c)(3) 509(a)(1)	General Support	1,000
Marin Symphony Association 4340 Redwood Highway, Suite 409 San Rafael, CA 94903	N/A	501(c)(3) 509(a)(2)	To Support Youth Program	1,000
Marine Applied Research & Exploration 1230 Brickyard Cove Road, #101 Richmond, CA 94801	N/A	501(c)(3) 509(a)(1)	General Support	5,500
Methow Conservancy P O Box 71 Winthrop, WA 98862-0071	N/A	501(c)(3) 509(a)(1)	For Capital Campaign	5,000
Moab Music Festival, Inc 58 East 300 South Moab, UT 84532 USA	N/A	501(c)(3) 509(a)(1)	General Support	15,000
Napa Valley Opera House 1030 Main Street Napa, CA 94559	N/A	501(c)(3) 509(a)(1)	General Support	1,000
National Parks and Conservation Assoc 1300 19th Street, NW, Suite 300 Washington, DC 20036	N/A	501(c)(3) 509(a)(1)	General Support	589
National Transplant Assistance Fund, Inc 150 Radnor Chester Road Radnor, PA 19087-5253	N/A	501(c)(3) 509(a)(1)	Southwest Spinal Cord Injury program	2,000
Nevada Museum of Art 160 W Liberty Street Reno, NV 89501	N/A	501(c)(3) 509(a)(2)	Chester Arnold exhibition and book	1,000
New Dramatists, Inc 424 West 44th Street New York, NY 10036	N/A	501(c)(3) 509(a)(1)	General Support	2,236
North Calif Public Broadcasting Inc 2601 Mariposa Street San Francisco, CA 94110	N/A	501(c)(3) 509(a)(1)	General Support	5,500
Oxbow School 530 Third Street Napa, CA 94559-2702	N/A	501(c)(3) 509(a)(1)	General Support	2,500

Springcreek Foundation
EIN 68-0344778
Year Ended December 31, 2010
Schedules Attached to 2010 Form 990-PF

Schedule 11 - 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
OXFAM-America, Inc 226 Causeway Street, Floor 5 Boston, MA 02114-2206	N/A	501(c)(3) 509(a)(1)	Earthquake Relief	500
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
Plan International USA, Inc 155 Plan Way Warwick, RI 02886	N/A	501(c)(3) 509(a)(1)	Sponsorship	348
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	30,250
Portola Valley School Foundation 4575 Alpine Road Portola Valley, CA 94028	N/A	501(c)(3) 509(a)(1)	General Support	2,887
Resource Renewal Institute 187 E Blithedale Avenue Mill Valley, CA 94941-2029	N/A	501(c)(3) 509(a)(1)	General Support	855
Rockefeller Philanthropy Advisors 6 West 48th Street 10th Floor New York, NY 10036	N/A	501(c)(3) 509(a)(1)	Reprinting of Impact Investment book	5,000
Ross Valley Ecumenical Housing Association P O Box 2969 San Anselmo, CA 94979	N/A	501(c)(3) 509(a)(1)	General Support	500
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
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
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	2,500
San Francisco Museum of Modern Art 151 Third Street San Francisco, CA 94103-3159 USA	N/A	501(c)(3) 509(a)(1)	General Support	5,000
San Francisco Opera Association 301 Van Ness Avenue San Francisco, CA 94102	N/A	501(c)(3) 509(a)(1)	General Support	2,500
San Francisco Symphony 201 Van Ness Avenue San Francisco, CA 94102	N/A	501(c)(3) 509(a)(1)	General Support	9,000

Sprngcreek Foundation
EIN 68-0344778
Year Ended December 31, 2010
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San Marin High School 15 San Marin Drive Novato, CA 94945	N/A	501(c)(3) 509(a)(1)	Social Studies	1,000
SILENT VOICES EQUINE RESCUE P O Box 561 Ketchum, ID 83340-0561	N/A	501(c)(3) 509(a)(1)	Sanctuary for Rescued Horses	1,500
Social Venture Partners 1601 2nd Avenue Seattle, WA 98101-1539	N/A	501(c)(3) 509(a)(1)	General Support	5,700
Sonoma Valley Museum of Art PO Box 322 Sonoma, CA 95476	N/A	501(c)(3) 509(a)(1)	Director's Discretionary Fund	10,000
Summer Search Foundation 500 Sansome Street San Francisco, CA 94111	N/A	501(c)(3) 509(a)(1)	General Support	1,000
Sunlight Foundation 1818 N Steeet NW Suite 410 Washington, DC 20036-2406	N/A	501(c)(3) 509(a)(1)	General Support	1,500
Susan G Komen Breast Cancer Foundation 26210 Emery Road #307 Cleveland, OH 44128	N/A	501(c)(3) 509(a)(1)	General Support	500
Sustainable Markets Foundation 45 West 36th Street, 6th Floor New York, NY 10001	N/A	501(c)(3) 509(a)(1)	Confluence Philanthropy	7,000
The Leakey Foundation 1003B O'Reilley Avenue San Francisco, CA 94129-1359	N/A	501(c)(3) 509(a)(1)	General Support	11,000
The Leakey Foundation 1003B O'Reilley Avenue San Francisco, CA 94129-1359	N/A	501(c)(3) 509(a)(1)	F Clark Howell Endowment Campaign	20,000
Trust for Public Land 116 New Montgomery Street, 4th Floor San Francisco, CA 94104	N/A	501(c)(3) 509(a)(1)	Canal Community Garden Project	2,500
Trustees of Tufts College Fletcher School of Law and Diplomacy 80 George Street, Suite 200 Medford, MA 02155-5519	N/A	501(c)(3) 509(a)(1)	Endowment for Chair in International Environment & Resource Policy	10,000
University of Cincinnati Foundation P O Box 19970 Cincinati, OH 45219-0970	N/A	501(c)(3) 509(a)(1)	D L Kline Neuroscience Program	250
University of Minnesota Foundation 200 Oak Street, SE #500 Minneapolis, MN 55455-2010	N/A	501(c)(3) 509(a)(1)	Scholarship Fund	1,000

Springcreek Foundation
EIN 68-0344778
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Schedule 11 - 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
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	500
Western Reserve Academy 115 College Street Hudson, OH 44236	N/A	501(c)(3) 509(a)(1)	Maintenance of Long House	9,339
Western Reserve Academy 115 College Street Hudson, OH 44236	N/A	501(c)(3) 509(a)(1)	Ellen Long Chair in Modern Languages	4,000
Western Reserve Academy 115 College Street Hudson, OH 44236	N/A	501(c)(3) 509(a)(1)	ELISA Program	10,000
Wildcare Terwiliger Nature Education 76 Albert Park Lane San Rafael, CA 94901-3929	N/A	501(c)(3) 509(a)(1)	Hungry Owl Project	500
Yele Haiti /WYCLEF JEAN FOUNDATION, INC 27th Floor New York, NY 10038-0000	N/A	501(c)(3) 509(a)(1)	General Support	1,000
Zyzzyva, Inc 466 Geary Street, Suite 401 San Francisco, CA 94102	N/A	501(c)(3) 509(a)(1)	General Support	10,000
				359,087

Schedule 12 - 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