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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

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 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 BAKER STREET FOUNDATION		A Employer identification number 94-3192365
Number and street (or P.O. box number if mail is not delivered to street address) 135 MAIN STREET	Room/suite 1140	B Telephone number 415-356-2012
City or town, state, and ZIP code SAN FRANCISCO, CA 94105		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 74,096,790.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		4,812,160.		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		1,349,207.	1,349,207.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		5,338,332.			
b Gross sales price for all assets on line 6a	18,218,344.				
7 Capital gain net income (from Part IV, line 2)			5,338,332.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		348,245.	348,245.		STATEMENT 2
12 Total. Add lines 1 through 11		11,847,944.	7,035,784.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	29,730.	14,865.		14,865.
c Other professional fees	STMT 4	284,204.	284,204.		0.
17 Interest					
18 Taxes	STMT 5	93,333.	18,153.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		4,310.	0.		4,310.
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		411,577.	317,222.		19,175.
25 Contributions, gifts, grants paid		3,582,500.			3,582,500.
26 Total expenses and disbursements. Add lines 24 and 25		3,994,077.	317,222.		3,601,675.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		7,853,867.			
b Net investment income (if negative, enter -0-)			6,718,562.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,040,247.	2,913,152.	2,913,152.
	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 STMT 8	4,946,000.	4,812,160.	5,101,900.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	56,837,510.	59,891,938.	66,081,738.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	63,823,757.	67,617,250.	74,096,790.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	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)	4,695.	0.	
	23 Total liabilities (add lines 17 through 22)	4,695.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	63,819,062.	67,617,250.	
	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	63,819,062.	67,617,250.	
	31 Total liabilities and net assets/fund balances	63,823,757.	67,617,250.	

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	63,819,062.
2 Enter amount from Part I, line 27a	2	7,853,867.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	834,519.
4 Add lines 1, 2, and 3	4	72,507,448.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	4,890,198.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	67,617,250.

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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.)
1a SEE STATEMENT A			VARIOUS	VARIOUS
b SEE STATEMENT A			VARIOUS	VARIOUS
c 200,000 SHARES OF ORACLE STOCK			11/11/94	04/28/10
d CAPITAL GAINS DIVIDENDS				
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 5,997,305.		5,951,864.	45,441.
b 6,734,159.		6,514,428.	219,731.
c 5,270,782.		413,720.	4,857,062.
d 216,098.			216,098.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			45,441.
b			219,731.
c			4,857,062.
d			216,098.
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	5,338,332.
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))
2009	3,305,452.	50,663,498.	.065243
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

2 Total of line 1, column (d)	2	.332127
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	.066425
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	66,187,433.
5 Multiply line 4 by line 3	5	4,396,500.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	67,186.
7 Add lines 5 and 6	7	4,463,686.
8 Enter qualifying distributions from Part XII, line 4	8	3,601,675.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	134,371.
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	134,371.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	134,371.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	129,394.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	50,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	179,394.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	71.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	44,952.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 44,952. Refunded <input type="checkbox"/> 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ROY BUKSTEIN</u> Located at ► <u>135 MAIN STREET #1140, SAN FRANCISCO, CA</u> Telephone no. ► <u>(415) 356-2012</u> ZIP+4 ► <u>94105</u>			
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 <u>N/A</u>			
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? 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 ►	16	Yes	No X

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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Part VII 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)? ☐ 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 instructions)?

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?

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?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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.

(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 VII**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 MAIN MANAGEMENT - 601 CALIFORNIA ST, STE 615, SAN FRANCISCO, CA 94108	INVESTMENT ADVISORY	146,659.
MMM MANAGEMENT INC - 135 MAIN STREET #1140, SAN FRANCISCO, CA 94105	ASSET MANAGEMENT	80,745.
	MANAGEMENT	56,800.

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

0

Part VIII**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**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.	

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	62,968,809.
b Average of monthly cash balances	1b	4,226,554.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	67,195,363.
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	67,195,363.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,007,930.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	66,187,433.
6 Minimum investment return. Enter 5% of line 5	6	3,309,372.

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	3,309,372.
2a Tax on investment income for 2010 from Part VI, line 5	2a	134,371.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	134,371.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	3,175,001.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	3,175,001.
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	3,175,001.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,601,675.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,601,675.
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	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,601,675.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				3,175,001.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	830,618.			
b From 2006	1,531,291.			
c From 2007	1,012,969.			
d From 2008	1,078,648.			
e From 2009	861,331.			
f Total of lines 3a through e	5,314,857.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	3,601,675.			
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				3,175,001.
e Remaining amount distributed out of corpus	426,674.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	5,741,531.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	830,618.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	4,910,913.			
10 Analysis of line 9:				
a Excess from 2006	1,531,291.			
b Excess from 2007	1,012,969.			
c Excess from 2008	1,078,648.			
d Excess from 2009	861,331.			
e Excess from 2010	426,674.			

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- b** 85% of line $2\bar{a}^-$

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

[illegible]

Page XIV

- ## 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:

PLATE XIV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT B	NONE	501(C)3 ORGANIZATI	EDUCATION, HEALTH, CANCER RESEARCH, ART, GENERAL FUN	3582500.
Total				▶ 3a 3582500.
b Approved for future payment NONE				
Total				▶ 3b 0.

Analysis of Income-Producing Activities

(e)
Related or exempt
function income

Relationship of Activities to the Accomplishment of Exempt Purposes

the foundation's exempt purposes (other than by providing funds for such purposes).

N/A

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

- | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| <p>1 Did the organization directly or indirectly engage in any of the following described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <p>Yes</p> |
| | <p>1a(1)</p> |
| | <p>1a(2)</p> |
| | |
| | <p>1b(1)</p> |
| | <p>1b(2)</p> |
| | <p>1b(3)</p> |
| | <p>1b(4)</p> |
| | <p>1b(5)</p> |
| | <p>1b(6)</p> |
| | <p>1c</p> |

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

[illegible]

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

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

CFO
Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☒ if self-employed

PTIN

H. KIMBERLY ZYDEL

Firm's name ► **DZH PHILLIPS LLP**

Firm's address ► 135 MAIN STREET, 9TH FL.
SAN FRANCISCO, CA 94105-1815

Firm's EIN ▶

Phone no. (415) 781-2500

Form **990-PF** (2010)

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

2010

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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 Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

THE BAKER STREET FOUNDATION

94-3192365

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MARY MINER 135 MAIN STREET, #1140 SAN FRANCISCO, CA 94105	\$ 4,812,160.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number

94-3192365

Part I Noncash Property (see instructions)[illegible]

Name of organization

Employer identification number

THE BAKER STREET FOUNDATION**94-3192365**

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
12/26/2008	1/5/2010	20665	COMMODITIES	474,011 77	521,778 97		47,767 20
5/15/2009	1/5/2010	15850	COMMODITIES	384,888 18	400,203 08	15,314 90	
5/26/2009	1/5/2010	15850	PACIFIC EX-JAPAN	493,978 96	679,548 67	185,569 71	
12/21/2009	1/5/2010	5495	HIGH YIELD CORP BONDS	483,156 28	488,404 31	5,248 03	
10/23/2007	1/5/2010	7700	MID-CAP GROWTH	702,654 52	609,029 78		(93,624 74)
11/13/2007	1/5/2010	750	MID-CAP GROWTH	66,951 33	59,321 08		(7,630 25)
10/10/2008	1/5/2010	1610	MID-CAP GROWTH	87,355 73	127,342 59		39,986 86
12/21/2006	1/5/2010	25300	LARGE-CAP GROWTH	1,401,464 55	1,276,149 87		(125,314 68)
10/10/2008	1/5/2010	4840	LARGE-CAP GROWTH	175,525 98	244,133 02		68,607 04
12/21/2006	1/5/2010	17332	US TREASURIES	1,391,506 74	1,441,683 48		50,176 74
12/21/2009	1/5/2010	5500	SHORT TERM TIPS	283,203 95	283,268 41	64 46	
12/21/2006	1/5/2010	1019	TIPS	101,528 30	106,510 76		4,982 46
6/11/2007	1/5/2010	2400	TIPS	235,325 28	250,859 51		15,534 23
10/27/2009	1/5/2010	11400	SPDR DOW JONES INTL REAL ESTATE	407,407 33	409,311 21	1,903 88	
5/19/2009	1/5/2010	10000	S&P 500 EQUAL WEIGHT	309,276 50	402,143 71	92,867 21	
1/5/2010	1/15/2010	-500	EFA JAN 2010 57 0000 CALL	8,030 00	27,719 28	19,689 28	
12/17/2009	1/15/2010	-155	SPY Jan 2010 112 0000 call	27,992 00	21,463 29	(6,528 71)	
1/5/2010	1/16/2010	-100	IWM JAN 2010 64 0000 CALL	-	8,669 77	8,669 77	
1/5/2010	1/16/2010	-123	IWM JAN 2010 65 0000 CALL	-	5,258 86	5,258 86	
1/5/2010	1/16/2010	-400	EEM JAN 2010 43 0000 CALL	-	29,669 23	29,669 23	
1/5/2010	1/16/2010	-260	EEM JAN 2010 44 0000 CALL	-	8,549 77	8,549 77	
1/5/2010	1/16/2010	-346	SPY JAN 2010 114 0000 CALL	-	29,725 23	29,725 23	
1/19/2010	1/27/2010	-330	EEM Feb 2010 42 0000 call	4,980 00	48,149 38	43,169 38	
1/19/2010	1/27/2010	-330	EEM Feb 2010 43 0000 call	3,000 00	30,992 90	27,992 90	
1/15/2010	1/27/2010	-250	EFA Feb 2010 58 0000 call	2,530 00	21,969 72	19,439 72	
1/19/2010	1/27/2010	-346	SPY Feb 2010 116 0000 call	7,642 00	43,219 45	35,577 45	
1/15/2010	1/29/2010	-250	EFA Feb 2010 57 0000 call	2,157 50	34,139 56	31,982 06	
1/15/2010	1/29/2010	-155	SPY Feb 2010 114 0000 call	3,903 45	32,566 08	28,662 63	
1/19/2010	2/2/2010	-100	IWM Feb 2010 65 0000 call	1,030 00	12,629 83	11,599 83	
1/19/2010	2/4/2010	-123	IWM Feb 2010 63 0000 call	1,752 00	30,227 61	28,475 61	
2/4/2010	2/5/2010	-330	EEM Feb 2010 37 000 call	35,340 00	49,634 36	14,294 36	
2/4/2010	2/19/2010	-112	IWM Feb 2010 61 000 call	23,046 00	6,017 92	(17,028 08)	

2/11/2010	2/19/2010	-330 EEM Feb 2010 39 000 call	14,513 70	18,647 76	4,134 06
2/11/2010	2/19/2010	-250 SPY Feb 2010 108 000 call	76,077 50	30,264 61	(45,812 89)
2/4/2010	2/19/2010	-250 SPY Feb 2010 109 000 call	50,222 50	28,359 63	(21,862 87)
2/19/2010	3/16/2010	-25 SPY Mar 2010 113 000 call	-	2,872 71	2,872 71
10/24/2002	3/16/2010	2500 LARGE-CAP BLEND	226,352 75	282,487 46	56,134 71
2/19/2010	3/17/2010	-250 EFA Mar 2010 53 000 call	83,682 50	31,469 59	(52,212 91)
2/19/2010	3/17/2010	-250 SPY Mar 2010 111 000 call	154,045 00	55,656 79	(98,388 21)
2/19/2010	3/18/2010	-111 IWM Mar 2010 63 000 call	58,860 00	16,619 78	(42,240 22)
2/19/2010	3/18/2010	-225 SPY Mar 2010 113 000 call	88,005 00	25,854 42	(62,150 58)
2/19/2010	3/19/2010	-112 IWM Mar 2010 64 000 call	36,990 00	10,833 86	(26,156 14)
2/19/2010	3/19/2010	-330 EEM Mar 2010 40 000 call	44,424 90	31,293 20	(13,131 70)
2/19/2010	3/19/2010	-330 EEM Mar 2010 41 000 call	8,204 10	18,324 36	10,120 26
2/19/2010	3/19/2010	-250 EFA Mar 2010 55 000 call	8,780 00	10,469 86	1,689 86
3/19/2010	4/15/2010	-112 CALL ISHRS RUSSL 2000\$66 EXP 04/17/10	72,046 00	24,385 68	(47,660 32)
3/19/2010	4/15/2010	-660 CALL ISHS MSCI EMRG MKT\$42 EXP 04/17/10	122,354 40	50,109 56	(72,244 84)
3/17/2010	4/15/2010	-250 EFA Apr 2010 56 000 call	49,382 50	35,969 54	(13,412 96)
3/19/2010	4/15/2010	-250 EFA Apr 2010 56 000 call	49,382 50	22,072 21	(27,310 29)
3/17/2010	4/15/2010	-250 SPY Apr 2010 117 000 call	108,030 00	44,704 43	(63,325 57)
3/18/2010	4/16/2010	-111 IWM APR 2010 67 0000 CALL	54,309 00	23,945 69	(30,363 31)
4/15/2010	4/29/2010	-500 EFA MAY 22 2010 59 0 CALL	4,030 00	35,214 40	31,184 40
4/15/2010	5/5/2010	-261 EEM MAY 22 2010 45 0 CALL	1,543 80	18,604 95	17,061 15
4/15/2010	5/6/2010	-399 EEM MAY 22 2010 45 0 CALL	2,025 00	28,442 05	26,417 05
4/15/2010	5/10/2010	-500 SPY MAY 22 2010 123 0 CALL	5,195 00	63,428 92	58,233 92
5/10/2010	5/22/2010	-250 SPY May 2010 119 000 call	-	18,012 19	18,012 19
5/11/2010	5/22/2010	-250 SPY May 2010 119 000 call	-	17,044 71	17,044 71
4/15/2010	5/22/2010	-112 IOW MAY 22 2010 72 0 CALL	-	21,809 63	21,809 63
4/16/2010	5/22/2010	-111 IOW MAY 22 2010 72 0 CALL	-	18,284 69	18,284 69
5/10/2010	5/22/2010	-660 EEM May 2010 42 000 call	-	26,864 54	26,864 54
4/30/2010	5/22/2010	-500 CALL ISHARE MSCI EAFE \$56 EXP 05/22/10	-	26,324 55	26,324 55
5/24/2010	6/17/2010	-250 SPY Jun 2010 109 000 call	68,082 50	69,551 32	1,468 82
5/28/2010	6/17/2010	-250 CALL SPDR S&P 500 ETF\$110 EXP 06/19/10	56,030 00	64,831 40	8,801 40
5/28/2010	6/18/2010	-223 CALL ISHRS RUSSL 2000\$66 EXP 06/19/10	24,560 00	51,165 47	26,605 47
5/27/2010	6/18/2010	-251 EFA Jun 2010 49 000 call (EFA100619C000490	41,264 34	38,598 24	(2,666 10)
5/28/2010	6/18/2010	-251 EFA Jun 2010 49 000 call (EFA100619C000490	41,264 34	31,482 51	(9,781 83)
5/24/2010	6/18/2010	-418 ISHARES MSCI EME JUN 160	83,630 00	49,155 22	(34,474 78)
5/28/2010	6/18/2010	-242 CALL ISHS MSCI EMRG MKT\$39 EXP 06/19/10	20,667 76	24,433 36	3,765 60
6/18/2010	7/7/2010	-223 CALL ISHRS RUSSL 2000\$68 EXP 07/17/10	476 00	30,003 13	29,527 13
6/17/2010	7/7/2010	-250 CALL SPDR S&P 500 ETF TR\$112 EXP 07/17/10	2,030 00	58,574 00	56,544 00
6/17/2010	7/7/2010	-250 CALL SPDR S&P 500 ETF TR\$113 EXP 07/17/10	1,280 00	49,189 16	47,909 16
7/9/2010	7/16/2010	-500 CALL SPDR S&P 500 ETF TR\$109 EXP 07/17/10	530 00	34,969 40	34,439 40
6/18/2010	7/17/2010	-660 CALL ISHS MSCI EMRG MKT\$40 EXP 07/17/10	-	69,810 01	69,810 01
7/9/2010	7/17/2010	-223 CALL ISHRS RUSSL 2000\$64 EXP 07/17/10	-	10,227 82	10,227 82

STATEMENT A

		Basis	Proceeds	ST Gains	LT Gains
-502 CALL ISHARE MSCI EAFE \$51 EXP 07/17/10	6/18/2010	7/17/2010		43,864 13	43,864 13
-500 CALL SPDR S&P 500 ETF TR\$107 EXP 08/21/10	7/16/2010	8/20/2010	27,305 00	160,177 29	132,872 29
-660 CALL ISHS MSCI EMRG MKT\$40 EXP	7/19/2010	8/20/2010	56,724 00	58,603 40	1,879 40
-502 CALL ISHARE MSCI EAFE \$51 EXP 08/21/10	7/19/2010	8/21/2010	-	52,006 44	52,006 44
-223 CALL ISHRS RUSSL 2000\$62 EXP 08/21/10	7/19/2010	8/21/2010	-	40,124 93	40,124 93
500 EMERGING INTL	12/21/2006	9/13/2010	186,239 67	204,987 59	18,747 92
-50 EEM SEP 2010 41 000 CALL	8/20/2010	9/13/2010	-	5,653 63	5,653 63
-500 SPY SEP 2010 108 000 CALI	8/20/2010	9/16/2010	232,083 36	113,353 08	(118,730 28)
-29 SPY SEP 2010 108 000 CALI	9/3/2010	9/16/2010	13,460 83	8,379 86	(5,080 97)
-502 CALL ISHARE MSCI EAFE \$51 EXP 09/18/10	8/23/2010	9/17/2010	129,931 12	56,559 50	(73,371 62)
-25 CALL ISHARE MSCI EAFE \$51 EXP 09/18/10	9/3/2010	9/17/2010	6,470 67	4,269 93	(2,200 74)
-223 IWM SEP 2010 62 00 CALL	8/23/2010	9/17/2010	71,390 00	31,140 41	(40,249 59)
-610 EEM SEP 2010 41 000 CALL	8/20/2010	9/17/2010	125,444 33	68,974 30	(56,470 03)
-36 EEM SEP 2010 41 000 CALL	9/3/2010	9/17/2010	7,403 27	4,519 96	(2,883 31)
-503 CALL SPDR S&P 500 ETF TR\$108 EXP 09/18/10	9/16/2010	10/15/2010	259,033 50	129,018 98	(130,014 52)
-646 EEM Oct 2010 43 000 call (EEM101016C000430	9/17/2010	10/15/2010	236,173 68	76,196 71	(159,976 97)
-527 EFA Oct 2010 54 000 call (EFA101016C000540	9/17/2010	10/15/2010	186,523 44	54,977 33	(131,546 11)
-223 IWM Oct 2010 65 000 call (IWM101016C000650	9/17/2010	10/15/2010	113,761 67	43,454 27	(70,307 40)
2200 LARGE-CAP BLEND	10/24/2002	10/15/2010	199,190 42	246,388 26	47,197 84
400 LARGE-CAP BLEND	11/20/2008	10/15/2010	31,862 36	44,797 87	12,935 51
-26 CALL SPDR S&P 500 ETF TR\$108 EXP 09/18/10	9/16/2010	10/16/2010	-	6,668 97	6,668 97
4165 BARCLAYS AGGREGATE BONDS	1/27/2009	11/10/2010	423,895 80	449,638 94	25,743 14
3300 BARCLAYS AGGREGATE BONDS	3/27/2009	11/10/2010	331,215 43	356,256 54	25,041 11
4750 BARCLAYS AGGREGATE BONDS	6/2/2009	11/10/2010	479,347 50	512,793 51	33,446 01
-527 EFA Nov 2010 57 000 call	10/15/2010	11/19/2010	30,452 39	98,576 62	68,124 23
-503 CALL SPDR S&P 500 ETF TR\$111 EXP 10/16/10	10/15/2010	11/19/2010	153,368 29	150,531 71	(2,836 58)
-223 ALL ISHRS RUSSL 2000\$72 EXP 11/20/10	10/15/2010	11/19/2010	10,463 61	33,417 76	22,954 15
-646 CALL ISHS MSCI EMRG MKT\$48 EXP 11/20/10	10/15/2010	11/20/2010	-	48,026 75	48,026 75
-503 CALL SPDR S&P 500 ETF\$120 ADJ EXP 12/18/10	11/19/2010	12/15/2010	226,564 85	101,937 70	(124,627 15)
-223 CALL ISHRS RUSSL 2000\$73 EXP 12/18/10	11/19/2010	12/17/2010	111,259 61	33,756 72	(77,502 89)
-87 IWM Dec 2010 75 000 call	11/10/2010	12/17/2010	26,130 65	12,384 04	(13,746 61)
-323 EEM Dec 2010 46 000 call	11/24/2010	12/17/2010	12,687 56	34,305 13	21,617 57
-323 EEM Dec 2010 47 000 call	12/7/2010	12/18/2010	-	26,543 57	26,543 57
-527 CALL ISHARE MSCI EAFE \$58 EXP 12/18/10	11/19/2010	12/18/2010	-	58,525 30	58,525 30
Short Term			5,951,864 32	5,957,305 40	45,441 08
Long Term			6,514,428 13	6,734,159 23	219,731 10

Baker Street Foundation**Form 990-PF****FEIN 94-3192365****12/31/2010****STATEMENT B - Grants and Contributions paid during the year**

Date	Description	Amount
1/27/2010	Magic Theatre	20,000.00
1/27/2010	Magic Theatre	30,000.00
2/18/2010	American Conservatory Theater	100,000 00
4/21/2010	826 Valencia	20,000 00
4/21/2010	Alzheimer's Association	75,000 00
4/21/2010	Bay Area Discovery Museum	50,000 00
4/21/2010	California Academy Of Science	100,000.00
4/21/2010	Camp Sunburst	40,000.00
4/21/2010	Cypress String Quartet	25,000.00
4/21/2010	FAIS	50,000 00
4/21/2010	Girls Inc	30,000 00
4/21/2010	KQED	50,000 00
4/21/2010	Museum Of Performance & Design	20,000.00
4/21/2010	SF Jazz	100,000.00
4/21/2010	SF Performances	30,000.00
4/21/2010	TNDC	50,000.00
4/21/2010	Shanti	10,000 00
4/21/2010	Youth Tennis Advantage	25,000.00
4/21/2010	Vital Bridges	20,000 00
4/21/2010	UCSF	350,000 00
4/21/2010	Museum Of Craft & Folk Art	7,500.00
4/21/2010	SF Friends Of Chamber Music	30,000.00
11/20/2010	Asian Art Musuem	50,000 00
11/20/2010	Cal Performances	20,000 00
11/20/2010	Creative Growth	5,000 00
11/20/2010	Earthjustice	40,000.00
11/20/2010	Exploratorium	5,000 00
11/20/2010	Fine Arts Museum of San Francisco	5,000 00
11/20/2010	German School of San Francisco	15,000.00
11/20/2010	Goldengate National Parks Conservancy	50,000.00
11/20/2010	Memorial Sloan Kettering	100,000.00
11/20/2010	Museum of Modern Art	100,000 00
11/20/2010	National Organization for Women	5,000 00
11/20/2010	National Osteoporosis Foundation	5,000 00
11/20/2010	Planned Parenthood	5,000.00
11/20/2010	Project Open Hand-San Francisco	30,000.00
11/20/2010	Ronald McDonald House	10,000.00
11/20/2010	San Francisco Ballet	1,000,000 00
11/20/2010	San Francisco Chronicle Season Of Sharing	20,000.00

Baker Street Foundation**Form 990-PF****FEIN 94-3192365****12/31/2010****STATEMENT B - Grants and Contributions paid during the year**

Date	Description	Amount
11/20/2010	San Francisco Food Bank	15,000 00
11/20/2010	San Francisco Free Clinic	50,000.00
11/20/2010	San Francisco Library Foundation	125,000 00
11/20/2010	SEEDS	10,000 00
11/20/2010	Stern Grove	10,000 00
11/20/2010	UCSF Cancer Foundation	100,000 00
11/20/2010	UCSF Cancer Foundation	200,000 00
11/20/2010	Tipping Point	125,000 00
11/24/2010	Zeum	15,000 00
11/24/2010	San Francisco Jazz Festival	200,000 00
11/24/2010	KIPP Foundation	25,000.00
11/24/2010	Pollinator Partnership	10,000.00
Form 990-PF, Part XV, Line 3		<u>3,582,500 00</u>

FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP
ATTACHMENT TO SCHEDULE K-1

Partner Name: The Baker Street Foundation
 Partner ID#: 94-319-2365
 Partner #: 230

9 THE PARTNERSHIP OWNS AN INTEREST IN THE PASSIVE FOREIGN INVESTMENT COMPANIES (PFICs) LISTED BELOW WHICH ARE TREATED AS QUALIFIED ELECTING FUNDS (QEFs) FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP (FCIP) HAS FILED FORMS 8621 FOR THE PFICs LISTED BELOW AND MADE QEF ELECTIONS. YOUR ALLOCABLE SHARE OF INCOME ITEMS FROM THESE ENTITIES WHICH HAVE BEEN INCLUDED ON LINES 1, 6A, AND 11

	<u>ORDINARY INCOME</u>	<u>LTCG</u>	<u>CASH DISTRIB</u>
FARALLON CAPITAL OFFSHORE INVESTORS, INC.	12,625	NONE	NONE
NOONDAY OFFSHORE INVESTORS, INC.	3,384	-	NONE
PROSPERITY RASSVET, LTD	NONE	NONE	1,570
EXPRESSWAY PARTNERS, LTD	NONE	NONE	NONE
YOUKU COM INC	NONE	NONE	NONE
BOATS INVESTMENTS (NETHERLANDS) B.V.	NONE	NONE	NONE
MARTIN CURRIE SINO-AMERICAN 'A'	-	-	7
AMANSA FEEDER LTD	27	-	NONE
COMPANHIA BRASILEIRA DE ENERGIA RENOVAVEL	NONE	NONE	NONE
GAOLING FEEDER LIMITED	NONE	NONE	NONE
CWABS 2004-6N	-	NONE	-
NEW RUSSIAN GENERATION LIMITED	NONE	NONE	NONE
CANADIAN ASSET ACQUISITION TRUST 2	418	NONE	269
CALVISSON FINANCE CORPORATION	NONE	NONE	NONE
NOMURA CBO 1997-1 LIMITED	NONE	NONE	NONE
JIAHEYI ADVERTISING (BEIJING) CO., LTD	-	NONE	NONE
JET BRILLIANT LIMITED	NONE	NONE	NONE
WCOP, LTD	NONE	NONE	4
LEBLON EQUITIES PARTNERS FUND LTD	660	NONE	NONE
LEBLON VALUE HEDGE FUND LTD	70	NONE	NONE
FONDUL PROPRIETATEA S.A	NONE	NONE	NONE
BRENCO HOLDINGS S.A.	NONE	NONE	NONE
ENFOCA CERAMICOS SAC	NONE	NONE	NONE
ENFOCA HOME INVESTMENTS SAC	NONE	NONE	NONE
CRCM INSTITUTIONAL FUND (BVI), LTD	1,065	-	NONE
BEIJING JET BRILLIANT ADVERTISING CO., LTD	NONE	NONE	NONE

THE ADDRESSES FOR THE ABOVE MENTIONED PFIC'S ARE AS FOLLOWS

FARALLON CAPITAL OFFSHORE

INVESTORS, INC.

WALKERS (BVI) LIMITED
 WALKERS CHAMBERS
 PO BOX 92
 ROAD TOWN, TORTOLA
 BRITISH VIRGIN ISLANDS

NOONDAY OFFSHORE

INVESTORS, INC.

WALKERS (BVI) LIMITED
 WALKERS CHAMBERS
 PO BOX 92
 ROAD TOWN, TORTOLA
 BRITISH VIRGIN ISLANDS

BOATS INVESTMENTS

(NETHERLANDS) B.V.

PRINS BERNHARDPLEIN 200
 1097 JB AMSTERDAM
 P O. BOX 990
 1000 AZ AMSTERDAM
 THE NETHERLANDS

EXPRESSWAY PARTNERS, LTD.

C/O WALKERS SPV LIMITED
 WALKER HOUSE, 87 MARY STREET
 GEORGE TOWN, GRAND CAYMAN
 KY1-9002 CAYMAN ISLANDS

CALVISSON FINANCE CORPORATION

CITCO BUILDING, WICKHAMS CAY
 P.O. BOX 662
 ROAD TOWN, TORTOLA
 BRITISH VIRGIN ISLANDS

PROSPERITY RASSVET, LTD.

P O BOX 897
 GRAND CAYMAN, KY1-1103
 CAYMAN ISLANDS

FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP
ATTACHMENT TO SCHEDULE K-1

Partner Name: The Baker Street Foundation
 Partner ID# 94-319-2385
 Partner #: 230

MARTIN CURRIE SINO-AMERICAN 'A'
SHARE CORPORATION LIMITED, INC.
 WASHINGTON MALL 1, 3RD FLOOR
 REID STREET
 HAMILTON HM 11, BERMUDA

NOMURA CBO 1997-1 LIMITED
 C/O MAPLES & CALDER
 UGLAND HOUSE, S CHURCH STREET
 GEORGE TOWN, GRAND CAYMAN
 CAYMAN ISLANDS

GAOLING FEEDER LIMITED
 C/O CITGO FUND (AUSTRALIA) LTD
 LEVEL 23, 45 CLEARANCE STREET
 NSW 2000, AUSTRALIA

COMPANHIA BRASILEIRA
DE ENERGIA RENOVAVEL
 AVENIDA BRIGADEIRA FARIA, LIMA
 1309 - 4, ANDAR
 SAO PAULO - SP
 01452-002, BRAZIL

ENFOCA HOME INVESTMENTS SAC
 AV CANAVAL Y MOREYRA
 NO 452, PISCO 17
 SAN ISIDRO, PERU

CWABS 2004-6N
 C/O MAPLES FINANCE LIMITED
 P.O BOX 1093, BOUNDARY HALL
 CRICKET SQUARE, GEORGE TOWN
 GRAND CAYMAN, CAYMAN ISLANDS

NEW RUSSIAN GENERATION LIMITED
 DOREY COURT
 ADMIRAL PARK
 ST PETER PORT
 GUERNSEY GY1 3BG
 CHANNEL ISLANDS

JIAHEYI ADVERTISING
(BEIJING) CO., LTD.
 5TH FLOOR, SINOSTEEL PLAZA
 8 HAIDIAN STREET, HAIDIAN DISTRICT
 BEIJING, CHINA

JET BRILLIANT LIMITED
 ROOM 801, 6TH FLOOR, YUE XIU BUILDING
 160-174 LOCKHART ROAD
 WANCHAI, HONG KONG

CANADIAN ASSET ACQUISITION TRUST 2
 C/O DEUTSCHE BANK AG
 CANADA BRANCH AS FINANCIAL
 SERVICES AGENT FOR CANADIAN
 ASSET ACQUISITION TRUST 2
 199 BAY STREET, SUITE 4700
 COMMERCE COURT WEST, BOX 263
 TORONTO, ONTARIO, M5L 1E9
 YORK COUNTY, CANADA

LEBLON VALUE HEDGE FUND LTD
 C/O UBS FUND SERVICES
 (CAYMAN), LTD
 UBS HOUSE
 227 ELGIN AVENUE
 P O BOX 852
 GRAND CAYMAN KY1-1103
 CAYMAN ISLANDS

LEBLON EQUITIES PARTNERS FUND LTD
 C/O UBS FUND SERVICES
 (CAYMAN), LTD
 UBS HOUSE
 227 ELGIN AVENUE
 P O BOX 852
 GRAND CAYMAN KY1-1103
 CAYMAN ISLANDS

FONDUL PROPRIETATEA S.A.
 BUCHAREST FINANCIAL PLAZA,
 CALEA VICTORIEI NUMBER 15
 INTRAREA E, ET 2,
 BUCURESTI 3, ROMANIA

BRENCO HOLDINGS S.A.
 AVENIDA BRIGADEIRA FARIA, LIMA
 1309 - 4, ANDAR
 SAO PAULO - SP
 01452-002, BRAZIL

ENFOCA CERAMICS SAC
 AV CANAVAL Y MOREYRA
 NO 452, PISCO 17
 SAN ISIDRO, PERU

CRCM INSTITUTIONAL FUND (BVI) LTD
 C/O CHINAROCK CAPITAL MANAGEMENT
 ONE MARITIME PLAZA, SUITE 1107
 SAN FRANCISCO, CA 94111

WCOP, LTD.
 C/O WALKERS CORP. SERVICES LTD
 WALKER HOUSE
 87 MARY STREET
 GEORGE TOWN, GRAND CAYMAN KY1-9002
 CAYMAN ISLANDS

AMANSA FEEDER LTD
 C/O CITCO FUND SERVICES (SINGAPORE) PTE LTD
 10 CHANGI BUSINESS PARK, CENTRAL 2
 # 01-02 HANSAPOINT @CBP
 SINGAPORE, 486030

YOUKU COM, INC.
 SCOTIA CENTRE, 4TH FLOOR
 PO BOX 2804
 GEORGE TOWN, GRAND CAYMAN
 CAYMAN ISLANDS

BEIJING JET BRILLIANT ADVERTISING
CO., LTD.
 ROOM 13A-3, 13TH FLOOR, BUILDING C
 28 XINXI ROAD, HAIDIAN DISTRICT
 BEIJING, CHINA

ALL OF THE PFIC'S LISTED ABOVE HAVE A CALENDAR YEAR END EXCEPT FOR EXPRESSWAY PARTNERS, LTD.,
 WHICH HAS AN APRIL 15, 2010 YEAR END.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
LONGLEAF FUND	44,053.	0.	44,053.
OAKMARK FUND	39,083.	0.	39,083.
PIMCO FUND	1,134,975.	216,098.	918,877.
SCHWAB #4866-2904	303,406.	0.	303,406.
SCHWAB #4866-4521	43,742.	0.	43,742.
WELLS FARGO	46.	0.	46.
TOTAL TO FM 990-PF, PART I, LN 4	1,565,305.	216,098.	1,349,207.

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	263,951.	263,951.	
SECURITIES SETTLEMENT AWARDS	6,650.	6,650.	
DB POWERSHARES	<1,033.>	<1,033.>	
HLP CREDIT DISLOCATION FUND LP	78,677.	78,677.	
TOTAL TO FORM 990-PF, PART I, LINE 11	348,245.	348,245.	

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	29,730.	14,865.		14,865.
TO FORM 990-PF, PG 1, LN 16B	29,730.	14,865.		14,865.

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	284,204.	284,204.		0.	
TO FORM 990-PF, PG 1, LN 16C	284,204.	284,204.		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	75,180.	0.		0.	
FOREIGN TAXES-PIMCO	4,270.	4,270.		0.	
FOREIGN TAXES-SCHWAB 2904	13,883.	13,883.		0.	
TO FORM 990-PF, PG 1, LN 18	93,333.	18,153.		0.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	6
DESCRIPTION	AMOUNT				
GAIN REPORTED ON BOOKS NOT RECORDED IN TAX RETURN	714,426.				
DB POWERSHARES PASSTHROUGH LOSS FROM K-1	1,033.				
DIVIDEND INCOME REPORTED ON BOOKS NOT RECORDED ON TAX RETURN	4,694.				
REALIZED GAIN - DIFFERENT TAX BASIS - POWERSHARES	114,366.				
TOTAL TO FORM 990-PF, PART III, LINE 3	834,519.				

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	7
DESCRIPTION	AMOUNT				
GAIN REPORTED ON TAX RETURN NOT RECORDED IN BOOKS	263,951.				
REALIZED GAIN - DIFFERENT TAX BASIS - ORACLE	4,532,280.				
HLP CREDIT DISLOCATION FUND LP PASSROUGH INCOME FROM K-1	78,677.				
INTEREST INCOME REPORTED ON TAX RETURN NOT RECORDED ON BOOKS	51.				
DIVIDEND INCOME REPORTED ON TAX RETURN NOT RECORDED ON BOOKS	15,239.				
TOTAL TO FORM 990-PF, PART III, LINE 5	4,890,198.				

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
ORACLE CORPORATION	4,812,160.	5,101,900.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,812,160.	5,101,900.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OAKMARK FUND	COST	3,290,289.	3,866,911.
AURELIUS CAPITAL MANAGEMENT	COST	3,000,000.	5,014,288.
CLOSE BROTHERS (CAYMAN) LTD	COST	3,000,000.	4,340,094.
LANSDOWNE EUROPEAN EQUITY FUND	COST	2,000,000.	2,588,349.
LONGLEAF PARTNERS FUND	COST	4,119,385.	3,600,672.
FARALLON CAPITAL INST PARTNERS, LP	COST	6,040,331.	6,040,331.
OAKMARK INTERNATIONAL FUND	COST	4,799,187.	4,263,597.
PIMCO TOTAL RETURN FUND	COST	14,209,303.	14,595,936.
ROYAL CAPITAL VALUE FUND	COST	3,000,000.	3,475,504.
PROSPECT HARBOR FUND	COST	2,000,000.	1,299,369.
HCP PRIVATE EQUITY FUND III	COST	540,000.	602,928.
HCP PRIVATE EQUITY FUND IV	COST	650,000.	624,837.
SCHWAB #4866-2904	COST	12,143,443.	14,548,049.
HCP CREDIT DISLOCATION FUND	COST	600,000.	720,873.
AMANSA FEEDER LTD	COST	500,000.	500,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		59,891,938.	66,081,738.

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

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 MARITIME 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.