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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

2011

For calendar year 2011 or tax year beginning , and ending

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 instructions) (510) 841-4123
City or town, state, and ZIP code Berkeley CA 94710		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☒ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 13,621,110	J Accounting method. ☐ Cash ☒ Accrual ☐ Other (specify) _____	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 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)	5,000			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	221	221	0	
	4 Dividends and interest from securities	169,825	169,769	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	683,543			
	b Gross sales price for all assets on line 6a	4,290,229			
	7 Capital gain net income (from Part IV, line 2)		683,538		
	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) Schedule 1	-103,184	-54,756	0		
12 Total. Add lines 1 through 11	755,405	798,772	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) Schedule 2	4,550	0	0	5,558
	b Accounting fees (attach schedule) Schedule 3	6,818	0	0	5,476
	c Other professional fees (attach schedule) Sch. 4	152,878	30,120	0	123,864
	17 Interest	6,344	6,344	0	0
	18 Taxes (attach schedule) (see instructions) Sch. 5	16,323	8,451	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	0
	20 Occupancy	0	0	0	0
	21 Travel, conferences, and meetings	15,629	0	0	17,616
	22 Printing and publications	618	0	0	618
	23 Other expenses (attach schedule) Schedule 6	161,952	156,570	0	9,088
	24 Total operating and administrative expenses. Add lines 13 through 23	365,112	201,485	0	162,220
	25 Contributions, gifts, grants paid	579,512			579,512
26 Total expenses and disbursements. Add lines 24 and 25	944,624	201,485	0	741,732	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-189,219				
b Net investment income (if negative, enter -0-)		597,287			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

(HTA)

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Part II Balance Sheets		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	1,640,946	1,880,572	1,880,572
	3 Accounts receivable ▶ 5,007			
	Less allowance for doubtful accounts ▶ 0	1,068	5,007	5,007
	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 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	6,509	35,154	35,154
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule) Schedule 7	1,442,040	895,826	895,826
	c Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11 Investments—land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12 Investments—mortgage loans	0	0	0
	13 Investments—other (attach schedule) Schedule 8	11,637,235	10,653,247	10,653,247
	14 Land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15 Other assets (describe ▶ Program-related investments)	150,296	151,304	151,304
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,878,094	13,621,110	13,621,110
	17 Accounts payable and accrued expenses	2,626	1,678	
	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)	2,626	1,678	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	14,875,468	13,619,432	
	25 Temporarily restricted	0	0	
	26 Permanently restricted	0	0	
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	14,875,468	13,619,432	
	31 Total liabilities and net assets/fund balances (see instructions)	14,878,094	13,621,110	

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	14,875,468
2 Enter amount from Part I, line 27a	2	-189,219
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	14,686,249
5 Decreases not included in line 2 (itemize) ▶ Unrealized Loss on Investments	5	1,066,817
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,619,432

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				
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 4,290,229	0	3,816,519	473,710	
b 0	0	0	209,828	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a 0	0	0	473,710	
b 0	0	0	209,828	
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	683,538	
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 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.

(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))
2010	669,939	13,014,909	0.051475
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
2 Total of line 1, column (d)			2 0.255297
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 0.051059
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 13,947,871
5 Multiply line 4 by line 3			5 712,164
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,973
7 Add lines 5 and 6			7 718,137
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 741,732

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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 ☒ and enter 1% of Part I, line 27b		1	5,973	
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	5,973	
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	5,973	
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	17,556		
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	17,556		
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	11,583		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☒ 11,583 Refunded ☐	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ N/A (2) On foundation managers ☒ \$ N/A		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ N/A		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (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

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.thespringcreekfoundation.org	13	X	
14	The books are in care of Harald Leventhal Telephone no (510) 841-4123 Located at 127 University Avenue Berkeley CA ZIP+4 94710			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2011, 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 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? ☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 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 2011 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 2011)	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 2011?	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 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 instructions)?	☐	5b		X
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?	☒ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945–5(d)	Schedule 13			
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		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 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		0	0	0
		0	0	0
		0	0	0
		0	0	0
		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see 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 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	101,106
		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 instructions)

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

	Amount
1 None during 2011 tax year	
2	
All other program-related investments. See instructions.	
3	0
Total. Add lines 1 through 3	0

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	12,986,797
b	Average of monthly cash balances	1b	1,173,478
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	14,160,275
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	14,160,275
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	212,404
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,947,871
6	Minimum investment return. Enter 5% of line 5	6	697,394

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	697,394
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,973
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	5,973
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	691,421
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	691,421
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	691,421

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	741,732
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	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	741,732
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 instructions)	5	5,973
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	735,759

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				691,421
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	131,486			
e From 2010	677,811			
f Total of lines 3a through e	809,297			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ <u>741,732</u>				
a Applied to 2010, 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 2011 distributable amount				691,421
e Remaining amount distributed out of corpus	50,311			
5 Excess distributions carryover applied to 2011 (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	859,608			
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 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	859,608			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	131,486			
d Excess from 2010	677,811			
e Excess from 2011	50,311			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> Schedule 11				579,512
Total			▶ 3a	579,512
b <i>Approved for future payment</i> None				
Total			▶ 3b	0

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

Employer identification number

The Springcreek Foundation

68-0344778

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 foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total 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 total 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 Part I, 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)

Name of organization The Springcreek Foundation	Employer identification number 68-0344778
--	--

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Springcreek Advisors 770 Tamalpais Drive Corte Madera CA 94925 Foreign State or Province Foreign Country	\$ 5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
6	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization The Springcreek Foundation	Employer identification number 68-0344778
--	--

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

N/A

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----

Name of organization The Springcreek Foundation	Employer identification number 68-0344778
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total 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 , N/A
 contributions of \$1,000 or less for the year. (Enter this information once See instructions) ► \$
 Use duplicate copies of Part III if additional space is needed.

(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
	 For Prov Country		
(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
	 For Prov Country		
(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
	 For Prov Country		
(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
	 For Prov Country		

Springcreek Foundation
 EIN: 68-0344778
 Year Ended December 31, 2011
 Schedules Attached to 2011 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	(104,192)	(55,764)	0
Income from Program-related investments	1,008	1,008	0
	<u>(103,184)</u>	<u>(54,756)</u>	<u>0</u>

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 purposes
Adler & Colvin LLP	Legal services	4,550	0	n/a	5,558

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 purposes
Ghaffari Zaragoza LLP	Tax preparation services	6,818	0	n/a	5,476

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	10,766	10,766	n/a	0
BTR Capital Management	Investment management fees	5,827	5,827	n/a	0
US Trust Custodial Fees	Investment management fees	3,416	3,416	n/a	0
Leventhal Kline Management, Inc	Management & administrative services	101,106	10,111	n/a	90,942
Steve White & Company, LLC	Website and database development	2,078	0	n/a	2,798
Stoller Design Group	Web Design	4,285	0	n/a	4,724
EPC Consulting	Consulting fees	24,000	0	n/a	24,000
Grayson Bass	Graphic Design	1,400	0	n/a	1,400
		<u>152,878</u>	<u>30,120</u>	<u>n/a</u>	<u>123,864</u>

Springcreek Foundation
 EIN. 68-0344778
 Year Ended December 31, 2011
 Schedules Attached to 2011 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
Excise Taxes on Investment Income	7,872	0	0	0
Foreign Taxes	8,451	8,451	0	0
	16,323	8,451	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	156,570	156,570	0	0
Printing and publications	0	0	0	0
Postage and delivery	156	0	0	156
Web hosting fee	150	0	0	150
Office supplies	0	0	0	65
Dues and subscriptions	3,616	0	0	7,238
Insurance	1,250	0	0	1,250
Bank fees	85	0	0	85
Filing fee	125	0	0	144
	161,952	156,570	0	9,088

Springcreek Foundation
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Year Ended December 31, 2011
Schedules Attached to 2011 Form 990-PF

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

Description	Quantity	Market Value
Corporate Stocks:		
ABB Ltd Spon ADR	1,800	33,894
Abbott Labs Com	800	44,984
Agilent Technologies Com	400	13,972
Aruba Networks Inc	1,836	34,003
Chevron Corp New Com	534	56,818
Cisco Sys Inc Com	2,266	40,969
Coca Cola Co Com	200	13,994
Dentsply Intl Inc New	1,100	38,489
EMC Corp Mass Com	2,434	52,428
Express Scripts Inc	800	35,752
Exxon Mobil Corp Com	650	55,094
Jacobs Engr Group Del Com	1,050	42,609
Monsanto Co New Com	300	21,021
Mosaic Co New Com	370	18,659
Oracle Corp Com	1,600	41,040
Pentair Inc	950	31,626
Pepsico Inc Com	400	26,540
Proctor & Gamble Co Com	700	46,697
Qualcomm Inc	700	38,290
Schlumberger Ltd Com	500	34,155
Target Corp Com	950	48,659
Thermo Fisher Scientific Com	700	31,479
United Parcel Service Cl B	800	58,552
Weatherford Intl Ltd Reg	2,466	36,102
		<u>895,826</u>

Springcreek Foundation
 EIN. 68-0344778
 Year Ended December 31, 2011
 Schedules Attached to 2011 Form 990-PF

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

Description	Quantity	Valuation Method	Book Value/ Market Value
Pimco Short Term Fund	25,316.514	Market Value	245,064
Pimco Total Return Fund III Inst	10,284.412	Market Value	98,319
Vanguard GNMA Fund Admiral Shs	18,512.349	Market Value	204,932
Minlam Microfinance Offshore Fund, Ltd	98.563	Market Value	102,378
Pimco Low Duration Fund III CI I	5,101.940	Market Value	50,050
Templeton Global Baond Fund CI A	33,219.823	Market Value	410,929
Aberdeen Emerging Markets Instl Fund	16,199.530	Market Value	205,896
Eaton Vance Strctd Emrg Mkts Fund CI I	14,621.350	Market Value	185,545
iShares Tr MSCI EAFE Growth Index	9,030.000	Market Value	469,650
iShares TR MSCI EAFE Value Index	9,426.000	Market Value	402,490
First Eagle Fds Inc.-Overseas Fd I	9,390.110	Market Value	193,906
Harbor Fd Intl Fd Instl	6,206.540	Market Value	325,533
Henderson Global Fds Intl Opportunity A	7,311.690	Market Value	130,514
Van Eck Global Hard Assets Fd CL I	5,529.890	Market Value	245,527
Access Hedge Fund Investors SPC (SF)	2,000,000.000	Market Value	2,000,612
Pimco All Asset All Auth Fund Instl CI	18,450.185	Market Value	185,055
SC Global Core I, L.P.	280,834.904	Schedule K-1 value	320,489
Springcreek Hedge Fund II, L.P. (D3/Cevian2)	361,975.440	Schedule K-1 value	352,813
WHC Venture 2009-1 (Greylock Ptrs Fund XII)	299,600.000	Schedule K-1 value	272,628
Springcreek Venture I, L.P. (Greylock XII)	352,296.660	Schedule K-1 value	1,071,265
Springcreek Venture IV, L.P. (CD Champion)	341,064.300	Schedule K-1 value	377,279
Springcreek Private Eq Fd I (HRJ Growth II)	424,720.500	Schedule K-1 value	401,652
Springcreek Private Equity FOF 2007, L.P.	710,609.700	Schedule K-1 value	881,949
Cupertino Financial Center Partners (SF)	1,000,000.000	Schedule K-1 value	690,731
Menlo Realty III (TSF)	250,000.000	Schedule K-1 value	196,493
Carlyle/Riverstone Renewable Energy I	992,169.680	Schedule K-1 value	432,405
Lyme Forest Fund III TE LP	15,300.000	Schedule K-1 value	13,184
Ecosystem Investment Partnership II LP	8,568.840	Schedule K-1 value	6,535
The Blackstone Group LP	2,700.000	Schedule K-1 value	45,642
HCP Inc Com REIT	400.000	Market Value	16,572
Starwood Property Tr Inc.	2,200.000	Market Value	40,722
Tortoise MLP Fund Inc.	2,000.000	Market Value	51,540
Touchstone Ultra Short Duration	2,606.882	Market Value	24,948
			<u>10,653,247</u>

Springcreek Foundation
 EIN: 68-0344778
 Year Ended December 31, 2011
 Schedules Attached to 2011 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	8,473	0	8,473
Green Earth Investment Partnership, L.P.	n/a	n/a	Various	Various	(419)	0	(419)
California Geothermal Investment Partnership, L.P.	n/a	n/a	Various	Various	(732)	0	(732)
Ontario Ethanol Holdings, LP	n/a	n/a	Various	Various	(128)	0	(128)
Brazil Ethanol Investment Partnership-B, L.P.	n/a	n/a	Various	Various	(124,574)	0	(124,574)
Menlo Realty Partners III LP	n/a	n/a	Various	Various	7,650	0	7,650
Springcreek Mid Cap Growth I, L.P.	n/a	n/a	Various	Various	98,683	0	98,683
Springcreek Mid Cap Snyder I, L.P.	n/a	n/a	Various	Various	96,367	0	96,367
Springcreek Global Core I, L.P.	n/a	n/a	Various	Various	8,494	0	8,494
Springcreek Hedge Fund II, L.P.	n/a	n/a	Various	Various	52,960	0	52,960
Springcreek Venture IV, L.P.	n/a	n/a	Various	Various	10,358	0	10,358
Springcreek Private Equity Fund I, L.P.	n/a	n/a	Various	Various	15,381	0	15,381
Springcreek Private Equity FOF 2007, L.P.	n/a	n/a	Various	Various	37,218	0	37,218
The Blackstone Group LP	n/a	n/a	Various	Various	97	0	97
					<u>209,828</u>	<u>0</u>	<u>209,828</u>

Springcreek Foundation
 EIN: 68-0344778
 Year Ended December 31, 2011
 Schedules Attached to 2011 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 15 hours/week	0	0	0
Marlis Corning Jansen 127 University Avenue Berkeley, CA 94710	V.P./Secretary/Treasurer 10 hours/week	0	0	0
Harald Leventhal* 127 University Avenue Berkeley, CA 94710	Chief Financial Officer Not a director 0 25 hour/week	0	0	0
Benita Kline* 127 University Avenue Berkeley, CA 94710	Assistant Secretary Not a director 0 25 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

Benita Kline and Harald Leventhal, as individuals, received no payment for serving as officers (but not directors) of the organization. However, they are owners of Leventhal Kline Management, Inc., which provides a full range of management services to the organization, including accounting, general administrative support, and grant management and administration. The Organization's directors approved payment of \$101,106 to Leventhal Kline Management, Inc. for services during 2011.

Springcreek Foundation
 EIN 68-0344778
 Year Ended December 31, 2011
 Schedules Attached to 2011 Form 990-PF

Schedule 11 - Part XV, line 3a - Grants and Contributions Paid during the year

Donee's name and address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grants	Amount
Ambassadors of Hope & Opportunity Project P O Box 2278 Mill Valley, CA 94941	N/A	501(c)(3) 509(a)(1)	General Support	2,000
American Foundation Tibetan Cultural Preservation 75 South Grand Avenue, Suite 217 Pasadena, CA 91105	N/A	501(c)(3) 509(a)(1)	General Support	500
American Foundation Tibetan Cultural Preservation 75 South Grand Avenue, Suite 217 Pasadena, CA 91105	N/A	501(c)(3) 509(a)(1)	For TFP/Aim High Summer Program	3,717
AOPA Foundation 421 Aviation Way Frederick, MD 21701	N/A	501(c)(3) 509(a)(1)	General Support	10,000
Athenian School 2100 Mt Diablo Scenic Blvd Danville, CA 94526	N/A	501(c)(3) 509(a)(1)	General Support	250
Barakat, Inc/FBO Bliss Project 552 Massachusetts Avenue Cambridge, MA 02139	N/A	501(c)(3) Private foundation	Support Website Development	1,000
Schwab Charitable Fund 211 Main Street San Francisco, CA 94105	N/A	501(c)(3) 509(a)(1)	General Support	58,960
Bay Area Discovery Museum Fort Baker 557 McReynolds Road Sausalito, CA 94965	N/A	501(c)(3) 509(a)(1)	General Support	880
Berkeley Repertory Theatre 999 Harrison Street Berkeley, CA 94710-1455	N/A	501(c)(3) 509(a)(1)	General Support	3,000
California Film Institute 38 Miller Avenue, Suite 6 Mill Valley, CA 94941 USA	N/A	501(c)(3) 509(a)(1)	General Support	8,500
Case Western Reserve University 11000 Cedar Avenue, Suite 357 Cleveland, OH 44106	N/A	501(c)(3) 509(a)(1)	To Support Ellen Long Professorship	15,599
Chamber Music San Francisco 1314 34th Avenue San Francisco, CA 94122-1309	N/A	501(c)(3) 509(a)(1)	General Support	2,500
Cinnabar Arts Corporation 3333 Petaluma Blvd N Petaluma, CA 94952	N/A	501(c)(3) 509(a)(2)	General Support	1,000

Springcreek Foundation
 EIN 68-0344778
 Year Ended December 31, 2011
 Schedules Attached to 2011 Form 990-PF

Schedule 11 - Part XV, line 3a - Grants and Contributions Paid during the year

Donee's name and address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grants	Amount
Cinnabar Elementary School 286 Skillman Lane Petaluma, CA 94952-0399	N/A	501(c)(3) 509(a)(1)	Technology	300
Cinnabar Elementary School 286 Skillman Lane Petaluma, CA 94952-0399	N/A	501(c)(3) 509(a)(1)	Reading Materials for Resource Specialist Program	100
City of Ketchum P O Box 2315 Ketchum, ID 83340	N/A	170 (c) (1) Government Unit	Ketch'um Alive Summer Series	1,000
Clay & Glass Arts Foundation 916 El Rio Drive San Jose, CA 95125	N/A	501(c)(3) 509(a)(1)	General Support	552
Company of Fools, Inc P O Box 329 Hailey, ID 83333	N/A	501(c)(3) 509(a)(1)	To Support "New Voices" Program	500
Confluence Philanthropy 23 Black Brook Road Pound Ridge, NY 10576	N/A	501(c)(3) 509(a)(1)	General Support	2,000
Corporation of the Fine Arts Museums 50 Hagiwara Tea Garden Drive San Francisco, CA 94118	N/A	501(c)(3) 509(a)(1)	General Support	3,500
Corte Madera Community Foundation P O Box 7109 Corte Madera, CA 94976	N/A	501(c)(3) 509(a)(1)	Community Plaza Project	2,000
Crissy Field Dog Group, Inc 1907 Fifth Avenue San Rafael, CA 94901	N/A	501(c)(3) 509(a)(1)	General Support	595
Cystic Fibrosis Foundation 4600 Roseville Road, Suite 140 North Highlands, CA 95660	N/A	501(c)(3) 509(a)(1)	General Support	200
DASRA 3050 Post Oak Blvd , Suite 550 Houston, TX 77056	N/A	501(c)(3) 509(a)(1)	General Support	5,000
Di Rosa Preserve 5200 Carneros Highway Napa, CA 94559	N/A	501(c)(3) 509(a)(2)	General Support	1,000
Environmental Working Group 1436 U Street NW Washington, DC 20009	N/A	501(c)(3) 509(a)(1)	To Support Work in Food System Reform	2,500

Springcreek Foundation
 EIN 68-0344778
 Year Ended December 31, 2011
 Schedules Attached to 2011 Form 990-PF

Schedule 11 - Part XV, line 3a - Grants and Contributions Paid during the year

Donee's name and address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grants	Amount
Friends of CRAFT 1392 W Dittemore Road Gosport, IN 47433	N/A	501(c)(3) 509(a)(1)	Stone Age Institute-To expand development capacity	32,882
Friends of CRAFT 1392 W Dittemore Road Gosport, IN 47433	N/A	501(c)(3) 509(a)(1)	General support	8,219
Friends of CRAFT 1392 W Dittemore Road Gosport, IN 47433	N/A	501(c)(3) 509(a)(1)	Maintenance of the Stone Age Institute	1,685
Friends of CRAFT 1392 W Dittemore Road Gosport, IN 47433	N/A	501(c)(3) 509(a)(1)	Support the development officer position	23,476
Friends of CRAFT 1392 W Dittemore Road Gosport, IN 47433	N/A	501(c)(3) 509(a)(1)	For Production of new CD	2,772
Friends of CRAFT 1392 W Dittemore Road Gosport, IN 47433	N/A	501(c)(3) 509(a)(1)	Robert Begouen Foundation	7,500
Friends of Orcas Island Library P O Box 1207 Eastsound, WA 98245-1207	N/A	501(c)(3) 509(a)(2)	Director's Discretionary Fund	1,000
Greenwood School 17 Buena Vista Avenue Mill Valley, CA 94941	N/A	501(c)(3) 509(a)(1)	To Support Science Program	1,500
Greenwood School 17 Buena Vista Avenue Mill Valley, CA 94941	N/A	501(c)(3) 509(a)(1)	To Support Stewardship Circle	5,000
Greenwood School 17 Buena Vista Avenue Mill Valley, CA 94941	N/A	501(c)(3) 509(a)(1)	Tuition Assistance Fund	10,000
Harvard College Development Office/Recording Secretary 124 Mt Auburn Street, 4th Floor Cambridge, MA 02138	N/A	501(c)(3) 509(a)(1)	General Support	1,000
Hathaway Brown School 19600 North Park Boulevard Shaker Heights, Ohio 44122	N/A	501(c)(3) 509(a)(1)	To Support Ellen Long Science Center	1,000
Homeward Bound of Marin 1385 N Hamilton Parkway Novato, CA 94949-8276	N/A	501(c)(3) 509(a)(1)	For Stone Soup	800

Springcreek Foundation
 EIN 68-0344778
 Year Ended December 31, 2011
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Schedule 11 - Part XV, line 3a - Grants and Contributions Paid during the year

Donee's name and address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grants	Amount
IC Foundation 165 11th Street San Francisco, CA 94103	N/A	501(c)(3) 509(a)(2)	General Support	3,000
International House 2299 Piedmont Avenue Berkeley, CA 94720	N/A	501(c)(3) 509(a)(2)	General Support	1,000
Intl Comm for Preserv of Lascaux Inc 322 Lewis Street Oakland, CA 94607-1236	N/A	501(c)(3) 509(a)(1)	General Support	2,000
Kids' Headquarters, Inc 220 Redwood Highway Mill Valley, CA 94941-3607	N/A	501(c)(3) 509(a)(1)	The Planet Scholarship Fund	300
Leadership Public Schools Inc 2601 Mission Street Suite 900 San Francisco, CA 94110	N/A	501(c)(3) 509(a)(1)	General Support	2,500
Marin Academy 1600 Mission Avenue San Rafael, CA 94901	N/A	501(c)(3) 509(a)(1)	Swimming Pool Maintenance	2,500
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
Marin Community Food Bank 75 Digital Drive Novato, CA 94949	N/A	501(c)(3) 509(a)(1)	General Support	1,000
Marin Country Day School 5221 Paradise Drive Corte Madera, CA 94925	N/A	501(c)(3) 509(a)(1)	General Support	1,000
Marin Horizon School, Inc 305 Montford Avenue Mill Valley, CA 94941	N/A	501(c)(3) 509(a)(1)	For The Horizon Fund	500
Marin Organics P O Box 962 Pt Reyes Station, CA 94956	N/A	501(c)(3) 509(a)(1)	General Support	1,000
Marin Theatre Company 397 Miller Avenue Mill Valley, CA 94941-2885	N/A	501(c)(3) 509(a)(2)	General Support	1,000
Methow Conservancy P O Box 71 Winthrop, WA 98862	N/A	501(c)(3) 509(a)(1)	For Capital Campaign	5,000

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Mill Valley Streamkeepers 3 Rose Avenue Mill Valley, CA 94941	N/A	501(c)(3) 509(a)(1)	General Support	1,000
Moab Music Festival, Inc 58 East 300 South Moab, UT 84532 USA	N/A	501(c)(3) 509(a)(1)	General Support	15,000
Myotonic Dystrophy Foundation 10016 Footshills Boulevard Roseville, CA 95747	N/A	501(c)(3) 509(a)(2)	General Support	1,000
New Dramatists, Inc 424 West 44th Street New York, NY 10036	N/A	501(c)(3) 509(a)(1)	General Support	2,666
North Calif Public Broadcasting Inc 2601 Mariposa Street San Francisco, CA 94110	N/A	501(c)(3) 509(a)(1)	General Support	6,000
OPAL Community Land Trust P O Box 1133 Eastsound, WA 98245	N/A	501(c)(3) 509(a)(2)	General Support	1,000
Oxbow School 530 Third Street Napa, CA 94559-2702	N/A	501(c)(3) 509(a)(1)	General Support	1,652
Plan International USA, Inc 155 Plan Way Warwick, RI 02886	N/A	501(c)(3) 509(a)(1)	Sponsorship	360
Planned Parenthood Shasta Pacific 2185 Pacheco Street Concord, CA 94540	N/A	501(c)(3) 509(a)(1)	Marin County Educator	10,000
Planned Parenthood Shasta Pacific 2185 Pacheco Street Concord, CA 94540	N/A	501(c)(3) 509(a)(1)	General Support	500
Portola Valley School Foundation 4575 Alpine Road Portola Valley, CA 94028	N/A	501(c)(3) 509(a)(1)	General Support	3,445
PRBO Conservation Science 3820 Cypress Drive, Suite 11 Petaluma, CA 94954	N/A	501(c)(3) 509(a)(1)	General Support	1,000
Providence Hospice of Seattle Foundation 425 Pontius Avenue North, Suite 300 Seattle, WA 98109-5452	N/A	501(c)(3) 509(a)(3)	General Support	300

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San Francisco Ballet Association 455 Franklin Street, 3rd Floor San Francisco, CA 94102	N/A	501(c)(3) 509(a)(1)	General Support	2,579
San Francisco Botanical Garden Society 1199 9th Avenue San Francisco, CA 94122-2370	N/A	501(c)(3) 509(a)(1)	General Support	24,000
San Francisco General Hospital Foundation P O Box 410836 San Francisco, CA 94141-0836	N/A	501(c)(3) 509(a)(1)	General Support for Women's Resource Center	2,500
San Francisco Opera Association 301 Van Ness Avenue San Francisco, CA 94102	N/A	501(c)(3) 509(a)(1)	Jun Kaneko Design for Magic Flute	5,000
San Francisco Opera Association 301 Van Ness Avenue San Francisco, CA 94102	N/A	501(c)(3) 509(a)(1)	General Support	4,000
San Francisco Opera Association 301 Van Ness Avenue San Francisco, CA 94102	N/A	501(c)(3) 509(a)(1)	Magic Flute Support	8,125
San Francisco Symphony 201 Van Ness Avenue San Francisco, CA 94102	N/A	501(c)(3) 509(a)(1)	General Support	11,465
San Marin High School 15 San Marin Drive Novato, CA 94945	N/A	501(c)(3) 509(a)(1)	For Science Department	150
San Marin High School 15 San Marin Drive Novato, CA 94945	N/A	501(c)(3) 509(a)(1)	For Art Department Supplies	150
Social & Environmental Entrepreneurs Inc 22231 Mulholland Hwy, Suite 209 Calabasas, CA 91302-5151	N/A	501(c)(3) 509(a)(2)	For Catalyst Commons Project	5,325
Sonoma Valley Museum of Art P O Box 322 Sonoma, CA 95476	N/A	501(c)(3) 509(a)(1)	Director's Discretionary Fund	10,500
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	7,600

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Schedule 11 - Part XV, line 3a - Grants and Contributions Paid during the year

Donee's name and address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grants	Amount
The Leakey Foundation 1003B O'Reilly Avenue San Francisco, CA 94129-1359	N/A	501(c)(3) 509(a)(1)	General Support	11,000
The Leakey Foundation 1003B O'Reilly Avenue San Francisco, CA 94129-1359	N/A	501(c)(3) 509(a)(1)	F Clark Howell Endowment Campaign	20,000
Trees for the Future Inc 9000 16th Street Silver Spring, MD 20910-2143	N/A	501(c)(3) 509(a)(1)	David Deppner Legacy Fund	2,000
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	60,000
Trust for Public Land 116 New Montgomery Street, 4th Floor San Francisco, CA 94104	N/A	501(c)(3) 509(a)(1)	General Support	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)	For Professorship - Fletcher School of Law and Diplomacy	40,000
UC Davis Foundation UC Davis Conference Center, 2nd Floor University of California, Davis One Shields Avenue Davis, CA 95616-5270	N/A	501(c)(3) Operated for the benefits of public university	For Harry H Laidlaw Jr Honey Bee Research Facility	25,000
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	600
Walnut Hills High School Alumni Foundation 3250 Victory Parkway Cincinnati, OH 45207-1457	N/A	501(c)(3) 509(a)(1)	General Support	5,000
Western Reserve Academy 115 College Street Hudson, OH 44236	N/A	501(c)(3) 509(a)(1)	Maintenance of Long House	11,138
Western Reserve Academy 115 College Street Hudson, OH 44236	N/A	501(c)(3) 509(a)(1)	To Support ELISA Program	10,000

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Schedule 11 - Part XV, line 3a - Grants and Contributions Paid during the year

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Wood River Community Young Mens Christian Association P O Box 6801 Ketchum, ID 83340-6801	N/A	501(c)(3) 509(a)(1)	General Support	15,170
World Wildlife Fund, Inc 1250 24th Street, NW Washington, DC 20037	N/A	501(c)(3) 509(a)(1)	General Support	1,000
Zyzyva, Inc 466 Geary Street, Suite 401 San Francisco, CA 94102	N/A	501(c)(3) 509(a)(1)	General Support	6,000
				<u>579,512</u>

Schedule 12 - Part VII-A, Line 4b - Filing of Form 990-T

The organization filed Form 990-T to take advantage of loss carry forward

Springcreek Foundation
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Schedule 13 – Part VII-B – Line 5c
Statement of Expenditure Responsibility
Per Treasury Regulation Section 53.4945-5 (d)
FYE 12/31/11

FINAL REPORT

Reg. Section 53.4945-5 (d) (2) (i): The name and address of the grantee:

Barakat, Inc.
552 Massachusetts Avenue, Suite 215
Cambridge, MA 02139

Reg. Section 53.4945-5 (d) (2) (ii): The date and amount of the grant:

Date: September 22, 2011
Amount: \$1,000

Reg. Section 53.4945-5 (d) (2) (iii): The purpose of the grant:

To support website development for the Bliss Project, a project of Barakat, Inc., a private foundation.

Reg. Section 53.4945-5 (d) (2) (iv): The amounts expended by the grantee (based upon the most recent report received from the grantee):

Date of most recent report: April 30, 2012
Amount expended by grantee: \$1,000

Reg. Section 53.4945-5 (d) (2) (v): Whether the grantee has diverted any portion of the funds (or the income therefrom) from the purpose of the grant (to the knowledge of the grantor):

To the best knowledge of the grantor, the grantee has not diverted any portion of the funds.

Reg. Section 53.4945-5 (d) (2) (vi): The date and results of any verification of the grantee's reports undertaken pursuant to and to the extent required under paragraph (c)(1) of this section by the grantor or by others at the direction of the grantor:

Date of verification: April 30, 2012

Results of Verification: The funds were spent on the development of a website for the Bliss Project which provides educational opportunities for girls in Pakistan. The total spent on the website development was \$3,750. Barakat Inc. provided evidence of the cost of the new website.