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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE SPRINGCREEK FOUNDATION C/O LEVENTHAL KLINE MANAGEMENT INC.		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 (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) \$ 14,384,807. (Part I, column (d) must be on cash basis.)	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))		(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				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		298.	298.		STATEMENT 1
4 Dividends and interest from securities		172,600.	172,593.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,942,980.			STATEMENT 3
b Gross sales price for all assets on line 6a		3,813,359.			
7 Capital gain net income (from Part IV, line 2)			2,942,986.		
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		-159,183.	-152,347.		STATEMENT 4
12 Total. Add lines 1 through 11		2,956,695.	2,963,530.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 5		1,313.	578.		735.
b Accounting fees STMT 6		5,875.	0.		7,234.
c Other professional fees STMT 7		138,483.	49,978.		88,558.
17 Interest		2,592.	2,584.		0.
18 Taxes STMT 8		10,483.	4,510.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		8,730.	155.		6,708.
22 Printing and publications		638.	0.		638.
23 Other expenses STMT 9		124,654.	114,371.		7,243.
24 Total operating and administrative expenses. Add lines 13 through 23		292,768.	172,176.		111,116.
25 Contributions, gifts, grants paid		580,582.			580,582.
26 Total expenses and disbursements. Add lines 24 and 25		873,350.	172,176.		691,698.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,083,345.			
b Net investment income (if negative, enter -0-)			2,791,354.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,880,572.	3,174,804.	3,174,804.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	5,007.		
	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	35,154.	24,286.	24,286.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	895,826.		
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	10,653,247.	11,033,523.	11,033,523.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	151,304.	152,194.	152,194.
	16 Total assets (to be completed by all filers)	13,621,110.	14,384,807.	14,384,807.
	17 Accounts payable and accrued expenses	1,678.	275.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	1,678.	275.	
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	13,619,432.	14,384,532.	
	25 Temporarily restricted			
	26 Permanently restricted			
	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			
Net Assets or Fund Balances	30 Total net assets or fund balances	13,619,432.	14,384,532.	
	31 Total liabilities and net assets/fund balances	13,621,110.	14,384,807.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,619,432.
2 Enter amount from Part I, line 27a	2	2,083,345.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	15,702,777.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	1,318,245.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,384,532.

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			
b SEE ATTACHED STATEMENTS			
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			
b			
c			
d			
e 3,813,359.		2,379,595.	2,942,986.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			2,942,986.

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	2,942,986.
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	735,759.	13,947,871.	.052751
2010	669,939.	13,014,909.	.051475
2009	623,728.	12,565,986.	.049636
2008	682,905.	12,188,070.	.056031
2007	893,701.	18,114,375.	.049337

2 Total of line 1, column (d)	2	.259230
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	.051846
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	14,091,317.
5 Multiply line 4 by line 3	5	730,578.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,914.
7 Add lines 5 and 6	7	758,492.
8 Enter qualifying distributions from Part XII, line 4	8	691,698.

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.

THE SPRINGCREEK FOUNDATION

C/O LEVENTHAL KLINE MANAGEMENT INC.

68-0344778

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 ☐ 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	55,827.
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	55,827.
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	55,827.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	61,583.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	61,583.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
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	5,756.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 5,756. Refunded ☐ 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
1b 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?	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	
8a 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 2012 or the taxable year beginning in 2012 (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

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 2012, 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	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	☐ Yes ☒ 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.)	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. ►		
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 2012 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 2012)	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 2012?	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)? ☐ 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.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

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
MAUD-ALISON LONG 127 UNIVERSITY AVENUE BERKELEY, CA 94710	PRESIDENT/DIRECTOR 12.00	0.	0.	0.
MARLIS CORNING JANSEN 127 UNIVERSITY AVENUE BERKELEY, CA 94710	V.P. / SECRETARY/TREASURER/DIRECTOR 8.00	0.	0.	0.
HARALD LEVENTHAL (NOT A DIRECTOR) 127 UNIVERSITY AVENUE BERKELEY, CA 94710	CHIEF FINANCIAL OFFICER 0.25	0.	0.	0.
BENITA KLINE (NOT A DIRECTOR) 127 UNIVERSITY AVENUE BERKELEY, CA 94710	ASSISTANT SECRETARY 0.25	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

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	11,811,425.
b	Average of monthly cash balances	1b	2,342,287.
c	Fair market value of all other assets	1c	152,194.
d	Total (add lines 1a, b, and c)	1d	14,305,906.
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	14,305,906.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	214,589.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,091,317.
6	Minimum investment return. Enter 5% of line 5	6	704,566.

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	704,566.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	55,827.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	55,827.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	648,739.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	648,739.
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	648,739.

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	691,698.
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	691,698.
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	691,698.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				648,739.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	131,486.			
d From 2010	677,811.			
e From 2011	50,311.			
f Total of lines 3a through e	859,608.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 691,698.				
a Applied to 2011, 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 2012 distributable amount				648,739.
e Remaining amount distributed out of corpus	42,959.			
5 Excess distributions carryover applied to 2012 (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	902,567.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	902,567.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	131,486.			
c Excess from 2010	677,811.			
d Excess from 2011	50,311.			
e Excess from 2012	42,959.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN FDN FOR TIBETAN CULT. PRESERV. 75 SOUTH GRAND AVENUE, SUITE 217 PASADENA, CA 91105		501(C)(3)	GENERAL SUPPORT	3,822.
AMERICAN FDN FOR TIBETAN CULT. PRESERV. 75 SOUTH GRAND AVENUE, SUITE 217 PASADENA, CA 91105		501(C)(3)	CAPACITY BUILDING	2,094.
AOPA FOUNDATION 421 AVIATION WAY FREDERICK, MD 91105		501(C)(3)	ENDOWMENT SPECIFIC	10,000.
ASIAN ART MUSEUM FOUNDATION OF S.F. 200 LARKIN STREET SAN FRANCISCO, CA 94102		501(C)(3)	GENERAL SUPPORT	1,000.
BAY AREA WOMENS AND CHILDRENS CTR 318 LEAVENWORTH AVENUE SAN FRANCISCO, CA 94102		501(C)(3)	GENERAL SUPPORT	2,000.
Total	SEE CONTINUATION SHEET(S)			580,582.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	298.		
4 Dividends and interest from securities	900099	7.	14	172,593.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income	900099	-7,726.	01	-152,347.		
8 Gain or (loss) from sales of assets other than inventory	900099	-6.	18	2,942,986.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a PROGRAM RELATED						
b INVESTMENT						890.
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		-7,725.		2,963,530.		890.
13 Total. Add line 12, columns (b), (d), and (e)					13	2,956,695.

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

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

[illegible]

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

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

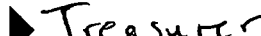
[illegible]

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) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	 Signature of officer or trustee		11-13-13 Date		 Treasurer Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	HYDEH GHAFFARI				11/15/13		P01228587
	Firm's name ▶ GHAFFARI ACCOUNTANCY INC.					Firm's EIN ▶ 80-0842045	
	Firm's address ▶ 1330 BROADWAY, SUITE 430 OAKLAND, CA 94612					Phone no. 510-834-6542	

Form **990-PF** (2012)

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	CAPITAL GAIN DIVIDEND			
c	SPRINGCREEK VENTURE I L.P.			
d	GREEN EARTH INVESTMENT PARTNERSHIP, L.P.			
e	CALIFORNIA GEOTHERMAL INVESTMENT PARTNERSHIP, L.P.			
f	UK ETHANOL INVESTMENT PARTNERSHIP-B, L.P.			
g	WHC VENTURES 2009-1, L.P.			
h	CUPERTINO FINANCIAL CENTER PARTNERS, LLC			
i	MENLO REALTY PARTNERS III LP			
j	SPRINGCREEK GLOBAL CORE I, L.P.			
k	SPRINGCREEK HEDGE FUND II, L.P.			
l	SPRINGCREEK VENTURE IV, L.P.			
m	SPRINGCREEK PRIVATE EQUITY FUND I, L.P.			
n	SPRINGCREEK PRIVATE EQUITY FOF 2007, L.P.			
o	THE BLACKSTONE GROUP LP			

(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	3,768,089.	2,379,595.	1,388,494.
b	45,270.		45,270.
c			186,308.
d			-30,405.
e			491.
f			-103,813.
g			5,317.
h			841,756.
i			9,158.
j			457,078.
k			2,609.
l			20,767.
m			21,785.
n			98,058.
o			113.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,388,494.
b			45,270.
c			186,308.
d			-30,405.
e			491.
f			-103,813.
g			5,317.
h			841,756.
i			9,158.
j			457,078.
k			2,609.
l			20,767.
m			21,785.
n			98,058.
o			113.

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	2,942,986.
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

THE SPRINGCREEK FOUNDATION
C/O LEVENTHAL KLINE MANAGEMENT INC.

68-0344778

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BERKELEY REPERTORY THEATRE 999 HARRISON STREET BERKELEY, CA 94710		501(C)(3)	GENERAL SUPPORT	6,000.
BIZWORLD FOUNDATION 444 DE HARO STREET, SUITE 203 SAN FRANCISCO, CA 94017		501(C)(3)	GENERAL SUPPORT	5,000.
CASE WESTERN RESERVE UNIVERSITY 11000 CEDAR AVENUE, SUITE 357 CLEVELAND, OH 44106		501(C)(3)	TO SUPPORT ELLEN & DIXON LONG PROFESSORSHIP	18,962.
CDP HURRICANE SANDY DISASTER FUND 1201 CONNECTICUT AVENUE, NW, SUITE 300 WASHINGTON, DC 20036		501(C)(3)	HURRICANE SANDY DISASTER FUND	3,000.
CEERT 1100 11TH STREET, SUITE 311 SACRAMENTO, CA 95814		501(C)(3)	GENERAL SUPPORT	5,000.
CHAMBER MUSIC SAN FRANCISCO 1314 34TH AVENUE SAN FRANCISCO, CA 94122		501(C)(3)	GENERAL SUPPORT	3,500.
CITY OF KETCHUM P.O. BOX 2315 KETCHUM, ID 83340		170(C)(1)	KETCH'UM ALIVE SUMMER SERIES	1,000.
CLASSICAL KDFC DEPT# 34554 P.O. BOX 39000 SAN FRANCISCO, CA 94139		501(C)(3)	GENERAL SUPPORT	500.
CLAY & GLASS ARTS FOUNDATION 916 EL RIO DRIVE SAN JOSE, CA 95125		501(C)(3)	GENERAL SUPPORT	500.
CORPORATION OF THE FINE ARTS MUSEUMS 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO, CA 94118		501(C)(3)	GENERAL SUPPORT	3,500.
Total from continuation sheets				561,666.

THE SPRINGCREEK FOUNDATION
C/O LEVENTHAL KLINE MANAGEMENT INC.

68-0344778

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CORTE MADERA COMMUNITY FDN P.O. BOX 7109 CORTE MADERA, CA 94976		501(C)(3)	COMMUNITY PLAZA DEVELOPMENT	2,000.
CRADLE TO CRADLE PRODUCT INNOVATIVE INST 530 BUSH STREET, SUITE 403 SAN FRANCISCO, CA 94108		501(C)(3)	GENERAL SUPPORT	5,000.
CRAFT EMERGENCY RELIEF FUND INC. P.O. BOX 838 MONTPELIER, VT 5601		501(C)(3)	GENERAL SUPPORT	300.
CRISSEY FIELD DOG GROUP, INC. 1907 FIFTH AVENUE SAN RAFAEL, CA 94901		501(C)(3)	GENERAL SUPPORT	584.
CURE ALZHEIMER'S FUND 34 WASHINGTON STREET, SUITE 200 WELLESLEY HILLS, MA 02481		501(C)(3)	GENERAL SUPPORT	10,000.
DI ROSA PRESERVE 5200 CARNEROS HIGHWAY NAPA, CA 94559		501(C)(3)	GENERAL SUPPORT	1,000.
EDUCATIONAL TALL SHIP 640 LIBERTY SHIP WAY, SUITE C SAUSALITO, CA 94965		501(C)(3)	GENERAL SUPPORT	18,500.
EDUCATIONAL TALL SHIP 640 LIBERTY SHIP WAY, SUITE C SAUSALITO, CA 94965		501(C)(3)	80 FRAMES CREW	2,500.
ENVIRONMENTAL WORKING GROUP 1436 U STREET NW WASHINGTON, DC 20009		501(C)(3)	GENERAL SUPPORT	500.
FILM INSTITUTE OF NORTHERN CALIFORNIA 1001 LOOTENS PLACE, SUITE 220 SAN RAFAEL, CA 94901		501(C)(3)	GENERAL SUPPORT	7,500.
Total from continuation sheets				

THE SPRINGCREEK FOUNDATION
C/O LEVENTHAL KLINE MANAGEMENT INC.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRIENDS OF CORTE MADERA CREEK WATERSHED P.O. BOX 415 LARKSPUR, CA 94941		501(C)(3)	GENERAL SUPPORT	2,000.
FRIENDS OF CRAFT 1392 W. DITTEMORE ROAD GOSPORT, IN 47433		501(C)(3)	GENERAL SUPPORT	3,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY BUILDING 201 FORT MASON SAN FRANCISCO, CA 94123		501(C)(3)	GENERAL SUPPORT	1,000.
GREENWOOD SCHOOL 17 BUENA VISTA AVENUE MILL VALLEY, CA 94941		501(C)(3)	FOR DEVELOPMENT CONSULTANT	5,000.
GREENWOOD SCHOOL 17 BUENA VISTA AVENUE MILL VALLEY, CA 94941		501(C)(3)	FOR WATER FOUNTAIN RENOVATION	4,000.
GREENWOOD SCHOOL 17 BUENA VISTA AVENUE MILL VALLEY, CA 94941		501(C)(3)	I HAVE A DREAM FUND	15,000.
GREENWOOD SCHOOL 17 BUENA VISTA AVENUE MILL VALLEY, CA 94941		501(C)(3)	GIVING TREE	1,000.
GREENWOOD SCHOOL 17 BUENA VISTA AVENUE MILL VALLEY, CA 94941		501(C)(3)	CALL OF THE SEA PROGRAM	1,000.
GREENWOOD SCHOOL 17 BUENA VISTA AVENUE MILL VALLEY, CA 94941		501(C)(3)	FLYLEAF EMERGENT READER SET	1,075.
GREENWOOD SCHOOL 17 BUENA VISTA AVENUE MILL VALLEY, CA 94941		501(C)(3)	GENERAL SUPPORT	5,000.
Total from continuation sheets				

THE SPRINGCREEK FOUNDATION
C/O LEVENTHAL KLINE MANAGEMENT INC.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HARVARD MAGAZINE, INC. 7 WARE STREET CAMBRIDGE, MA 02138		501(C)(3)	GENERAL SUPPORT	400.
HOLDEN ARBORETUM 9500 A SPERRY ROAD KIRTLAND, OH 44094		501(C)(3)	WHC VISITOR CENTER RENOVATION	30,000.
HOMEWARD BOUND OF MARIN 1385 N. HAMILTON PARKWAY NOVATO, CA 94949		501(C)(3)	FOR STONE SOUP MARIN	2,000.
HOSPICE BY THE BAY FOUNDATION 17 E SIR FRANCIS DRAKE LARKSPUR, CA 94939		501(C)(3)	GENERAL SUPPORT	1,000.
KANEKO 1111 JONES STREET OMAHA, NE 68102		501(C)(3)	GENERAL SUPPORT	500.
KIDS' HEADQUARTERS, INC. 220 REDWOOD HIGHWAY MILL VALLEY, CA 94941		501(C)(3)	GENERAL SUPPORT	2,000.
KQED 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110		501(C)(3)	GENERAL SUPPORT	3,000.
LEADERSHIP PUBLIC SCHOOLS INC. 2601 MISSION STREET, SUITE 900 SAN FRANCISCO, CA 94110		501(C)(3)	GENERAL SUPPORT	2,500.
MARIN ACADEMY 1600 MISSION AVENUE SAN RAFAEL, CA 94901		501(C)(3)	SWIMMING POOL MAINTENANCE	2,500.
MARIN AGRICULTURAL LAND TRUST P.O. BOX 809 PT. REYES STATION, CA 94956		501(C)(3)	GENERAL SUPPORT	2,000.
Total from continuation sheets				

THE SPRINGCREEK FOUNDATION
C/O LEVENTHAL KLINE MANAGEMENT INC.

68-0344778

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MARIN AUDUBON SOCIETY INCORPORATED P.O. BOX 99 MILL VALLEY, CA 94942		501(C)(3)	GENERAL SUPPORT	2,000.
MARIN COMMUNITY FOOD BANK 75 DIGITAL DRIVE NOVATO, CA 94949		501(C)(3)	GENERAL SUPPORT	5,000.
MARIN COUNTRY DAY SCHOOL 5221 PARADISE DRIVE CORTE MADERA, CA 94925		501(C)(3)	GENERAL SUPPORT	1,000.
MARIN GENERAL HOSPITAL FOUNDATION 100 B DRAKE'S LANDING ROAD, SUITE 255 GREENBRAE, CA 94904		501(C)(3)	RENOVATION OF TRAUMA CENTER & EMERGENCY DEPARTMENT	2,500.
MARIN ROWING ASSOCIATION 50 DRAKES LANDING ROAD GREENBRAE, CA 94902		501(C)(3)	GENERAL SUPPORT	2,500.
MOAB MUSIC FESTIVAL, INC. 58 EAST 300 SOUTH MOAB, UT 84532		501(C)(3)	GORDON TOMKINS FUND	2,000.
MOAB MUSIC FESTIVAL, INC. 58 EAST 300 SOUTH MOAB, UT 84532		501(C)(3)	GENERAL SUPPORT	15,000.
MOAB MUSIC FESTIVAL, INC. 58 EAST 300 SOUTH MOAB, UT 84532		501(C)(3)	ENDOWMENT CAMPAIGN	5,000.
MYOTONIC DYSTROPHY FOUNDATION 10016 FOORSHILLS BOULEVARD ROSEVILLE, CA 95747		501(C)(3)	GENERAL SUPPORT	1,000.
NATIONAL PARKS AND CONSERVATION ASSOC. 777 6TH STREET, NW WASHINGTON, DC 20001		501(C)(3)	GENERAL SUPPORT	500.
Total from continuation sheets				

THE SPRINGCREEK FOUNDATION
C/O LEVENTHAL KLINE MANAGEMENT INC.

68-0344778

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW DRAMATISTS, INC. 424 WEST 44TH STREET NEW YORK, NY 10036		501(C)(3)	GENERAL SUPPORT	3,241.
NORTH. CALIF. PUBLIC BROADCASTING INC. 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110		501(C)(3)	GENERAL SUPPORT	5,000.
OPAL COMMUNITY LAND TRUST P.O. BOX 1133 EASTSOUND, WA 98245		501(C)(3)	GENERAL SUPPORT	1,000.
PACIFIC FOREST TRUST, INC. 1001-A O'REILLY AVENUE SAN FRANCISCO, CA 94129		501(C)(3)	GENERAL SUPPORT	1,000.
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W 33RD STREET NEW YORK, NY 10001		501(C)(3)	GENERAL SUPPORT	500.
PLANNED PARENTHOOD SHASTA PACIFIC 2185 PACHECO STREET CONCORD, CA 94540		501(C)(3)	MARIN COUNTY YOUTH EDUCATOR	10,000.
POLISTES FOUNDATION 133 WASHINGTON STREET BELMONT, MA 02478		501(C)(3)	THE GREAT SUNFLOWER PROJECT	2,000.
PORTOLA VALLEY SCHOOL FOUNDATION 4575 ALPINE ROAD PORTOLA VALLEY, CA 94028		501(C)(3)	GENERAL SUPPORT	4,188.
PRBO CONSERVATION SCIENCE 3820 CYPRESS DRIVE, SUITE 11 PETALUMA, CA 94954		501(C)(3)	GENERAL SUPPORT	2,000.
RADCLIFFE INSTITUTE FOR ADVANCED STUDY 10 GARDEN STREET CAMBRIDGE, MA 02138		501(C)(3)	GENERAL SUPPORT	800.
Total from continuation sheets				

THE SPRINGCREEK FOUNDATION
C/O LEVENTHAL KLINE MANAGEMENT INC.

68-0344778

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RESOURCE RENEWAL INSTITUTE 187 E. BLITHEDALE AVENUE MILL VALLEY, CA 94941		501(C)(3)	GENERAL SUPPORT	5,000.
RETURN TO FREEDOM INC P.O. BOX 926 LOMPOC, CA 93438		501(C)(3)	GENERAL SUPPORT	250.
ROOTS OF CHANGE 150 POST STREET, SUITE 342 SAN FRANCISCO, CA 94108		501(C)(3)	GENERAL SUPPORT	1,500.
RURAL CALIF. BROADCASTING CORP. KRCB-TV 5850 LABATH AVENUE ROHNERT PARK, CA 94928		501(C)(3)	KELLY-YAMAMOTO FILM PRODUCTION	1,500.
SAN FRANCISCO BALLET ASSOCIATION 455 FRANKLIN STREET, 3RD FLOOR SAN FRANCISCO, CA 94102		501(C)(3)	GENERAL SUPPORT	3,000.
SAN FRANCISCO BOTANICAL GARDEN SOCIETY 1199 9TH AVENUE SAN FRANCISCO, CA 94122		501(C)(3)	CENTER FOR SUSTAINABLE GARDENING	100,000.
SAN FRANCISCO BOTANICAL GARDEN SOCIETY 1199 9TH AVENUE SAN FRANCISCO, CA 94122		501(C)(3)	GENERAL SUPPORT	24,000.
SAN FRANCISCO MUSEUM OF MODERN ART 151 THIRD STREET SAN FRANCISCO, CA 94103		501(C)(3)	GENERAL SUPPORT	2,500.
SAN FRANCISCO OPERA ASSOCIATION 301 VAN NESS AVENUE SAN FRANCISCO, CA 94122		501(C)(3)	FOR MAGIC FLUTE PRODUCTION	2,800.
SAN FRANCISCO SYMPHONY 201 VAN NESS AVENUE SAN FRANCISCO, CA 94122		501(C)(3)	GENERAL SUPPORT	8,843.
Total from continuation sheets				

THE SPRINGCREEK FOUNDATION
C/O LEVENTHAL KLINE MANAGEMENT INC.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SIERRA CLUB FOUNDATION 85 SECOND STREET, SUITE 750 SAN FRANCISCO, CA 94105		501(C)(3)	GENERAL SUPPORT	1,000.
SLOW MONEY, INC. 320 WASHINGTON STREET, 4TH FLOOR BROOKLINE, MA 02445		501(C)(3)	GENERAL SUPPORT	1,000.
SONOMA VALLEY MUSEUM OF ART P.O. BOX 322 SONOMA, CA 95476		501(C)(3)	DIRECTOR'S DISCRETIONARY FUND	10,000.
TEACH FOR AMERICA, INC. 22 4TH STREET, 7TH FLOOR SAN FRANCISCO, CA 94103		501(C)(3)	GENERAL SUPPORT FOR SAN FRANCISCO	25,000.
THE LEAKEY FOUNDATION 1003B O'REILLEY AVENUE SAN FRANCISCO, CA 94129		501(C)(3)	GENERAL SUPPORT	6,000.
THE LEAKEY FOUNDATION 1003B O'REILLEY AVENUE SAN FRANCISCO, CA 94129		501(C)(3)	FOR THE F. CLARK HOWELL ENDOWMENT CAMPAIGN	20,000.
THE LEAKEY FOUNDATION 1003B O'REILLEY AVENUE SAN FRANCISCO, CA 94129		501(C)(3)	GENERAL SUPPORT	5,250.
THE LEAKEY FOUNDATION 1003B O'REILLEY AVENUE SAN FRANCISCO, CA 94129		501(C)(3)	MAGIC FLUTE LIAISON	1,610.
THE PHILANTHROPY WORKSHOP WEST ONE LETTERMAN DRIVE, BUILDING D, SUITE D3100 SAN FRANCISCO, CA 94129		501(C)(3)	GENERAL SUPPORT	5,000.
THE STONE AGE INSTITUTE P.O. BOX 5097 BLOOMINGTON, IN 47407		501(C)(3)	ROBERT BEGOUEN FUND	9,000.
Total from continuation sheets				

THE SPRINGCREEK FOUNDATION
C/O LEVENTHAL KLINE MANAGEMENT INC.

68-0344778

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE STONE AGE INSTITUTE P.O. BOX 5097 BLOOMINGTON, IN 47407		501(C)(3)	GENERAL SUPPORT	25,575.
TREES FOR THE FUTURE INC. 9000 16TH STREET SILVER SPRING, MD 20910		501(C)(3)	GENERAL SUPPORT	1,000.
TRUST FOR PUBLIC LAND 116 NEW MONTGOMERY STREET, 4TH FLOOR SAN FRANCISCO, CA 94104		501(C)(3)	CANAL COMMUNITY GARDEN PROJECT	20,000.
UNIVERSITY OF CINCINNATI FOUNDATION P.O. BOX 19970 CINCINNATI, OH 45219		501(C)(3)	FOR THE D L KLINE NEUROSCIENCE FUND	250.
WALNUT HILLS HIGH SCHOOL ALUMNI FDN 3250 VICTORY PARKWAY CINCINNATI, OH 45207		501(C)(3)	GENERAL SUPPORT	5,000.
WESTERN RESERVE ACADEMY 115 COLLEGE STREET HUDSON, OH 44236		501(C)(3)	MAINTENANCE OF LONG HOUSE	13,538.
WILDCARE TERWILIGER NATURE EDUCATION 76 ALBERT PARK LANE SAN RAFAEL, CA 94901		501(C)(3)	GENERAL SUPPORT	2,000.
WOOD RIVER COMMUNITY YOUNG MENS CHRISTIAN P.O. BOX 6801 KETCHUM, ID 83340		501(C)(3)	GENERAL SUPPORT	10,000.
WOOD RIVER LAND TRUST 119 E. BULLION STREET HAILEY, ID 83333		501(C)(3)	GENERAL SUPPORT	5,000.
WORLD WILDLIFE FUND, INC. 1250 24TH STREET, NW WASHINGTON, DC 20037		501(C)(3)	GENERAL SUPPORT	1,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST FROM CHECKING ACCOUNT	298.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	298.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST FROM INVESTMENTS	172,593.	0.	172,593.
UNRELATED BUSINESS INCOME	7.	0.	7.
TOTAL TO FM 990-PF, PART I, LN 4	172,600.	0.	172,600.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES					
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	3,768,089.	2,379,595.	0.	0.	1,388,494.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN DIVIDEND				PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
	45,270.	0.	0.	0.	45,270.	

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SPRINGCREEK VENTURE I L.P.				PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
	0.	0.	0.	0.	186,308.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GREEN EARTH INVESTMENT PARTNERSHIP, L.P.	0.	0.	0.	0.	-30,405.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CALIFORNIA GEOTHERMAL INVESTMENT PARTNERSHIP, L.P.	0.	0.	0.	0.	491.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UK ETHANOL INVESTMENT PARTNERSHIP-B, L.P.	0.	0.	0.	0.	-103,813.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
WHC VENTURES 2009-1, L.P.	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	5,317.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
CUPERTINO FINANCIAL CENTER PARTNERS, LLC	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	841,756.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
MENLO REALTY PARTNERS III LP	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	9,158.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
SPRINGCREEK GLOBAL CORE I, L.P.	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	457,078.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SPRINGCREEK HEDGE FUND II, L.P.	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	2,609.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SPRINGCREEK VENTURE IV, L.P.	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	20,767.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SPRINGCREEK PRIVATE EQUITY FUND I, L.P.	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	21,785.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SPRINGCREEK PRIVATE EQUITY FOF 2007, L.P.	0.	0.	0.	0.	98,058.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
THE BLACKSTONE GROUP LP	0.	0.	0.	0.	113.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
THE BLACKSTONE GROUP (UBIT)	0.	0.	0.	0.	-6.

NET GAIN OR LOSS FROM SALE OF ASSETS	2,942,980.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	2,942,980.

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
LOSS FROM PARTNERSHIP	-152,347.	-152,347.		
LOSS FROM PARTNERSHIP (UNRELATED BUSINESS INCOME)	-7,726.	0.		
PROGRAM RELATED INVESTMENT	890.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	-159,183.	-152,347.		

FORM 990-PF	LEGAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADLER AND COLVIN	1,313.	578.		735.
TO FM 990-PF, PG 1, LN 16A	1,313.	578.		735.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GHAFFARI ACCOUTANCY, INC.	5,875.	0.		7,234.
TO FORM 990-PF, PG 1, LN 16B	5,875.	0.		7,234.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEVENTHAL KLINE MANAGEMENT, INC	97,734.	9,773.		88,014.	
BTR CAPITAL MANAGEMENT	-562.	-562.		0.	
US TRUST CUSTODIAL FEES	360.	360.		0.	
SONEN CAPITAL INVESTMENT ADVISOR	40,407.	40,407.		0.	
STEVE WHITE & COMPANY, LLC	315.	0.		315.	
STOLLER DESIGN GROUP	229.	0.		229.	
TO FORM 990-PF, PG 1, LN 16C	138,483.	49,978.		88,558.	

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX ON INVESTMENT INCOME	5,973.	0.		0.	
FOREIGN TAXES	4,510.	4,510.		0.	
TO FORM 990-PF, PG 1, LN 18	10,483.	4,510.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MAILING, SHIPPING & DELIVERY	73.	28.		8.	
DUES AND SUBSCRIPTION	8,268.	0.		5,268.	
WEB HOSTING	600.	0.		600.	
FILING FEES	105.	0.		105.	
INSURANCE	1,250.	0.		1,250.	
BANK FEES	12.	0.		12.	
EXPENSES FROM PARTNERSHIP	114,346.	114,343.		0.	
TO FORM 990-PF, PG 1, LN 23	124,654.	114,371.		7,243.	

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PIMCO SHORT TERM FUND	FMV	252,768.	252,768.
PIMCO TOTAL RETURN FUND III INST	FMV	107,168.	107,168.
VANGUARD GNMA FUND ADMIRAL SHS	FMV	212,008.	212,008.
MINLAM MICROFINANCE OFFSHORE FUND, LTD	FMV	105,292.	105,292.
PIMCO LOW DURATION FUND III CL I	FMV	53,025.	53,025.
TEMPLETON GLOBAL BOND FUND CL A	FMV	1,232,221.	1,232,221.
ABERDEEN EMERGING MARKETS INSTL FUND	FMV	259,737.	259,737.
EATON VANCE STRCTD EMRG MKTS FUND CL I	FMV	221,985.	221,985.
VAN ECK GLOBAL HARD ASSETS FD CL I	FMV	245,790.	245,790.
PIMCO ALL ASSET ALL AUTH FUND INSTL CL	FMV	776,597.	776,597.
SPRINGCREEK HEDGE FUND II, L.P. (D3/CEVIAN2)	FMV	183,967.	183,967.
WHC VENTURE 2009-1 (GREYLOCK PTRS FUND XII)	FMV	367,977.	367,977.
SPRINGCREEK VENTURE I, L.P. (GREYLOCK XII)	FMV	363,884.	363,884.
SPRINGCREEK VENTURE IV, L.P. (CD CHAMPION)	FMV	394,939.	394,939.
SPRINGCREEK PRIVATE EQ FD I (HRJ GROWTH II)	FMV	418,475.	418,475.
SPRINGCREEK PRIVATE EQUITY FOF 2007, L.P.	FMV	966,171.	966,171.
BEARTOOTH CAPITAL II, LP	FMV	60,038.	60,038.
CUPERTINO FINANCIAL CENTER PARTNERS (SF)	FMV	102,254.	102,254.
MENLO REALTY III (TSF)	FMV	142,365.	142,365.
CARLYLE/RIVERSTONE RENEWABLE ENERGY I	FMV	275,446.	275,446.
LYME FOREST FUND III TE LP	FMV	8,942.	8,942.
ECOSYSTEM INVESTMENT PARTNERSHIP II LP	FMV	10,262.	10,262.
TOUCHSTONE ULTRA SHORT DURATION	FMV	12.	12.
RIDGEWORTH FLOATING RATE INCOME FD I	FMV	364,842.	364,842.
ARTISAN INTERNATIONAL VALUE	FMV	950,208.	950,208.
ROBECO BOSTON PARTNERS LONG/SHORT EQUITY INSTL	FMV	328,915.	328,915.
NEUBERGER BERMAN SOC RESPONSIVE INSTL	FMV	1,319,473.	1,319,473.
JOHN HANCOCK GLOBAL ABSOL RETURN STRAT FD CL I	FMV	758,092.	758,092.
JP MORGAN HIGHBRIDGE DYNAMIC COM STRY SEL	FMV	122,458.	122,458.

HAMMOND ACCESS HEDGE FUND INVESTORS	FMV		
SPC (SF)		103,212.	103,212.
AWJ GLOBAL SUSTAINABLE OFFSHORE	FMV		
FUND LTD.		325,000.	325,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,033,523.	11,033,523.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM RELATED INVESTMENTS	151,304.	152,194.	152,194.
TO FORM 990-PF, PART II, LINE 15	151,304.	152,194.	152,194.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions THE SPRINGCREEK FOUNDATION C/O LEVENTHAL KLINE MANAGEMENT INC.	Employer identification number (EIN) or 68-0344778
	Number, street, and room or suite no. If a P.O. box, see instructions. 127 UNIVERSITY AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BERKELEY, CA 94710	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

HARALD LEVENTHAL

- The books are in the care of **127 UNIVERSITY AVENUE - BERKELEY, CA 94710**

Telephone No. **(510) 841-4123**

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning ☐, and ending ☐.

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER SUFFICIENT INFORMATION IN ORDER TO FILE A COMPLETE INFORMATIONAL RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	18,399.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	61,583.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐

Title ☐

Date ☐