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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 BAKER STREET FOUNDATION		A Employer identification number 94-3192365
Number and street (or P O box number if mail is not delivered to street address) 135 MAIN STREET	Room/suite 1140	B Telephone number 415-356-2012
City or town, state, and ZIP code SAN FRANCISCO, CA 94105		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 75,195,032.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	4,714,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,341,591.	1,341,591.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	5,042,310.			
b Gross sales price for all assets on line 6a	17,503,151.			
7 Capital gain net income (from Part IV, line 2)		5,042,310.		
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	1,495.	1,495.		STATEMENT 2
12 Total. Add lines 1 through 11	11,099,396.	6,385,396.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	33,005.	16,503.		16,503.
c Other professional fees	286,182.	286,182.		0.
17 Interest				
18 Taxes	180,151.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	7,724.	0.		7,724.
22 Printing and publications				
23 Other expenses	4,142.	1,991.		2,151.
24 Total operating and administrative expenses. Add lines 13 through 23	511,204.	304,676.		26,378.
25 Contributions, gifts, grants paid	5,134,648.			5,134,648.
26 Total expenses and disbursements. Add lines 24 and 25	5,645,852.	304,676.		5,161,026.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	5,453,544.			
b Net investment income (if negative, enter -0-)		6,080,720.		
c Adjusted net income (if negative, enter -0-)			N/A	

9 6/8

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,182,995.	1,258,745.	1,258,745.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		25,352.	25,352.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	63,560,874.	73,910,935.	73,910,935.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	65,743,869.	75,195,032.	75,195,032.
	17 Accounts payable and accrued expenses		28,362.	
	18 Grants payable		297,186.	
Net Assets or Fund Balances	19 Deferred revenue		16,000.	
	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)	0.	341,548.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X			
	24 Unrestricted	65,743,869.	74,853,484.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
Net Assets or Fund Balances	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	65,743,869.	74,853,484.	
	31 Total liabilities and net assets/fund balances	65,743,869.	75,195,032.	

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	65,743,869.
2 Enter amount from Part I, line 27a	2	5,453,544.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	4,403,710.
4 Add lines 1, 2, and 3	4	75,601,123.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN ADJUSTMENT	5	747,639.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	74,853,484.

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	P		
b 5,000 SHS ORACLE CORPORATION	D	11/21/12	11/28/12
c 45,000 SHS ORACLE CORPORATION	D	11/21/12	11/29/12
d 100,000 SHS ORACLE CORPORATION	D	11/29/12	12/05/12
e HEDGE FUNDS	P		

(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 12,259,347.		12,150,551.	108,796.
b 153,238.		10,343.	142,895.
c 1,383,674.		93,087.	1,290,587.
d 3,212,099.		206,860.	3,005,239.
e 494,793.			494,793.

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			108,796.
b			142,895.
c			1,290,587.
d			3,005,239.
e			494,793.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	5,042,310.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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	5,260,848.	72,241,979.	.072823
2010	3,601,675.	66,187,433.	.054416
2009	3,305,452.	50,663,498.	.065243
2008	3,640,983.	53,731,181.	.067763
2007	4,015,625.	61,508,047.	.065286

2 Total of line 1, column (d)	2	.325531
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	.065106
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	70,549,546.
5 Multiply line 4 by line 3	5	4,593,199.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	60,807.
7 Add lines 5 and 6	7	4,654,006.
8 Enter qualifying distributions from Part XII, line 4	8	5,161,026.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	60,807.
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	60,807.
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	60,807.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	204,296.	
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	204,296.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	143,489.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 143,489. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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) <input checked="" type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 N/A	13	X	
14	The books are in care of ROY BUKSTEIN Located at 135 MAIN STREET #1140, SAN FRANCISCO, CA Telephone no. (415) 356-2012 ZIP+4 94105			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		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?		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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

Part III 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 VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
OFFIT HALL CAPITAL MANAGEMENT LLC - ONE MARITIME PLAZA 5TH FLOOR, SAN FRANCISCO, CA	INVESTMENT ADVISORY	217,982.
MMM MANAGEMENT INC - 135 MAIN STREET #1140, SAN FRANCISCO, CA 94105	MANAGEMENT	68,200.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	70,275,101.
b Average of monthly cash balances	1b	1,348,804.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	71,623,905.
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	71,623,905.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,074,359.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	70,549,546.
6 Minimum investment return. Enter 5% of line 5	6	3,527,477.

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

1 Minimum investment return from Part X, line 6	1	3,527,477.
2a Tax on investment income for 2012 from Part VI, line 5	2a	60,807.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	60,807.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	3,466,670.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	3,466,670.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,466,670.

Part XIII 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	5,161,026.
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	5,161,026.
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	60,807.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,100,219.

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				3,466,670.
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	1,012,969.			
b From 2008	1,078,648.			
c From 2009	861,331.			
d From 2010	426,674.			
e From 2011	1,819,025.			
f Total of lines 3a through e	5,198,647.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	5,161,026.			
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				3,466,670.
e Remaining amount distributed out of corpus	1,694,356.			
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	6,893,003.			
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	1,012,969.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,880,034.			
10 Analysis of line 9:				
a Excess from 2008	1,078,648.			
b Excess from 2009	861,331.			
c Excess from 2010	426,674.			
d Excess from 2011	1,819,025.			
e Excess from 2012	1,694,356.			

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

2012

Name of the organization

THE BAKER STREET FOUNDATION

Employer identification number

94-3192365

Organization type (check one):

Filers of:**Section:**

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private 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).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

Name of organization

Employer identification number

THE BAKER STREET FOUNDATION**94-3192365****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	MARY MINER 135 MAIN STREET, SUITE 1140 SAN FRANCISCO, CA 94105	\$ 4,714,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE BAKER STREET FOUNDATION**94-3192365****Part II****Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>150,000 SHARES ORACLE STOCK</u> _____ _____ _____	\$ <u>4,690,000.</u>	<u>11/21/12</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization	Employer identification number
THE BAKER STREET FOUNDATION	94-3192365

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that 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., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____

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

- 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	Employer identification number (EIN) or
	THE BAKER STREET FOUNDATION	94-3192365
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	135 MAIN STREET, NO. 1140	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	SAN FRANCISCO, CA 94105	

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.

ROY BUKSTEIN

- The books are in the care of **135 MAIN STREET #1140 - SAN FRANCISCO, CA 94105**

Telephone No **(415) 356-2012**

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 REQUIRED TO GATHER INFORMATION NECESSARY TO PROVIDE AN ACCURATE AND COMPLETE 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	\$	204,296.
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	\$	204,296.
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 **ENROLLED AGENT**

Date

Form **8868** (Rev. 1-2013)

The Baker Street Foundation
12/31/2012

EIN: 94-3192365

Form 990-PF

Grants and Contributions Paid During the Year

Description	Purpose of Grant	Recipient Relationship	Foundation Status of Recipient	Item Amount
826 Valencia	Charitable Contribution	None	509(a)(1)	25,000.00
Alzheimer's Association	One-time Public Award	None	509(a)(1)	10,000.00
Alzheimer's Association	Research	None	509(a)(1)	70,000.00
American Conservatory Theater	Charitable Contribution	None	509(a)(1)	100,000.00
Asian Art Museum	Charitable Contribution	None	509(a)(1)	50,000.00
Bay Area Discovery Museum	Operating Expenses	None	509(a)(1)	50,000.00
Cal Performances	Operating Expenses	None	501(c)(3)	20,000.00
California Academy Of Science	Charitable Contribution	None	509(a)(1)	100,000.00
Camp Sunburst	Charitable Contribution	None	509(a)(1)	40,000.00
Children's Creativity Museum	Operating Expenses	None	509(a)(1)	15,000.00
City Fields Foundation	Charitable Contribution	None	Private Operating Foundation	100,000.00
Creative Growth	Charitable Contribution	None	509(a)(1)	5,000.00
Cypress String Quartet	Operating Expenses	None	509(a)(1)	10,000.00
Earthjustice	Charitable Contribution	None	509(a)(1)	75,000.00
Exploratorium	Charitable Contribution	None	509(a)(1)	50,000.00
Fine Arts Museum	Operating Expenses	None	509(a)(1)	5,000.00
French American International School	Charitable Contribution	None	School	50,000.00
German School of San Francisco	Operating Expenses	None	509(a)(2)	25,000.00
Girls Inc	Charitable Contribution	None	509(a)(1)	30,000.00
Golden Gate National Parks Conservancy	Crissy Field Center	None	509(a)(2)	50,000.00
Heartland Health	Vital Bridges Center	None	509(a)(1)	20,000.00
KIPP Foundation	Charitable Contribution	None	509(a)(1)	25,000.00
KQED	Charitable Contribution	None	509(a)(1)	50,000.00
Magic Theatre	Charitable Contribution	None	509(a)(1)	20,000.00
Memorial Sloan Kettering	Operating Expenses	None	Hospital	100,000.00
Museum Of Performance & Design	Operating Expenses	None	509(a)(1)	20,000.00
National Osteoporosis Foundation	Operating Expenses	None	509(a)(1)	5,000.00
NOW	Operating Expenses	None	501(c)(3)	5,000.00
ODC/Dance	Charitable Contribution	None	509(a)(1)	25,000.00
Planned Parenthood	Operating Expenses	None	509(a)(1)	10,000.00
Pollinator Partnership	Bee Smart Garden Kit	None	509(a)(1)	10,000.00
Project Open Hand	Operating Expenses	None	509(a)(1)	30,000.00
Raising A Reader	Charitable Contribution	None	509(a)(3) - Type I	20,000.00

The Baker Street Foundation
12/31/2012

EIN: 94-3192365

Form 990-PF
Grants and Contributions Paid During the Year

Description	Purpose of Grant	Recipient Relationship	Foundation Status of Recipient	Item Amount
Ronald McDonald House	Lodging & Hospital	None	509(a)(1)	10,000.00
San Francisco Ballet	Productions/Programs	None	509(a)(1)	1,000,000.00
San Francisco Chronicle Season of Sharing	Operating Expenses	None	509(a)(1)	150,000.00
San Francisco Food Bank	Operating Expenses	None	509(a)(1)	200,000.00
San Francisco Free Clinic	Operating Expenses	None	Hospital	75,000.00
San Francisco Friends Of Chamber Music	Operating Expenses	None	509(a)(1)	30,000.00
San Francisco Jazz Festival	New Building	None	509(a)(2)	815,000.00
San Francisco Library Foundation	Second Payment on	None	509(a)(2)	104,648.00
San Francisco Museum of Modern Art	New Museum	None	509(a)(1)	1,000,000.00
San Francisco Museum of Modern Art	Charitable Contribution	None	509(a)(1)	100,000.00
San Francisco Parks Alliance	Operating Expenses	None	509(a)(2)	25,000.00
San Francisco Performances	Charitable Contribution	None	509(a)(2)	30,000.00
SEEDS	Charitable Contribution	None	509(a)(1)	10,000.00
Shanti	Charitable Contribution	None	509(a)(1)	10,000.00
Society For Arts Publication	Arts Program for At-risk Youth	None	509(a)(1)	10,000.00
Squaw Valley Community Writers	Operating Expenses	None	509(a)(1)	25,000.00
Stern Grove Festival	Charitable Contribution	None	509(a)(1)	20,000.00
Tipping Point	Charitable Contribution	None	509(a)(2)	125,000.00
TNDC	Charitable Contribution	None	509(a)(2)	50,000.00
UCSF Cancer Foundation	Operating Expenses	None	For Benefit of University	100,000.00
Youth Tennis Advantage	Charitable Contribution	None	509(a)(2)	25,000.00
				\$ 5,134,648.00

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DYNAMO BRASIL VIII, LLC	3,698.	0.	3,698.
FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	21,739.	0.	21,739.
HCP CREDIT DISLOCATION FUND-A, LP	8,408.	0.	8,408.
LONGLEAF FUND	90,631.	0.	90,631.
OAKMARK FUND	101,013.	0.	101,013.
PIMCO FUND	355,487.	0.	355,487.
SCHWAB #4866-2904	285,567.	0.	285,567.
SCHWAB #4866-4521	436,100.	0.	436,100.
WELLS FARGO	78.	0.	78.
WGI EMERGING MARKETS FUND, LLC	38,870.	0.	38,870.
TOTAL TO FM 990-PF, PART I, LN 4	1,341,591.	0.	1,341,591.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION INCOME	1,495.	1,495.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,495.	1,495.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	33,005.	16,503.		16,503.
TO FORM 990-PF, PG 1, LN 16B	33,005.	16,503.		16,503.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	286,182.	286,182.		0.
TO FORM 990-PF, PG 1, LN 16C	286,182.	286,182.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	180,000.	0.		0.
FRANCHISE TAX BOARD	151.	0.		0.
TO FORM 990-PF, PG 1, LN 18	180,151.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REGISTRY OF CHARITABLE TRUSTS	160.	0.		160.
SUPPLIES	444.	222.		222.
OTHER FEES	3,538.	1,769.		1,769.
TO FORM 990-PF, PG 1, LN 23	4,142.	1,991.		2,151.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION		AMOUNT	
GAIN ON SALE OF CONTRIBUTED SECURITIES ADJUSTMENT		4,379,710.	
CONTRIBUTION TIMING ADJUSTMENT		24,000.	
TOTAL TO FORM 990-PF, PART III, LINE 3		4,403,710.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OAKMARK FUND	FMV	4,762,935.	4,762,935.
AURELIUS CAPITAL MANAGEMENT	FMV	5,313,247.	5,313,247.
CLOSE BROTHERS (CAYMAN) LTD	FMV	5,431,957.	5,431,957.
LANSDOWNE EUROPEAN EQUITY FUND	FMV	2,357,121.	2,357,121.
LONGLEAF PARTNERS FUND	FMV	3,479,258.	3,479,258.
FARALLON CAPITAL INST PARTNERS, LP	FMV	6,830,023.	6,830,023.
OAKMARK INTERNATIONAL FUND	FMV	4,734,374.	4,734,374.
PIMCO TOTAL RETURN FUND	FMV	5,419,156.	5,419,156.
ROYAL CAPITAL VALUE FUND	FMV	3,313,740.	3,313,740.
PROSPECT HARBOR FUND	FMV	1,499,015.	1,499,015.
HCP PRIVATE EQUITY FUND III	FMV	756,181.	756,181.
HCP PRIVATE EQUITY FUND IV	FMV	1,496,431.	1,496,431.
SCHWAB #4866-2904	FMV	16,782,037.	16,782,037.
HCP CREDIT DISLOCATION FUND	FMV	38,025.	38,025.
AMANSA FEEDER LTD	FMV	1,488,971.	1,488,971.
DODGE & COX INCOME FUND	FMV	7,298,047.	7,298,047.
WGI EMERGING MARKETS FUND, LLC	FMV	1,748,099.	1,748,099.
HCP PRIVATE EQUITY FUND V	FMV	490,757.	490,757.
DYNAMO BRASIL VIII	FMV	671,561.	671,561.
TOTAL TO FORM 990-PF, PART II, LINE 13		73,910,935.	73,910,935.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS	STATEMENT	9
	PART VII-A, LINE 10		

NAME OF CONTRIBUTOR	ADDRESS
MARY MINER	135 MAIN STREET, SUITE 1140 SAN FRANCISCO, CA 94105

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARY M. MINER 135 MAIN STREET SAN FRANCISCO, CA 94105	PRESIDENT/DIRECTOR 2.00	0.	0.	0.
HELEN SEDWICK 135 MAIN STREET SAN FRANCISCO, CA 94105	SECRETARY/DIRECTOR 0.00	0.	0.	0.
ROY BUKSTEIN 135 MAIN STREET SAN FRANCISCO, CA 94105	CFO/DIRECTOR 4.00	0.	0.	0.
NICOLA MINER 135 MAIN STREET SAN FRANCISCO, CA 94105	DIRECTOR 0.00	0.	0.	0.
JUSTINE MINER 135 MAIN STREET SAN FRANCISCO, CA 94105	DIRECTOR 0.00	0.	0.	0.
LUKE MINER 135 MAIN STREET SAN FRANCISCO, CA 94105	DIRECTOR 0.00	0.	0.	0.
JOANNE HAGOPIAN ONE MARITIME PLAZA 5TH FLOOR SAN FRANCISCO, CA 94111	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.