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

2012

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

THE BAKER STREET FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

135 MAIN STREET

Room/suite

1140

City or town, state, and ZIP code

SAN FRANCISCO, CA 94105

G Check all that apply:

Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

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

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

► \$ 75,195,032.

J Accounting method:  Cash  Accrual Other (specify)

(Part I, column (d) must be on cash basis)

## Part I Analysis of Revenue and Expenses

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

		(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	
Revenue	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments				
	3				
	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 b Gross sales price for all assets on line 6a	5,042,310.			
	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 Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income <b>RECEIVED</b>	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 14 Other employee salaries and wages 15 Pension plans, employee benefits	0.	0.		0.
Operating and Administrative Expenses	16a Legal fees b Accounting fees c Other professional fees	STMT 3 33,005. STMT 4 286,182.	16,503. 286,182.		16,503. 0.
NOV 27 2013	17 Interest 18 Taxes 19 Depreciation and depletion 20 Occupancy	STMT 5 180,151.	0.		0.
CANNED	21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses	STMT 6 7,724. 4,142.	0. 1,991.		7,724. 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 5/8

<b>Part II</b> 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
<b>Assets</b>	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			
<b>Liabilities</b>	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.
	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.
	17	Accounts payable and accrued expenses			28,362.
	18	Grants payable			297,186.
<b>Net Assets or Fund Balances</b>	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"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted		65,743,869.	74,853,484.
	25	Temporarily restricted			
	26	Permanently restricted			
<b>Net Assets or Fund Balances</b>		Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances		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) ►	3	4,403,710.
4	Add lines 1, 2, and 3	4	75,601,123.
5	Decreases not included in line 2 (itemize) ► <b>UNREALIZED GAIN ADJUSTMENT</b>	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.)
<b>1a PUBLICLY TRADED SECURITIES</b>		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
<b>e HEDGE FUNDS</b>		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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			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)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	5,042,310.
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	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 ►  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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here  if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►

6a 204,296.

6b

6c

6d

7 204,296.

8

9

10 143,489.

11 0.

**Part VII-A Statements Regarding Activities**

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?

Yes

No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b X

1c 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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

2 X

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

11		X
12		X
13	X	
14	Telephone no. ► (415) 356-2012	
	Located at ► 135 MAIN STREET #1140, SAN FRANCISCO, CA	ZIP+4 ► 94105
15	► 15	N/A
16	Yes	No X

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)

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)

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A

14 The books are in care of ► ROY BUKSTEIN Located at ► 135 MAIN STREET #1140, SAN FRANCISCO, CA

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

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 ►

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

	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
1b 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
1c 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 ►	<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. ►	2b	
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?	3b	
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?	4a	X
	4b	X

## Part VIII 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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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  
 Yes  No  
 Yes  No  
 Yes  No  
 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

7b

## Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

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

## 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 MMM MANAGEMENT INC - 135 MAIN STREET #1140, SAN FRANCISCO, CA 94105	INVESTMENT ADVISORY MANAGEMENT	217,982. 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.

1	N/A	Expenses
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.

1	N/A	Amount
2		
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	<b>Total</b> (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	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	70,549,546.
6	<b>Minimum investment return.</b> 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	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,466,670.

**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	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:	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	5,161,026.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	5	60,807.
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	6	5,100,219.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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			0.	
a Enter amount for 2011 only				
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.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				3,466,670.
e Remaining amount distributed out of corpus				
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				
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.				
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				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		1,012,969.		
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.			
		5,880,034.		

**Part XV** Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling				►		
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)		
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed						
b	85% of line 2a						
c	Qualifying distributions from Part XII, line 4 for each year listed						
d	Amounts included in line 2c not used directly for active conduct of exempt activities						
e	Qualifying distributions made directly for active conduct of exempt activities.						
	Subtract line 2d from line 2c						
3	Complete 3a, b, or c for the alternative test relied upon:						
a	"Assets" alternative test - enter:						
(1)	Value of all assets						
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)						
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed						
c	"Support" alternative test - enter:						
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)						
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)						
(3)	Largest amount of support from an exempt organization						
(4)	Gross investment income						

**Part XV** Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

## 1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

**MARY M. MINER**

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

**NONE**

## 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

**Supplementary Information (continued)**

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
STATEMENT A				5,134,648.
<b>Total</b>				► 3a 5,134,648.
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>				► 3b 0.

Part 2014-15 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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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					
4 Dividends and interest from securities			14	1,341,591.	
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			01	1,495.	
8 Gain or (loss) from sales of assets other than inventory			18	5,042,310.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		6,385,396.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	6,385,396.
(See worksheet in line 13 instructions to verify calculations.)					

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

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



**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****Employer identification number****THE BAKER STREET FOUNDATION****94-3192365****Organization type (check one):****Filers of:****Section:**

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private 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.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(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
1	150,000 SHARES ORACLE STOCK	\$ 4,690,000.	11/21/12
		\$ _____	_____
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
	(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.

Use duplicate copies of Part III if additional space is needed.

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

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

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	\$ <b>204,296.</b>
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	\$ <b>204,296.</b>
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	\$ <b>0.</b>

**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)

**Form 990-PF**  
**Grants and Contributions Paid During the Year**

EIN: 94-3192365

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	Operating Expenses	None	509(a)(1)	50,000.00
Fine Arts Museum	Charitable Contribution	None	509(a)(1)	5,000.00
French American International School	Operating Expenses	None	509(a)(1)	50,000.00
German School of San Francisco	Charitable Contribution	None	509(a)(2)	25,000.00
Girls Inc	Operating Expenses	None	509(a)(1)	30,000.00
Golden Gate National Parks Conservancy	Charitable Contribution	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)(1)	20,000.00
			509(a)(1) - Type I	

**Form 990-PF**  
**Grants and Contributions Paid During the Year**

EIN: 94-3192365

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	509(a)(1)	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	509(a)(2)	100,000.00
Youth Tennis Advantage	Charitable Contribution	None	509(a)(2)	25,000.00
				<b>\$ 5,134,648.00</b>

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

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

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

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
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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
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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  
PART VII-A, LINE 10

STATEMENT 9

## 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

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.