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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
 Do not enter Social Security numbers on this form as it may be made public.
 Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE SPRINGCREEK FOUNDATION C/O LEVENTHAL KLINE MANAGEMENT INC.		A Employer identification number 68-0344778
Number and street (or P.O. box number if mail is not delivered to street address) 127 UNIVERSITY AVENUE	Room/suite	B Telephone number (510) 841-4123
City or town, state or province, country, and ZIP or foreign postal code BERKELEY, CA 94710		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 14,568,655. (Part I, column (d) must be on cash basis.)	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		174.	174.		STATEMENT 1
4 Dividends and interest from securities		117,345.	117,338.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		576,756.			STATEMENT 3
b Gross sales price for all assets on line 6a		6,794,100.			
7 Capital gain net income (from Part IV, line 2)			575,819.		
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		-22,837.	-7,536.		STATEMENT 4
12 Total. Add lines 1 through 11		671,438.	685,795.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 5		4,334.	0.		4,334.
b Accounting fees STMT 6		25,580.	0.		5,818.
c Other professional fees STMT 7		160,381.	68,076.		92,305.
17 Interest					
18 Taxes STMT 8		56,735.	908.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		405.	0.		405.
22 Printing and publications					
23 Other expenses STMT 9		53,143.	44,152.		9,308.
24 Total operating and administrative expenses. Add lines 13 through 23		300,578.	113,136.		112,170.
25 Contributions, gifts, grants paid		532,987.			532,987.
26 Total expenses and disbursements. Add lines 24 and 25		833,565.	113,136.		645,157.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-162,127.			
b Net investment income (if negative, enter -0-)			572,659.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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THE SPRINGCREEK FOUNDATION

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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	3,174,804.	911,702.	911,702.
	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	24,286.	15,983.	15,983.
	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 11	11,033,523.	13,488,201.	13,488,201.
	14 Land, buildings, and equipment; basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	152,194.	152,769.	152,769.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	14,384,807.	14,568,655.	14,568,655.
	17 Accounts payable and accrued expenses	275.	23,000.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	275.	23,000.	
	Foundations that follow SFAS 117, check here ☒ X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	14,384,532.	14,545,655.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	14,384,532.	14,545,655.	
	30 Total net assets or fund balances	14,384,532.	14,545,655.	
	31 Total liabilities and net assets/fund balances	14,384,807.	14,568,655.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	14,384,532.
2 Enter amount from Part I, line 27a	2	-162,127.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	3	379,077.
4 Add lines 1, 2, and 3	4	14,601,482.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	55,827.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,545,655.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 6,794,100.		6,259,240.	575,819.

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			
b			
c			
d			
e			575,819.

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	575,819.
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))
2012	691,698.	14,091,317.	.049087
2011	735,759.	13,947,871.	.052751
2010	669,939.	13,014,909.	.051475
2009	623,728.	12,565,986.	.049636
2008	682,905.	12,188,070.	.056031

2 Total of line 1, column (d)	2	.258980
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	.051796
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	14,256,900.
5 Multiply line 4 by line 3	5	738,450.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,727.
7 Add lines 5 and 6	7	744,177.
8 Enter qualifying distributions from Part XII, line 4	8	645,157.

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)		1	11,453.
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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	11,453.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	11,453.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	55,827.	
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	55,827.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	44,374.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 44,374. Refunded ☐	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 the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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 ► WWW.THESPRINGCREEKFOUNDATION.ORG	13	X	
14	The books are in care of ► HARALD LEVENTHAL Telephone no. ► (510) 841-4123 Located at ► 127 UNIVERSITY AVENUE, BERKELEY, CA ZIP+4 ► 94710			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No		
b	If "Yes," did it have excess business holdings in 2013 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 2013)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A
▶ ☐

5b

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

6b

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

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MAUD-ALISON LONG 127 UNIVERSITY AVENUE BERKELEY, CA 94710	PRESIDENT/DIRECTOR 8.00	0.	0.	0.
MARLIS CORNING JANSEN 127 UNIVERSITY AVENUE BERKELEY, CA 94710	V.P./ SECRETARY/TREASURER/ 8.00	0.	0.	0.
HARALD LEVENTHAL (NOT A DIRECTOR) 127 UNIVERSITY AVENUE BERKELEY, CA 94710	CHIEF FINANCIAL OFFICER 0.25	0.	0.	0.
BENITA KLINE (NOT A DIRECTOR) 127 UNIVERSITY AVENUE BERKELEY, CA 94710	ASSISTANT SECRETARY 0.25	0.	0.	0.

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

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

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

▶ 0

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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	13,015,624.
b Average of monthly cash balances	1b	1,458,386.
c Fair market value of all other assets	1c	0.
d Total (add lines 1a, b, and c)	1d	14,474,010.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	14,474,010.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	217,110.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,256,900.
6 Minimum investment return. Enter 5% of line 5	6	712,845.

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	712,845.
2a Tax on investment income for 2013 from Part VI, line 5	2a	11,453.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	11,453.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	701,392.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	701,392.
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	701,392.

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	645,157.
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	645,157.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	645,157.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				701,392.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	131,486.			
c From 2010	677,811.			
d From 2011	50,311.			
e From 2012	42,959.			
f Total of lines 3a through e	902,567.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	645,157.			
a Applied to 2012, 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 2013 distributable amount				645,157.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	56,235.			56,235.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	846,332.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	846,332.			
10 Analysis of line 9:				
a Excess from 2009	75,251.			
b Excess from 2010	677,811.			
c Excess from 2011	50,311.			
d Excess from 2012	42,959.			
e Excess from 2013				

Part XIV 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 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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)(iii)					
(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).)

NONE

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.

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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 address 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:

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALLAIRE SCHOOL 50 EL CAMINO DRIVE CORTE MADERA, CA 94925		PC	GENERAL SUPPORT	1,000.
AMERICAN FDN FOR TIBETAN CULT. PRESERV. 75 SOUTH GRAND AVENUE, SUITE 217 PASADENA, CA 91105		PC	FOR EDUCATIONAL TECHNOLOGY	3,500.
AMERICAN FDN FOR TIBETAN CULT. PRESERV. 75 SOUTH GRAND AVENUE, SUITE 217 PASADENA, CA 91105		PC	GENERAL SUPPORT	1,000.
AMERICAN FDN FOR TIBETAN CULT. PRESERV. 75 SOUTH GRAND AVENUE, SUITE 217 PASADENA, CA 91105		PC	NORCAL LAMA CULTIVATION EVENTS	3,000.
ANIMAL SHELTER OF WOOD RIVER VALLEY P.O. BOX 1496 HAILEY, ID 83333		PC	GENERAL SUPPORT	500.
Total	SEE CONTINUATION SHEET(S)			532,987.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) 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			14	174.		
4 Dividends and interest from securities	900099	7.	14	117,338.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income	900099	-15,301.	01	-7,536.		
8 Gain or (loss) from sales of assets other than inventory	900099	937.	18	575,819.		
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)		-14,357.		685,795.		0.
13 Total. Add line 12, columns (b), (d), and (e)						671,438.

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

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

[illegible]

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAIN DIVIDEND			
c	SPRINGCREEK VENTURE I L.P.			
d	RIVERSTONE RENEWABLE ENERGY INFRASTRUCTURE FUND I			
e	GREEN EARTH INVESTMENT PARTNERSHIP, L.P.			
f	GREEN EARTH INVESTMENT PARTNERSHIP, L.P.			
g	COASTAL CAROLINA INVESTMENT PARTNERSHIP, L.P.			
h	CALIFORNIA GEOTHERMAL INVESTMENT PARTNERSHIP, L.P.			
i	CALIFORNIA GEOTHERMAL INVESTMENT PARTNERSHIP, L.P.			
j	ONTARIO ETHANOL HOLDINGS, LP			
k	OREGON GEOTHERMAL INVESTMENT PARTNERSHIP, L.P.			
l	OREGON GEOTHERMAL INVESTMENT PARTNERSHIP, L.P.			
m	WHC VENTURES 2009-1, L.P.			
n	CUPERTINO FINANCIAL CENTER PARTNERS, LLC			
o	MENLO REALTY PARTNERS III LP			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	6,766,169.	6,259,240.	506,929.
b	27,931.		27,931.
c			0.
d			-22,227.
e			89.
f			0.
g			0.
h			-3.
i			0.
j			-45,345.
k			0.
l			0.
m			29,723.
n			0.
o			13,076.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			506,929.
b			27,931.
c			0.
d			-22,227.
e			89.
f			0.
g			0.
h			-3.
i			0.
j			-45,345.
k			0.
l			0.
m			29,723.
n			0.
o			13,076.

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	
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	

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	SPRINGCREEK GLOBAL CORE I, L.P.			
b	SPRINGCREEK HEDGE FUND II, L.P.			
c	SPRINGCREEK VENTURE IV, L.P.			
d	SPRINGCREEK PRIVATE EQUITY FUND I, L.P.			
e	SPRINGCREEK PRIVATE EQUITY FOF 2007, L.P.			
f	LYME FOREST FUND III TE, LP			
g	ECOSYSTEM INVESTMENT PARTNERS II, LP			
h	BEARTOOTH CAPITAL II, LP			
i	WHC VENTURES 2013, L.P.			
j	GLOBAL FIXED INCOME FUND - 2013			
k	GLOBAL PUBLIC EQUITY FUND - 2013			
l	US CORE FIXED INCOME FUND - 2013			
m	US PUBLIC EQUITY FUND - 2013			
n				
o				

(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			0.
b			0.
c			0.
d			0.
e			0.
f			0.
g			0.
h			148.
i			0.
j			-45,332.
k			49,814.
l			1,227.
m			59,789.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			0.
b			0.
c			0.
d			0.
e			0.
f			0.
g			0.
h			148.
i			0.
j			-45,332.
k			49,814.
l			1,227.
m			59,789.
n			
o			

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	575,819.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}	3	N/A

THE SPRINGCREEK FOUNDATION
C/O LEVENTHAL KLINE MANAGEMENT INC.

68-0344778

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AOPA FOUNDATION 421 AVIATION WAY FREDERICK, MD 21701		PC	FOR ENDOWMENT	10,000.
ASIAN ART MUSEUM FOUNDATION OF S.F. 200 LARKIN STREET SAN FRANCISCO, CA 94102		PC	GENERAL SUPPORT	1,000.
BAY AREA WOMENS AND CHILDRENS CTR 318 LEAVENWORTH AVENUE SAN FRANCISCO, CA 94102-2613		PC	GENERAL SUPPORT	1,000.
BERKELEY REPERTORY THEATRE 999 HARRISON STREET BERKELEY, CA 94710-1455		PC	GENERAL SUPPORT	10,000.
BLAINE COUNTY RECREATION DISTRICT 308 NORTH MAIN STREET HAILEY, ID 83333		PC	HEMINGWAY PARENT AUXILIARY	1,000.
BLAINE COUNTY RECREATION DISTRICT 308 NORTH MAIN STREET HAILEY, ID 83333		PC	NEW SUMMER TRAIL SYSTEM	1,000.
CASE WESTERN RESERVE UNIVERSITY ENDOWMENT & TRUST ACCOUNTING, ROOM # 340 BIO ENTERPRISE BUILDING #341, 10900 CLEVELAND, OH 44106		PC	TO SUPPORT ELLEN LONG PROFESSORSHIP	19,752.
CHAMBER MUSIC SAN FRANCISCO 1314 34TH AVENUE SAN FRANCISCO, CA 94122-1309		PC	GENERAL SUPPORT	3,500.
CITY OF KETCHUM PO BOX 2315 KETCHUM, ID 83340		PC	KETCH'UM ALIVE SUMMER SERIES	1,000.
CITY OF MILL VALLEY 26 CORTE MADERA AVENUE MILL VALLEY, CA 94941		PC	MILLEY AWARDS	1,000.
Total from continuation sheets				523,987.

THE SPRINGCREEK FOUNDATION
C/O LEVENTHAL KLINE MANAGEMENT INC.

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Part XV Supplementary Information

3 - Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CLASSICAL KDFC DEPT #34554 P.O. BOX 39000 SAN FRANCISCO, CA 94139		PC	GENERAL SUPPORT	500.
CLAY & GLASS ARTS FOUNDATION 916 EL RIO DRIVE SAN JOSE, CA 95125		PC	GENERAL SUPPORT	500.
COOL THE EARTH, INC. 20 CORTE CORDOVA GREENBRAE, CA 94904-1111		PC	GENERAL SUPPORT	15,000.
COOL THE EARTH, INC. 20 CORTE CORDOVA GREENBRAE, CA 94904-1111		PC	"A GAME FOR CHANGE"	1,000.
CORPORATION OF THE FINE ARTS MUSEUMS 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO, CA 94118		PC	GENERAL SUPPORT	3,500.
CRAFT EMERGENCY RELIEF FUND INC. P.O. BOX 838 MONTPELIER, VT 5601		PC	GENERAL SUPPORT	300.
CRISSEY FIELD DOG GROUP, INC. 1907 FIFTH AVENUE SAN RAFAEL, CA 94901		PC	GENERAL SUPPORT	500.
EDUCATIONAL TALL SHIP 60 LIBERTY SHIP WAY STE C SAUSALITO, CA 94965-3309		PC	GENERAL SUPPORT	5,000.
ENVIIRONMENTAL RESOURCE CENTER P.O. BOX 819 KETCHUM, ID 83340-0819		PC	KIDS PROGRAMS/COOL THE EARTH	2,500.
FILM INSTITUTE OF NORTHERN CALIFORNIA 1001 LOOTENS PLACE SUITE 220 SAN RAFAEL, CA 94901		PC	GENERAL SUPPORT	7,500.
Total from continuation sheets				

THE SPRINGCREEK FOUNDATION
C/O LEVENTHAL KLINE MANAGEMENT INC.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRACTURED ATLAS 248 W. 35TH STREET, 10TH FLOOR NEW YORK, NY 10001		PC	FOR SING DIFFERENTLY	5,000.
FRIENDS OF CORTE MADERA CREEK WATERSHED P.O. BOX 415 LARKSPUR, CA 94977		PC	GENERAL SUPPORT	2,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY BUILDING 201 FORT MASON SAN FRANCISCO, CA 94123		PC	GENERAL SUPPORT	500.
GREEN AMERICA 1612 K. STREET, N.W., STE 600 WASHINGTON, DC 20006-2810		PC	FOR KINS	5,000.
GREENSCOOL INC. P.O. BOX 8800 KETCHUM, ID 83340		PC	BASE CAMP	2,500.
GREENWOOD SCHOOL 17 BUENA VISTA AVENUE MILL VALLEY, CA 94941		PC	GENERAL SUPPORT	200.
HARVARD MAGAZINE, INC. 7 WARE STREET CAMBRIDGE, MA 02138-4001		PC	GENERAL SUPPORT	400.
HATHAWAY BROWN SCHOOL 19600 NORTH PARK BOULEVARD SHAKER HEIGHTS, OH 44122		PC	GENERAL SUPPORT	1,000.
HOLDEN ARBORETUM 9500 A SPERRY ROAD KIRTLAND, OH 44094-5149		PC	WHC VISITOR CENTER RENOVATION	70,000.
HOMEWARD BOUND OF MARIN 1385 N. HAMILTON PARKWAY NOVATO, CA 94949-8276		PC	FOR STONE SOUP MARIN	2,000.
Total from continuation sheets				

THE SPRINGCREEK FOUNDATION
C/O LEVENTHAL KLINE MANAGEMENT INC.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KANEKO 1111 JONES STREET OMAHA, NE 68102-3221		PC	GENERAL SUPPORT	500.
KETCHUM COMMUNITY DEVELOPMENT CORP PO BOX 6452 KETCHUM, ID 83340		PC	IDAHO'S BOUNTY	1,000.
KETCHUM-SUN VALLEY FIREFIGHTERS ASSOCIATION P.O. BOX 1262 KETCHUM, ID 83340		PC	FIREFIGHTER BALL	500.
KETCHUM-SUN VALLEY HISTORICAL SOCIETY P.O. BOX 2746 KETCHUM, ID 83340		PC	GENERAL SUPPORT	250.
KQED 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110-1426		PC	GENERAL SUPPORT	6,000.
LEADERSHIP PUBLIC SCHOOLS INC. 344 THOMAS L BERKLEY WAY STE 340 OAKLAND, CA 94612		PC	GENERAL SUPPORT	2,500.
MARIN AGRICULTURAL LAND TRUST PO BOX 809 PT. REYES STATION, CA 94956		PC	GENERAL SUPPORT	3,500.
MARIN AUDUBON SOCIETY INCORPORATED PO BOX 99 MILL VALLEY, CA 94942-0599		PC	GENERAL SUPPORT	2,000.
MARIN COMMUNITY COLLEGE DISTRICT 825 COLLEGE AVENUE KENTFIELD, CA 94904		PC	DIEBENKORN EXHIBITION	1,000.
MARIN COMMUNITY FOOD BANK 75 DIGITAL DRIVE NOVATO, CA 94949		PC	GENERAL SUPPORT	1,000.
Total from continuation sheets				

THE SPRINGCREEK FOUNDATION
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MARIN COUNTRY DAY SCHOOL 5221 PARADISE DRIVE CORTE MADERA, CA 94925		PC	GENERAL SUPPORT	1,000.
MARIN COUNTY BICYCLE COALITION PO BOX 1115 FAIRFAX, CA 94978		PC	GENERAL SUPPORT	5,000.
MARIN HORIZON SCHOOL, INC. 305 MONTFORD AVENUE MILL VALLEY, CA 94941		PC	FOR THE HORIZON FUND	500.
METHOW CONSERVANCY P.O. BOX 71 WINTHROP, WA 98862		PC	IMAGINE THE METHOW CAMPAIGN	10,000.
MOAB MUSIC FESTIVAL, INC. 58 EAST 300 SOUTH MOAB, UT 84532		PC	GENERAL SUPPORT	15,000.
MUSEUM OF MOAB 118 EAST CENTER STREET MOAB, UT 84532		PC	GENERAL SUPPORT	250.
MYOTONIC DYSTROPHY FOUNDATION 10016 FOOTSHILLS BOULEVARD ROSEVILLE, CA 95747		PC	GENERAL SUPPORT	1,000.
MYOTONIC DYSTROPHY FOUNDATION 10016 FOOTSHILLS BOULEVARD ROSEVILLE, CA 95747		PC	ADULT PROGRAMS	5,000.
NAPA VALLEY FESTIVAL ASSOCIATION P.O. BOX 3355 YOUNTVILLE, CA 94599		PC	LEADERSHIP COUNCIL	5,000.
NEW DRAMATISTS, INC. 424 WEST 44TH STREET NEW YORK, NY 10036		PC	GENERAL SUPPORT	3,376.
Total from continuation sheets				

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**THE SPRINGCREEK FOUNDATION
C/O LEVENTHAL KLINE MANAGEMENT INC.**

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NURTURE IDAHO P.O. BOX 2240 SUN VALLEY, ID 83353		PC	GENERAL SUPPORT	1,000.
ONE WARM COAT 1201 CALIFORNIA STREET, #1302 SAN FRANCISCO, CA 94109		PC	GENERAL SUPPORT	500.
OPEN A DOOR 1050 COURT ST. #223 SAN RAFAEL, CA 94901		PC	GENERAL SUPPORT	1,000.
ORGANIZE/ORGAN ALLIANCE 344 W 23RD ST. #1A NEW YORK, NY 10011		PC	GENERAL SUPPORT	3,000.
PACIFIC FOREST TRUST, INC. 1001-A O'REILLY AVENUE SAN FRANCISCO, CA 94129		PC	GENERAL SUPPORT	1,000.
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W 33RD STREET NEW YORK, NY 10001-2601		PC	GENERAL SUPPORT	500.
PLANNED PARENTHOOD SHASTA PACIFIC 2185 PACHECO STREET CONCORD, CA 94540		PC	MARIN COUNTY YOUTH EDUCATOR	10,000.
POINT BLUE CONSERVATION SCIENCE 3820 CYPRESS DRIVE, STE. 11 PETALUMA, CA 94954		PC	GENERAL SUPPORT	4,000.
POLISTES FOUNDATION 133 WASHINGTON STREET BELMONT, MA 2478		PC	FOR THE GREAT SUNFLOWER PROJECT	2,000.
POLISTES FOUNDATION 133 WASHINGTON STREET BELMONT, MA 2478		PC	THE GREAT SUNFLOWER PROJECT	4,000.
Total from continuation sheets				

THE SPRINGCREEK FOUNDATION
C/O LEVENTHAL KLINE MANAGEMENT INC.

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Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PORTOLA VALLEY SCHOOL FOUNDATION 4575 ALPINE ROAD PORTOLA VALLEY, CA 94028		PC	GENERAL SUPPORT	3,362.
PRESIDIO GRADUATE SCHOOL 36 LINCOLN BLVD. SAN FRANCISCO, CA 94129		PC	SUMMER PROGRAM ASSISTANCE	2,500.
RADCLIFFE INSTITUTE FOR ADVANCED STUDY HARVARD UNIVERSITY 10 GARDEN STREET CAMBRIDGE, MA 2138		PC	GENERAL SUPPORT	1,000.
RIGHTS ACTION PO BOX 791127 NEW ORLEANS, LA 70179		PC	OTHER WORLDS	1,000.
RIVER OTTER ECOLOGY PROJECT PO BOX 103 FOREST KNOLLS, CA 94933		PC	GENERAL SUPPORT	2,000.
ROOTS OF CHANGE 150 POST STREET, STE 342 SAN FRANCISCO, CA 94108-4707		PC	GENERAL SUPPORT	2,500.
RUSSIAN ARTS FOUNDATION 1350 TREAT BLVD. WALNUT CREEK, CA 94597-2133		PC	GENERAL SUPPORT	1,000.
SAN FRANCISCO BALLET ASSOCIATION 455 FRANKLIN STREET 3RD FLOOR SAN FRANCISCO, CA 94102		PC	GENERAL SUPPORT	3,000.
SAN FRANCISCO BOTANICAL GARDEN SOCIETY AT STRYBING ARBORETUM GOLDEN GATE PARK 1199 9TH AVENUE SAN FRANCISCO, CA 94122		PC	GENERAL SUPPORT	6,000.
SAN FRANCISCO MUSEUM OF MODERN ART 151 THIRD STREET SAN FRANCISCO, CA 94103-3159		PC	GENERAL SUPPORT	3,000.
Total from continuation sheets				

THE SPRINGCREEK FOUNDATION
C/O LEVENTHAL KLINE MANAGEMENT INC.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	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)				
SAN FRANCISCO OPERA ASSOCIATION 301 VAN NESS SAN FRANCISCO, CA 94102		PC	GENERAL SUPPORT	5,000.
SAN FRANCISCO OPERA ASSOCIATION 301 VAN NESS SAN FRANCISCO, CA 94102		PC	FOR MADAME BUTTERFLY	5,000.
SAN FRANCISCO SYMPHONY 201 VAN NESS AVENUE SAN FRANCISCO, CA 94102		PC	GENERAL SUPPORT	10,000.
SAN JUAN PRESERVATION TRUST PO BOX 327 LOPEZ ISLAND, WA 98261		PC	FOR TURTLEBACK LAND ACQUISITION	25,000.
SAWTOOTH BOTANICAL GARDEN, INC. PO BOX 928 SUN VALLEY, ID 83353-0928		PC	GENERAL SUPPORT	5,000.
SIERRA CLUB FOUNDATION 85 SECOND STREET, SUITE 750 SAN FRANCISCO, CA 94105		PC	GENERAL SUPPORT	1,000.
SLOW MONEY, INC. PO BOX 2231 BOULDER, CO 80306		PC	GENERAL SUPPORT	1,000.
SONOMA VALLEY MUSEUM OF ART PO BOX 322 SONOMA, CA 95476		PC	DIRECTOR'S DISCRETIONARY FUND	10,000.
SUN VALLEY SKI EDUCATION FOUNDATION P.O. BOX 203 SUN VALLEY, ID 83353		PC	GENERAL SUPPORT	1,000.
SWIFTSURE RANCH THERAPEUTIC RIDING CENTER 114 CALYPSO LANE BELLEVUE, ID 83313		PC	GENERAL SUPPORT	2,500.
Total from continuation sheets				

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THE SPRINGCREEK FOUNDATION
C/O LEVENTHAL KLINE MANAGEMENT INC.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE BAY SCHOOL OF SAN FRANCISCO 35 KEYES AVENUE SAN FRANCISCO, CA 94129		PC	GENERAL SUPPORT	1,000.
THE GRABHORN INSTITUTE 1802 HAYS ST. THE PRESIDIO SAN FRANCISCO, CA 94129		PC	GENERAL SUPPORT	903.
THE LEAKEY FOUNDATION 1003B O'REILLEY AVENUE SAN FRANCISCO, CA 94129-1359		PC	GENERAL SUPPORT	21,000.
THE LEAKEY FOUNDATION 1003B O'REILLEY AVENUE SAN FRANCISCO, CA 94129-1359		PC	GORDON P. GETTY MATCHING GRANT	1,000.
THE LEAKEY FOUNDATION 1003B O'REILLEY AVENUE SAN FRANCISCO, CA 94129-1359		PC	FOR THE F. CLARK HOWELL ENDOWMENT CAMPAIGN	10,000.
THE LEAKEY FOUNDATION 1003B O'REILLEY AVENUE SAN FRANCISCO, CA 94129-1359		PC	FOR THE LESLEA CONSERVATION PROJECT	3,000.
THE LEAKEY FOUNDATION 1003B O'REILLEY AVENUE SAN FRANCISCO, CA 94129-1359		PC	SPONSOR A SCHOLAR - CLEVELAND SYMPOSIUM	750.
THE PHILANTHROPY WORKSHOP WEST ONE LETTERMAN DR, BLDG D, STE D3100 SAN FRANCISCO, CA 94129-1492		PC	FOR ROOT CAPITAL	3,700.
THE PHILANTHROPY WORKSHOP WEST ONE LETTERMAN DR, BLDG D, STE D3100 SAN FRANCISCO, CA 94129-1492		PC	GENERAL SUPPORT	5,000.
THE STONE AGE INSTITUTE 1392 W. DITTEMORE ROAD GOSPORT, IN 47433		PC	GENERAL SUPPORT	9,000.
Total from continuation sheets				

THE SPRINGCREEK FOUNDATION
C/O LEVENTHAL KLINE MANAGEMENT INC.

68-0344778

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE STONE AGE INSTITUTE 1392 W. DITTEMORE ROAD GOSPORT, IN 47433		PC	SUPPORT OF THE BEGOUEN FUND	9,000.
THE STONE AGE INSTITUTE 1392 W. DITTEMORE ROAD GOSPORT, IN 47433		PC	FRIENDS OF CRAFT	10,000.
THREE GIRLS THEATER COMPANY 340 PINE STREET STE 300 SAN FRANCISCO, CA 94104		PC	GENERAL SUPPORT	500.
TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET SUITE 1100 SAN FRANCISCO, CA 94104		PC	CANAL COMMUNITY GARDEN PROJECT	10,000.
TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET SUITE 1100 SAN FRANCISCO, CA 94104		PC	SAN RAFAEL GARDEN PROJECT	7,000.
TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET SUITE 1100 SAN FRANCISCO, CA 94104		PC	MATCH-MY-GIFT CHALLENGE	2,000.
TRUSTEES OF DARTMOUTH COLLEGE 6068 BLUNT ALUMNI CENTER HANOVER, NH 03755-3590		PC	GENERAL SUPPORT	1,000.
WALNUT HILLS HIGH SCHOOL ALUMNI FDN 3250 VICTORY PARKWAY CINCINNATI, OH 45207-1457		PC	CLASS GIFT - 1961	1,000.
WASHINGTON STATE UNIVERSITY FOUNDATION HONEY BEE GERMPLOSM REPOSITORY PO BOX 6228 PULLMAN, WA 99164-6228		PC	SUE COBEY HONEY BEE GERMPLOSM REPOSITORY	25,000.
WESTERN RESERVE ACADEMY 115 COLLEGE STREET HUDSON, OH 44236		PC	MAINTENANCE OF LONG HOUSE	14,104.
Total from continuation sheets				

THE SPRINGCREEK FOUNDATION
C/O LEVENTHAL KLINE MANAGEMENT INC.

68-0344778

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	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)				
WESTERN RESERVE ACADEMY 115 COLLEGE STREET HUDSON, OH 44236		PC	ELISA PROGRAM	19,500.
WESTERN RESERVE ACADEMY 115 COLLEGE STREET HUDSON, OH 44236		PC	GENERAL SUPPORT	1,000.
WILD FARM ALLIANCE P.O. BOX 2570 WATSONVILLE, CA 95077-2570		PC	GENERAL SUPPORT	1,000.
WILDCARE TERWILIGER NATURE EDUCATION 76 ALBERT PARK LANE SAN RAFAEL, CA 94901		PC	GENERAL SUPPORT	3,000.
WOOD RIVER COMMUNITY YOUNG MENS CHRISTIAN P.O. BOX 6801 KETCHUM, ID 83340-6801		PC	STRONG KIDS SCHOLARSHIPS	2,140.
WOOD RIVER COMMUNITY YOUNG MENS CHRISTIAN P.O. BOX 6801 KETCHUM, ID 83340-6801		PC	ENERGY CONSERVATION	5,000.
WORLD WILDLIFE FUND, INC. 1250 24TH STREET, NW WASHINGTON, DC 20037		PC	GENERAL SUPPORT	1,000.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST FROM CHECKING ACCOUNT	174.	174.	
TOTAL TO PART I, LINE 3	174.	174.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST FROM INVESTMENTS	117,338.	0.	117,338.	117,338.	
UNRELATED BUSINESS INCOME	7.	0.	7.	0.	
TO PART I, LINE 4	117,345.	0.	117,345.	117,338.	

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

3

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PUBLICLY TRADED SECURITIES					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
6,766,169.	6,259,240.	0.	0.	506,929.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
CAPITAL GAIN DIVIDEND					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
27,931.	0.	0.	0.	27,931.	

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
RIVERSTONE RENEWABLE ENERGY INFRASTRUCTURE FUND I	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	-22,227.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
GREEN EARTH INVESTMENT PARTNERSHIP, L.P.	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	89.	

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

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
COASTAL CAROLINA INVESTMENT PARTNERSHIP, L.P.		PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
CALIFORNIA GEOTHERMAL INVESTMENT PARTNERSHIP, L.P.	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-3.

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
ONTARIO ETHANOL HOLDINGS, LP	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	-45,345.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
OREGON GEOTHERMAL INVESTMENT PARTNERSHIP, L.P.	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
OREGON GEOTHERMAL INVESTMENT PARTNERSHIP, L.P.	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
WHC VENTURES 2009-1, L.P.	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	29,723.	

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
MENLO REALTY PARTNERS III LP	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	13,076.	

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

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

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

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

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

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD	
LYME FOREST FUND III TE, LP		PURCHASED					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS			
0.	0.	0.	0.	0.			

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
BEARTOOTH CAPITAL II, LP	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	148.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
WHC VENTURES 2013, L.P.	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
GLOBAL FIXED INCOME FUND - 2013	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	-45,332.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
GLOBAL PUBLIC EQUITY FUND - 2013	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	49,814.	

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
US CORE FIXED INCOME FUND - 2013		PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	1,227.	

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD	
US PUBLIC EQUITY FUND - 2013		PURCHASED					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS			
0.	0.	0.	0.	59,789.			

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
GREEN EARTH INVESTMENT PARTNERSHIP, L.P.(UBIT)	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	17.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CALIFORNIA GEOTHERMAL INVESTMENT PARTNERSHIP, L.P.(UBIT)	0.	0.	0.	0.	-8.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
OREGON GEOTHERMAL INVESTMENT PARTNERSHIP, L.P.(UBIT)	0.	0.	0.	0.	928.

NET GAIN OR LOSS FROM SALE OF ASSETS	576,756.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	576,756.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LOSS FROM PARTNERSHIP	-7,536.	-7,536.	
LOSS FROM PARTNERSHIP (UNRELATED BUSINESS INCOME)	-15,301.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-22,837.	-7,536.	

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADLER AND COLVIN	4,334.	0.		4,334.
TO FM 990-PF, PG 1, LN 16A	4,334.	0.		4,334.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GHAFFARI ACCOUTANCY, INC.	25,580.	0.		5,818.
TO FORM 990-PF, PG 1, LN 16B	25,580.	0.		5,818.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEVENTHAL KLINE MANAGEMENT INC.	102,561.	10,256.		92,305.
SONEN CAPITAL	57,820.	57,820.		0.
TO FORM 990-PF, PG 1, LN 16C	160,381.	68,076.		92,305.

FORM 990-PF	TAXES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON INVESTMENT INCOME	55,827.	0.		0.
FOREIGN TAXES	908.	908.		0.
TO FORM 990-PF, PG 1, LN 18	56,735.	908.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MAILING, SHIPPING & DELIVERY	124.	0.		161.
DUES AND SUBSCRIPTION	6,705.	0.		6,725.
WEB HOSTING	952.	0.		952.
FILING FEES	160.	0.		160.
INSURANCE	990.	0.		1,250.
BANK FEES	60.	0.		60.
EXPENSES FROM PARTNERSHIP	44,152.	44,152.		0.
TO FORM 990-PF, PG 1, LN 23	53,143.	44,152.		9,308.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
DESCRIPTION		AMOUNT	
AUDIT ADJUSTMENT - PREPAYMENTS AND LIABILITIES RELATED TO FEDERAL EXCISE TAX		55,827.	
TOTAL TO FORM 990-PF, PART III, LINE 5		55,827.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
PIMCO SHORT TERM FUND	FMV	0.	0.	
PIMCO TOTAL RETURN FUND III INST	FMV	0.	0.	
VANGUARD GNMA FUND ADMIRAL SHS	FMV	0.	0.	
MINLAM MICROFINANCE OFFSHORE FUND, LTD	FMV	0.	0.	
PIMCO LOW DURATION FUND III CL I	FMV	0.	0.	
TEMPLETON GLOBAL BOND FUND CL A	FMV	0.	0.	
ABERDEEN EMERGING MARKETS INSTL FUND	FMV	354,499.	354,499.	
EATON VANCE STRCTD EMRG MKTS FUND CL I	FMV	0.	0.	
VAN ECK GLOBAL HARD ASSETS FD CL I	FMV	280,120.	280,120.	
PIMCO ALL ASSET ALL AUTH FUND INSTL CL	FMV	839,747.	839,747.	
SPRINGCREEK HEDGE FUND II, L.P. (D3/CEVIAN2)	FMV	88,411.	88,411.	

WHC VENTURE 2009-1 (GREYLOCK PTRS FUND XII)	FMV	354,246.	354,246.
SPRINGCREEK VENTURE I, L.P. (GREYLOCK XII)	FMV	348,279.	348,279.
SPRINGCREEK VENTURE IV, L.P. (CD CHAMPION)	FMV	448,141.	448,141.
SPRINGCREEK PRIVATE EQ FD I (HRJ GROWTH II)	FMV	370,102.	370,102.
SPRINGCREEK PRIVATE EQUITY FOF 2007, L.P.	FMV	1,004,248.	1,004,248.
BEARTOOTH CAPITAL II, LP	FMV	55,134.	55,134.
CUPERTINO FINANCIAL CENTER PARTNERS (SF)	FMV	0.	0.
MENLO REALTY III (TSF)	FMV	86,033.	86,033.
CARLYLE/RIVERSTONE RENEWABLE ENERGY I	FMV	198,618.	198,618.
LYME FOREST FUND III TE LP	FMV	32,108.	32,108.
ECOSYSTEM INVESTMENT PARTNERSHIP II LP	FMV	20,732.	20,732.
TOUCHSTONE ULTRA SHORT DURATION RIDGEWORTH FLOATING RATE INCOME FD I	FMV	0.	0.
ARTISAN INTERNATIONAL VALUE	FMV	383,833.	383,833.
ROBECO BOSTON PARTNERS LONG/SHORT EQUITY INSTL	FMV	258,156.	258,156.
NEUBERGER BERMAN SOC RESPONSIVE INSTL	FMV	548,382.	548,382.
JOHN HANCOCK GLOBAL ABSOL RETURN STRAT FD CL I	FMV	0.	0.
JP MORGAN HIGHBRIDGE DYNAMIC COM STRY SEL	FMV	869,924.	869,924.
HAMMOND ACCESS HEDGE FUND INVESTORS SPC (SF)	FMV	0.	0.
AWJ GLOBAL SUSTAINABLE OFFSHORE FUND LTD.	FMV	0.	0.
WHC VENTURES 2013, L.P.	FMV	376,552.	376,552.
GLOBAL FIXED INCOME FUND - 2013	FMV	33,600.	33,600.
GLOBAL PUBLIC EQUITY FUND - 2013	FMV	1,290,744.	1,290,744.
US CORE FIXED INCOME FUND - 2013	FMV	1,448,384.	1,448,384.
US PUBLIC EQUITY FUND - 2013	FMV	730,663.	730,663.
RSF FOOD & AGRICULTURE NOTE	FMV	1,453,536.	1,453,536.
MICROVEST (FORMERLY MINLAM OFFSHORE FUND)	FMV	50,500.	50,500.
PARAMETRIC EMERGING MKTS INST CL	FMV	109,761.	109,761.
ING GLOBAL REAL ESTATE CL I	FMV	348,361.	348,361.
CREDIT SUISSE COMMODITY RTRN STRAT INSTL FD	FMV	507,733.	507,733.
PARAMETRIC COMMODITY STRAT INSTL CL	FMV	417,507.	417,507.
		180,147.	180,147.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,488,201.	13,488,201.

FORM 990-PF	OTHER ASSETS	STATEMENT 12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM RELATED INVESTMENTS	152,194.	152,769.	152,769.
TO FORM 990-PF, PART II, LINE 15	152,194.	152,769.	152,769.

- 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. THE SPRINGCREEK FOUNDATION C/O LEVENTHAL KLINE MANAGEMENT INC.	Employer identification number (EIN) or 68-0344778
	Number, street, and room or suite no. If a P.O. box, see instructions. 127 UNIVERSITY AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BERKELEY, CA 94710	

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

04

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 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

HARALD LEVENTHAL

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

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

Fax No. ☐

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

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**

5 For calendar year **2013**, or other tax year beginning ☐ and ending ☐

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

7 State in detail why you need the extension

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

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	55,756.
8b If this application is for Forms 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	\$	55,756.
8c 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 **CPA**

Date ☐

Form 8868 (Rev. 1-2014)