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Form **990-PF**

Extended to November 16, 2015 Return of Private Foundation 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

22 Printing and publications 23 Other expenses Stmt 7 9,475. 0. 9,475. 24 Total operating and administrative expenses. Add lines 13 through 23 365,566. 234,751. 106,513. 25 Contributions, gifts, grants paid 487,899. 26 Total expenses and disbursements. Add lines 24 and 25 853,465. 234,751. 594,412. 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	For ca	alendar year 2014 or tax year beginning		, and ending		
## Check with the state of the first of the					A Employer identification	number
Posentiate Pos					60 00 44 11 11 10	
Comparison of province, country, and 2Po of foreign postal code Comparison of province, country, and 2Po of foreign postal code Comparison of Part C						
Control of the cont		•	oress)	Hoom/suite	_	<i>1</i> 122
Berkeley, CA 947.10 6 Check all that apply: Intellecture Intellecture Amended return			etal code	L		, , , , ,
Foreign organizations, check here Infrast return Infrast return of a former public charry Amended of testin Amended			Stal Code		if exemption application is pe	anding, check here
Final return Amended return Amende			Initial return of a fo	rmer public charity	D 1. Foreign organizations	check here
Figure The Chapter The C	u 0					
Section 49/7(a)(1) nonexempt charactable must Other travable private foundation If the foundation is no 30 month termination If the foundation is no 30 months of 30 months o		Address change	Name change		Foreign organizations me check here and attach co	eting the 85% test, mputation
Section 497(3)(1) nonewengt charitable trust Other taxable private foundation Cash X Accrual If arm market value of all sasests at and of year Accounting mathod. Cash X Accrual If the foundation is an a 60-month termination under section 507(b)(1)(8), check here 14 7 751 4 28 Part I, column (d) must be on cash basis.) Part I Contributions, girts, grants, etc., received Cash Revenue and Expenses Cash basis Ca	H Ch	heck type of organization: X Section 501(c)(3) exe	mpt private foundation		F If private foundation sta	tus was terminated
Control Cont		Section 4947(a)(1) nonexempt charitable trust C	Other taxable private founda			
Part Arabical Revenue and Expenses (This braid of amounts to exhimate 60 (c) and (p) may not personal financial for characteristic financial finan	1 Fair	I —	• • —	X Accrual	F If the foundation is in a	60-month termination
Part Analysis of Revenue and Expenses (100 methods) 1					under section 507(b)(1)	(B), check here
Contributions gifts, grants, etc., received Contributions, gifts, grants, pad Contributions, gifts, grants pad Contribu						1 (4)-
2 Chack	Par	(The total of amounts in columns (b), (c), and (d) may not				for charitable purposes
Second Company Compa		1 Contributions, gifts, grants, etc., received			N/A	
Social movements Statement 2 Statement 2	- [
Sa Gross rents Sa Net rental income or (loca) Sa Net series for all 7,019,482.	1	Interest on savings and temporary cash investments				
B Not rental mome or (loss) B Not game or float from sale of assets not on line 10 Consider the sales of the sale of assets not on line 10 B Not game or float from sale or sales or 17, 019, 482. 7 Capital gam not modere (from Part Nr. Inno 2) 9 Not Short-ferm capital gam 9 Informe modifications. 10 and allowards. 10 A red allowards. 11 Other income 1 Total. Add lines 1 through 11 Constitutions of the sales of the sal	- 1	4 Dividends and interest from securities	186,383.	186,383.		Statement 2
Secretaria Control C						
Corose pacies price for all 7,019,482. 900,146. 900,146.	l	· · · -	900 146		<u> </u>	
Solution	ョ	ba Net gain or (loss) from sale of assets not on line 10 Gross sales price for all 7 010 100	900,140.			
Solution	5	7 Capital gain net income (from Part IV line 2)		900.146.		
9 Informe modifications 100 and allowances 110 and	8	8 Net short-term capital gain				
10 a Gross profit (2) (loss) 7 2015 (1) 10 (loss) 7 2015 (1) 11 Other income (1) (loss) 7 2015 (1) 12 (loss) 7 2015 (1) 13 (loss) 7 2015 (1) 14 (loss) 14 (loss) 15 (loss) 15 (loss) 16 (loss) 16 (loss) 16 (loss) 16 (loss) 16 (loss) 17 (loss) 17 (loss) 17 (loss) 18 (l	- 1	9 Income modifications				
c Gross profit (50) (loss) 7 2015	Ì	10a and allowances				
11 Other income 12 Total. Add lines 1 through 11		D Less Cust of goods sold				
11 Other income 12 Total. Additines 1 through 11	ļ					
13	- 1	11 Other income				Statement 3
14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees b Accounting fees Stmt 5 17 Interest 18 Taxes Stmt 6 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses Stmt 7 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	-				 	
15 Pension plans, employee benefits 16a Legal fees b Accounting fees c Other professional fees Stmt 5 318,164. 232,699. 85,465. 17 Interest 18 Taxes Stmt 6 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses Stmt 7 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	i i					1
16a Legal fees b Accounting fees Stmt 4 8,723. 0. 8,723.		· -				 -
b Accounting fees	Ø	46a Lagal food				
c Other professional fees)Sue	b Accounting fees Stmt 4	8,723.	0.		8,723.
17 Interest 2,052. 2,052. 0. 18 Taxes Stmt 6 24,302. 0. 0. 19 Depreciation and depletion)dx	c Other professional fees Stmt 5	318,164.			
19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A	Ve E	17 Interest	2,052.			0.
20 Occupancy 21 Travel, conferences, and meetings 2,850. 0. 2,850. 22 Printing and publications 23 Other expenses Stmt 7 9,475. 0. 9,475. 24 Total operating and administrative expenses. Add lines 13 through 23 365,566. 234,751. 106,513. 25 Contributions, gifts, grants paid 487,899. 487,899. 26 Total expenses and disbursements. Add lines 24 and 25 853,465. 234,751. 594,412. 27 Subtract line 26 from line 12: 8 Excess of revenue over expenses and disbursements 5 Net investment income (if negative, enter -0-) 959,680. 2 Reverse of revenue over expenses and disbursements 959,680. N/A	rati	- F	24,302.	0.	<u> </u>	0.
21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses Stmt 7 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) 2 A 50. 2 9, 475. 3 65, 566. 2 34, 751. 3 65, 566. 2 34, 751. 3 65, 566. 2 34, 751. 5 94, 412.	nist	· · · · · · · · · · · · · · · · · · ·			ļ	
22 Printing and publications 23 Other expenses	<u></u>	l ' '	2 050		 	3 050
23 Other expenses Stmt 7 9,475. 0. 9,475. 24 Total operating and administrative expenses. Add lines 13 through 23 365,566. 234,751. 106,513. 25 Contributions, gifts, grants paid 487,899. 487,899. 26 Total expenses and disbursements. Add lines 24 and 25 853,465. 234,751. 594,412. 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) 959,680.	-7	l · · · · · · · · · · · · · · · · · · ·	4,850.	<u> </u>		4,850.
24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: 28 Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) 6 Adjusted net income (if negative, enter -0-) 7 Adjusted net income (if negative, enter -0-) 8 Adjusted net income (if negative, enter -0-) 8 Adjusted net income (if negative, enter -0-) 8 Adjusted net income (if negative, enter -0-)	a a	1	9 475	^	 	9 175
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25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A	era	expenses. Add lines 13 through 23	365,566.	234,751.		106.513.
26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A						
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A		I				
a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A		Add lines 24 and 25	853,465.	234,751.		594,412.
b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A		27 Subtract line 26 from line 12:				
C Adjusted net income (if negative, enter -0-)		Ι	340,966.	050 600		
C Adjusted net income (if negative, enter -0-) N/A		I		959,680.		
	42350		netruetione		N/A	Form 990-PF (2014)

The Springcreek Foundation

C/O Leventhal Kline Manageme

For	n 99	O-PF(2014)C/O_Leventhal_Kline_Mana	gement Inc.	68-0	344778 Page 2
<u></u>	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year	End of	year
<u> </u>	art.	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
\neg	1	Cash - non-interest-bearing	911,702.	3,911,705.	3,911,705.
		Savings and temporary cash investments			
		Accounts receivable ► 333,154.			
	•	Less: allowance for doubtful accounts		333,154.	333,154.
		Pledges receivable		000,201	
1	7	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			
ets		Inventories for sale or use	15,983.	87,501.	87,501.
Assets	9	Prepaid expenses and deferred charges	13,363.		81,301.
1		Investments - U.S. and state government obligations			
		Investments - corporate stock			
	_	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis			
	١	Less accumulated depreciation			
		Investments - mortgage loans Investments - other Stmt 8	13,664,622.	10 266 042	10,266,042.
	13		13,004,042.	10,266,042.	10,200,042.
	14	Land, buildings, and equipment basis	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \		
	١	Less accumulated depreciation	152,769.	153,026.	153,026.
	15	Other assets (describe Program related inv)	134,769.	133,026.	133,026.
	16	Total assets (to be completed by all filers - see the	14,745,076.	14 751 430	14 751 420
_	-	instructions. Also, see page 1, item I)	23,000.	14,751,428. 1,825.	14,751,428.
	1	Accounts payable and accrued expenses	23,000.	1,023.	
	18	Grants payable			
es	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
į.	21	Mortgages and other notes payable			
_	22	Other liabilities (describe			
	00	Total liabilities (add lines 17 through 22)	23,000.	1,825.	
_	23	Foundations that follow SFAS 117, check here	23,000.		
		and complete lines 24 through 26 and lines 30 and 31.			
ģ	24	Unrestricted	14 722 076	14,749,603.	
nces	25	Temporarily restricted	21//22/0701	11//15/0050	
aja	26	Permanently restricted			
or Fund Balan	20	Foundations that do not follow SFAS 117, check here			
.5		and complete lines 27 through 31.			
ō	27	Capital stock, trust principal, or current funds			
sets	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
ဟ	29	Retained earnings, accumulated income, endowment, or other funds			
Net A		Total net assets or fund balances	14,722,076.	14,749,603.	
Ž	"	Total ligt assets of fully paramets		11,113,003.	
	31	Total liabilities and net assets/fund balances	14,745,076.	14,751,428.	
	art				
Ξ					
1		I net assets or fund balances at beginning of year - Part II, column (a), line	30		
	•	st agree with end-of-year figure reported on prior year's return)		1	14,722,076.
2		er amount from Part I, line 27a		2	340,966.
3		er increases not included in line 2 (itemize)			0.
4		lines 1, 2, and 3		. 4	15,063,042.
5		reases not included in line 2 (itemize) <u>Unrealized los</u> :			313,439.
<u>6</u>	1 ota	Il net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 30		14,749,603.

The Springcreek Foundation

Form 990-PF (2014) C/O Leventhal Kline Management Inc.

	scribe the kind(s) of p				(b) H	w acquired Purchase	(c) Da	te acquired	(d) Date sold
2-story brick v	warehouse; or commo	on stock, 200 shs.	MLC Co.)		D-	Donation	(mo.	, day, yr.)	(mo., day, yr.)
la									
<u>b</u>					ļ		ļ		
<u>C</u>					↓		ļ <u>-</u>		<u> </u>
<u>d</u>					 				<u> </u>
<u>e</u>					١.,				
(e) Gross sales price	(f) Depreciation (or allow			t or other basis xpense of sale				Gain or (loss lus (f) minus	
<u>a</u>									
<u>b</u>									
<u>c</u>									
d				<u> </u>					
e 7,019,482				<u>6,119,33</u>	6.				900,146
Complete only for assets show	ving gain in column (h) and owned by th	ne foundation	on 12/31/69				(Col. (h) gan	
(i) F.M.V. as of 12/31/69	(j) Adjuste as of 12/			cess of col. (1) col. (j), if any		C	ol. (k), bı Loss	ut not less that es (from col.	an -0-) or (h))
1									
b									
C									
J									
e									900,146
Capital gain net income or (net	capital loss)	If gain, also enter i If (loss), enter -0-	in Part I, line	7	}	2			900,146
	-			•	7	-	-		
Net short-term capital gain or (If gain, also enter in Part I, line		tions 1222(5) and	1 (6):		٦١	1			
	O, COMMITTION,				N I				
It (loss), enter -0- in Part I, line					r I	3		N/Z	\
If (loss), enter -0- in Part I, line Part V Qualification		4940(e) for F	Reduced	Tax on Net] Inves	3 stment Inc	come	N/A	<u> </u>
Part V Qualification	8 Under Section					3 tment Inc	come	N/A	1
Part V Qualification or optional use by domestic private or optional use of the opti	Under Section ate foundations subject					3 stment Inc	come	N/2	<u> </u>
Part V Qualification	Under Section ate foundations subject					3 tment Inc	come	N/#	<u> </u>
Part V Qualification or optional use by domestic private section 4940(d)(2) applies, leave	Under Section ate foundations subject this part blank.	ct to the section 49	940(a) tax on	net investment in	icome.)	3 tment Ind	come	N/A	
Part V Qualification or optional use by domestic privi- section 4940(d)(2) applies, leave as the foundation liable for the s	Under Section ate foundations subjects this part blank. ection 4942 tax on the	ct to the section 49	940(a) tax on	net investment in	icome.)	3 tment Inc	come	N/2	
Part V Qualification or optional use by domestic private section 4940(d)(2) applies, leave as the foundation liable for the s	Under Section ate foundations subject this part blank. ection 4942 tax on the ualify under section 49	ct to the section 49 distributable amo 940(e). Do not com	940(a) tax on ount of any ye	net investment in ar in the base per	riod?	3 tment Ind	come	N/Z	
Part V Qualification or optional use by domestic privi- section 4940(d)(2) applies, leave as the foundation liable for the s "Yes," the foundation does not que Enter the appropriate amount in (a)	Under Section ate foundations subject this part blank. ection 4942 tax on the ualify under section 49	et to the section 49 distributable amo 240(e). Do not com ch year; see the ins	940(a) tax on ount of any ye	net investment in ar in the base per	riod?	3 ctment Ind	come		Yes X
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The Springcreek Foundation C/O Leventhal Kline Management Inc. Form 990-PF (2014) 68-0344778 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% 19,194. 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-) Add lines 1 and 2 3 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 4 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-6 Credits/Payments: 91,025. a 2014 estimated tax payments and 2013 overpayment credited to 2014 **b** Exempt foreign organizations - tax withheld at source 6Ь c Tax paid with application for extension of time to file (Form 8868) 6с d Backup withholding erroneously withheld 91,025. 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 9 71.831 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 11 Enter the amount of line 10 to be: Credited to 2015 estimated tax 71,831. Refunded 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 X any political campaign? 1a X b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 1b 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? d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year; 0. (2) On foundation managers. > \$ (1) On the foundation. ▶ \$ ____ e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. > \$ X 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? 4a b If "Yes," has it filed a tax return on Form 990-T for this year? N/A 4b 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: 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 7 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 86 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresse Form **990-PF** (2014)

The Springcreek Foundation C/O Leventhal Kline Management Inc. 68-0344778 Page 5 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 X 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? 13 Website address **www.thespringcreekfoundation.org** Telephone no. \triangleright ($\overline{510}$) 14 The books are in care of ▶ Harald Leventhal 841-4123 Located at ▶127 University Avenue, Berkeley, ▶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 N/A 16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, Yes No X securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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 File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. 1a During the year did the foundation (either directly or indirectly): Yes X No (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) Yes X No a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available Yes X No for the benefit or use of a disqualified person)? (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 Yes X No termination of government service, if terminating within 90 days.) b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations X section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b Organizations relying on a current notice regarding disaster assistance check here 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 2014? 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? Yes X 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 N/A statement - see instructions.) 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 X Yes No during the year? b If "Yes," did it have excess business holdings in 2014 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 2014) X 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 48 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 2014? Form 990-PF (2014)

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The Springcreek Foundation C/O Leventhal Kline Management Inc. 68-0344778 Page 6 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 X No (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, Yes X No any voter registration drive? Yes X No (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 Yes X No 4945(d)(4)(A)? (see instructions) (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 X 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 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 Yes X No a personal benefit contract? X b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b 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 X No b. If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A 7b Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors 1 List all officers, directors, trustees, foundation managers and their compensation. (d) Contributions to employee benefit plans and deferred compensation (b) Title, and average hours per week devoted to position (c) Compensation (e) Expense account, other (If not paid, (a) Name and address allowances Maud-Alison Long President/Director 127 University Ave. <u>Berkeley, CA 94710</u> 8.00 0. 0 0. Marlis Corning Jansen V.P./Secretary/Treasurer 127 University Ave. Berkeley, CA 94710 8.00 በ 0. 0. Chief Financial Office Harald Leventhal (Not a Director) 127 University Ave. Berkeley, CA 94710 0. 0.25 0 , 0. Benita Kline (Not a Director) Assistant Secretary 127 University Ave. Berkeley, CA 94710 0.25 0. 0. 2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (d) Contributions to employee benefit plans and deferred compensation (b) Title, and average (e) Expense account, other hours per week devoted to position (a) Name and address of each employee paid more than \$50,000 (c) Compensation allowances NONE

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

Form 990-PF (2014)

The Springcreek Foundation C/O Leventhal Kline Management Inc. 68-0344778 Part VIII 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 Leventhal Kline Management Inc. Foundation 127 University Avenue, Berkeley, CA 94710 105,287. management Sonen Capital - 50 Osgood Place, Suite 320, Investment San Francisco, CA 94133 57,623. management Total number of others receiving over \$50,000 for professional services Part IX-A | Summary of Direct Charitable Activities List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. Expenses N/A Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount N/A All other program-related investments. See instructions.

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Total. Add lines 1 through 3

	n 990-PF (2014) C/O Leventhai Kille Hanagement Inc.	00-	0344//6 Fage 6
٢٢	Minimum Investment Return (All domestic foundations must complete this part. Foreign foun	dations, s	ee instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	14,609,345. 195,773.
b	Average of monthly cash balances	1b	195,773.
C	Fair market value of all other assets	10	
đ	Total (add lines 1a, b, and c)	1d	14,805,118.
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	14,805,118.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	222,077.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,583,041.
<u>6_</u>	Minimum investment return. Enter 5% of line 5	6	729,152.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations an	d certain	
_	foreign organizations check here and do not complete this part.)		
1	Minimum investment return from Part X, line 6	_1	729,152.
2a	Tax on investment income for 2014 from Part VI, line 5		
þ	Income tax for 2014. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	19,194. 709,958.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	709,958.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	709,958.
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	709,958.
P	Qualifying Distributions (see instructions)		
<u>-</u>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	_1a	594,412.
Ь	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	594,412.
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	594,412.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of 4940(e) reduction of tax in those years.	ualifies for	the section

Form **990-PF** (2014)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI,				
line 7				709,958.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:				
3 Excess distributions carryover, if any, to 2014:		0.		
a From 2009 78,600.				
b From 2010 677,811.	•			
c From 2011 50,311.				
dFrom 2012 42,959.				
e From 2013				
f Total of lines 3a through e	849,681.			
4 Qualifying distributions for 2014 from				
Part XII, line 4: ► \$ 594,412.				
a Applied to 2013, 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	ļ			
(Election required - see instructions)	0.			
d Applied to 2014 distributable amount				594,412.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount	115,546.			115,546.
must be shown in column (a)) 6 Enter the net total of each column as indicated below:				
& Corpus Add lines 3f, 4c, and 4e Subtract line 5	734,135.			
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		<u> </u>		
d Subtract line 6c from line 6b. Taxable		•		
amount - see instructions	- 	0.		
e Undistributed income for 2013. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must				
be distributed in 2015				0.
7 Amounts treated as distributions out of			 	<u> </u>
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3) (Election				
may be required - see instructions)	0.			
8 Excess distributions carryover from 2009				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015.				
Subtract lines 7 and 8 from line 6a	734,135.		<u></u>	
10 Analysis of line 9:				
a Excess from 2010 640,865.	İ			
b Excess from 2011 50,311.				
c Excess from 2012 42,959.				
d Excess from 2013				
e Excess from 2014 423581 11-24-14				
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	enthal Kline			68-03	44778 Page 10
Part XIV Private Operating Fo	undations (see in	structions 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	2014, enter the date of t	he ruling	▶		
b Check box to indicate whether the foundate	<u>ation is a private operatin</u>	g foundation described i	n section	4942(j)(3) or 49	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
investment return from Part X for					
each year listed					
b 85% of line 2a			<u> </u>	<u> </u>	
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			ļ		ļ <u>. </u>
• 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;	1				
a "Assets" alternative test - enter:	}				
(1) Value of all assets				·	
(2) Value of assets qualifying		\	1	ł	1
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			1		
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 Info	rmation (Comple	te this part only	if the foundation	had \$5,000 or mo	re in accete
at any time during the			ii tile louligation	1180 \$5,000 01 1110	16 III assets
					
1 Information Regarding Foundation	-	than 00/ af the tatal		. Kanandakan a bakana khanala	
a List any managers of the foundation who year (but only if they have contributed m			ributions received by the	toundation before the clos	se of any tax
, , ,	1010 111211 40,000). (000 0	3011011 307 (4)(2).)			
None	n aven 100/ as mosa of th	a stack of a semestics	/a. an acually large a sate		
b List any managers of the foundation who other entity) of which the foundation has			(or an equally large porti	on or the ownership of a p	ar unersnip or
None					
2 Information Regarding Contribution	on Grant Gift Loan	Scholarship etc. Dr			
Check here X if the foundation o				not account uncollected read	sacta for funda. If
the foundation makes gifts, grants, etc. ((see instructions) to indi	viduals or organizations i	under other conditions, c	omolete items 2a. h. c. and	i d.
a The name, address, and telephone numb					
a mo name, address, and telephone humb	, or or mail auditess of t	ло рогоон го многи аррг	ioanona anounu de audre	oocu,	
b The form in which applications should b	e submitted and informa	tion and materials they s	hould include:		
s the form in miner approaches enough	o ocomina una morma	non and materials may s	notia molado.		
c Any submission deadlines;					
2, 22235.0 2000					
d Any restrictions or limitations on awards	s, such as by geographic	al areas, charitable fields	, kinds of institutions, or	other factors:	
· · · · · · · · · · · · · · · · · · ·		,	,	31	

3 Grants and Contributions Paid During the Y		Payment		
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	Continuation	,
a Paid duning the year				
Allaire School		PC	General Support	
50 El Camino Drive		1		
Corte Madera, CA 94925				2,500
Ambassadors of Hope & Opportunity		PC	General Support	
Project				
P.O. Box 2278				
Mill Valley, CA 94941		 -	 	3,000
American Fdn for Tibetan Cult.		PC	Tools for Peace	
Preserv.				
75 South Grand Avenue, Suite 217				
Pasadena, CA 91105				11,00
American Red Cross		PC	General Support	
P.O. Box 4002018				
Des Moines, IA 50340			-	1,00
Amherst College Trustees		PC	General Support	
P.O. Box 5000 Amherst, MA 01002				1,00
	ntinuation shee	t(s)	> 3a	487,89
b Approved for future payment			Ţ	
None				
	<u> </u>			
Total		<u> </u>	▶ 3b	

Form 990-PF (2014) Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated bus	siness income		by section 512, 513, or 514	(e)
-	(a) Business	(b)	(C) Exclu- sion	(d)	Related or exempt
1 Program service revenue:	code	Amount	code	Amount	function income
a	_	· · · · · · · · · · · · · · · · · · ·	 -		
b	_		├ ──┼		
·	1		├		
d	1 1		├ ──┼		
e	- 		1 1		
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash			المما	227	
investments			14	227. 186,383.	
4 Dividends and interest from securities			 14	100,303.	
5 Net rental income or (loss) from real estate:			 		
a Debt-financed property			 		
 Not debt-financed property Net rental income or (loss) from personal 					
property					
7 Other investment income	900099	6,307.	01	101,368.	
8 Gain or (loss) from sales of assets other		- 0,00.0			
than inventory			18	900,146.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory		_			
11 Other revenue:					
a					
b					
c					···
đ	_		$oxed{oxed}$		
e	_				
12 Subtotal. Add columns (b), (d), and (e)		6,307.	<u></u>	1,188,124.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,194,431.
(See worksheet in line 13 instructions to verify calculations					
Part XVI-B Relationship of Activitie	s to the Accomp	lishment of Ex	empt P	rurposes	
Line No. Explain below how each activity for which			contribut	ed importantly to the accomp	olishment of
the foundation's exempt purposes (other t	han by providing funds f	or such purposes).			
				 	
					
					
	<u> </u>				
	·				
					
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Form 990-PF (20		pringcreek eventhal K		lacion Lanagement In	C.	68-0	344778	Da	ge 13
Part XVII				nd Transactions ar					ye 13
· di e zeui	Exempt Organ		CI 3 10 GI	io iransaotions ai	ia neignonsiii	ps W (() (40)()	idiitabic		
- Did the or			the following	with any other organization	a decembed in costin	n 501/o) of	T7	Yes	No
				, relating to political organization		11 30 1(0) 01			
	from the reporting founda				cations,				
_	ironi the reporting lounds	ation to a nonchantable	exempt or go	anization of.			10/11		х
(1) Cash							1a(1)		X
(2) Other							1a(2)		
b Other tran		L1	_				4.40		v
, ,	of assets to a noncharita						1b(1)		_ <u>X</u> _
	nases of assets from a no		anization				1b(2)		X
٠,	l of facilities, equipment,	or other assets					1 <u>b(3)</u>		X
• •	bursement arrangements						1b(4)	-	
• •	s or loan guarantees						1b(5)		X
	rmance of services or me	· ·	-				16(6)		X
	f facilities, equipment, ma						<u>1c</u>		X
	-	•	-	dule. Column (b) should alw	•	_	•	ets,	
				d less than fair market value	e in any transaction (or sharing arrangeme	nt, show in		
	the value of the goods,				1				
(a) Line no	(b) Amount involved	(c) Name of n		exempt organization	(d) Description	of transfers, transactions	and sharing arr	angemer	nts.
			N/A						
					 	 _			
									
				·					
		<u> </u>							
									
			·						
	<u> </u>								
								_	
	ndation directly or indirect 501(c) of the Code (other			or more tax-exempt organized to 527?	zations described		☐ Yes	X	_ No
b If "Yes," c	omplete the following sch	nedule.							_
	(a) Name of or			(b) Type of organization		c) Description of rela	ationship		
	N/A								
Under	penalties of perjury, I declare	that I have examined this re	eturn, including	accompanying schedules and st	atements, and to the bes	st of my knowledge	May the IRS	discuss	thre
Sign Here	eliefait a true, comect, and co	nplete Declaration of prepa	arer (other than	taxpayer) is based on all informa	vP/Sec easure		return with the shown below	ne prepa v (see in:	er
Siai	nature of officer or truste	<u>-</u> X		Date	Title		- [, e		
	Print/Type preparer's n		Preparer's si		Date	Check X If	PTIN		
	1		11			self- employed			
Paid	Mehrnazi	Saissie-	1/26	he Rem	119115	,-	P01023	1106	
Preparer	Firm's name ► MKF	ACCOUNTE	IG C	5		Firm's EIN ▶		,_0	
Use Only	I min s name > Little	. 11000011111	.5	=		THINIS ENV			
	Firm's address ► 69	27 Saroni	Drive						
	1	akland, CA				Dhone no /51	.0) 338	1-N-	92
			<u> </u>			Phone no. (51	Form 99		
							roini J a	~	1 /11

Part IV Capital Gains and Los	ses for Tax on Investment Income				
	describe the kind(s) of property solic ick warehouse; or common stock, 20		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Aberdeen Emergi	ing Markets Instl	Fund	P		
b Springcreek Hed	lge Fund II, L.P.		P		
	09-1 (Greylock Pt	rs XII)	P		
d Springcreek Ver			P		
g Springcreek Ver			P		
	ivate Equity Fund		P		
	iv. Equity FOF 20	007, L.P.	P		
h Beartooth Capit			P		
Menlo Realty I			P		
	cone Renewable En		P		
	stment Partnershi		P P		
	ating Rate Income	FD I	P		
m Artisan Interna		on Charle ED CI T	P		
	lobal Absol Retur tainable Offshore		P P		
0 AWD GIODAI Sus		· · · · · · · · · · · · · · · · · ·		. (()	
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale) Gain or (loss) llus (f) minus (g)	
a 779,691.		725,550.	 		54,141.
b 55,041.		54,380.			661.
c 13,575.					13,575.
d 77,624.	<u> </u>	4,469.			73,155.
e 49,342.	· · · · · · · · · · · · · · · · · · ·	25 020			49,342.
f 65,508.		25,829.	 		<u>39,679.</u>
g 153,181.		13,240.			153,181.
h 12,823. 1 78,743.		59,697.			<417.> 19,046.
578,528.		596,435.			$\frac{19,046.}{17,907.>}$
k 1,864.		1,805.			59.
$\frac{1,002.}{1,002.}$		385,445.			7,344.
$\frac{1}{m}$ 268,701.		197,493.			71,208.
n 399,970.		378,133.	·		21,837.
380,548.		325,000.	·		55,548.
	ng gain in column (h) and owned by t		(I) Los	sses (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	Gains (excess	of col. (h) gain ove not less than "-0-")	
a			_		54,141.
b					661.
С					13,575.
<u>d</u>			<u></u>	<u></u>	73,155.
<u>e </u>					49,342.
<u>f</u>					39,679.
<u>o</u>					153,181.
h					<417.>
<u>. I</u>					19,046.
					17,907.>
<u>k</u>	 				59.
<u>-</u>		 	 		7,344.
<u>m</u>					71,208.
<u> </u>		 			21,837.
0	<u> </u>				55,548.
2 Capital gain net income or (net ca	apital loss) { If gain, also enter "-(r in Part I, line 7)-" in Part I, line 7	2		
3 Net short-term capital gain or (lo If gain, also enter in Part I, line 8 If (loss), enter "-0-" in Part I, line		nd (6):			
in (1035), Giller -0- III Fatt I, lille			_3		

(a) List an	id describe the kind(s) of property so	ld, e.g., real estate,	(b) How acquired P - Purchase	(c) Date acquired	(d) Date sold
2-story t	orick warehouse; or common stock, 2	00 shs. MLC Co.	D - Donation	` (mo., day, yr.)	(mo., day, yr.)
	13_LP		P		
b Global Fixed I			P		
	Equity Fund 2013		P		
	Income Fund 2013		P		
e US Public Equi		+ 1 OT	P	<u> </u>	
	modity Strat Ins	EI CL	P		
<u>g</u> h					
			· ·		
<u> </u>				_	
1				 	
m				_	
n					
0					-
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale) Gain or (loss) plus (f) minus (g)	
a 22,205.		12,314.			9,891.
a 22,205. b 75,863. d 1,513,567.		38,939.		<	38,939.>
c 75,863.					75,863.
		1,527,935.		<	14,368.>
e 1,609,703.	,	1,268,796.			340,907.
f 490,216.	,	503,876.	<u></u>	<	13,660.>
g					
<u>h</u>					
1	 				
!	 				<u> </u>
<u>K</u>	 				
<u> </u>					
<u>m</u>		-			
<u>n</u> 0					
	ring gain in column (h) and owned by	the foundation on 12/31/69		sses (from col. (h))	
	(j) Adjusted basis	(k) Excess of col. (i)	Gains (excess	of col. (h) gain ove	
(i) F.M.V. as of 12/31/69	as of 12/31/69	over col. (j), if any	but i	not less than "-0-")	
a					9,891.
b				<	38,939.>
С					75,863.
d				<	14,368.>
е					<u>340,907.</u>
<u>f</u>					13,660.>
<u> </u>	 				
h		 			
1		 		-	
<u></u>	 	 		-	
<u>k</u>	+	 		<u> </u>	
<u> </u>	-				- -
<u>m</u>	+				
0	 		 		
					
2 Capital gain net income or (net	capital loss) { If gain, also enter "	er in Part I, line 7 -0-" in Part I, line 7	2		900,146.
	loss) as defined in sections 1222(5) a		_		
If gain, also enter in Part I, line		, (o).			
If (loss), enter "-0-" in Part I, line		J	a	N/A	

C/O Leventhal Kline Management Inc. 68-0344778 Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) Recipient If recipient is an individual, show any relationship to Foundation Purpose of grant or Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient AOPA Foundation PC General Support \$5,000 421 Aviation Way Endowment \$5,000 Frederick, MD 21701 10,000. Art and Remembrance PC General Support 5614 Connecticut Avenue, NW # 131 Washington, DC 20015 500. Asian Art Museum Foundation of S.F. PC General Support 200 Larkin Street San Francisco, CA 94102 1,000. Berkeley Repertory Theatre PC Capital Campaign 999 Harrison Street Berkeley, CA 94710 60,000. Berkeley Repertory Theatre PC General Support 999 Harrison Street Berkeley, CA 94710 10,000. Blaine County Recreation District РC Harriman Trail 1050 Fox Acres Road, Suite 107 Hailey, ID 83333 100. Case Western Reserve University PC Ellen & Dixon Long Bio Enterprise Building #341 Professorship Cleveland, OH 44106 19,702. Case Western Reserve University РC Research funds for Bio Enterprise Building #341 Ellen and Dixon Long Cleveland, OH 44106 Chair 6,000. Chamber Music San Francisco PC General Support 1314 34th Avenue San Francisco, CA 94122 3,500. City of Ketchum PC Ketch'em Alive Summer PO Box 2315 Concerts Ketchum, ID 83340 1,000. Total from continuation sheets 469,399. The Springcreek Foundation

C/O Leventhal Kline Management Inc. 68-0344778

Part XV | Supplementary Information

Part XV Supplementary Information	 			.
3 Grants and Contributions Paid During the Yo		г		
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
City of Mill Valley		PC	Community Garden	
26 Corte Madera Avenue			Project	
Mill Valley, CA 94941				14,000
City of Mill Valley		PC	Edgewood Reservoir	
26 Corte Madera Avenue			Project	
Mill Valley, CA 94941	-			1,860
City of Mill Valley		PC	Holiday Lighting in	
26 Corte Madera Avenue			City Square	
Mill Valley, CA 94941		-		15,000
Clay & Glass Arts Foundation		PC	General Support	
916 El Rio Drive				
San Jose, CA 95125		-	-	500
Community Initiatives/Dalai Lama		PC	Support Fellowship	
Fellows			Program	
1016 Lincoln Boulevard The Presidio,				
Suite 122 San Francisco, CA 94129		<u> </u>		1,200
Community School		PC	1st Grade RazKids	•
P.O. Box 2118				
Sun Valley, ID 83353				99
Community School		PC	General Support	
P.O. Box 2118 Sun Valley, CA 83353				2,000
	"			
Confluence Philanthropy		PC	Conference session	
475 Riverside Drive, Ste 900			sponsorship	
New York, NY 10115				3,000
Corporation of the Fine Arts Museums		PC	General Support	
50 Hagiwara Tea Garden Drive				
San Francisco, CA 94118			- 	3,500
Craft Emergency Relief Fund Inc.		PC	General Support	
P.O. Box 838				
Montpelier, VT 05601 Total from continuation sheets				500

C/O Leventhal Kline Management Inc. 68-0344778 Supplementary Information Part XV Grants and Contributions Paid During the Year (Continuation) if recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to any foundation manager Amount status of contribution Name and address (home or business) or substantial contributor recipient Crissy Field Dog Group, Inc. PC General Support P.O. Box 10726 500. San Rafael, CA 94912 Di Rosa Preserve PC General Support 5200 Carneros Hwy Napa, CA 94559 1,000. Doctors Without Borders PC General Support 333 7th Avenue, 2nd Floor New York, NY 10001 2,000. Environmental Working Group General Support 1436 U Street NW Suite 100 Washington, DC 20009 5,000. Film Institute of Northern California PC General Support 1001 Lootens Place Suite 220 San Rafael, CA 94901 7,500. Fractured Atlas PC For Sing Differently 248 W. 35th Street, 10th Floor New York, NY 10001 8,000. Friends of Corte Madera Creek PC General Support Watershed P.O. Box 415 Larkspur, CA 94977 500. Gladstone Institute PC General Support 1650 Owens Street San Francisco, CA 94158 500. Golden Gate National Parks PC General Support Conservancy Building 201 Fort Mason San Francisco, CA 94123 2,313. Green America PC For KINS 1612 K. Street, N.W., Ste 600 Washington, DC 20006 3,000.

Total from continuation sheets

The Springcreek Foundation

C/O Leventhal Kline Management Inc. 68-0344778

Information

3 Grants and Contributions Paid During the Ye	ear (Continuation)			
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	Contribution	
farvard Magazine, Inc.		PC	General Support	
7 Ware Street Cambridge, MA 02138				50
Compiled the option	-			
Harvard University - Radcliffe		PC	General Support	
Institute 10 Garden Street				
Cambridge, MA 02138				1,000
Holden Arboretum		PC	General Support	
9500 A Sperry Road				
Kirtland, OH 44094				1,000
Homeward Bound of Marin 1385 N. Hamilton Parkway		PC	To Fund Stone Soup	
Novato, CA 94949			HOT III	2,00
-				
KDFC San Francisco Classical		PC	General Support	
201 3rd Street, Suite 1200				
San Francisco, CA 94103				500
KQED 2601 Mariposa Street		PC	General Support	
San Francisco, CA 94110				6,00
Larkspur-Corte Madera School District		PC	Development of Cove	
230 Doherty Drive			Community Garden	
Larkspur, CA 94939				7,50
Leadership Public Schools Inc. 344 Thomas L Berkley Way Ste 340		PC	General Support	
Oakland, CA 94612				2,50
				
Marin Academy		PC	Annual Fund	
1600 Mission Avenue				
San Rafael, CA 94901		-		1,00
Marin Academy 1600 Mission Avenue		PC	Swimming Pool Maintenance	
San Rafael, CA 94901			Maintenante	2,50
Total from continuation sheets				

C/O_Leventhal Kline Management Inc. 68-0344778 Supplementary Information Part XV Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, show any relationship to any foundation manager Recipient Foundation Purpose of grant or status of contribution Amount Name and address (home or business) or substantial contributor recipient Marin Agricultural Land Trust PC General Support P.O. Box 809 Pt. Reyes Station, CA 94956 3,500. Marin Audubon Society Incorporated PC Purchase of property P.O. Box 599 for marsh restoration Mill Valley, CA 94942 5,000. Marin Community Food Bank General Support 75 Digital Drive Novato, CA 94949 1,000. Marin Country Day School General Support 5221 Paradise Drive Corte Madera, CA 94925 1,000. Marin County Bicycle Coalition PC General Support P.O. Box 1115 Fairfax, CA 94978 1,000. Marin General Hospital Foundation PC General Support 100 B Drake's Landing Road, Ste 255 Greenbrae, CA 94904 1,000. Moab Music Festival, Inc. PC Endowment Campaign 58 East 300 South Moab, UT 84532 5,000. Moab Music Festival, Inc. PC General Support 58 East 300 South Moab, UT 84532 15,000. Museum of Moab PC General Support 118 East Center Street Moab, UT 84532 250. Napa Valley Festival Association Leadership Council 915 Trancas Street Suite B Napa, CA 94558 5,000. Total from continuation sheets

C/O Leventhal Kline Management Inc. 68-0344778 Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or contribution show any relationship to any foundation manager Amount status of Name and address (home or business) or substantial contributor recipient National Geographic Society PC Galapagos Conservation P.O. Box 98199 Fund Washington, DC 20090 1,000. Natural Resources Defense Council, PC Matching grant for Pebble Mine Fund 40 West 20th Street New York, NY 10011 500. New Dramatists, Inc. PC General Support 424 West 44th Street New York, NY 10036 3,367. One Warm Coat PC General Support 2443 Fillmore Street # 380-5363 500. San Francisco, CA 94115 OPAL Community Land Trust PC General Support 286 Enchanted Forest Road Eastsound, WA 98245 3,000. Open A Door PC General Support 1050 Court St. #223 San Rafael, CA 94901 1,000. Pacific Forest Trust, Inc. PC General Support 1001-A O'Reilly Avenue San Francisco, CA 94129 1,000. Pesticide Action Network PC General Support 1611 Telegraph Ave, Ste 1200 Oakland, CA 94612 1,000. Planned Parenthood Shasta Pacific PC General Support 2185 Pacheco Street Concord, CA 94540 500. Planned Parenthood Shasta Pacific PC Marin County Youth 2185 Pacheco Street Educator Concord, CA 94540 10,000. Total from continuation sheets

C/O Leventhal Kline Management Inc. 68-0344778 Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient show any relationship to Foundation Purpose of grant or Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient Point Blue Conservation Science PC General Support 3820 Cypress Drive Ste. 11 Petaluma, CA 94954 1,000. Portola Valley School Foundation PC General Support 4575 Alpine Road Portola Valley, CA 94028 450. Presidio Graduate School PC EVA Appreciation Event 36 Lincoln Blvd. San Francisco, CA 94129 500. San Francisco Ballet Association PC General Support 455 Franklin Street 3rd Floor San Francisco, CA 94102 3,000. San Francisco Museum of Modern Art PC General Support 151 Third Street San Francisco, CA 94103 3,000. San Francisco Opera Association General Support 301 Van Ness Avenue San Francisco, CA 94102 5,000. San Francisco Symphony PC General Support 201 Van Ness Avenue San Francisco, CA 94102 13,500. Sawtooth Botanical Garden, Inc. PC Advisory Committee P.O.Box 928 Tree Sun Valley, ID 83353 500. PC Sawtooth Botanical Garden, Inc. Ellen Long Garden P.O.Box 928 Pavillion Sun Valley, ID 83353 15,000. PC Sawtooth Botanical Garden, Inc. Ellen Long Garden P.O.Box 928 Pavilion Sun Valley, ID 83353 Project-Finial Owl 1,600. Total from continuation sheets

C/O Leventhal Kline Management Inc. 68-0344778 Supplementary Information Grants and Contributions Paid During the Year (Continuation) Recipient If recipient is an individual, show any relationship to any foundation manager Foundation Purpose of grant or Amount status of contribution Name and address (home or business) or substantial contributor recipient Sawtooth Botanical Garden, Inc. PC General Support P.O.Box 928 Sun Valley, ID 83353 1,000. Scholarship Fund of Alexandria TC Williams/Barbara 3330 King Street McBane Harper Alexandria, VA 22302 Scholarship 500. Sierra Club Foundation PC General Support 85 Second Street, Suite 750 San Francisco, CA 94105 1,000. Sonoma Valley Museum of Art PC Director's P.O. Box 322 Discretionary Fund Sonoma, CA 95476 10,000. Sonoma Valley Museum of Art PC William Wylie P.O. Box 322 Exhibition Sonoma, CA 95476 12,500. Squaw Valley Community of Writers PC Scholarship Fund P.O. Box 1416 Nevada City, CA 95959 1,000. Sun Valley Center for the Arts PC Company of Fools P.O. Box 656 Sun Valley, ID 83353 10,000. Sun Valley Ski Education Foundation PC John R Kalik True P.O. Box 203 North Awards Sun Valley, ID 83353 300. Syringa Mountain School PC General Support P.O. Box 3531 Hailey, ID 83333 10,100. The Bay School of San Francisco PC General Support 35 Keyes Avenue

423631 05-01-14

San Francisco, CA 94129

Total from continuation sheets

2,000.

The Springcreek Foundation

C/O Leventhal Kline Management Inc. 68-0344778

Part XV | Supplementary Information

Part XV Supplementary Information	n			
3 Grants and Contributions Paid During the	Year (Continuation)			
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	Contribution	7 HIIOUIII
The Center for Food Safety		PC	General Support	
303 Sacramento St., 2nd Floor			1	
San Francisco, CA 94111				350.
The Hunger Coalition		PC	General Support	
121 Honeysuckle Street				
Bellevue, ID 83313		 		1,000.
The Hunger Coalition		PC	Summer Appeal Campaign	
121 Honeysuckle Street			1	
Bellevue, ID 83313				1,000.
The Leakey Foundation		PC	General Support	
1003-B O'Reilly Avenue San Francisco, CA 94129			1	
San Francisco, CA 34123				15,000.
mba Tariban Banadahian				
The Leakey Foundation 1003-B O'Reilly Avenue		PC	For the Endowment Fund	
San Francisco, CA 94129		•		10 000
				10,000.
The Leakey Foundation		PC	Madame Buttertfly	
1003-B O'Reilly Avenue		•	reception	
San Francisco, CA 94129				1,800.
The Marin Humane Society		PC	General Support	
171 Bel Marin Keys Blvd.				
Novato, CA 94949				500.
The Quigley Foundation		PC	General Support	
P.O. Box 2720				
Ketchum, ID 83340				4,841.
The River Otter Ecology Project		PC	General Support	
P.O. Box 103 Forest Knolls, CA 94933				- A -
Toron Morro, Ca 74733	1			500.
The Sage School		na		
The Sage School P.O. Box 30		PC	Annual Fund	
Hailey, ID 83333				2,500.
Total from continuation sheets	<u> </u>			2,500.

The Springcreek Foundation

C/O Leventhal Kline Management Inc. 68-0344778

Part XV | Supplementary Information

Part XV Supplementary Information 3 Grants and Contributions Paid During the Y				
Recipient	If recipient is an individual,	T -		
	show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
The Stone Age Institute		PC	Begouen Fund	
P.O. Box 5097				
Bloomington, IN 47407				9,000
The Stone Age Institute		PC	General Support	
P.O. Box 5097			Scholal Support	
Bloomington, IN 47407				20,000
The Xerces Society		PC	General Support	
628 NE Broadway, Suite 200				
Portland, OR 97232				1,000
Three Girls Theater Company 340 Pine Street Ste 300		PC	General Support	
San Francisco, CA 94104				1,000
Transfero, en 31101			-	1,000
Trustees of Tufts College		PC	Fletcher School of Law	
80 George Street, Suite 200			and Diplomacy	
Medford, MA 02155		-		500
Western Reserve Academy		PC	Annual Fund	
115 College Street				1 00
Hudson, OH 44236				1,000
Western Reserve Academy		PC	ELISA Program	
115 College Street				
Hudson, OH 44236				20,000
Western Reserve Academy		PC	General Support	
115 College Street Hudson, OH 44236				4 00
MUGBON, OR 44230				1,00
Western Reserve Academy		PC	Maintenance of Long	
115 College Street			House	
Hudson, OH 44236	 			14,06
Western Watersheds Project		PC	Reforming Public Lands	
P.O. Box 17770			Ranching	
Hailey, ID 83333	_1	<u></u>		1,00

C/O Leventhal Kline Management Inc. 68-0344778 Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, show any relationship to any foundation manager Recipient Foundation Purpose of grant or Amount status of contribution Name and address (home or business) or substantial contributor recipient Wildcare Terwiliger Nature Education PC General Support 76 Albert Park Lane San Rafael, CA 94901 1,500. Wood River Women's Charitable PC General Support Foundation P.O. Box 3686 Ketchum, ID 83340 1,000. World Wildlife Fund, Inc. PC General Support 1250 24th Street, NW Washington, DC 20037 1,000. Total from continuation sheets

Form 990-PF Interes	t on Saving	s and Tem	porary	Cash	Investments	Statement 1
Source		(a Reve Per B	nue		(b) Investment Income	(c) Adjusted Net Income
Interest from deposit accounts		227.			227.	
Total to Part I, lin	ie 3		227.		227.	
Form 990-PF	Dividends	and Inter	est fro	om Sec	urities	Statement 2
Source	Gross Amount	Capital Gains Dividend	R€	(a) evenue Book		_
Dividend and interest from investments	186,383.		0. 1	186,38	3. 186,38	33.
To Part I, line 4	186,383.		0. 1	86,38	3. 186,38	33.
Form 990-PF		Other I	ncome			Statement 3
Description			(a) Revenu Per Boo		(b) Net Invest- ment Income	
-			TCT DO	JAG	mene income	Net Income
Other income from pa			101	L,368.	101,368	3.
Other income from pa	artnerships	line 11	101	L,368.	101,368	3. 7.
Other income from pa	artnerships	line 11	101	1,368. 5,307. 7,675.	101,368	3. 7.
Other income from pa Other income from pa Total to Form 990-Ph	artnerships		101	1,368. 5,307. 7,675.	101,368 6,307 107,675	Statement 4 (d) Charitable
Other income from particle of the control of the co	ertnerships	Accounti (a) Expenses	101 ing Fees Net Ing ment	1,368. 5,307. 7,675. 7,675.	101,368 6,307 107,675	Statement 4 (d) Charitable

Form 990-PF (ther Profes	sional Fees	Statement 5		
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Other professional services Other investment expense	111,787. 206,377.	26,322. 206,377.		85,465. 0.	
To Form 990-PF, Pg 1, ln 16c	318,164.	232,699.		85,465.	
Form 990-PF	Тах	es	S	tatement 6	
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Excise tax on investment income Foreign taxes	19,509. 4,793.	0.		0.	
To Form 990-PF, Pg 1, ln 18	24,302.	0.		0.	
Form 990-PF	Other E	xpenses	S	tatement 7	
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Miscellaneous expenses	9,475.	0.		9,475.	
To Form 990-PF, Pg 1, 1n 23	9,475.	0.		9,475.	

Form 990-PF Ot	ther	Investments		Statement 8
Description		Valuation Method	Book Value	Fair Market Value
Van Eck Global Hard Assets FD CL		FMV	0.	0.
Pimco All Asset All Auth Fund Ins	stl	FMV	222	000 036
Cl			820,036.	820,036.
Springcreek Hedge Fund II, L.P. WHC Venture 2009-1 (Greylock Ptr	o.	FMV FMV	36,402.	36,402
XII)	5	LHV	430,043.	430,043
Springcreek Venture I, L.P.		FMV	515,006.	515,006
Springcreek Venture IV, L.P.		FMV	557,586.	557,586
Springcreek Private Equity Fund	7	FMV	352,155.	352,155
Springcreek Priv. Equity FOF 200	<i>'</i> ,	FMV	040 (21	040 631
L.P.		70.77	949,631.	949,631
Beartooth Capital II		FMV	41,922.	41,922
Menlo Realty III TE, LP		FMV	47,587.	47,587
Carlyle/Riverstone Renewable Ene	rgy	FMV	4 444	4.5
I			135,294.	135,294
Lyme Forest Fund III TE, LP		FMV	50,270.	50,270
Ecosystem Investment Partnership	11	FMV	21 615	24 645
LP			31,615.	31,615
Rebeco Boston Partners Long/Shor	t	FMV		
Equity Instl			574,275.	574,275
John Hancock Global Absol Return		FMV		
Strat FD CL I			500,539.	500,539
WHC Venture 2013 LP		FMV	123,894.	123,894
Global Fixed Income Fund 2013		FMV	2,067,722.	2,067,722
Global Public Equity Fund 2013		FMV	2,421,430.	2,421,430
RS Food and Agriculture Note		FM V	50,000.	50,000
Microvest (Formerly Minlam Offsh	ore	FMV	444 4-4	445 475
Fund)			112,173.	112,173
Parametric Emerging Mkts Inst CL		FMV	0.	0
Credit Suisse Commodity RTRN Str	at	FMV		
Instl FD			430,182.	430,182
Other assets		FMV	18,280.	18,280
Total to Form 990-PF, Part II, 1	ine :	13	10,266,042.	10,266,042
				
Form 990-PF	Ot 1	ner Assets		Statement 9
Description		eginning of Book Value	End of Year Book Value	Fair Market Value
Program related investments		152,769.	153,026.	153,026

152,769.

153,026.

153,026.

To Form 990-PF, Part II, line 15