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Extended to November 16, 2015

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 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) \$ 14,751,428.	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		227.	227.		Statement 1
4 Dividends and interest from securities		186,383.	186,383.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		900,146.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			900,146.		
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		107,675.	107,675.		Statement 3
12 Total. Add lines 1 through 11		1,194,431.	1,194,431.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 4		8,723.	0.		8,723.
c Other professional fees Stmt 5		318,164.	232,699.		85,465.
17 Interest		2,052.	2,052.		0.
18 Taxes Stmt 6		24,302.	0.		0.
19 Depreciation and depletion					
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:					
a Excess of revenue over expenses and disbursements		340,966.			
b Net investment income (if negative, enter -0-)			959,680.		
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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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	911,702.	3,911,705.	3,911,705.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 333,154.			
	Less: allowance for doubtful accounts ▶		333,154.	333,154.
	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	15,983.	87,501.	87,501.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 8		13,664,622.	10,266,042.	10,266,042.
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ Program related inv)		152,769.	153,026.	153,026.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		14,745,076.	14,751,428.	14,751,428.
17 Accounts payable and accrued expenses		23,000.	1,825.	
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)	23,000.	1,825.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	14,722,076.	14,749,603.	
	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			
30 Total net assets or fund balances	14,722,076.	14,749,603.		
31 Total liabilities and net assets/fund balances	14,745,076.	14,751,428.		

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	14,722,076.
2 Enter amount from Part I, line 27a	2	340,966.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	15,063,042.
5 Decreases not included in line 2 (itemize) ▶ Unrealized losses on investments	5	313,439.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,749,603.

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Part IV Capital Gains and Losses for Tax on Investment Income See Attached Statements

(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			
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 7,019,482.		6,119,336.	900,146.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			900,146.

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 } 2 900,146.

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))
2013	645,157.	14,256,900.	.045252
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

2 Total of line 1, column (d) 2 .248201

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 .049640

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 4 14,583,041.

5 Multiply line 4 by line 3 5 723,902.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 9,597.

7 Add lines 5 and 6 7 733,499.

8 Enter qualifying distributions from Part XII, line 4 8 594,412.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1 19,194.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2 0.
3 Add lines 1 and 2		3 19,194.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4 0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5 19,194.
6 Credits/Payments:		
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 91,025.	
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 91,025.	
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 71,831.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ 71,831. Refunded ☐ 0.	11 0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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 2014 or the taxable year beginning in 2014 (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

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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 ► <u>www.thespringcreekfoundation.org</u>	13	X	
14	The books are in care of ► <u>Harald Leventhal</u> Telephone no. ► <u>(510) 841-4123</u> Located at ► <u>127 University Avenue, Berkeley, CA</u> ZIP+4 ► <u>94710</u>			
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 ► <u>15</u> 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, 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 ►	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 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 ☒ 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 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)	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 2014?	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 4945(d)(4)(A)? (see instructions)

☐ 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

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Maud-Alison Long	President/Director			
127 University Ave.				
Berkeley, CA 94710	8.00	0.	0.	0.
Marlis Corning Jansen	V.P./Secretary/Treasurer			
127 University Ave.				
Berkeley, CA 94710	8.00	0.	0.	0.
Harald Leventhal (Not a Director)	Chief Financial Officer			
127 University Ave.				
Berkeley, CA 94710	0.25	0.	0.	0.
Benita Kline (Not a Director)	Assistant Secretary			
127 University Ave.				
Berkeley, CA 94710	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 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. 127 University Avenue, Berkeley, CA 94710	Foundation management	105,287.
Sonen Capital - 50 Osgood Place, Suite 320, San Francisco, CA 94133	Investment management	57,623.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,609,345.
b	Average of monthly cash balances	1b	195,773.
c	Fair market value of all other assets	1c	
d	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.
6	Minimum investment return. Enter 5% of line 5	6	729,152.

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	729,152.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	19,194.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,194.
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.

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	594,412.
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	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 qualifies for the section 4940(e) reduction of tax in those years.

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:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	78,600.			
b From 2010	677,811.			
c From 2011	50,311.			
d From 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 (Election required - see instructions)	0.			
d Applied to 2014 distributable amount	0.			594,412.
e Remaining amount distributed out of corpus	115,546.			115,546.
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	734,135.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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 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.			
10 Analysis of line 9:				
a Excess from 2010	640,865.			
b Excess from 2011	50,311.			
c Excess from 2012	42,959.			
d Excess from 2013				
e Excess from 2014				

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 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(i)(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.

None

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

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

- a** The name, address, and telephone number or e-mail 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:

The Springcreek Foundation

Form 990-PF (2014)

C/O Leventhal Kline Management Inc.

68-0344778

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Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Allaire School 50 El Camino Drive Corte Madera, CA 94925		PC	General Support	2,500.
Ambassadors of Hope & Opportunity Project P.O. Box 2278 Mill Valley, CA 94941		PC	General Support	3,000.
American Fdn for Tibetan Cult. Preserv. 75 South Grand Avenue, Suite 217 Pasadena, CA 91105		PC	Tools for Peace	11,000.
American Red Cross P.O. Box 4002018 Des Moines, IA 50340		PC	General Support	1,000.
Amherst College Trustees P.O. Box 5000 Amherst, MA 01002		PC	General Support	1,000.
Total	See continuation sheet(s)			487,899.
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	227.		
4 Dividends and interest from securities			14	186,383.		
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	6,307.	01	101,368.		
8 Gain or (loss) from sales of assets other 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 _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		6,307.		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 Activities to the Accomplishment of Exempt Purposes

[illegible]

2014.05000 THE SPRINGCREEK FOUNDATIO 20105.01

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	Aberdeen Emerging Markets Instl Fund	P		
b	Springcreek Hedge Fund II, L.P.	P		
c	WHC Venture 2009-1 (Greylock Ptrs XII)	P		
d	Springcreek Venture I, L.P.	P		
e	Springcreek Venture IV, L.P.	P		
f	Springcreek Private Equity Fund	P		
g	Springcreek Priv. Equity FOF 2007, L.P.	P		
h	Beartooth Capital II	P		
i	Menlo Realty III TE, LP	P		
j	Carlyle/Riverstone Renewable Energy I	P		
k	Ecosystem Investment Partnership II LP	P		
l	Ridgeworth Floating Rate Income FD I	P		
m	Artisan International Value	P		
n	John Hancock Global Absol Return Strat FD CL I	P		
o	AWJ Global Sustainable Offshore Fund LTD	P		

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	779,691.		725,550.	54,141.
b	55,041.		54,380.	661.
c	13,575.			13,575.
d	77,624.		4,469.	73,155.
e	49,342.			49,342.
f	65,508.		25,829.	39,679.
g	153,181.			153,181.
h	12,823.		13,240.	<417.>
i	78,743.		59,697.	19,046.
j	578,528.		596,435.	<17,907.>
k	1,864.		1,805.	59.
l	392,789.		385,445.	7,344.
m	268,701.		197,493.	71,208.
n	399,970.		378,133.	21,837.
o	380,548.		325,000.	55,548.

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			54,141.
b			661.
c			13,575.
d			73,155.
e			49,342.
f			39,679.
g			153,181.
h			<417.>
i			19,046.
j			<17,907.>
k			59.
l			7,344.
m			71,208.
n			21,837.
o			55,548.

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 }

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

2

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	WHC Venture 2013 LP	P		
b	Global Fixed Income Fund 2013	P		
c	Global Public Equity Fund 2013	P		
d	US Core Fixed Income Fund 2013	P		
e	US Public Equity Fund 2013	P		
f	Parametric Commodity Strat Instl CL	P		
g				
h				
i				
j				
k				
l				
m				
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 22,205.		12,314.	9,891.
b		38,939.	<38,939.>
c 75,863.			75,863.
d 1,513,567.		1,527,935.	<14,368.>
e 1,609,703.		1,268,796.	340,907.
f 490,216.		503,876.	<13,660.>
g			
h			
i			
j			
k			
l			
m			
n			
o			

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			9,891.
b			<38,939.>
c			75,863.
d			<14,368.>
e			340,907.
f			<13,660.>
g			
h			
i			
j			
k			
l			
m			
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	900,146.
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	General Support \$5,000 & Endowment \$5,000	10,000.
Art and Remembrance 5614 Connecticut Avenue, NW # 131 Washington, DC 20015		PC	General Support	500.
Asian Art Museum Foundation of S.F. 200 Larkin Street San Francisco, CA 94102		PC	General Support	1,000.
Berkeley Repertory Theatre 999 Harrison Street Berkeley, CA 94710		PC	Capital Campaign	60,000.
Berkeley Repertory Theatre 999 Harrison Street Berkeley, CA 94710		PC	General Support	10,000.
Blaine County Recreation District 1050 Fox Acres Road, Suite 107 Hailey, ID 83333		PC	Harriman Trail	100.
Case Western Reserve University Bio Enterprise Building #341 Cleveland, OH 44106		PC	Ellen & Dixon Long Professorship	19,702.
Case Western Reserve University Bio Enterprise Building #341 Cleveland, OH 44106		PC	Research funds for Ellen and Dixon Long Chair	6,000.
Chamber Music San Francisco 1314 34th Avenue San Francisco, CA 94122		PC	General Support	3,500.
City of Ketchum PO Box 2315 Ketchum, ID 83340		PC	Ketch'em Alive Summer Concerts	1,000.
Total from continuation sheets				469,399.

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
City of Mill Valley 26 Corte Madera Avenue Mill Valley, CA 94941		PC	Community Garden Project	14,000.
City of Mill Valley 26 Corte Madera Avenue Mill Valley, CA 94941		PC	Edgewood Reservoir Project	1,860.
City of Mill Valley 26 Corte Madera Avenue Mill Valley, CA 94941		PC	Holiday Lighting in City Square	15,000.
Clay & Glass Arts Foundation 916 El Rio Drive San Jose, CA 95125		PC	General Support	500.
Community Initiatives/Dalai Lama Fellows 1016 Lincoln Boulevard The Presidio, Suite 122 San Francisco, CA 94129		PC	Support Fellowship Program	1,200.
Community School P.O. Box 2118 Sun Valley, ID 83353		PC	1st Grade RazKids	99.
Community School P.O. Box 2118 Sun Valley, CA 83353		PC	General Support	2,000.
Confluence Philanthropy 475 Riverside Drive, Ste 900 New York, NY 10115		PC	Conference session sponsorship	3,000.
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 05601		PC	General Support	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
Crissy Field Dog Group, Inc. P.O. Box 10726 San Rafael, CA 94912		PC	General Support	500.
Di Rosa Preserve 5200 Carneros Hwy Napa, CA 94559		PC	General Support	1,000.
Doctors Without Borders 333 7th Avenue, 2nd Floor New York, NY 10001		PC	General Support	2,000.
Environmental Working Group 1436 U Street NW Suite 100 Washington, DC 20009		PC	General Support	5,000.
Film Institute of Northern California 1001 Loutens Place Suite 220 San Rafael, CA 94901		PC	General Support	7,500.
Fractured Atlas 248 W. 35th Street, 10th Floor New York, NY 10001		PC	For Sing Differently	8,000.
Friends of Corte Madera Creek Watershed P.O. Box 415 Larkspur, CA 94977		PC	General Support	500.
Gladstone Institute 1650 Owens Street San Francisco, CA 94158		PC	General Support	500.
Golden Gate National Parks Conservancy Building 201 Fort Mason San Francisco, CA 94123		PC	General Support	2,313.
Green America 1612 K. Street, N.W., Ste 600 Washington, DC 20006		PC	For KINS	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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Harvard Magazine, Inc. 7 Ware Street Cambridge, MA 02138		PC	General Support	500.
Harvard University - Radcliffe Institute 10 Garden Street Cambridge, MA 02138		PC	General Support	1,000.
Holden Arboretum 9500 A Sperry Road Kirtland, OH 44094		PC	General Support	1,000.
Homeward Bound of Marin 1385 N. Hamilton Parkway Novato, CA 94949		PC	To Fund Stone Soup Marin	2,000.
KDFC San Francisco Classical 201 3rd Street, Suite 1200 San Francisco, CA 94103		PC	General Support	500.
KQED 2601 Mariposa Street San Francisco, CA 94110		PC	General Support	6,000.
Larkspur-Corte Madera School District 230 Doherty Drive Larkspur, CA 94939		PC	Development of Cove Community Garden	7,500.
Leadership Public Schools Inc. 344 Thomas L Berkley Way Ste 340 Oakland, CA 94612		PC	General Support	2,500.
Marin Academy 1600 Mission Avenue San Rafael, CA 94901		PC	Annual Fund	1,000.
Marin Academy 1600 Mission Avenue San Rafael, CA 94901		PC	Swimming Pool Maintenance	2,500.
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
Marin Agricultural Land Trust P.O. Box 809 Pt. Reyes Station, CA 94956		PC	General Support	3,500.
Marin Audubon Society Incorporated P.O. Box 599 Mill Valley, CA 94942		PC	Purchase of property for marsh restoration	5,000.
Marin Community Food Bank 75 Digital Drive Novato, CA 94949		PC	General Support	1,000.
Marin Country Day School 5221 Paradise Drive Corte Madera, CA 94925		PC	General Support	1,000.
Marin County Bicycle Coalition P.O. Box 1115 Fairfax, CA 94978		PC	General Support	1,000.
Marin General Hospital Foundation 100 B Drake's Landing Road, Ste 255 Greenbrae, CA 94904		PC	General Support	1,000.
Moab Music Festival, Inc. 58 East 300 South Moab, UT 84532		PC	Endowment Campaign	5,000.
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.
Napa Valley Festival Association 915 Trancas Street Suite B Napa, CA 94558		PC	Leadership Council	5,000.
Total from continuation sheets				

The Springcreek Foundation
C/O Leventhal Kline Management Inc.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
National Geographic Society P.O. Box 98199 Washington, DC 20090		PC	Galapagos Conservation Fund	1,000.
Natural Resources Defense Council, Inc. 40 West 20th Street New York, NY 10011		PC	Matching grant for Pebble Mine Fund	500.
New Dramatists, Inc. 424 West 44th Street New York, NY 10036		PC	General Support	3,367.
One Warm Coat 2443 Fillmore Street # 380-5363 San Francisco, CA 94115		PC	General Support	500.
OPAL Community Land Trust 286 Enchanted Forest Road Eastsound, WA 98245		PC	General Support	3,000.
Open A Door 1050 Court St. #223 San Rafael, CA 94901		PC	General Support	1,000.
Pacific Forest Trust, Inc. 1001-A O'Reilly Avenue San Francisco, CA 94129		PC	General Support	1,000.
Pesticide Action Network 1611 Telegraph Ave, Ste 1200 Oakland, CA 94612		PC	General Support	1,000.
Planned Parenthood Shasta Pacific 2185 Pacheco Street Concord, CA 94540		PC	General Support	500.
Planned Parenthood Shasta Pacific 2185 Pacheco Street Concord, CA 94540		PC	Marin County Youth Educator	10,000.
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
Point Blue Conservation Science 3820 Cypress Drive, Ste. 11 Petaluma, CA 94954		PC	General Support	1,000.
Portola Valley School Foundation 4575 Alpine Road Portola Valley, CA 94028		PC	General Support	450.
Presidio Graduate School 36 Lincoln Blvd. San Francisco, CA 94129		PC	EVA Appreciation Event	500.
San Francisco Ballet Association 455 Franklin Street 3rd Floor San Francisco, CA 94102		PC	General Support	3,000.
San Francisco Museum of Modern Art 151 Third Street San Francisco, CA 94103		PC	General Support	3,000.
San Francisco Opera Association 301 Van Ness Avenue San Francisco, CA 94102		PC	General Support	5,000.
San Francisco Symphony 201 Van Ness Avenue San Francisco, CA 94102		PC	General Support	13,500.
Sawtooth Botanical Garden, Inc. P.O.Box 928 Sun Valley, ID 83353		PC	Advisory Committee Tree	500.
Sawtooth Botanical Garden, Inc. P.O.Box 928 Sun Valley, ID 83353		PC	Ellen Long Garden Pavillion	15,000.
Sawtooth Botanical Garden, Inc. P.O.Box 928 Sun Valley, ID 83353		PC	Ellen Long Garden Pavilion Project-Finial Owl	1,600.
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
Sawtooth Botanical Garden, Inc. P.O.Box 928 Sun Valley, ID 83353		PC	General Support	1,000.
Scholarship Fund of Alexandria 3330 King Street Alexandria, VA 22302		PC	TC Williams/Barbara McBane Harper Scholarship	500.
Sierra Club Foundation 85 Second Street, Suite 750 San Francisco, CA 94105		PC	General Support	1,000.
Sonoma Valley Museum of Art P.O. Box 322 Sonoma, CA 95476		PC	Director's Discretionary Fund	10,000.
Sonoma Valley Museum of Art P.O. Box 322 Sonoma, CA 95476		PC	William Wylie Exhibition	12,500.
Squaw Valley Community of Writers P.O. Box 1416 Nevada City, CA 95959		PC	Scholarship Fund	1,000.
Sun Valley Center for the Arts P.O. Box 656 Sun Valley, ID 83353		PC	Company of Fools	10,000.
Sun Valley Ski Education Foundation P.O. Box 203 Sun Valley, ID 83353		PC	John R Kalik True North Awards	300.
Syringa Mountain School P.O. Box 3531 Hailey, ID 83333		PC	General Support	10,100.
The Bay School of San Francisco 35 Keyes Avenue San Francisco, CA 94129		PC	General Support	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
The Center for Food Safety 303 Sacramento St., 2nd Floor San Francisco, CA 94111		PC	General Support	350.
The Hunger Coalition 121 Honeysuckle Street Bellevue, ID 83313		PC	General Support	1,000.
The Hunger Coalition 121 Honeysuckle Street Bellevue, ID 83313		PC	Summer Appeal Campaign	1,000.
The Leahey Foundation 1003-B O'Reilly Avenue San Francisco, CA 94129		PC	General Support	15,000.
The Leahey Foundation 1003-B O'Reilly Avenue San Francisco, CA 94129		PC	For the Endowment Fund	10,000.
The Leahey Foundation 1003-B O'Reilly Avenue San Francisco, CA 94129		PC	Madame Butterfly reception	1,800.
The Marin Humane Society 171 Bel Marin Keys Blvd. Novato, CA 94949		PC	General Support	500.
The Quigley Foundation P.O. Box 2720 Ketchum, ID 83340		PC	General Support	4,841.
The River Otter Ecology Project P.O. Box 103 Forest Knolls, CA 94933		PC	General Support	500.
The Sage School P.O. Box 30 Hailey, ID 83333		PC	Annual Fund	2,500.
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
The Stone Age Institute P.O. Box 5097 Bloomington, IN 47407		PC	Begouen Fund	9,000.
The Stone Age Institute P.O. Box 5097 Bloomington, IN 47407		PC	General Support	20,000.
The Xerces Society 628 NE Broadway, Suite 200 Portland, OR 97232		PC	General Support	1,000.
Three Girls Theater Company 340 Pine Street Ste 300 San Francisco, CA 94104		PC	General Support	1,000.
Trustees of Tufts College 80 George Street, Suite 200 Medford, MA 02155		PC	Fletcher School of Law and Diplomacy	500.
Western Reserve Academy 115 College Street Hudson, OH 44236		PC	Annual Fund	1,000.
Western Reserve Academy 115 College Street Hudson, OH 44236		PC	ELISA Program	20,000.
Western Reserve Academy 115 College Street Hudson, OH 44236		PC	General Support	1,000.
Western Reserve Academy 115 College Street Hudson, OH 44236		PC	Maintenance of Long House	14,067.
Western Watersheds Project P.O. Box 17770 Hailey, ID 83333		PC	Reforming Public Lands Ranching	1,000.
Total from continuation sheets				

68-0344778

3 Grants and Contributions Paid During the Year (Continuation)**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 deposit accounts	227.	227.	
Total to Part I, line 3	227.	227.	

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
Dividend and interest from investments	186,383.	0.	186,383.	186,383.	
To Part I, line 4	186,383.	0.	186,383.	186,383.	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Other income from partnerships	101,368.	101,368.	
Other income from partnerships	6,307.	6,307.	
Total to Form 990-PF, Part I, line 11	107,675.	107,675.	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting and auditing	8,723.	0.		8,723.
To Form 990-PF, Pg 1, ln 16b	8,723.	0.		8,723.

Form 990-PF	Other Professional Fees		Statement 5	
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other professional services	111,787.	26,322.		85,465.
Other investment expense	206,377.	206,377.		0.
To Form 990-PF, Pg 1, ln 16c	318,164.	232,699.		85,465.

Form 990-PF	Taxes		Statement 6	
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax on investment income	19,509.	0.		0.
Foreign taxes	4,793.	0.		0.
To Form 990-PF, Pg 1, ln 18	24,302.	0.		0.

Form 990-PF	Other Expenses		Statement 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, ln 23	9,475.	0.		9,475.

Form 990-PF	Other Investments	Statement 8	
Description	Valuation Method	Book Value	Fair Market Value
Van Eck Global Hard Assets FD CL I	FMV	0.	0.
Pimco All Asset All Auth Fund Instl	FMV		
CL		820,036.	820,036.
Springcreek Hedge Fund II, L.P.	FMV	36,402.	36,402.
WHC Venture 2009-1 (Greylock Ptrs	FMV		
XII)		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	FMV	352,155.	352,155.
Springcreek Priv. Equity FOF 2007,	FMV		
L.P.		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 Energy	FMV		
I		135,294.	135,294.
Lyme Forest Fund III TE, LP	FMV	50,270.	50,270.
Ecosystem Investment Partnership II	FMV		
LP		31,615.	31,615.
Rebeco Boston Partners Long/Short	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	FMV	50,000.	50,000.
Microvest (Formerly Minlam Offshore	FMV		
Fund)		112,173.	112,173.
Parametric Emerging Mkts Inst CL	FMV	0.	0.
Credit Suisse Commodity RTRN Strat	FMV		
Instl FD		430,182.	430,182.
Other assets	FMV	18,280.	18,280.
Total to Form 990-PF, Part II, line 13		10,266,042.	10,266,042.

Form 990-PF	Other Assets		Statement 9
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Program related investments	152,769.	153,026.	153,026.
To Form 990-PF, Part II, line 15	152,769.	153,026.	153,026.