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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation THE BAKER STREET FOUNDATION		A Employer identification number 94-3192365	
Number and street (or P O box number if mail is not delivered to street address) 135 MAIN STREET NO 1140		B Telephone number (see instructions) (415) 356-2012	
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94105		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 86,520,178		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	1,290,563	1,290,563		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	4,424,882			
	b Gross sales price for all assets on line 6a 44,085,967				
	7 Capital gain net income (from Part IV, line 2) . . .		4,424,882		
	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) (attach schedule)				
	11 Other income (attach schedule)	795	795		
	12 Total. Add lines 1 through 11	5,716,240	5,716,240		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,488	0		1,488
	b Accounting fees (attach schedule)	54,998	27,499		27,499
	c Other professional fees (attach schedule)	326,758	326,758		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	39,235	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	9,460	0		9,460
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	431,939	354,257		38,447
	25 Contributions, gifts, grants paid	3,739,113			3,600,000
	26 Total expenses and disbursements. Add lines 24 and 25	4,171,052	354,257		3,638,447
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,545,188			
	b Net investment income (if negative, enter -0-)		5,361,983		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	2,191,828	379,278	379,278
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	145,352	240,508	240,508
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	83,667,038	85,900,392	85,900,392
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	86,004,218	86,520,178	86,520,178	
Liabilities	17	Accounts payable and accrued expenses	60,963	57,913	
	18	Grants payable	584,029	723,142	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	175,000	134,000	
	23	Total liabilities (add lines 17 through 22)	819,992	915,055	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	85,184,226	85,605,123	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	85,184,226	85,605,123	
31	Total liabilities and net assets/fund balances (see instructions)	86,004,218	86,520,178		

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)	185,184,226
2	Enter amount from Part I, line 27a	1,545,188
3	Other increases not included in line 2 (itemize) ▶ _____	1,036,766
4	Add lines 1, 2, and 3	87,766,180
5	Decreases not included in line 2 (itemize) ▶ _____	2,161,057
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	85,605,123

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)
1 a	PUBLICLY TRADED SECURITIES			
b	PUBLICLY TRADED SECURITIES			
c	PUBLICLY TRADED SECURITIES			
d	HEDGE FUNDS	P		
e	CAPITAL GAINS DIVIDENDS	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 32,075,682		31,038,600	1,037,082
b 10,283,443		7,435,515	2,847,928
c 1,254,214		60,000	1,194,214
d		1,126,970	-1,126,970
e 472,628			472,628

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,037,082
b			2,847,928
c			1,194,214
d			-1,126,970
e			472,628

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	4,424,882
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) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

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 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	5,529,272	77,909,076	0 070971
2012	5,100,219	70,549,546	0 072293
2011	5,260,848	72,241,979	0 072823
2010	3,601,675	66,187,433	0 054416
2009	3,305,452	50,663,498	0 065243

2	Total of line 1, column (d).	2	0 335746
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	0 067149
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	85,044,277
5	Multiply line 4 by line 3.	5	5,710,638
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	53,620
7	Add lines 5 and 6.	7	5,764,258
8	Enter qualifying distributions from Part XII, line 4.	8	3,638,447

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

Part VI

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	107,240
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	107,240
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	107,240
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	319,140	
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	319,140
8		Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	211,900
11		Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 211,900 Refunded <input type="checkbox"/>		11	0

Part VII-A

Statements Regarding Activities

1a		During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a		No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b		No
		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.				
c		Did the foundation file Form 1120-POL for this year?		1c		No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		No
		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		3		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
b		If "Yes," has it filed a tax return on Form 990-T for this year?		4b		
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		No
		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?		6	Yes	
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.		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA				
b		If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes	
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		9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of ROY BUKSTEIN Telephone no (415) 356-2012 Located at 135 MAIN STREET 1140 SAN FRANCISCO CA ZIP+4 94105			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
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?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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		No
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?. If "Yes," list the years 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	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 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5b

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)?

No

6a

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

Yes

No

6b

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

No

7a

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

Yes

No

7b

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

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 (see instructions).

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

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
OFFIT HALL CAPITAL MANAGEMENT LLC	INVESTMENT ADVISORY	254,758
ONE MARITIME PLAZA 5TH FLOOR SAN FRANCISCO,CA 94111		
MMM MANAGEMENT INC	MANAGEMENT	72,000
135 MAIN STREET 1140 SAN FRANCISCO,CA 94105		
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	0

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	73,736,985
b	Average of monthly cash balances.	1b	12,602,383
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	86,339,368
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	86,339,368
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,295,091
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	85,044,277
6	Minimum investment return. Enter 5% of line 5.	6	4,252,214

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	4,252,214
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	107,240
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	107,240
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	4,144,974
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	4,144,974
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	4,144,974

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	3,638,447
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	3,638,447
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 (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,638,447
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				4,144,974
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	861,331			
b From 2010.	426,674			
c From 2011.	1,819,025			
d From 2012.	1,694,356			
e From 2013.	1,782,256			
f Total of lines 3a through e.	6,583,642			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 3,638,447				
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.				3,638,447
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 must be shown in column (a).)	506,527			506,527
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,077,115			
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 instructions			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 (see instructions). . .	354,804			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	5,722,311			
10 Analysis of line 9				
a Excess from 2010. . . .	426,674			
b Excess from 2011. . . .	1,819,025			
c Excess from 2012. . . .	1,694,356			
d Excess from 2013. . . .	1,782,256			
e Excess from 2014. . . .				

Part XIV

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Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

85% of line 2a

Qualifying distributions from Part XII, line 4 for each year listed

Amounts included in line 2c not used directly for active conduct of exempt activities

Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c

Complete 3a, b, or c for the alternative test relied upon

"Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

"Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV

1

MARY M MINER

D

2

Check here ☒

a

b

C

d

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	3,600,000
b Approved for future payment EARTHJUSTICE 50 CALIFORNIA STREET SUITE 500 SAN FRANCISCO, CA 94111	NONE	PC	OPERATING EXPENSES	139,113
Total			3b	139,113

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of				
(1) Cash.	1a(1)			No
(2) Other assets.	1a(2)			No
b Other transactions				
(1) Sales of assets to a noncharitable exempt organization.	1b(1)			No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)			No
(3) Rental of facilities, equipment, or other assets.	1b(3)			No
(4) Reimbursement arrangements.	1b(4)			No
(5) Loans or loan guarantees.	1b(5)			No
(6) Performance of services or membership or fundraising solicitations.	1b(6)			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c			No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received				

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here	*****	2015-11-11	*****	May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name H KIMBERLY ZYDEL	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00013754
	Firm's name <input checked="" type="checkbox"/> DZH PHILLIPS LLP			Firm's EIN <input checked="" type="checkbox"/> 26-4677183	
	Firm's address <input checked="" type="checkbox"/> 135 MAIN STREET 9TH FLOOR SAN FRANCISCO, CA 941051815			Phone no (415) 781-2500	

Form 990PF Part VIII Line 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
MARY M MINER	PRESIDENT/DIRECTOR 2 00	0	0	0
135 MAIN STREET SAN FRANCISCO,CA 94105				
HELEN SEDWICK	SECRETARY/DIRECTOR 1 00	0	0	0
135 MAIN STREET SAN FRANCISCO,CA 94105				
ROY BUKSTEIN	CFO/DIRECTOR 4 00	0	0	0
135 MAIN STREET SAN FRANCISCO,CA 94105				
NICOLA MINER	DIRECTOR 1 00	0	0	0
135 MAIN STREET SAN FRANCISCO,CA 94105				
JUSTINE MINER	DIRECTOR 1 00	0	0	0
135 MAIN STREET SAN FRANCISCO,CA 94105				
LUKE MINER	DIRECTOR 1 00	0	0	0
135 MAIN STREET SAN FRANCISCO,CA 94105				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
826 VALENCIA 826 VALENCIA STREET SAN FRANCISCO,CA 94110	NONE	PC	OPERATING EXPENSES	25,000
ALZHEIMER'S ASSOCIATION 225 N MICHIGAN AVENUE FLOOR 17 CHICAGO,IL 60601	NONE	PC	OPERATING EXPENSES	80,000
ASIAN ART MUSEUM 200 LARKIN STREET SAN FRANCISCO,CA 94102	NONE	PC	OPERATING EXPENSES	50,000
ATHLETIC SCHOLARS ADVANCEMENT PROGRAM 3750 - 18TH STREET SAN FRANCISCO,CA 94114	NONE	PC	OPERATING EXPENSES	15,000
BAY AREA DISCOVERY MUSEUM 557 MCREYNOLDS ROAD SAUSALITO,CA 94965	NONE	PC	OPERATING EXPENSES	50,000
CAL PERFORMANCES 101 ZELLERBACH HALL 4800 BERKELEY,CA 94720	NONE	PC	OPERATING EXPENSES	25,000
CALIFORNIA ACADEMY OF SCIENCE 55 MUSIC CONCOURSE DRIVE SAN FRANCISCO,CA 94118	NONE	PC	OPERATING EXPENSES	100,000
CAMP SUNBURST PO BOX 7771 SANTA ROSA,CA 95407	NONE	PC	OPERATING EXPENSES	40,000
CASA 2535 MISSION STREET SAN FRANCISCO,CA 94110	NONE	PC	OPERATING EXPENSES	25,000
CHILDREN'S CREATIVITY MUSEUM 221 FOURTH STREET SAN FRANCISCO,CA 94103	NONE	PC	OPERATING EXPENSES	15,000
CITY FIELDS FOUNDATION ONE MARITIME PLAZA 1400 SAN FRANCISCO,CA 94111	NONE	POF	OPERATING EXPENSES	50,000
CREATIVE GROWTH 355 24TH STREET OAKLAND,CA 94612	NONE	PC	OPERATING EXPENSES	5,000
EARTHJUSTICE 50 CALIFORNIA STREET SUITE 500 SAN FRANCISCO,CA 94111	NONE	PC	OPERATING EXPENSES	100,000
EXPLORATORIUM PIER 15 SAN FRANCISCO,CA 94111	NONE	PC	OPERATING EXPENSES	50,000
FINE ARTS MUSEUM OF SAN FRANCISCO 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO,CA 94118	NONE	PC	OPERATING EXPENSES	5,000
Total  3a				3,600,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FIRST TEE CLUB 425 SOUTH LEGACY TRAIL ST AUGUSTINE,FL 32092	NONE	PC	OPERATING EXPENSES	5,000
FRENCH AMERICAN INTERNATIONAL SCHOOL 150 OAK STREET SAN FRANCISCO,CA 94102	NONE	PC	OPERATING EXPENSES	50,000
GERMAN SCHOOL OF SAN FRANCISCO PO BOX 29132 SAN FRANCISCO,CA 94129	NONE	PC	OPERATING EXPENSES	25,000
GIRLS INC 120 WALL STREET NEW YORK,NY 10005	NONE	PC	OPERATING EXPENSES	30,000
GOLDEN GATE NATIONAL PARKS CONSERVANCY FORT MASON BUILDING 201 SAN FRANCISCO,CA 94123	NONE	PC	OPERATING EXPENSES	50,000
KIPP 135 MAIN STREET SUITE 1700 SAN FRANCISCO,CA 94105	NONE	PC	OPERATING EXPENSES	25,000
KQED 2601 MARIPOSA STREET SAN FRANCISCO,CA 94110	NONE	PC	SIGNAL SOCIETY	75,000
KRATZ MD JOHANNES R UCSF SCHOOL OF MEDICINE 500 PARNASSUS AVENUE MU SAN FRANCISCO,CA 94143	NONE	I	UNDERWRITE THORACIC SURGERY CLINICAL FELLOWSHIP	30,000
MAGIC THEATRE 2 MARINA BOULEVARD BUILDING D 2ND FLOOR SAN FRANCISCO,CA 94123	NONE	PC	OPERATING EXPENSES	40,000
MEMORIAL SLOAN KETTERING 1275 YORK AVENUE NEW YORK,NY 10065	NONE	PC	OPERATING EXPENSES	100,000
MUSEUM OF PERFORMANCE AND DESIGN 893B FOLSOM STREET SAN FRANCISCO,CA 94107	NONE	PC	OPERATING EXPENSES	25,000
NATIONAL ORGANIZATION FOR WOMEN 1100 H STREET NW SUITE 300 WASHINGTON,DC 20005	NONE	PC	OPERATING EXPENSES	5,000
NATIONAL OSTEOPOROSIS FOUNDATION 251 18TH STREET S SUITE 630 ARLINGTON,VA 22202	NONE	PC	OPERATING EXPENSES	5,000
ODCDANCE 351 SHOTWELL STREET SAN FRANCISCO,CA 94110	NONE	PC	OPERATING EXPENSES	25,000
PLANNED PARENTHOOD 75 PIEDMONT AVENUE SUITE 800 ATLANTA,GA 30303	NONE	PC	OPERATING EXPENSES	10,000
Total  3a				3,600,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
POLLINATOR PARTNERSHIP 423 WASHINGTON STREET 5TH FLOOR SAN FRANCISCO,CA 94111	NONE	PC	OPERATING EXPENSES	15,000
PROJECT OPEN HAND-SAN FRANCISCO 730 POLK STREET SAN FRANCISCO,CA 94109	NONE	PC	OPERATING EXPENSES	180,000
RAISING A READER 330 TWIN DOLPHIN DRIVE 147 REDWOOD CITY,CA 94065	NONE	SO I	OPERATING EXPENSES	30,000
RONALD MCDONALD HOUSE 1640 SCOTT STREET SAN FRANCISCO,CA 94115	NONE	PC	OPERATING EXPENSES	15,000
SAN FRANCISCO BALLET 301 VAN NESS AVENUE SAN FRANCISCO,CA 94102	NONE	PC	OPERATING EXPENSES	1,000,000
SAN FRANCISCO CHILD ABUSE PREVENTION 1757 WALLER STREET SAN FRANCISCO,CA 94117	NONE	PC	OPERATING EXPENSES	20,000
SAN FRANCISCO CHRONICLE SEASON OF SHARING PO BOX 44740 SAN FRANCISCO,CA 94144	NONE	PC	OPERATING EXPENSES	150,000
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO,CA 94107	NONE	PC	OPERATING EXPENSES	200,000
SAN FRANCISCO FREE CLINIC 4900 CALIFORNIA STREET SAN FRANCISCO,CA 94118	NONE	PC	OPERATING EXPENSES	50,000
SAN FRANCISCO FRIENDS OF CHAMBER MUSIC 135 MAIN STREET SUITE 1140 SAN FRANCISCO,CA 94105	NONE	PC	OPERATING EXPENSES	30,000
SAN FRANCISCO GENERAL HOSPITAL FOUNDATION PO BOX 410836 SAN FRANCISCO,CA 94141	NONE	PC	OPERATING EXPENSES	20,000
SAN FRANCISCO JAZZ FESTIVAL 201 FRANKLIN STREET SAN FRANCISCO,CA 94102	NONE	PC	OPERATING EXPENSES	100,000
SAN FRANCISCO JEWISH COMMUNITY CENTER 3200 CALIFORNIA STREET SAN FRANCISCO,CA 94118	NONE	PC	OPERATING EXPENSES	5,000
SAN FRANCISCO LIBRARY FOUNDATION 710 VAN NESS AVENUE SAN FRANCISCO,CA 94102	NONE	PC	OPERATING EXPENSES	100,000
SAN FRANCISCO MUSEUM OF MODERN ART 151 THIRD STREET SAN FRANCISCO,CA 94103	NONE	PC	RENOVATION	100,000
Total  3a				3,600,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SAN FRANCISCO PARK ALLIANCE 1663 MISSION STREET SUITE 320 SAN FRANCISCO,CA 94103	NONE	PC	OPERATING EXPENSES	25,000
SAN FRANCISCO PERFORMANCES 500 SUTTER STREET SUITE 710 SAN FRANCISCO,CA 94102	NONE	PC	OPERATING EXPENSES	30,000
SEEDS INC 800 KANSAS STREET SAN FRANCISCO,CA 94107	NONE	PC	OPERATING EXPENSES	10,000
SHANTI 730 POLK STREET SAN FRANCISCO,CA 94109	NONE	PC	OPERATING EXPENSES	20,000
STERN GROVE FESTIVAL 832 FOLSOM STREET SUITE 1000 SAN FRANCISCO,CA 94107	NONE	PC	OPERATING EXPENSES	20,000
SQUAW VALLEY COMMUNITY WRITERS PO BOX 1416 NEVADA CITY,CA 95959	NONE	PC	OPERATING EXPENSES	25,000
TIPPING POINT COMMUNITY 220 MONTGOMERY STREET SUITE 850 SAN FRANCISCO,CA 94104	NONE	PC	OPERATING EXPENSES	125,000
TNDC 201 EDDY STREET SAN FRANCISCO,CA 94102	NONE	PC	OPERATING EXPENSES	50,000
UCSF CANCER FOUNDATION PO BOX 45339 SAN FRANCISCO,CA 94145	NONE	PC	OPERATING EXPENSES	100,000
VITAL BRIDGES 208 SOUTH LASALLE STREET 1300 CHICAGO,IL 60604	NONE	PC	OPERATING EXPENSES	20,000
YOUTH TENNIS ADVANTAGE 1717 POWELL STREET SUITE 100 SAN FRANCISCO,CA 94133	NONE	PC	OPERATING EXPENSES	25,000
Total				3,600,000

TY 2014 Accounting Fees Schedule

Name: THE BAKER STREET FOUNDATION

EIN: 94-3192365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	54,998	27,499		27,499

TY 2014 Investments - Other Schedule**Name:** THE BAKER STREET FOUNDATION**EIN:** 94-3192365

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OAKMARK FUND	FMV	7,291,384	7,291,384
AURELIUS CAPITAL MANAGEMENT	FMV	6,341,700	6,341,700
CLOSE BROTHERS (CAYMAN) LTD	FMV	6,125,645	6,125,645
LANSDOWNE EUROPEAN EQUITY FUND	FMV	0	0
LONGLEAF PARTNERS FUND	FMV	0	0
FARALLON CAPITAL INST PARTNERS, LP	FMV	8,042,780	8,042,780
OAKMARK INTERNATIONAL FUND	FMV	5,792,411	5,792,411
PIMCO TOTAL RETURN FUND	FMV	5,564,234	5,564,234
ROYAL CAPITAL VALUE FUND	FMV	0	0
PROSPECT HARBOR FUND	FMV	33,087	33,087
HCP PRIVATE EQUITY FUND III	FMV	769,893	769,893
HCP PRIVATE EQUITY FUND IV	FMV	1,956,518	1,956,518
SCHWAB #4866-2904	FMV	0	0
HCP CREDIT DISLOCATION FUND	FMV	0	0
AMANSA FEEDER LTD	FMV	3,009,100	3,009,100
DODGE & COX INCOME FUND	FMV	7,747,330	7,747,330
WGI EMERGING MARKETS FUND, LLC	FMV	1,748,513	1,748,513
HCP PRIVATE EQUITY FUND V	FMV	1,561,951	1,561,951
DYNAMO BRASIL VIII	FMV	593,108	593,108
ORACLE CORPORATION	FMV	0	0
SCOUT FUND	FMV	0	0
HCP PRIVATE EQUITY FUND VI	FMV	263,053	263,053
GENERATION	FMV	8,413,403	8,413,403
LUXOR CAPITAL PARTNERS	FMV	3,545,446	3,545,446
CORE ENDOWMENT PORTFOLIO II, LP	FMV	17,100,836	17,100,836

TY 2014 Legal Fees Schedule

Name: THE BAKER STREET FOUNDATION

EIN: 94-3192365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,488	0		1,488

TY 2014 Other Decreases Schedule

Name: THE BAKER STREET FOUNDATION

EIN: 94-3192365

Description	Amount
UNREALIZED GAIN ADJUSTMENT	2,161,057

TY 2014 Other Income Schedule

Name: THE BAKER STREET FOUNDATION

EIN: 94-3192365

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LITIGATION INCOME	795	795	795

TY 2014 Other Increases Schedule

Name: THE BAKER STREET FOUNDATION

EIN: 94-3192365

Description	Amount
GAIN ON SALE OF CONTRIBUTED SECURITIES ADJUSTMENT	993,600
PRIOR-PERIOD ADJ - EQUITY	43,166

TY 2014 Other Liabilities Schedule

Name: THE BAKER STREET FOUNDATION

EIN: 94-3192365

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED EXCISE TAX PROVISION	175,000	134,000

TY 2014 Other Professional Fees Schedule

Name: THE BAKER STREET FOUNDATION

EIN: 94-3192365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	326,758	326,758		0

TY 2014 Taxes Schedule**Name:** THE BAKER STREET FOUNDATION**EIN:** 94-3192365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	39,000	0		0
FRANCHISE TAX BOARD	235	0		0