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Extended to November 15, 2016

Return of Private Foundation

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

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OMB No 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2015 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) \$ 14,177,544.	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		5,981.			Statement 1
4 Dividends and interest from securities		279,136.			Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		463,329.			
b Gross sales price for all assets on line 6a		695,391.			
7 Capital gain net income (from Part IV, line 2)			463,329.		
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		28,894.	28,894.		Statement 3
12 Total. Add lines 1 through 11		777,340.	492,223.		
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		7,706.	0.		7,706.
c Other professional fees Stmt 5		373,285.	267,559.		105,726.
17 Interest					
18 Taxes Stmt 6		19,369.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		4,626.	0.		2,763.
22 Printing and publications					
23 Other expenses Stmt 7		15,591.	0.		15,591.
24 Total operating and administrative expenses. Add lines 13 through 23		420,577.	267,559.		131,786.
25 Contributions, gifts, grants paid		559,472.			559,472.
26 Total expenses and disbursements. Add lines 24 and 25		980,049.	267,559.		691,258.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<202,709.>			
b Net investment income (if negative, enter -0-)			224,664.		
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			3,911,705.	674,199.	674,199.
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶			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			87,501.	87,911.	87,911.
	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				10,266,042.	13,312,150.	13,312,150.
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶ Program related inv)				153,026.	103,284.	103,284.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)				14,751,428.	14,177,544.	14,177,544.
17 Accounts payable and accrued expenses				1,825.	5,302.	
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)			1,825.	5,302.		
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			14,749,603.	14,172,242.	
	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			14,749,603.	14,172,242.		
31 Total liabilities and net assets/fund balances			14,751,428.	14,177,544.		

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	14,749,603.
2 Enter amount from Part I, line 27a	2	<202,709.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,546,894.
5 Decreases not included in line 2 (itemize) ▶ Unrealized losses on investments	5	374,652.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,172,242.

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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	695,391.	232,062.	463,329.

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			463,329.

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 } 2 463,329.

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))
2014	594,412.	14,583,041.	.040760
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

2 Total of line 1, column (d)	2	.239325
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	.047865
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	14,236,914.
5 Multiply line 4 by line 3	5	681,450.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,247.
7 Add lines 5 and 6	7	683,697.
8 Enter qualifying distributions from Part XII, line 4 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.	8	691,258.

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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	2,247.
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	2,247.
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	2,247.
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	71,831.
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	71,831.
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	69,584.
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax	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
1c Did the foundation file Form 1120-POL for this year?		X
2 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	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
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? If "Yes," attach the statement required by General Instruction T	5	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?	6	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	7	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	8b	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		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)		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>	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 ► 15 <u>N/A</u>		
16 At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country ►		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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ► _____	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	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 2015 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 2015)	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 2015?	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

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Maud-Alison Long 127 University Ave. Berkeley, CA 94710	President/Director 8.00	0.	0.	0.
Marlis Corning Jansen 127 University Ave. Berkeley, CA 94710	V.P./Secretary/Treasurer 8.00	0.	0.	0.
Harald Leventhal (Not a Director) 127 University Ave. Berkeley, CA 94710	Chief Financial Officer 0.25	0.	0.	0.
Benita Kline (Not a Director) 127 University Ave. Berkeley, CA 94710	Assistant Secretary 0.25	0.	0.	0.

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

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

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

0

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Part 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	101,746.
Sonen Capital - 456 Montgomery Street, #400, San Francisco, CA 94104	Investment management	59,820.

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	14,150,102.
b	Average of monthly cash balances	1b	303,618.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	14,453,720.
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	14,453,720.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	216,806.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,236,914.
6	Minimum investment return. Enter 5% of line 5	6	711,846.

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	711,846.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	2,247.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,247.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	709,599.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	709,599.
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	709,599.

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	691,258.
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	691,258.
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	2,247.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	689,011.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				709,599.
2 Undistributed income, if any, as of the end of 2015			0.	
a Enter amount for 2014 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	640,865.			
b From 2011	50,311.			
c From 2012	42,959.			
d From 2013				
e From 2014				
f Total of lines 3a through e	734,135.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$	691,258.		0.	
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			691,258.
d Applied to 2015 distributable amount	0.			
e Remaining amount distributed out of corpus	18,341.			18,341.
5 Excess distributions carryover applied to 2015 (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:	715,794.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	622,524.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	93,270.			
10 Analysis of line 9:				
a Excess from 2011	50,311.			
b Excess from 2012	42,959.			
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

b 85% of line 2a

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

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

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

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

a "Assets" alternative test - enter:
(1) Value of all assets

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

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

c "Support" alternative test - enter:

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

[illegible]

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

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C/O Leventhal Kline Management Inc.

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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				
Craft Emergency Relief Fund Inc. P.O. Box 838 Montpelier, VT 05601			General Support	500.
Napa Valley Festival Association 915 Trancas Street, Suite B Napa, CA 94558			Leadership Council	5,000.
Napa Valley Festival Association 915 Trancas Street, Suite B Napa, CA 94558			Leadership Council	5,000.
The Grabhorn Institute 1802 Hays St., The Presidio San Francisco, CA 94129			General Support	500.
The Leakey Foundation 1003-B O'Reilly Avenue San Francisco, CA 94129			Annual Support	5,000.
Total	See continuation sheet(s)			559,472.
b Approved for future payment				
None				
Total				0.

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Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
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?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
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
N/A		

Sign Here	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					May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
	 Signature of officer or trustee	11/10/16 Date	VP/Secretary/Treasurer Title			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN	
	Mehruza Raissian		11/9/16		P01023106	
	Firm's name ▶ MKR ACCOUNTING			Firm's EIN ▶		
	Firm's address ▶ 6927 Saroni Drive Oakland, CA 94611			Phone no. (510) 338-0692		

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 AWJ Global Sustainable Offshore Fund LTD	P		
b US Public Equity Fund	P		
c HealthPoint	P		
d Springcreek Hedge Fund II, L.P.	P		
e WHC Venture 2009-1 (Greylock Ptrs XII)	P		
f Springcreek Venture I, L.P.	P		
g Springcreek Venture IV, L.P.	P		
h Springcreek Private Equity Fund	P		
i Springcreek Priv. Equity FOF 2007, L.P.	P		
j Menlo Realty III TE, LP	P		
k Carlyle/Riverstone Renewable Energy I	P		
l Lyme Forest Fund III TE, LP	P		
m Beartooth Capital II	P		
n WHC Venture 2013 LP	P		
o Global Fixed Income Fund 2013	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 55,971.			55,971.
b 34,818.		11,237.	23,581.
c 50,000.		94,765.	<44,765.>
d 13,403.			13,403.
e 15,615.			15,615.
f 127,663.			127,663.
g 73,194.			73,194.
h 21,900.			21,900.
i 71,210.			71,210.
j 110,013.			110,013.
k		62,544.	<62,544.>
l 117.			117.
m 5,794.			5,794.
n		62.	<62.>
o		63,364.	<63,364.>

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			55,971.
b			23,581.
c			<44,765.>
d			13,403.
e			15,615.
f			127,663.
g			73,194.
h			21,900.
i			71,210.
j			110,013.
k			<62,544.>
l			117.
m			5,794.
n			<62.>
o			<63,364.>

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

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 Global Public Equity Fund 2013		P		
b Global Sustainable Real Assets		P		
c				
d				
e				
f				
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 115,693.			115,693.
b		90.	<90.>
c			
d			
e			
f			
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			115,693.
b			<90.>
c			
d			
e			
f			
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	463,329.
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.

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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			General Support	10,000.
Squaw Valley Community of Writers PO Box 1416 Nevada City, CA 95959-1416			General Support	1,000.
The Leakey Foundation 1003-B O'Reilly Avenue San Francisco, CA 94129			The Endowment Fund	10,000.
The Leakey Foundation 1003-B O'Reilly Avenue San Francisco, CA 94129			Upgrade Leakey Foundation website	12,500.
The Stone Age Institute P.O.Box 5097 Bloomington, IN 47407			General Support	5,000.
The Leakey Foundation 1003-B O'Reilly Avenue San Francisco, CA 94129			General Support	5,000.
Zyzzzyva, Inc. 57 Post St., Suite 604 San Francisco, CA 94104			Unrestricted Support	300.
The Stone Age Institute P.O.Box 5097 Bloomington, IN 47407			Support Begouen Foundation	9,000.
The Stone Age Institute P.O.Box 5097 Bloomington, IN 47407			General Support	4,500.
The Stone Age Institute P.O.Box 5097 Bloomington, IN 47407			General Support	10,000.
Total from continuation sheets				543,472.

The Springcreek Foundation
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KQED 2601 Mariposa Street San Francisco, CA 94110			General Support	5,000.
Classical KDFC P.O. Box 6375 Artesia, CA 90702			General Support	1,000.
PhotoAlliance P O Box 29010 San Francisco, CA 94129			Support Publication of Lukas Felzmann's book	5,000.
KQED 2601 Mariposa Street San Francisco, CA 94110			General Support	1,000.
KDFC San Francisco Classical 201 3rd Street, Suite 1200 San Francisco, CA 94103			General Support	1,000.
Sonoma Valley Museum of Art PO Box 322 Sonoma, CA 95476			Director's Discretionary Fund	2,500.
San Francisco Museum of Modern Art 151 Third Street San Francisco, CA 94103			General Support	2,500.
Asian Art Museum Foundation of S.F. 200 Larkin Street San Francisco, CA 94102			General Support	1,000.
Corporation of the Fine Arts Museums 50 Hagiwara Tea Garden Drive San Francisco, CA 94118			General Support	1,000.
Sonoma Valley Museum of Art PO Box 322 Sonoma, CA 95476			Director's Discretionary Fund	1,000.
Total from continuation sheets				

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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
Corporation of the Fine Arts Museums 50 Hagiwara Tea Garden Drive San Francisco, CA 94118			General Support	2,500.
Di Rosa Preserve 5200 Carneros Highway Napa, CA 94559			General Support	1,000.
San Francisco Museum of Modern Art 151 Third Street San Francisco, CA 94103			General Support	1,000.
Corporation of the Fine Arts Museums 50 Hagiwara Tea Garden Drive San Francisco, CA 94118			General Support	1,000.
Chamber Music San Francisco 1314 34th Avenue San Francisco, CA 94122-1309			General Support	3,500.
Berkeley Repertory Theatre 999 Harrison Street Berkeley, CA 94710			General Support	2,500.
New Dramatists, Inc. 424 West 44th Street New York, NY 10036			General Support	876.
San Francisco Symphony 201 Van Ness Avenue San Francisco, CA 94102			General Support	3,000.
Berkeley Repertory Theatre 999 Harrison Street Berkeley, CA 94710			General Support	2,500.
San Francisco Symphony 201 Van Ness Avenue San Francisco, CA 94102			General Support	10,000.
Total from continuation sheets				

The Springcreek Foundation
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
New Dramatists, Inc. 424 West 44th Street New York, NY 10036			General Support	878.
Moab Music Festival, Inc. 58 East 300 South Moab, UT 84532			General Support	5,000.
Berkeley Repertory Theatre 999 Harrison Street Berkeley, CA 94710			General Support	2,500.
San Francisco Ballet Association 455 Franklin Street 3rd Floor San Francisco, CA 94102			General Support	3,000.
Moab Music Festival, Inc. 58 East 300 South Moab, UT 84532			General Support	10,000.
New Dramatists, Inc. 424 West 44th Street New York, NY 10036			General Support	877.
Berkeley Repertory Theatre 999 Harrison Street Berkeley, CA 94710			General Support	2,500.
San Francisco Opera Association 301 Van Ness Avenue San Francisco, CA 94102			General Support	8,000.
San Francisco Symphony 201 Van Ness Avenue San Francisco, CA 94102			General Support	1,000.
New Dramatists, Inc. 424 West 44th Street New York, NY 10036			General Support	876.
Total from continuation sheets				

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The Springcreek Foundation
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Clay & Glass Arts Foundation 916 El Rio Drive San Jose, CA 95125			General Support	849.
Fractured Atlas 248 West 35th Street, 10th Floor New York, NY 10001			To support "Of Soil and Self"	10,000.
Marin Academy 1600 Mission Avenue San Rafael, CA 94901			Swimming pool heating fund	2,500.
Western Reserve Academy 115 College Street Hudson, OH 44236			ELISA Program	20,000.
Western Reserve Academy 115 College Street Hudson, OH 44236			Maintenance of Long House	3,657.
Western Reserve Academy 115 College Street Hudson, OH 44236			ELISA Program	6,000.
Cascade Canyon School 102 Marinda Drive Fairfax, CA 94930			General Support	1,000.
Portola Valley School Foundation 4575 Alpine Road Portola Valley, CA 94028			General Support	5,000.
Western Reserve Academy 115 College Street Hudson, OH 44236			Maintenance of Long House	3,664.
Healdsburg Education Foundation P O Box 1668 Healdsburg, CA 95448			General Support	5,000.
Total from continuation sheets				

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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
Community School P O Box 2118 Sun Valley, ID 83353			PV Installation	1,844.
Flourish Foundation P O Box 2429 Ketchum, ID 83340			Community School Program	3,000.
Community School P O Box 2118 Sun Valley, ID 83353			For Primary Departments	2,000.
Community School P O Box 2118 Sun Valley, ID 83353			General Support	2,000.
Portola Valley School Foundation 4575 Alpine Road Portola Valley, CA 94028			General Support	1,000.
The Bay School of San Francisco 35 Keyes Avenue San Francisco, CA 94129			General Support	2,000.
Leadership Public Schools Inc. 344 Thomas L Berkley Way, Suite 340 Oakland, CA 94612			General Support	2,500.
Western Reserve Academy 115 College Street Hudson, OH 44236			Maintenance of Long House	3,661.
Woodside Priory School 302 Portola Road Portola Valley, CA 94028			General Support	1,000.
Walnut Hills High School Alumni Fdn 3250 Victory Parkway Cincinnati, OH 45207			General Support	1,000.
Total from continuation sheets				

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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
Western Reserve Academy 115 College Street Hudson, OH 44236			ELISA Program	20,000.
Marin Academy 1600 Mission Avenue San Rafael, CA 94901			Annual Fund	1,000.
Trustees of Tufts College Tufts University, Ballou Hall, 4th Floor Medford, MA 02155			Fletcher School	1,000.
Trustees of Columbia University 211 Low-Library, 535 West 116th Street New York, NY 10027			School of International and Public Affairs	1,000.
Amherst College Trustees P.O. Box 5000 Amherst, MA 01002-5000			Annual Fund	1,000.
Case Western Reserve University 10900 Euclid Avenue Cleveland, OH 44106			Ellen & Dixon Long Professorship	5,121.
Harvard Magazine, Inc. 7 Ware Street Cambridge, MA 02138			General Support	500.
Case Western Reserve University 10900 Euclid Avenue Cleveland, OH 44106			Ellen & Dixon Long Professorship	5,132.
Harvard College Recording Secretary's Office, 124 Mt. Auburn Street Cambridge, MA 02138			Class Gift - Class of 1965	4,000.
Community Initiatives/Dalai Lama Fellows 1016 Lincoln Boulevard, The Presidio, Suite 122 San Francisco, CA 94129			Dalai Lama Fellows	1,000.
Total from continuation sheets				

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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
College Track 111 Broadway Avenue, Suite 101 Oakland, CA 94607			For General Support made in honor of Mary Fang	2,500.
Case Western Reserve University 10900 Euclid Avenue Cleveland, OH 44106			Ellen & Dixon Long Professorship	6,000.
Harvard Magazine, Inc. 7 Ware Street Cambridge, MA 02138			General Support	500.
Western Reserve Academy 115 College Street Hudson, OH 44236			Ellen & Dixon Long Professorship	3,664.
Case Western Reserve University 10900 Euclid Avenue Cleveland, OH 44106			Ellen & Dixon Long Professorship	5,132.
Radcliffe Institute for Advanced Study 10 Garden Street Cambridge, MA 02138			General Support	1,000.
Case Western Reserve University 10900 Euclid Avenue Cleveland, OH 44106			Ellen & Dixon Long Professorship	5,128.
KFTHC 7822 Highway 2004 McKee, KY 40447			General Support	1,000.
Crissy Field Dog Group, Inc. P O Box 10726 San Rafael, CA 94912			General Support	500.
Sawtooth Botanical Garden, Inc. P.O. Box 928 Sun Valley, ID 83353			Pavilion Owl	1,600.
Total from continuation sheets				

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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			Owl Branch	1,059.
Sawtooth Botanical Garden, Inc. P.O. Box 928 Sun Valley, ID 83353			Paddle Up	3,100.
Sawtooth Botanical Garden, Inc. P.O. Box 928 Sun Valley, ID 83353			Gala Local Food	5,705.
Golden Gate National Parks Conservancy Fort Mason, Building 201 San Francisco, CA 94123			Mount Tam Initiative	2,000.
Marin Agricultural Land Trust P.O. Box 809 Pt. Reyes Station, CA 94956			General Support	500.
National Parks and Conservation Assoc. 777 6th Street NW, Suite 700 Washington, DC 20001-3723			General Support	500.
Pesticide Action Network 1611 Telegraph Ave, Ste 1200 Oakland, CA 94612			General support	1,000.
Natural Resources Defense Council, Inc. 40 West 20th Street New York, NY 10011			Research Climate Change & Global Warming	5,000.
Sierra Club Foundation 85 Second Street, Suite 750 San Francisco, CA 94105			Research Climate Change & Global Warming	20,000.
Environmental Defense Fund 1875 Connecticut Avenue NW Washington, DC 20009			Research & Action on Climate Change & Global Warming	2,500.
Total from continuation sheets				

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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
Trees for the Future Inc. 1400 Spring Street, Suite 150 Silver Spring, MD 20910			General Support	1,000.
Idaho Conservation League P.O. Box 2671 Ketchum, ID 83340			General Support	250.
Marin Agricultural Land Trust P.O. Box 809 Pt. Reyes Station, CA 94956			General Support	2,000.
Golden Gate National Parks Conservancy Fort Mason, Building 201 San Francisco, CA 94123			General Support	278.
Marin Agricultural Land Trust P.O. Box 809 Pt. Reyes Station, CA 94956			General Support	500.
Northern Sierra Partnership 564 Santa Rita Avenue Palo Alto, CA 94301			General Support	1,000.
Friends of Corte Madera Creek Watershed P.O. Box 415 Larkspur, CA 94977			General Support	500.
Sun Valley Institute for Resilience P.O. Box 5569 Ketchum, ID 83340			General Support	2,500.
The Nature Conservancy 4245 N. Fairfax Drive, Suite 100 Arlington, VA 22203-1606			Research Climate Change & Global Warming	2,500.
Sun Valley Institute for Resilience P.O. Box 5569 Ketchum, ID 83340			Support Operations	1,000.
Total from continuation sheets				

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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
Environmental Working Group 1436 U Street NW, Suite 100 Washington, DC 20009			Farming & Environmental Program	500.
Binghamton University Foundation P.O. Box 6005 Binghamton, NY 13902-6005			Environmental Studies Account # 10721	25,000.
UC Davis Foundation Honey & Pollination Center, 392 Old Davis Road Davis, CA 95616			Honey & Pollination Center	50,000.
Marin Audubon Society Incorporated PO Box 599 Mill Valley, CA 94942			Habitat Stewardship Program	1,000.
World Wildlife Fund, Inc. 1250 24th Street, NW Washington, DC 20037			General Support	1,000.
The Center for Food Safety 303 Sacramento St., 2nd Floor San Francisco, CA 94111			Cool Foods Soil Carbon Program	3,000.
Ketchum Community Development Corp PO Box 6452 Ketchum, ID 83340			Idaho's Bounty	2,000.
Slow Money, Inc. PO Box 2231 Boulder, CO 80306			General Support	1,000.
Swiftsure Ranch Therapeutic Riding Center 114 Calypso Lane Bellevue, ID 83313			General Support	8,892.
Hopital Albert Schweitzer 2840 Liberty Avenue, Suite 201 Pittsburgh, PA 15222			Cardiology Program	2,500.
Total from continuation sheets				

The Springcreek Foundation
C/O Leventhal Kline Management Inc.

68-0344778

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Marin General Hospital Foundation 100 B Drake's Landing Road, Ste 255 Greenbrae, CA 94904-3121			Capital Campaign	10,000.
Hopital Albert Schweitzer 2840 Liberty Avenue, Suite 201 Pittsburgh, PA 15222			Cardiology Program	1,000.
Planned Parenthood Shasta Pacific 2185 Pacheco Street Concord, CA 94540			General Support for Marin County Services	500.
Planned Parenthood Shasta Pacific 2185 Pacheco Street Concord, CA 94540			Marin County Youth Educator	15,000.
Planned Parenthood Shasta Pacific 2185 Pacheco Street Concord, CA 94540			General Support for Marin County Services	700.
Myotonic Dystrophy Foundation 1004-A O'Reilly Avenue San Francisco, CA 94129			General Support	2,500.
The MAVEN Project P O Box 156781 San Francisco, CA 94115			General Support	1,500.
The MAVEN Project P O Box 156781 San Francisco, CA 94115			General Support	1,000.
Bay Area Womens and Childrens Ctr 318 Leavenworth Street San Francisco, CA 94102			General Support	500.
The Hunger Coalition 121 Honeysuckle Street Bellevue, ID 83313			WRV Harvestfest	3,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
The Hunger Coalition 121 Honeysuckle Street Bellevue, ID 83313			WRV Harvestfest Food	1,500.
The Idaho Foodbank 3562 South TK Street Boise, ID 83705			General Support	250.
Marin Community Food Bank 75 Digital Drive Novato, CA 94949			General Support	1,000.
OPAL Community Land Trust 286 Enchanted Forest Road Eastsound, WA 98245			Operating Support	1,000.
OPAL Community Land Trust 286 Enchanted Forest Road Eastsound, WA 98245			Macefield House move	1,000.
American Red Cross P.O. Box 4002018 Des Moines, IA 50340-2018			General Support	1,000.
Wood River Women's Charitable Foundation P O Box 3686 Ketchum, ID 83340			Membership Dues	1,000.
Wood River Women's Charitable Foundation P O Box 3686 Ketchum, ID 83340			Unrestricted Support	100.
Homeward Bound of Marin 1385 N. Hamilton Parkway Novato, CA 94949-8276			To Fund Stone Soup Marin	2,000.
Global Gratitude Alliance 2237 15th Street San Francisco, CA 94116			General Support	300.
Total from continuation sheets				

The Springcreek Foundation
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Sun Valley Ski Education Foundation P.O. Box 203 Sun Valley, ID 83353			General Support	750.
Best Buddies International, Inc. 100 Southeast Second Street, Suite 2200 Miami, FL 33131			Hearst Castle Ride Fundraiser.	1,000.
Best Buddies International, Inc. 100 Southeast Second Street, Suite 2200 Miami, FL 33131			Hearst Castle Ride Fundraiser	500.
Best Buddies International, Inc. 100 Southeast Second Street, Suite 2200 Miami, FL 33131			Hearst Castle Ride Fundraiser.	1,500.
Best Buddies International, Inc. 100 Southeast Second Street, Suite 2200 Miami, FL 33131			Hearst Castle Ride Fundraiser.	100.
Huckleberry Youth Programs 3310 Geary Boulevard San Francisco, CA 94118			General Support	1,000.
African Orphans Foundation 34 Paseo Mirasol Tiburon, CA 94920			General Support	500.
Doctors Without Borders 333 7th Avenue, 2nd Floor New York, NY 10001			General Support	1,000.
Doctors Without Borders 333 7th Avenue, 2nd Floor New York, NY 10001			Nepal Earthquake Fund	1,000.
The American Himalayan Foundation 909 Montgomery Street, Suite 400 San Francisco, CA 94133			Nepal Earthquake Recovery Fund	3,778.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
The American Himalayan Foundation 909 Montgomery Street, Suite 400 San Francisco, CA 94133			Nepal Earthquake Recovery Fund	5,000.
The American Himalayan Foundation 909 Montgomery Street, Suite 400 San Francisco, CA 94133			Nepal Earthquake Recovery Fund	1,000.
Partners In Health 888 Commonwealth Avenue, 3rd Floor Boston, MA 02215			General Support	1,000.
American Fdn for Tibetan Cultural Preservation 75 South Grand Avenue, Suite 217 Pasadena, CA 91105			General Support	1,000.
City of Mill Valley 26 Corte Madera Avenue Mill Valley, CA 94941			Community Garden	5,000.
City of Mill Valley 26 Corte Madera Avenue Mill Valley, CA 94941			Edgewood Reservoir Tree Project	2,010.
City of Mill Valley 26 Corte Madera Avenue Mill Valley, CA 94941			Community Garden	6,000.
City of Ketchum P.O. Box 2315 Ketchum, ID 83340			Ketch'em Alive Summer Concert series	1,191.
Ketchum Sun Valley Rotary Club P.O. Box 989 Ketchum, ID 83340			Wagon Days Duck Race	1,000.
Hailey Ice P.O. Box 4616 Hailey, ID 83333			General Support	250.
Total from continuation sheets				

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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			Community Garden	5,000.
Corte Madera Community Fdn P.O. Box 7109 Corte Madera, CA 94976			Pixley Lagoon Habitat Project	5,000.
The Philanthropy Workshop West One Letterman Drive, Bldg D, Suite D3100 San Francisco, CA 94129			General Support	5,000.
WildGift P.O. Box 1151 Hailey, ID 83333			General Support	1,000.
Conservation Voters for ID Education Fund P.O.Box 2802 Boise, ID 83701			To Support Idaho Voices	5,000.
Total from continuation sheets				

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Interest from deposit accounts	5,981.	0.	
Total to Part I, line 3	5,981.	0.	

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	279,136.	0.	279,136.	0.	
To Part I, line 4	279,136.	0.	279,136.	0.	

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	28,894.	28,894.	
Total to Form 990-PF, Part I, line 11	28,894.	28,894.	

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	7,706.	0.		7,706.
To Form 990-PF, Pg 1, ln 16b	7,706.	0.		7,706.

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	124,885.	19,159.		105,726.
Other investment expense	248,400.	248,400.		0.
To Form 990-PF, Pg 1, ln 16c	373,285.	267,559.		105,726.

Form 990-PF	Taxes			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes	19,369.	0.		0.
To Form 990-PF, Pg 1, ln 18	19,369.	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	15,591.	0.		15,591.
To Form 990-PF, Pg 1, ln 23	15,591.	0.		15,591.

Form 990-PF	Other Investments	Statement 8	
Description	Valuation Method	Book Value	Fair Market Value
Pimco All Asset All Auth Fund Instl C1	FMV	723,816.	723,816.
Springcreek Hedge Fund II, L.P.	FMV	16,032.	16,032.
WHC Venture 2009-1 (Greylock Ptrs XII)	FMV	822,845.	822,845.
Springcreek Venture I, L.P.	FMV	546,237.	546,237.
Springcreek Venture IV, L.P.	FMV	630,481.	630,481.
Springcreek Private Equity Fund	FMV	249,373.	249,373.
Springcreek Priv. Equity FOF 2007, L.P.	FMV	652,822.	652,822.
Beartooth Capital II	FMV	25,319.	25,319.
Menlo Realty III TE, LP	FMV	66,227.	66,227.
Carlyle/Riverstone Renewable Energy I	FMV	1.	1.
Lyme Forest Fund III TE, LP	FMV	64,055.	64,055.
Ecosystem Investment Partnership II LP	FMV	50,755.	50,755.
Rebeco Boston Partners Long/Short Equity Instl	FMV	821,044.	821,044.
John Hancock Global Absol Return Strat FD CL I	FMV	509,187.	509,187.
WHC Venture 2013 LP	FMV	301,954.	301,954.
Global Fixed Income Fund 2013	FMV	3,448,200.	3,448,200.
Global Public Equity Fund 2013	FMV	3,720,285.	3,720,285.
RS Food and Agriculture Note	FMV	48,669.	48,669.
Microvest (Formerly Minlam Offshore Fund)	FMV	111,386.	111,386.
Credit Suisse Commodity RTRN Strat Instl FD	FMV	322,816.	322,816.
Sonen Global Sustainable Real Assets Fund	COST	180,646.	180,646.
Total to Form 990-PF, Part II, line 13		13,312,150.	13,312,150.

Form 990-PF	Other Assets	Statement 9	
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Program related investments	153,026.	103,284.	103,284.
To Form 990-PF, Part II, line 15	153,026.	103,284.	103,284.