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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](http://www.irs.gov/form990pf).**

OMB No 1545-0052  
**2016**  
**Open to Public Inspection**

**For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016**

Name of foundation THE BAKER STREET FOUNDATION		<b>A Employer identification number</b> 94-3192365	
Number and street (or P O box number if mail is not delivered to street address) 135 MAIN STREET NO 1140	Room/suite	<b>B Telephone number (see instructions)</b> (415) 356-2012	
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94105		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 85,740,133		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> 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)			

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	487,438			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	740,983	740,983		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	3,932,786			
	<b>b</b> Gross sales price for all assets on line 6a	4,329,749			
	<b>7</b> Capital gain net income (from Part IV, line 2)		3,932,786		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	25	25			
<b>12 Total.</b> Add lines 1 through 11	5,161,232	4,673,794			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	61,251	30,626		30,625
	<b>c</b> Other professional fees (attach schedule)	254,240	254,240		0
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	145,160	0		0
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings	9,796	0		9,796
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	3,128	0		3,128
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	473,575	284,866		43,549
	<b>25</b> Contributions, gifts, grants paid	4,553,588			4,553,588
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	5,027,163	284,866		4,597,137	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	134,069				
<b>b Net investment income</b> (if negative, enter -0-)		4,388,928			
<b>c Adjusted net income</b> (if negative, enter -0-)					

<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	238,186	770,085	770,085
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .	317,508	385,562	385,562
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	83,865,523	84,584,486	84,584,486
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	84,421,217	85,740,133	85,740,133	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	11,061	16,449	
	<b>18</b> Grants payable . . . . .	2,390,002	1,418,590	
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)	304,000	458,000	
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	2,705,063	1,893,039	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .	81,716,154	83,847,094	
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund			
<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	81,716,154	83,847,094		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	84,421,217	85,740,133		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
<b>1</b> 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) . . . . .	<b>1</b>	81,716,154
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	134,069
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	5,743,377
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	87,593,600
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	3,746,506
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	83,847,094

**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)
<b>1 a</b> PUBLICLY TRADED SECURITIES			
<b>b</b> PUBLICLY TRADED SECURITIES			
<b>c</b> HEDGE FUNDS	P		
<b>d</b> CAPITAL GAINS DIVIDENDS	P		
<b>e</b>			

(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)
<b>a</b> 3,739,476		190,000	3,549,476
<b>b</b> 503,356		25,000	478,356
<b>c</b>		181,963	-181,963
<b>d</b> 86,917			86,917
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
<b>a</b>			3,549,476
<b>b</b>			478,356
<b>c</b>			-181,963
<b>d</b>			86,917
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	2	3,932,786
<b>3</b> 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))
2015	5,741,447	84,842,914	0.067671
2014	3,638,447	85,044,277	0.042783
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

<b>2</b> Total of line 1, column (d)	2	0.326541
<b>3</b> 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	0.065308
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	83,351,226
<b>5</b> Multiply line 4 by line 3	5	5,443,502
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	43,889
<b>7</b> Add lines 5 and 6	7	5,487,391
<b>8</b> 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	4,597,137

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

Table with 11 rows for excise tax calculation. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total amount owed is 357,221, with 207,221 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political activities, unrelated business income, and asset requirements.

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? Website address N/A 13 Yes
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 . . . . . 15
16 At any time during calendar year 2016, 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? 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.
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)? 1b No
Organizations relying on a current notice regarding disaster assistance check here.
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? 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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? Yes No
If "Yes," list the years 20, 20, 20, 20
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? Yes No
b If "Yes," did it have excess business holdings in 2016 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 2016). . . . . 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 2016? 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

**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)?  Yes  No  
 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?  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?  Yes  No  
 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?  Yes  No

**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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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)**

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".</b>		
<b>(a)</b> Name and address of each person paid more than \$50,000	<b>(b)</b> Type of service	<b>(c)</b> Compensation
OFFIT HALL CAPITAL MANAGEMENT LLC ONE MARITIME PLAZA 5TH FLOOR SAN FRANCISCO, CA 94111	INVESTMENT ADVISORY	162,198
MMM MANAGEMENT INC 135 MAIN STREET 1140 SAN FRANCISCO, CA 94105	MANAGEMENT	72,000
BLACKROCK 400 HOWARD STREET SAN FRANCISCO, CA 94105	INVESTMENT ADVISORY	20,044
<b>Total number of others receiving over \$50,000 for professional services.</b>		<b>0</b>

**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	<b>0</b>



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	83,123,655
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	1,496,879
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	84,620,534
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	84,620,534
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	1,269,308
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	83,351,226
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	4,167,561

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	4,167,561
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	87,779
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	87,779
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	4,079,782
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	4,079,782
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	4,079,782

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	4,597,137
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	4,597,137
<b>5</b>	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).	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	4,597,137

**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 2015	(c) 2015	(d) 2016
<b>1</b> Distributable amount for 2016 from Part XI, line 7				4,079,782
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .			0	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . .	1,819,025			
<b>b</b> From 2012. . . . .	1,694,356			
<b>c</b> From 2013. . . . .	1,782,256			
<b>d</b> From 2014. . . . .				
<b>e</b> From 2015. . . . .	1,551,209			
<b>f</b> Total of lines 3a through e. . . . .	6,846,846			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>4,597,137</u>				
<b>a</b> Applied to 2015, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2016 distributable amount. . . . .				4,079,782
<b>e</b> Remaining amount distributed out of corpus	517,355			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )				0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,364,201			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				0
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .	1,819,025			
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .	5,545,176			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . .	1,694,356			
<b>b</b> Excess from 2013. . . . .	1,782,256			
<b>c</b> Excess from 2014. . . . .				
<b>d</b> Excess from 2015. . . . .	1,551,209			
<b>e</b> Excess from 2016. . . . .	517,355			

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . ▶

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					

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

**a** "Assets" alternative test—enter

(1) Value of all assets . . . . .

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

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

**c** "Support" alternative test—enter

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

**Part XV Supplementary Information (Complete this part only if the organization 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) )  
MARY M MINER

**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

**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 email address of the person to whom applications should be addressed

**b** The form in which applications should be submitted and information and materials they should include

**c** Any submission deadlines

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				4,553,588
<b>b</b> <i>Approved for future payment</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3b</b>				1,420,000



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

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

**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

**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.

\*\*\*\*\* | 2017-11-14 | \*\*\*\*\*  
Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)?  Yes  No

<b>Paid Preparer Use Only</b>	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 <b>▶</b> DZH PHILLIPS LLP				Firm's EIN <b>▶</b> 26-4677183
	Firm's address <b>▶</b> 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**

<b>(a)</b> Name and address	Title, and average hours per week <b>(b)</b> devoted to position	<b>(c)</b> Compensation (If not paid, enter -0-)	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	Expense account, <b>(e)</b> other allowances
MARY M MINER 135 MAIN STREET SAN FRANCISCO, CA 94105	PRESIDENT/DIRECTOR 2 00	0	0	0
HELEN SEDWICK 135 MAIN STREET SAN FRANCISCO, CA 94105	SECRETARY/DIRECTOR 1 00	0	0	0
ROY BUKSTEIN 135 MAIN STREET SAN FRANCISCO, CA 94105	CFO/DIRECTOR 4 00	0	0	0
NICOLA MINER 135 MAIN STREET SAN FRANCISCO, CA 94105	DIRECTOR 1 00	0	0	0
LUKE MINER 135 MAIN STREET SAN FRANCISCO, CA 94105	DIRECTOR 1 00	0	0	0

**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)				
<b>a</b> <i>Paid during the year</i>				
826 VALENCIA 826 VALENCIA STREET SAN FRANCISCO, CA 94110	NONE	PC	OPERATING EXPENSES	30,000
ALZHEIMER'S ASSOCIATION 225 N MICHIGAN AVENUE FLOOR 17 CHICAGO, IL 60601	NONE	PC	INTERNATIONAL RESEARCH PROGRAM AND PUBLIC AWARENESS PROGRAM	100,000
ASIAN ART MUSEUM 200 LARKIN STREET SAN FRANCISCO, CA 94102	NONE	PC	CONTEMPORARY EXHIBITS	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
<b>Total</b> . . . . . <b>3a</b>				4,553,588



**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)				
<b>a</b> <i>Paid during the year</i>				
BEING ADEPT 16 TREETOP WAY KENTFIELD, CA 94904	NONE	PC	OPERATING EXPENSES	30,000
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	TEACHER'S EDUCATION PROGRAM	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
<b>Total</b> . . . . . <b>3a</b>				4,553,588

**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)				
<b>a</b> <i>Paid during the year</i>				
CHILDREN'S CREATIVITY MUSEUM 221 FOURTH STREET SAN FRANCISCO, CA 94103	NONE	PC	OPERATING EXPENSES	10,000
CONSERVATORY OF FLOWERS 100 JOHN F KENNEDY DR SAN FRANCISCO, CA 94118	NONE	PC	OPERATING EXPENSES	25,000
CREATIVE GROWTH 355 24TH STREET OAKLAND, CA 94612	NONE	PC	OPERATING EXPENSES	5,000
EXPLORATORIUM PIER 15 SAN FRANCISCO, CA 94111	NONE	PC	OPERATING EXPENSES	75,000
FIRST TEE CLUB 425 SOUTH LEGACY TRAIL ST AUGUSTINE, FL 32092	NONE	PC	OPERATING EXPENSES	5,000
<b>Total . . . . .</b> <b>3a</b>				4,553,588

**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)				
<b>a</b> <i>Paid during the year</i>				
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 AND SAN FRANCISCO PROGRAMMING	40,000
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
<b>Total . . . . .</b> ▶				4,553,588
<b>3a</b>				

**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)				
<b>a</b> <i>Paid during the year</i>				
KQED 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	PC	CAMPAIGN 21-ENDOWMENT FOR THE ARTS, OPERATING EXPENSES, ARTS PROGRAMMING AND DEVELOPMENT	125,000
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
LAST MILE 717 MARKET ST SUITE 100 SAN FRANCISCO, CA 94103	NONE	PC	OPERATING EXPENSES	30,000
MAGIC THEATRE 2 MARINA BOULEVARD BUILDING D 2ND FLOOR SAN FRANCISCO, CA 94123	NONE	PC	OPERATING EXPENSES	50,000
MEMORIAL SLOAN KETTERING 1275 YORK AVENUE NEW YORK, NY 10065	NONE	PC	OPERATING EXPENSES	100,000
<b>Total . . . . .</b> ▶ <b>3a</b>				4,553,588


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)				
<b>a</b> <i>Paid during the year</i>				
MILLS COLLEGE 5000 MACARTHUR BLVD OAKLAND, CA 94613	NONE	PC	ENGLISH DEPARTMENT	400,000
MUSEUM OF PERFORMANCE AND DESIGN 893B FOLSOM STREET SAN FRANCISCO, CA 94107	NONE	PC	OPERATING EXPENSES	30,000
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
NEW CONSERVATORY THEATRE 25 VAN NESS AVENUE SAN FRANCISCO, CA 94102	NONE	PC	OPERATING EXPENSES	20,000
<b>Total</b> . . . . . <b>3a</b>				4,553,588

**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)				
<b>a</b> <i>Paid during the year</i>				
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	20,000
POLLINATOR PARTNERSHIP 423 WASHINGTON STREET 5TH FLOOR SAN FRANCISCO, CA 94111	NONE	PC	OPERATING EXPENSES	10,000
PROJECT OPEN HAND-SAN FRANCISCO 730 POLK STREET SAN FRANCISCO, CA 94109	NONE	PC	OPERATING EXPENSES	60,000
RANDALL MUSEUM 745 TREAT AVE SAN FRANCISCO, CA 94110	NONE	PC	OPERATING EXPENSES	20,000
<b>Total . . . . .</b> <b>3a</b>				4,553,588


**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)				
<b>a</b> <i>Paid during the year</i>				
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	TO IMPROVE PERFORMANCES	1,000,000
SAN FRANCISCO CHILD ABUSE PREVENTION 1757 WALLER STREET SAN FRANCISCO, CA 94117	NONE	PC	OPERATING EXPENSES AND CAPITAL	40,000
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
<b>Total . . . . .</b> ▶ <b>3a</b>				4,553,588

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)				
<b>a</b> <i>Paid during the year</i>				
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 AND ENSEMBLE-IN-RESIDENCE PROGRAM	30,000
SAN FRANCISCO GENERAL HOSPITAL FOUNDATION PO BOX 410836 SAN FRANCISCO, CA 94141	NONE	PC	CITYWIDE FORENSIC	30,000
SAN FRANCISCO HERITAGE-HAAS-LILIENTHAL HOUSE 2007 FRANKLIN STREET SAN FRANCISCO, CA 94109	NONE	PC	OPERATING EXPENSES	75,000
SAN FRANCISCO JAZZ FESTIVAL 201 FRANKLIN STREET SAN FRANCISCO, CA 94102	NONE	PC	OPERATING EXPENSES, AND ENDOWMENT	118,588
<b>Total</b> . . . . . 				4,553,588
<b>3a</b>				



**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)				
<b>a</b> <i>Paid during the year</i>				
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 EXPENSE	300,000
SAN FRANCISCO MUSEUM OF MODERN ART 151 THIRD STREET SAN FRANCISCO, CA 94103	NONE	PC	ARCHITECT DESIGN DEVELOPMENT	100,000
SAN FRANCISCO PARK ALLIANCE 1663 MISSION STREET SUITE 320 SAN FRANCISCO, CA 94103	NONE	PC	OPERATING EXPENSES AND SAN FRANCISCO CONSERVATORY OF FLOWERS	275,000
SAN FRANCISCO PERFORMANCES 500 SUTTER STREET SUITE 710 SAN FRANCISCO, CA 94102	NONE	PC	OPERATING EXPENSES	20,000
<b>Total</b> . . . . . <b>3a</b> 				4,553,588


**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)				
<b>a</b> <i>Paid during the year</i>				
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 AND BREAST CANCER PROGRAM	20,000
SQUAW VALLEY COMMUNITY WRITERS PO BOX 1416 NEVADA CITY, CA 95959	NONE	PC	OPERATING EXPENSES	25,000
STERN GROVE FESTIVAL 832 FOLSOM STREET SUITE 1000 SAN FRANCISCO, CA 94107	NONE	PC	OPERATING EXPENSES	20,000
TANDEM PARTNERS IN EARLY LEARNING 1275 FAIRFAX AVE 201 SAN FRANCISCO, CA 94124	NONE	PC	OPERATING EXPENSES	30,000
<b>Total . . . . . ▶</b> <b>3a</b>				4,553,588

**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)				
<b>a</b> <i>Paid during the year</i>				
TDNC 201 EDDY STREET SAN FRANCISCO, CA 94102	NONE	PC	OPERATING EXPENSES	50,000
TIPPING POINT COMMUNITY 220 MONTGOMERY STREET SUITE 850 SAN FRANCISCO, CA 94104	NONE	PC	OPERATING EXPENSES	125,000
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	SWEET SARGIS PROGRAM	10,000
YERBA BUENA CENTER FOR THE ARTS 701 MISSION ST SAN FRANCISCO, CA 94103	NONE	PC	OPERATING EXPENSES	25,000
<b>Total . . . . . ▶</b> <b>3a</b>				4,553,588

**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)				
<b>a</b> <i>Paid during the year</i>				
YOUTH TENNIS ADVANTAGE 1717 POWELL STREET SUITE 100 SAN FRANCISCO, CA 94133	NONE	PC	OPERATING EXPENSES	25,000
<b>Total</b> . . . . . 				4,553,588
<b>3a</b>				

**TY 2016 Accounting Fees Schedule****Name:** THE BAKER STREET FOUNDATION**EIN:** 94-3192365

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
ACCOUNTING FEES	61,251	30,626		30,625

**TY 2016 Investments - Other Schedule****Name:** THE BAKER STREET FOUNDATION**EIN:** 94-3192365

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
OAKMARK FUND	FMV	5,311,474	5,311,474
AURELIUS CAPITAL MANAGEMENT	FMV	6,247,387	6,247,387
CLOSE BROTHERS (CAYMAN) LTD	FMV	6,319,336	6,319,336
FARALLON CAPITAL INST PARTNERS, LP	FMV	7,409,864	7,409,864
OAKMARK INTERNATIONAL FUND	FMV	4,527,009	4,527,009
PROSPECT HARBOR FUND	FMV	13,057	13,057
HCP PRIVATE EQUITY FUND III	FMV	571,676	571,676
HCP PRIVATE EQUITY FUND IV	FMV	1,951,143	1,951,143
AMANSA FEEDER LTD	FMV	2,174,863	2,174,863
DODGE & COX INCOME FUND	FMV	6,278,303	6,278,303
WGI EMERGING MARKETS FUND, LLC	FMV	1,748,743	1,748,743
HCP PRIVATE EQUITY FUND V	FMV	2,319,372	2,319,372
DYNAMO BRASIL VIII	FMV	1,903,450	1,903,450
HCP PRIVATE EQUITY FUND VI	FMV	1,029,253	1,029,253
GENERATION	FMV	9,682,076	9,682,076
LUXOR CAPITAL PARTNERS	FMV	3,157,660	3,157,660
CORE ENDOWMENT PORTFOLIO II, LP	FMV	18,182,803	18,182,803
BLACKROCK TOTAL BOND FUND	FMV	4,984,982	4,984,982
HCP PRIVATE EQUITY FUND VII	FMV	302,933	302,933
VARDE XII	FMV	469,102	469,102
ORACLE CORPORATION	FMV	0	0

**TY 2016 Other Decreases Schedule****Name:** THE BAKER STREET FOUNDATION**EIN:** 94-3192365

<b>Description</b>	<b>Amount</b>
DONATED ADJUSTED BASIS	3,746,506

**TY 2016 Other Expenses Schedule****Name:** THE BAKER STREET FOUNDATION**EIN:** 94-3192365**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AGENCY FEES	25	0		25
BOARD MEMBER REIMBURSEMENTS	3,103	0		3,103



**TY 2016 Other Income Schedule****Name:** THE BAKER STREET FOUNDATION**EIN:** 94-3192365**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BANK FEES	25	25	25

**TY 2016 Other Increases Schedule****Name:** THE BAKER STREET FOUNDATION**EIN:** 94-3192365

<b>Description</b>	<b>Amount</b>
UNREALIZED GAIN ADJUSTMENT	5,743,127
CONTRIBUTION TIMING ADJUSTMENT	250

**TY 2016 Other Liabilities Schedule****Name:** THE BAKER STREET FOUNDATION**EIN:** 94-3192365

<b>Description</b>	<b>Beginning of Year - Book Value</b>	<b>End of Year - Book Value</b>
DEFERRED EXCISE TAX PROVISION	304,000	458,000

**TY 2016 Other Professional Fees Schedule****Name:** THE BAKER STREET FOUNDATION**EIN:** 94-3192365

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT ADVISORY FEES	254,240	254,240		0

**TY 2016 Substantial Contributors  
Schedule****Name:** THE BAKER STREET FOUNDATION**EIN:** 94-3192365**Name****Address**

MARY MINER

135 MAIN STREET SUITE 1140  
SAN FRANCISCO, CA 94105

**TY 2016 Taxes Schedule****Name:** THE BAKER STREET FOUNDATION**EIN:** 94-3192365

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
FEDERAL TAXES	145,000	0		0
FRANCHISE TAX BOARD	160	0		0

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**  
▶ Attach to Form 990, 990-EZ, or 990-PF  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at  
[www.irs.gov/form990](http://www.irs.gov/form990)

OMB No 1545-0047  
**2016**

**Name of the organization**  
THE BAKER STREET FOUNDATION

**Employer identification number**  
94-3192365

**Organization type** (check one)

**Filers of:**

**Section:**

Form 990 or 990-EZ

- 501(c)( ) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

Form 990-PF

- 527 political organization
- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

**Special Rules**

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33<sup>1</sup> 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

**Name of organization**  
THE BAKER STREET FOUNDATION

**Employer identification number**  
94-3192365

**Part I** **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARY MINER 135 MAIN STREET SUITE 1140 SAN FRANCISCO, CA 94105	\$ 487,438	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )



<b>Name of organization</b> THE BAKER STREET FOUNDATION	<b>Employer identification number</b> 94-3192365
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**Part II Noncash Property**

<b>(a)</b> No. from Part I	<b>(b)</b> Description of noncash property given	<b>(c)</b> FMV (or estimate) (see instructions)	<b>(d)</b> Date received
1	12,500 SHARES ORACLE CORPORATION	\$ 487,438	2016-12-05
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

<b>Name of organization</b> THE BAKER STREET FOUNDATION	<b>Employer identification number</b> 94-3192365
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

<hr/> <hr/>	<hr/> <hr/>
(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

<hr/> <hr/>	<hr/> <hr/>
(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

<hr/> <hr/>	<hr/> <hr/>
(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

<hr/> <hr/>	<hr/> <hr/>
(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
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