

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation****or Section 4947(a)(1) Trust Treated as Private Foundation**

- Do not enter social security numbers on this form as it may be made public.
- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2017**Open to Public
Inspection****For calendar year 2017, or tax year beginning 01-01-2017 , and ending 12-31-2017**

Name of foundation THE BAKER STREET FOUNDATION		A Employer identification number 94-3192365
Number and street (or P O box number if mail is not delivered to street address) 135 MAIN STREET NO 1140		Room/suite
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94105		
G Check all that apply		<input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change
H Check type of organization		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 90,832,386	J Accounting method	<input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	754,502	754,502		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	443,306			
	b Gross sales price for all assets on line 6a	1,881,859			
	7 Capital gain net income (from Part IV, line 2)		443,306		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	207,648	74		
	12 Total. Add lines 1 through 11	1,405,456	1,197,882		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	33,602	16,801		16,801
	c Other professional fees (attach schedule)	270,291	270,291		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	50,010	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	8,163	0		8,163
	22 Printing and publications				
	23 Other expenses (attach schedule)	57,617	0		57,467
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	419,683	287,092		82,431
	25 Contributions, gifts, grants paid	6,499,493			5,977,827
	26 Total expenses and disbursements. Add lines 24 and 25	6,919,176	287,092		6,060,258
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-5,513,720			
	b Net investment income (if negative, enter -0-)		910,790		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets					
1	Cash—non-interest-bearing				
2	Savings and temporary cash investments		770,085	1,645,534	1,645,534
3	Accounts receivable ► 750,000				
	Less allowance for doubtful accounts ►			750,000	750,000
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7	Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges		385,562	385,562	385,562
10a	Investments—U S and state government obligations (attach schedule)				
b	Investments—corporate stock (attach schedule)				
c	Investments—corporate bonds (attach schedule)				
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)		84,584,486	88,051,290	88,051,290
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		85,740,133	90,832,386	90,832,386
Liabilities					
17	Accounts payable and accrued expenses		16,449	7,450	
18	Grants payable		1,418,590	1,924,749	
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ►)		458,000	347,000	
23	Total liabilities (add lines 17 through 22)		1,893,039	2,279,199	
Net Assets or Fund Balances					
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
24	Unrestricted		83,847,094	88,553,187	
25	Temporarily restricted				
26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, bldg , and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)		83,847,094	88,553,187	
31	Total liabilities and net assets/fund balances (see instructions)		85,740,133	90,832,386	

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	83,847,094
2	Enter amount from Part I, line 27a	2	-5,513,720
3	Other increases not included in line 2 (itemize) ►	3	10,219,813
4	Add lines 1, 2, and 3	4	88,553,187
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	88,553,187

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a PUBLICLY TRADED SECURITIES					
b HEDGE FUNDS			P		
c CAPITAL GAINS DIVIDENDS			P		
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 1,546,922		886,969	659,953		
b		551,584	-551,584		
c 334,937			334,937		
d					
e					
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			659,953		
b			-551,584		
c			334,937		
d					
e					
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	443,306
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

 Yes No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

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))
2016	4,597,137	83,351,226	0 055154
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
2 Total of line 1, column (d)			0 308872
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			0 061774
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			88,080,120
5 Multiply line 4 by line 3			5,441,061
6 Enter 1% of net investment income (1% of Part I, line 27b)			9,108
7 Add lines 5 and 6			5,450,169
8 Enter qualifying distributions from Part XIII, line 4			6,060,258

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	9,108
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	9,108
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	9,108
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	150,000
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	0
7	Total credits and payments Add lines 6a through 6d.	7	250,000
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0
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	240,892
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ► 150,000	11	90,892

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
1c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ 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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
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? <i>If "No," attach explanation</i>	8b	Yes
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 No

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions). 12 No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes

Website address ►N/A

14 The books are in care of ►ROY BUKSTEIN Telephone no ►(415) 356-2012

Located at ►135 MAIN STREET 1140 SAN FRANCISCO CA ZIP+4 ►94105

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here and enter the amount of tax-exempt interest received or accrued during the year. ► 15 □

16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No

See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes", enter the name of the foreign country ►

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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. ►

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 2017? 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years ► 20____, 20____, 20____, 20____ 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) 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 2017 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 2017). 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 2017? 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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here. ►			5b	No
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? <i>If "Yes," attach the statement required by Regulations section 53 4945-5(d)</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>			6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. ► 0

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
OFFIT HALL CAPITAL MANAGEMENT LLC ONE MARITIME PLAZA 5TH FLOOR SAN FRANCISCO, CA 94111	INVESTMENT ADVISORY	181,558
MMM MANAGEMENT INC 135 MAIN STREET 1140 SAN FRANCISCO, CA 94105	MANAGEMENT	72,000

Total number of others receiving over \$50,000 for professional services. ► 0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

Amount

1	
2	
3	
All other program-related investments See instructions	

Total. Add lines 1 through 3 ► 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	88,495,308
b	Average of monthly cash balances.	1b	926,134
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	89,421,442
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	89,421,442
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,341,322
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	88,080,120
6	Minimum investment return. Enter 5% of line 5.	6	4,404,006

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign**Part XI** organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6.	1	4,404,006
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	9,108
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	1,946
c	Add lines 2a and 2b.	2c	11,054
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	4,392,952
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	4,392,952
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	4,392,952

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	6,060,258
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	6,060,258
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 (see instructions).	5	9,108
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	6,051,150
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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				4,392,952
2 Undistributed income, if any, as of the end of 2017			0	
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	1,694,356			
b From 2013.	1,782,256			
c From 2014.				
d From 2015.	1,551,209			
e From 2016.	517,355			
f Total of lines 3a through e.	5,545,176			
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$ 6,060,258			0	
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				4,392,952
e Remaining amount distributed out of corpus	1,667,306			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,212,482			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions)	1,694,356			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	5,518,126			
10 Analysis of line 9				
a Excess from 2013.	1,782,256			
b Excess from 2014.				
c Excess from 2015.	1,551,209			
d Excess from 2016.	517,355			
e Excess from 2017.	1,667,306			

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 2017, enter the date of the ruling. ►			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(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 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 See Additional Data Table				
Total				► 3a 5,977,827
b Approved for future payment GOLDEN GATE NATIONAL PARKS CONSERVANCY FORT MASON BUILDING 201 SAN FRANCISCO, CA 94123	NONE	PC	FOR PRESIDIO TUNNEL TOP	1,666,666
USF SCHOOL OF LAW-IMMIGRATION CLINIC 2130 FULTON STREET SAN FRANCISCO, CA 94117	NONE	PC	OPERATING EXPENSES	175,000
Total				► 3b 1,841,666

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	754,502	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	443,306	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a BANK FEES			14	74	
b LITIGATION INCOME			01	353	
c FEDERAL TAX REFUND			01	207,221	
d					
e					
12 Subtotal Add columns (b), (d), and (e).		0		1,405,456	
13 Total. Add line 12, columns (b), (d), and (e).			13		1,405,456

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

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)

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?

a Transfers from the reporting foundation to a noncharitable exempt organization of

b Other transactions

• 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.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

**Sign
Here**

* * * * *

2018-11-13

* * * * :

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

Paid Preparer Use Only	Print/Type preparer's name DEBORAH KAMINSKI	Preparer's Signature	Date	Check if self-employed ► <input type="checkbox"/>	PTIN P00645581
	Firm's name ► SQUAR MILNER LLP				Firm's EIN ► 33-0835986
	Firm's address ► 135 MAIN STREET 9TH FLOOR SAN FRANCISCO, CA 941051815				Phone no (415) 781-2500

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	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
MARY M MINER	PRESIDENT/DIRECTOR 2 00	0	0	0
135 MAIN STREET SAN FRANCISCO, CA 94105				
HELEN SEDWICK	SECRETARY/DIRECTOR 1 00	0	0	0
135 MAIN STREET SAN FRANCISCO, CA 94105				
ROY BUKSTEIN	CFO/DIRECTOR 4 00	0	0	0
135 MAIN STREET SAN FRANCISCO, CA 94105				
NICOLA MINER	DIRECTOR 1 00	0	0	0
135 MAIN STREET SAN FRANCISCO, CA 94105				
LUKE MINER	DIRECTOR 1 00	0	0	0
135 MAIN STREET SAN FRANCISCO, CA 94105				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
826 VALENCIA 826 VALENCIA STREET SAN FRANCISCO, CA 94110	NONE	PC	OPERATING EXPENSES	40,000
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
Total				5,977,827
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
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
BEING ADEPT16 TREETOP WAY KENTFIELD, CA 94904	NONE	PC	OPERATING EXPENSES	40,000
Total				5,977,827
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
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
CONSERVATORY OF FLOWERS 100 JOHN F KENNEDY DR SAN FRANCISCO, CA 94118	NONE	PC	OPERATING EXPENSES	40,000
Total				5,977,827
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CREATIVE GROWTH 355 24TH STREET OAKLAND, CA 94612	NONE	PC	OPERATING EXPENSES	5,000
EARTHJUSTICE 50 CALIFORNIA STREET SUITE 500 SAN FRANCISCO, CA 94111	NONE	PC	ENDOWMENT	100,000
EXPLORATORIUM PIER 15 SAN FRANCISCO, CA 94111	NONE	PC	OPERATING EXPENSES	75,000
Total				5,977,827
3a				

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)				
<i>a Paid during the year</i>				
FINE ARTS MUSEUM OF SAN FRANCISCO 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO, CA 94118	NONE	PC	OPERATING EXPENSES	5,000
FIRST TEE CLUB 425 SOUTH LEGACY TRAIL ST AUGUSTINE, FL 32092	NONE	PC	OPERATING EXPENSES	5,000
FRENCH AMERICAN INTERNATIONAL SCHOOL 150 OAK STREET SAN FRANCISCO, CA 94102	NONE	PC	OPERATING EXPENSES	50,000
Total			►	5,977,827
3a				

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)				
<i>a Paid during the year</i>				
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
Total				5,977,827
3a				

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)				
<i>a Paid during the year</i>				
GOLDEN GATE NATIONAL PARKS CONSERVANCY FORT MASON BUILDING 201 SAN FRANCISCO, CA 94123	NONE	PC	FOR PRESIDIO TUNNEL TOP	817,827
HEARTLAND ALLIANCE 208 SOUTH LASALLE STREET 1300 CHICAGO, IL 60604	NONE	PC	SWEET SARGIS PROGRAM	10,000
KIPP135 MAIN STREET SUITE 1700 SAN FRANCISCO, CA 94105	NONE	PC	OPERATING EXPENSES	25,000
Total				5,977,827
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
KQED2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	PC	OPERATING EXPENSES, ARTS PROGRAMMING & DEVELOPMENT	75,000
KRATZ MD JOHANNES R CO UCSF SCHOOL 500 PARNASSUS AVENUE SAN FRANCISCO, CA 94143	NONE	I	UNDERWRITE THORACIC SURGERY CLINICAL FELLOWSHIP	90,000
MAGIC THEATRE 2 MARINA BOULEVARD BUILDING D 2ND FLOOR SAN FRANCISCO, CA 94123	NONE	PC	OPERATING EXPENSES	30,000
Total				5,977,827
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MEMORIAL SLOAN KETTERING 1275 YORK AVENUE NEW YORK, NY 10065	NONE	PC	OPERATING EXPENSES	100,000
MUSEUM OF MODERN ART 151 THIRD STREET SAN FRANCISCO, CA 94103	NONE	PC	ARCHITECT DESIGN DEVELOPMENT	100,000
MUSEUM OF PERFORMANCE AND DESIGN 893B FOLSOM STREET SAN FRANCISCO, CA 94107	NONE	PC	OPERATING EXPENSES	30,000
Total				5,977,827
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
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
Total	►			5,977,827
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ODCDANCE351 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	25,000
POLLINATOR PARTNERSHIP 423 WASHINGTON STREET 5TH FLOOR SAN FRANCISCO, CA 94111	NONE	PC	OPERATING EXPENSES	10,000
Total				5,977,827
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PROJECT OPEN HAND-SAN FRANCISCO 730 POLK STREET SAN FRANCISCO, CA 94109	NONE	PC	OPERATING EXPENSES	30,000
RANDALL MUSEUM 745 TREAT AVE SAN FRANCISCO, CA 94110	NONE	PC	OPERATING EXPENSES	20,000
RONALD MCDONALD HOUSE 1640 SCOTT STREET SAN FRANCISCO, CA 94115	NONE	PC	OPERATING EXPENSES	15,000
Total				5,977,827
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SAFE AND SOUND 1757 WALLER STREET SAN FRANCISCO, CA 94117	NONE	PC	OPERATING EXPENSES	40,000
SAN FRANCISCO BALLET 301 VAN NESS AVENUE SAN FRANCISCO, CA 94102	NONE	PC	TO IMPROVE PERFORMANCES	1,000,000
SAN FRANCISCO CHRONICLE SEASON OF SHARING PO BOX 44740 SAN FRANCISCO, CA 94144	NONE	PC	OPERATING EXPENSES	150,000
Total				5,977,827
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SAN FRANCISCO ELITE ACADEMY 4308 GEARY BLVD STE 302 SAN FRANCISCO, CA 94118	NONE	PC	OPERATING EXPENSES	25,000
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107	NONE	PC	OPERATING EXPENSES	200,000
SAN FRANCISCO FREE CLINIC 4900 CALIFORNIA STREET SAN FRANCISCO, CA 94118	NONE	PC	OPERATING EXPENSES	50,000
Total				5,977,827
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SAN FRANCISCO FRIENDS OF CHAMBER MUSIC 135 MAIN STREET SUITE 1140 SAN FRANCISCO, CA 94105	NONE	PC	OPERATING EXPENSES AND ENSEMBLE-IN-RESIDENCE PROGRAM	35,000
SAN FRANCISCO GENERAL HOSPITAL FOUNDATION PO BOX 410836 SAN FRANCISCO, CA 94141	NONE	PC	CITYWIDE FORENSIC	50,000
SAN FRANCISCO HERITAGE-HAAS-LILIENTHAL HOUSE 2007 FRANKLIN STREET SAN FRANCISCO, CA 94109	NONE	PC	OPERATING EXPENSES	10,000
Total			►	5,977,827
3a				

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)				
<i>a Paid during the year</i>				
SAN FRANCISCO JAZZ FESTIVAL 201 FRANKLIN STREET SAN FRANCISCO, CA 94102	NONE	PC	OPERATING EXPENSES, AND ENDOWMENT	1,100,000
SAN FRANCISCO JEWISH COMMUNITY CENTER 3200 CALIFORNIA STREET SAN FRANCISCO, CA 94118	NONE	PC	OPERATING EXPENSES	5,000
SAN FRANCISCO LIBRARY FOUNDATION 710 VAN NESS AVENUE SAN FRANCISCO, CA 94102	NONE	PC	ENDOWMENT	100,000
Total				5,977,827
3a				

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)				
<i>a Paid during the year</i>				
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	25,000
SEEDS INC 800 KANSAS STREET SAN FRANCISCO, CA 94107	NONE	PC	OPERATING EXPENSES	10,000
Total				5,977,827
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SHANTI730 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
Total				5,977,827
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SUNBURST PROJECTS PO BOX 7771 SANTA ROSA, CA 95407	NONE	PC	OPERATING EXPENSES	40,000
TANDEM PARTNERS IN EARLY LEARNING 1275 FAIRFAX AVE 201 SAN FRANCISCO, CA 94124	NONE	PC	OPERATING EXPENSES	20,000
THE LAST MILE 717 MARKET ST SUITE 100 SAN FRANCISCO, CA 94103	NONE	PC	OPERATING EXPENSES	30,000
Total				5,977,827
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
TIPPING POINT COMMUNITY 220 MONTGOMERY STREET SUITE 850 SAN FRANCISCO, CA 94104	NONE	PC	OPERATING EXPENSES	125,000
TNDC201 EDDY STREET SAN FRANCISCO, CA 94102	NONE	PC	OPERATING EXPENSES	50,000
UCSF CANCER FOUNDATION PO BOX 45339 SAN FRANCISCO, CA 94145	NONE	PC	OPERATING EXPENSES	100,000
Total				5,977,827
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
USF SCHOOL OF LAW-IMMIGRATION CLNIC 2130 FULTON STREET SAN FRANCISCO, CA 94117	NONE	PC	OPERATING EXPENSES	175,000
YERBA BUENA CENTER FOR THE ARTS 701 MISSION ST SAN FRANCISCO, CA 94103	NONE	PC	OPERATING EXPENSES	25,000
YOUTH TENNIS ADVANTAGE 1717 POWELL STREET SUITE 100 SAN FRANCISCO, CA 94133	NONE	PC	OPERATING EXPENSES	25,000
Total				5,977,827
3a				

TY 2017 Accounting Fees Schedule

Name: THE BAKER STREET FOUNDATION

EIN: 94-3192365

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	33,602	16,801		16,801

TY 2017 Investments - Other Schedule

Name: THE BAKER STREET FOUNDATION

EIN: 94-3192365

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AMANSA FEEDER LTD	FMV	2,678,081	2,678,081
AURELIUS CAPITAL MANAGEMENT	FMV	5,512,470	5,512,470
BLACKROCK TOTAL BOND FUND	FMV	5,208,846	5,208,846
CLOSE BROTHERS (CAYMAN) LTD	FMV	5,955,536	5,955,536
CORE ENDOWMENT PORTFOLIO II, LP	FMV	17,864,274	17,864,274
DODGE & COX INCOME FUND	FMV	6,254,959	6,254,959
DYNAMO BRASIL VIII	FMV	1,507,774	1,507,774
FARALLON CAPITAL INST PARTNERS, LP	FMV	8,035,417	8,035,417
GENERATION IM GLOBAL EQUITY FUND	FMV	13,068,990	13,068,990
HCP FULL CONSEQUENCE INVESTING FD I	FMV	65,840	65,840
HCP PRIVATE EQUITY FUND III	FMV	515,580	515,580
HCP PRIVATE EQUITY FUND IV	FMV	1,729,985	1,729,985
HCP PRIVATE EQUITY FUND V	FMV	2,427,055	2,427,055
HCP PRIVATE EQUITY FUND VI	FMV	1,690,635	1,690,635
HCP PRIVATE EQUITY FUND VII	FMV	661,446	661,446
LUXOR CAPITAL PARTNERS	FMV	618,466	618,466
OAKMARK FUND	FMV	5,688,563	5,688,563
OAKMARK INTERNATIONAL FUND	FMV	5,372,288	5,372,288
PROSPECT HARBOR FUND	FMV	4,008	4,008
VARDE FUND XII	FMV	940,425	940,425
WGI EMERGING MARKETS FUND, LLC	FMV	2,250,652	2,250,652

TY 2017 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
BOARD MEMBER REIMBURSEMENTS	1,062	0		1,062
SUPPLIES	73	0		73
GENERAL AND ADMINISTRATIVE EXPENSES	56,332	0		56,332
REGISTRY OF CHARITABLE TRUSTS	150	0		0

TY 2017 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	74	74	74
LITIGATION INCOME	353		353
FEDERAL TAX REFUND	207,221		207,221

TY 2017 Other Increases Schedule

Name: THE BAKER STREET FOUNDATION

EIN: 94-3192365

Description	Amount
UNREALIZED GAIN ADJUSTMENT	10,108,813
PRIOR-PERIOD ADJUSTMENT	111,000

TY 2017 Other Liabilities Schedule

Name: THE BAKER STREET FOUNDATION**EIN:** 94-3192365

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED EXCISE TAX PROVISION	458,000	347,000

TY 2017 Other Professional Fees Schedule

Name: THE BAKER STREET FOUNDATION**EIN:** 94-3192365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	270,291	270,291		0

TY 2017 Taxes Schedule

Name: THE BAKER STREET FOUNDATION**EIN:** 94-3192365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	50,000	0		0
FRANCHISE TAX BOARD	10	0		0