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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Department of the Treasury
Internal Revenue Service

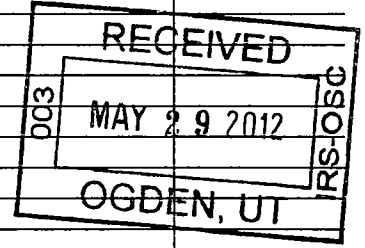
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning **July 1**, 2008, and ending **June 30**, 20 **09**

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation Bob Baker Family Foundation		A Employer identification number 33 : 0265135	
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (619) 297-1001	
	City or town, state, and ZIP code San Diego, CA 92108-3113		C If exemption application is pending, check here <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>		D 1. Foreign organizations, check here . . . <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation . . . <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 458,850		E If private foundation status was terminated under section 507(b)(1)(A), check here . . . <input type="checkbox"/>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)</i>		(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) Stmt 1	100,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	3,489	3,489		
	4 Dividends and interest from securities	7,817	7,817		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	17,020			
	b Gross sales price for all assets on line 6a 304,152				
	7 Capital gain net income (from Part IV, line 2)		17,020		
	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)					
12 Total. Add lines 1 through 11	128,326	28,326			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) Stmt 2	2,224			
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest Stmt 3	1,237	0		105
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) Stmt 4	13,242			13,242	
24 Total operating and administrative expenses. Add lines 13 through 23	16,703	0		13,347	
25 Contributions, gifts, grants paid	170,050			170,050	
26 Total expenses and disbursements. Add lines 24 and 25	186,753	0		183,397	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(58,427)				
b Net investment income (if negative, enter -0-)		28,326			
c Adjusted net income (if negative, enter -0-)					



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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	229,505	94,047	94,047	
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the 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				
	10a	Investments—U.S. and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)	227,472			
	c	Investments—corporate bonds (attach schedule)	33,315			
	11	Investments—land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)	26,985				
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ Documentary Film)		364,803	364,803		
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	517,277	458,850	458,850		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	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 ▶)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	517,277	458,850		
	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 page 17 of the instructions)	517,277	458,850			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	517,277	458,850			

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)	517,277
2	Enter amount from Part I, line 27a	(58,427)
3	Other increases not included in line 2 (itemize) ▶	0
4	Add lines 1, 2, and 3	458,850
5	Decreases not included in line 2 (itemize) ▶	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	458,850

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a See Statement #5				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
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 17,020
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 pages 13 and 17 of the 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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	558,035	566,955	0.9843
2006	316,385	754,905	0.4191
2005	962,553	695,895	1.3832
2004	1,399,901	828,794	1.6891
2003	596,124	952,584	0.6258

2 Total of line 1, column (d)	2	5.1015
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	1.0203
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	246,381
5 Multiply line 4 by line 3	5	251,383
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	283
7 Add lines 5 and 6	7	251,666
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	548,200

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

Table with 11 rows and 3 columns. Row 1: 1a Exempt operating foundations... 283. Row 2: 2 Tax under section 511... 0. Row 3: 3 Add lines 1 and 2... 283. Row 4: 4 Subtitle A (income) tax... 0. Row 5: 5 Tax based on investment income... 283. Row 6: 6 Credits/Payments: 6a 2008 estimated tax payments... 6b Exempt foreign organizations... 6c Tax paid with application... 271. 6d Backup withholding... Row 7: 7 Total credits and payments... Tax Paid w/O.R. 271. Row 8: 8 Enter any penalty... 0. Row 9: 9 Tax due... 12. Row 10: 10 Overpayment... Row 11: 11 Enter the amount of line 10 to be Credited to 2009 estimated tax Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns. Row 1: 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation... Yes No. Row 2: 1b Did it spend more than \$100 during the year... Yes No. Row 3: 1c Did the foundation file Form 1120-POL for this year? Yes No. Row 4: 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? Yes No. Row 5: 3 Has the foundation made any changes, not previously reported to the IRS... Yes No. Row 6: 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? Yes No. Row 7: 4b If "Yes," has it filed a tax return on Form 990-T for this year? Yes No. Row 8: 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? Yes No. Row 9: 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... Yes No. Row 10: 7 Did the foundation have at least \$5,000 in assets at any time during the year? Yes No. Row 11: 8a Enter the states to which the foundation reports or with which it is registered... California. Row 12: 8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... Yes No. Row 13: 9 Is the foundation claiming status as a private operating foundation... Yes No. Row 14: 10 Did any persons become substantial contributors during the tax year? Yes 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 page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	✓	
14	The books are in care of ▶ Jeffrey D. Maxwell Telephone no. ▶ 6192971001 Located at ▶ 591 Camino de la Reina #1100, San Diego, CA ZIP+4 ▶ 92108-3113			
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			☐

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
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 2008?	1c	✓
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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions.)	2b	✓
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2008 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 2008.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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 2008?	4b	✓

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))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
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 page 22 of the instructions)?
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?
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?
7b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

Table with 5 columns: (a) Name and address, (b) Title, and average hours per week devoted to position, (c) Compensation (if not paid, enter -0-), (d) Contributions to employee benefit plans and deferred compensation, (e) Expense account, other allowances. Rows include Robert H. Baker, Michael V. Baker, Christopher R. Baker, and Jeffrey D. Maxwell.

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

Table with 5 columns: (a) Name and address of each employee paid more than \$50,000, (b) Title, and average hours per week devoted to position, (c) Compensation, (d) Contributions to employee benefit plans and deferred compensation, (e) Expense account, other allowances. Row 1 contains NONE.

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Glenn Robert Smith P.O. Box 1137, Rancho Santa Fe, CA 92067	Director of documentary film	350,000.00
.....		
.....		
.....		
.....		
.....		

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 Not Applicable	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 Not Applicable	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	80,356
b	Average of monthly cash balances	1b	169,777
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	250,133
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	250,133
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	3,752
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	246,381
6	Minimum investment return. Enter 5% of line 5	6	12,319

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	12,319
2a	Tax on investment income for 2008 from Part VI, line 5	2a	283
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	283
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,036
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	12,306
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	12,306

Part XII Qualifying Distributions (see page 25 of the 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	183,397
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	364,803
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	548,200
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 page 26 of the instructions)	5	283
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	547,917

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				12,036
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			NONE	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	545,715			
b From 2004	1,360,673			
c From 2005	930,296			
d From 2006	280,154			
e From 2007	530,819			
f Total of lines 3a through e	3,647,657			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 548,200				
a Applied to 2007, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	NONE			
d Applied to 2008 distributable amount				12,036
e Remaining amount distributed out of corpus	536,164			
5 Excess distributions carryover applied to 2008. (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,183,821			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		NONE		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			NONE	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	545,715			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	3,638,106			
10 Analysis of line 9:				
a Excess from 2004	1,360,673			
b Excess from 2005	930,296			
c Excess from 2006	280,154			
d Excess from 2007	530,819			
e Excess from 2008	536,164			

Part XIV Private Operating Foundations (see page 27 of the 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 2008, enter the date of the ruling Not Applicable
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2008, (b) 2007, (c) 2006, (d) 2005, (e) Total. Rows include 2a-e (Qualifying distributions) and 3 (Alternative tests: Assets, Endowment, Support).

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 27 of the 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).)

Robert H. Baker

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here [X] 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

Bob Baker Family Foundation, 591 Camino de la Reina #1100, San Diego, CA 92108 Attn: Robert H. Baker or Cindy Parga

b The form in which applications should be submitted and information and materials they should include: (1) Letter requesting contribution and amount of request, (2) Information about the charity and purpose of request, (3) IRS Determination Letter proving a qualified 501(c)(3) and (4) Tax ID Number

c Any submission deadlines: No

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors: Considerations are for charitable entities primarily located in San Diego County but will consider outside of this geographic area depending on the situation and greatness of need.

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement #8				
Total				▶ 3a 170,050
b Approved for future payment See Statement #9				
Total				▶ 3b 635,000

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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets... b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content: Not Applicable

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... 2b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content: Not Applicable

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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee: Robert H. Baker, Date: 5/23/12, Title: President

Sign Here section containing Preparer's Use Only fields: Preparer's signature, Date, Check if self-employed, Preparer's identifying number, Firm's name, address, and ZIP code, EIN, Phone no.

Amended Return

Bob Baker Family Foundation
FEIN 33-0265135
For the year ended June 30, 2009

Statement #1
Form 990-PF, Part I, Line 1

Contributions Received

Pacesetter, A California limited partnership 591 Camino de la Reina, Suite 1100 San Diego, CA 92108	100,000
Total contributions received	<u>100,000</u>

Statement #2
Form 990-PF, Part I, Line 16a

Legal Fees:

Dostart Clapp Gordon Coveney, LLP Draft and file documents to change the name of the Foundation and analyze Foundation's life insurance policy	2,224
Total other professional fees	<u>2,224</u>

Statement #3
Form 990-PF, Part I, Line 18

Taxes

Internal Revenue Service (2007 Form 990-PF)	1,132
Franchise Tax Board (2007 California Form 199)	10
Department of Justice (2007 Registry of Charitable Trusts Return)	75
Secretary of State Filing Fees	20
Total taxes	<u>1,237</u>

Statement #4
Form 990-PF, Part I, Line 23

Other Expenses:

Bank Service Charges	157
Life Insurance Premium (Bob Baker Foundation, Inc is the beneficiary)	13,085
	<u>13,242</u>

Amended Return

Bob Baker Family Foundation
FEIN 33-0265135
For the year ended June 30, 2009

Statement #5
Form 990-PF, Part IV

Description	Shares/ Units	How Acquired		Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost/Basis Plus Fees	Gain(loss)
		P-purchase	D-donation						
<u>Long term Capital Gains(Losses)</u>									
a Hospitality Properties, common shares	850	P		11/30/1999	10/1/2008	17,442 00	-	13,184 77	4,257 23
b Hospitality Properties, common shares	1000	P		11/27/2000	10/1/2008	20,520 00	-	19,013 50	1,506 50
c Hospitality Properties, common shares	1000	P		1/14/2002	10/1/2008	20,520 00	-	26,978 50	(6,458 50)
d Hospitality Properties, common shares	250	D		3/13/2002	10/1/2008	5,130 00	-	7,419 13	(2,289 13)
e AmenGas Partners, LP units	500	P		10/25/2000	10/1/2008	15,215 00	-	1,246 76	13,968 24
f AmenGas Partners, LP units	500	P		11/27/2000	10/1/2008	15,215 00	-	1,240 24	13,974 76
g HCP Inc, common shares	2000	P		11/27/2000	10/1/2008	80,260 00	-	28,411 00	51,849 00
h HCP Inc, common shares	340	D		3/13/2002	10/1/2008	13,644 20	-	6,477 00	7,167 20
i Duke Energy Corp New, common shares	1560	P		1/14/2002	10/1/2008	27,190 80	-	19,211 00	7,979 80
j Istar Financial Inc REITs, common shares	500	P		12/18/2003	10/1/2008	1,300 00	-	19,700 00	(18,400 00)
k Cohen & Steers, common shares	5000	P		4/26/2004	10/1/2008	57,700 00	-	83,950 00	(26,250 00)
l GMAC LLC Sr Notes 7 25%, shares	1000	P		4/26/2005	10/1/2008	8,204 00	-	19,079 51	(10,875 51)
m GMAC LLC Sr Notes 7 25%, shares	300	P		5/2/2005	10/1/2008	2,461 20	-	5,704 32	(3,243 12)
n Gen Mtrs Corp Sr Notes 7 375%, shares	525	P		3/31/2006	10/1/2008	3,675 00	-	8,531 25	(4,856 25)
o First Trust/4 Corners FI II, shares	1500	P		7/27/2006	10/1/2008	15,675 00	-	26,985 00	(11,310 00)
						<u>304,152 20</u>	<u>-</u>	<u>287,131 98</u>	<u>17,020 22</u>

Bob Baker Family Foundation

FEIN 33-0265135

Statement #6
Form 990-PF, Part VII-A, Line 2

The Foundation entered into a Grant Award and Agreement for production of a high definition Public Television quality DVD tentatively titled: "Hold At All Costs -- The Battle of Outpost Harry, Korea 1953". See statement #7 below for purpose of grant.

Statement #7
Form 990-PF, Part VII-B, Line 5c

Expenditure responsibility reporting

1. Name of Grantee: Glenn Robert Smith aka Glenn Palmedo Smith
P.O. Box 1137
Rancho Santa Fe, CA 92067
2. Grant Date: September 18, 2008
Amount of Grant: \$500,000
3. Purpose of Grant: The Foundation's charitable purpose in providing the Grant for this project is to embody in the tenor, content, and intended impact of the project the preservation of the history of the Korean War, and in particular, the history of the involvement of the United States of America in the Korean War. It is recognized that the members of the United States military who fought in the Korean War are now of advanced age and it is recognized by the Foundation that the preservation of their respective eyewitness accounts of the war will provide an important repository of first-hand knowledge by those who were there. While it is expected that the Project will enforce themes of patriotism and service to country, it is crucial and required that the project be factually accurate in every respect; the project is not intended to promote a political or ideological viewpoint but instead to preserve history, including first-hand eyewitness accounts, for the sake of history.
4. Amounts advanced to Grantee as of June 30, 2009: \$ 350,000
Amounts expended by Grantee as of June 30, 2009: \$ 334,701
5. To the best of our knowledge, the Grantee has not diverted any portion of the funds from the purpose of the Grant.
6. Accounting reports with supporting copies of bills and receipts were received: 7/21/2008, 8/4/2008, 9/24/2008, 10/22/2008, 12/4/2008, 2/5/2009, 3/11/2009, 3/26/2009, 5/6/2009 and 7/6/2009.
Progress reports were received: 10/23/2008, 12/4/2008, 3/26/2009 (see attached progress reports).
7. The Chief Financial Officer/Secretary of the Foundation performed a detailed review of all bills and receipt copies submitted for the accounting reports listed in item #6 above on various dates in July, August, September and December 2009. A few missing receipts were identified and subsequently located to provide full and complete support for funds expended.

Statement #7 (continued)

Form 990-PF, Part VII-B, Line 5c (Expenditure responsibility reporting, item 4)

Hold At All Costs

Production Expenses

<u>Date</u>	<u>Transaction</u>	<u>Amount</u>	<u>Expense Category</u>	<u>Spent</u>	<u>Cumulative Expenses</u>	<u>Net Funds Available</u>
9/23/2008	Advance to Glenn R Smith	100,000 00	Transportation (Gas & Hotels)	5,485 69	5,485 69	94,514 31
			Meals, Food & Meetings	1,361 35	6,847 04	93,152 96
			Cinematographer	4,450 00	11,297 04	88,702 96
			Film	2,544 74	13,841 78	86,158 22
			Equipment Rentals	1,100 00	14,941 78	85,058 22
			Make-up	37 32	14,979 10	85,020 90
			Office Supplies	5,310 06	20,289 16	79,710 84
			Director	54,500 00	74,789 16	25,210 84
			Permits - National Park Service	200 00	74,989 16	25,010 84
			Accounting Services	2,000 00	76,989 16	23,010 84
			Research	1,716 57	78,705 73	21,294 27
			Equipment Purchased	20,493 70	99,199 43	800 57
			Editing	325 00	99,524 43	475 57
			Music	27 92	99,552 35	447 65
10/21/2008	Advance to Glenn R Smith	50,000 00	Director	5,500 00	105,052 35	44,947 65
			Office Supplies	1,564 23	106,616 58	43,383 42
			Research	291 54	106,908 12	43,091 88
			Accounting Services	500 00	107,408 12	42,591 88
			Film	374 98	107,783 10	42,216 90
			Director	15,000 00	122,783 10	27,216 90
			Filmcrew	5,695 00	128,478 10	21,521 90
			Equipment Purchased	4,512 52	132,990 62	17,009 38
			Transportation (Gas & Hotels)	4,344 97	137,335 59	12,664 41
			Meals, Food & Meetings	2,355 59	139,691 18	10,308 82
			Director	7,500 00	147,191 18	2,808 82
12/4/2008	Advance to Glenn R Smith	50,000 00	Director	7,500 00	154,691 18	45,308 82
			Film	676 71	155,367 89	44,632 11
			Office Supplies	1,837 68	157,205 57	42,794 43
			Research	976 81	158,182 38	41,817 62
			Director	15,000 00	173,182 38	26,817 62
			Accounting Services	1,000 00	174,182 38	25,817 62
			Transportation (Gas & Hotels)	7,791 80	181,974 18	18,025 82
			Equipment Purchased	1,342 20	183,316 38	16,683 62
			Meals, Food & Meetings	2,646 61	185,962 99	14,037 01
			Director	15,000 00	200,962 99	(962 99)
2/4/2009	Advance to Glenn R Smith	50,000 00	Film	914 43	201,877 42	48,122 58
			Research	1,250 00	203,127 42	46,872 58
			Accounting Services	1,000 00	204,127 42	45,872 58
			Promotion	205 95	204,333 37	45,666 63
			Meals, Food & Meetings	4,147 77	208,481 14	41,518 86
			Director	15,000 00	223,481 14	26,518 86
			Writer	7,500 00	230,981 14	19,018 86
			Office Supplies	2,182 32	233,163 46	16,836 54
			Equipment Purchased	383 15	233,546 61	16,453 39
			Transportation (Gas & Hotels)	8,571 33	242,117 94	7,882 06
			Cinematographer	5,150 00	247,267 94	2,732 06
			Photo Scanning	360 00	247,627 94	2,372 06
3/11/2009	Advance to Glenn R Smith	7,000 00	Translation	2,200 00	249,827 94	7,172 06
			Misc Tips & Fees (International)	1,467 34	251,295 28	5,704 72
3/27/2009	Advance to Glenn R Smith	43,000 00	Director	15,000 00	266,295 28	33,704 72
			Office Supplies	2,049 02	268,344 30	31,655 70
			Film	258 54	268,602 84	31,397 16
			Make-up	331 77	268,934 61	31,065 39
			Equipment Purchased	1,198 30	270,132 91	29,867 09
			Translation	900 00	271,032 91	28,967 09
			Accounting Services	500 00	271,532 91	28,467 09
			Director	15,000 00	286,532 91	13,467 09
			Cinematographer	1,500 00	288,032 91	11,967 09
			Lighting & Sound	1,750 00	289,782 91	10,217 09
			Transportation (Gas & Hotels)	3,731 40	293,514 31	6,485 69
			Meals, Food & Meetings	896 46	294,410 77	5,589 23

Statement #7 (continued)

Form 990-PF, Part VII-B, Line 5c (Expenditure responsibility reporting, item 4)

Hold At All Costs

Production Expenses

<u>Date</u>	<u>Transaction</u>	<u>Amount</u>	<u>Expense Category</u>	<u>Spent</u>	<u>Cumulative Expenses</u>	<u>Net Funds Available</u>
			Photo Scanning	220 00	294,630 77	5,369 23
5/7/2009	Advance to Glenn R Smith	50,000 00	Transportation (Gas & Hotels)	3,163 74	297,794 51	52,205 49
			Translation	200 00	297,994 51	52,005 49
			Director	15,000 00	312,994 51	37,005 49
			Accounting Services	500 00	313,494 51	36,505 49
			Photo Scanning	835 00	314,329 51	35,670 49
			Film	183 64	314,513 15	35,486 85
			Office Supplies	3,363 32	317,876 47	32,123 53
			Editing	14,691 95	332,568 42	17,431 58
			Meals, Food & Meetings	1,787 75	334,356 17	15,643 83
			Equipment Rentals	344 49	334,700 66	15,299 34
		<u>350,000 00</u>		<u>334,700 66</u>		
			Available	15,299 34		

Glenn Robert Smith
PO Box 1137
Rancho Santa Fe, CA 92067

October 23, 2008

Dear President Baker:

The following constitutes the 1st Tranche Progress Report for Glenn Robert Smith for the period July 7, 2008 to October 23, 2008, relating to a grant ("Grant") to Glenn Robert Smith ("Grantee") pursuant to a Grant Award dated September 19, 2008 (the "Grant Agreement"). The purpose of the Grant is to Finance the production and delivery to the Foundation of a public-television-quality High Definition DVD-from-high-definition DVD (the "Project") appropriate for inclusion in the curriculum of the United States public (i.e., government-supported) secondary (high) schools, and for airing on public television in the United States by the Corporation for Public Broadcasting. The Project has been tentatively titled: "Hold At All Costs - - The Battle of Outpost Harry, Korea", all as more fully set forth in the Grant Agreement.

During the period covered by this Progress Report, Grantee expended \$100,000.00 in Allowable Costs (as that term is defined in the Grant Agreement) from the Grant proceeds and income earned thereon.

All Grant proceeds and income earned thereon have been held in a separate and segregated account as required by the Grant Agreement. All disbursements from such separate and segregated account have been used solely for the purposes described in the "Film Budget Proposal" as that term is defined in the Grant Agreement. Grantee currently expects the Project to be completed on December 31, 2009. At the present time, Grantee estimates the Project is 20 Percent completed.

During the period covered by this report, the following activities occurred and the following accomplishments were achieved. (see attached)

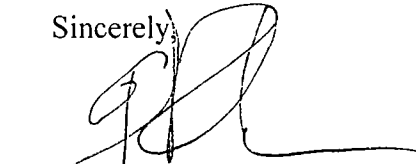
An itemized accounting of expenditures made from the Grant funds for the period covered by this report is attached and incorporated herein as if fully set forth at this point.

Grantee certifies this report is true, correct and complete to the best of his knowledge, such certification being made under penalty of perjury of the laws of State of California. This Progress Report, including the declaration under penalty of perjury

certification as set forth in the proceeding sentence, is executed by the undersigned in the State of California on the date or dates below.

Sincerely,

10/23/08

A handwritten signature in black ink, appearing to be 'GR Smith', written over the word 'Sincerely,'.

Glenn Robert Smith (singing under his screen name of Glenn Palmedo-Smith),
Individually

Cc w/all enclosures: Foundation Representative

PRODUCTION PROGRESS REPORT

Various Data:

PROJECT TITLE: Hold At All Costs
REPORT NUMBER: Number One – (Production Reports P1-P4)
THIS BILLING CYCLE: July 7, 2008 to October 21, 2008
AMOUNT DRAWN THIS CYCLE: \$100,000.00
AMOUNT ADVANCED TO DATE: \$100,000.00
NEXT AMOUNT REQUESTED: \$75,000.00

Description of Activities and Accomplishments:

- All requested HD Production and Editing Equipment has been selected and secured.
- Over six-terabytes of HD Storage has been purchased.
- (Hired crew), B-Roll footage of Washington DC's Arlington Cemetery, Korean War Memorial and the 2008 Korean Memorial Service has been archived on HDCAM Video. Met with Monika and Tim Stoy.
- Nearly 1,000 photographs have been secured from the National Archives and private collections, reproduced chemically on 8"X12" prints and mounted on 1/8" matt board in preparation of scanning on industry standard animation stand to HDCAM Video.
- The following nine (8) interviews have been archived on HDCAM Video: Don Christianson (Sacramento), Don Lippitt (Bakersfield), Robert Hooker (Concord), Dave Mills (AZ), James Jarboe (Duarte), Jimmy Garcia (LA), Bob Baker (RSFe) and Warren Sessler (Las Vegas).
- All interviews have been transferred and archived from SXS Cards to HD Drives at the highest possible resolution of this format at Apple ProRes 422 (HQ) 1920 X 1080, 60i fps, 48 kHz.
- Editor, (Chris Peterson), Music Composer, (Larry Groupe), and Writer, (Peter Froehlich), have been secured.
- Narrator's agent has approved verbal proposal and agreement for commitment of actor Edward Hermann.
- An east-coast film archivist, Elizabeth Hartjens (Wash DC), has been secured with a \$1,000 down-payment chk for searching US National Archives for related filmed footage.
- Air fare, transportation, lodging and meals for entire crew included.

Anticipated Near Future Activities:

- Archive interview with Jean Kirnak at daughter's Encinitas home on HDCAM Video format.
- Document Jarboe, Markley, Baker and Kirnak at Mount Soledad 3rd Infantry Memorial Service on HDCAM Video.
- Pack equipment for two-week east coast trip.
- Archive interviews with the following six (6) vets: Gen. Jack Singlaub (DC), Major Gen. John Eisenhower (DC), Sam Buck (IOWA), Jerry Cunningham (North Carolina), Jim Evans (Williamsburg, VA) and Jane Peacock-Hall (GA - MASH nurse survivor) on HDCAM Video format.
- Secure remaining photos and archival footage.
- Transfer same to HDCAM Video Tape.
- Shoot reenactment scenes depicting images elicited from interviews.
- Archive all interviews, photos, filmed footage and reenactments to HD hard-drives.
- Submit all to Editor and Writer for assembly.

Additional Comments:

The progress seems to be going quite well. Should be done with original contracted 15 interviews in the coming months, however the project's scope appears to be much broader than originally conceived, but I'm loving each moment of it. I am very grateful for receiving this responsibility and look forward to all future challenges that come this way...

Glenn Palmedo-Smith, Director
Hold At All Costs

Glenn Robert Smith
PO Box 1137
Rancho Santa Fe, CA 92067

December 4, 2008

Dear President Baker:

The following constitutes the 2nd Tranche Progress Report for Glenn Robert Smith for the period October 23, 2008, to December 4, 2008 relating to a grant ("Grant") to Glenn Robert Smith ("Grantee") pursuant to a Grant Award dated September 19, 2008 (the "Grant Agreement"). The purpose of the Grant is to Finance the production and delivery to the Foundation of a public-television-quality High Definition DVD-from-high-definition DVD (the "Project") appropriate for inclusion in the curriculum of the United States public (i.e., government-supported) secondary (high) schools, and for airing on public television in the United States by the Corporation for Public Broadcasting. The Project has been tentatively titled: "Hold At All Costs - - The Battle of Outpost Harry, Korea", all as more fully set forth in the Grant Agreement.

During the period covered by this Progress Report, Grantee expended \$75,000.00 in Allowable Costs (as that term is defined in the Grant Agreement) from the Grant proceeds and income earned thereon.

All Grant proceeds and income earned thereon have been held in a separate and segregated account as required by the Grant Agreement. All disbursements from such separate and segregated account have been used solely for the purposes described in the "Film Budget Proposal" as that term is defined in the Grant Agreement. Grantee currently expects the Project to be completed on December 31, 2009. At the present time, Grantee estimates the Project is 35 Percent completed.

During the period covered by this report, the following activities occurred and the following accomplishments were achieved. (see attached)

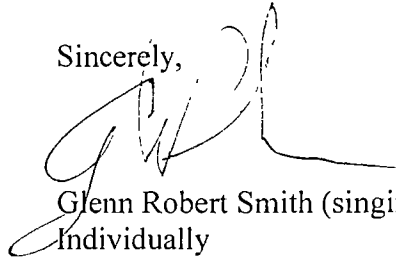
An itemized accounting of expenditures made from the Grant funds for the period covered by this report is attached and incorporated herein as if fully set forth at this point.

Grantee certifies this report is true, correct and complete to the best of his knowledge, such certification being made under penalty of perjury of the laws of State of California. This Progress Report, including the declaration under penalty of perjury

certification as set forth in the proceeding sentence, is executed by the undersigned in the State of California on the date or dates below.

Sincerely,

12/4/08

A handwritten signature in black ink, appearing to read 'G. R. Smith', written over the word 'Sincerely,'.

Glenn Robert Smith (singing under his screen name of Glenn Palmedo-Smith),
Individually

Cc w/all enclosures: Foundation Representative

PRODUCTION PROGRESS REPORT

Various Data:

PROJECT TITLE: Hold At All Costs
REPORT NUMBER: Number Two (Production Reports P5-P6)
THIS BILLING CYCLE: October 21, 2008 to December 4, 2008
AMOUNT DRAWN THIS CYCLE: \$75,000.00
AMOUNT ADVANCED TO DATE: \$175,000.00
NEXT AMOUNT REQUESTED: \$75,000.00

Description of Activities and Accomplishments:

- Purchased additional HD Production and Editing Equipment, all items have been selected and secured.
- Additional HD Storage has been purchased.
- (Hired crew), Jeff Simons, Michael Brueggemeyer, Hunter Smith, Dave Stewart and Silhouette Media.
- Additional photographs have been secured from private collections, reproduced chemically on 8"X12" prints and mounted on 1/8" matt board in preparation of scanning on industry standard animation stand to HDCAM Video.
- The following eight (9) interviews have been archived on HDCAM Video: Jean Kirnak (CA), Janie Hall (GA), Jerry Cunningham (SC), Jim Evans (VA), Stan Carney (IL), Sam Buck (Iowa), Jerry Newberry (Kansas MO), Capt. Markley (Fullerton) and Gen John Singlaub (DC).
- All interviews have been transferred and archived from SXS Cards to HD Drives at the highest possible resolution of this format at Apple ProRes 422 (HQ) 1920 X 1080, 60i fps, 48 kHz.
- Editor, (Chris Peterson) and his assistant are on the payroll.
- Have continued contact with narrator's agent for commitment of actor Edward Hermann.
- Air fare, cross country transportation, lodging and meals for entire crew included.
- Have formed strong relationships with Gen. Singlaub and Gen. Eisenhower.
- Cindy Parga is hired to transcribe interviews to paper.
- Nearly all original contracted interviews have been secured.

- There's talk to interviewing additional people.
- Archive interviews on HDCAM video format.
- A passionate case is made to go China w/film crew, but denied.
- Pack equipment for another two-week east-coast trip.
- Secure remaining photos and archival footage.
- Transfer same to HDCAM Video Tape.
- Reenactment scenes put on hold.
- Archive all interviews, photos, filmed footage and reenactments to HD hard-drives.
- Submit all to Editor and Writer for assembly.
- Animation put on hold.
- Considering inclusion of politicians as political commentary for the film: two Demos and two righties suggested.
- Need to produce trailer for screening at OPHSA Detroit convention.

Anticipated Near Future Activities:

Additional Comments:

Again, progress seems to be going well. We have surpassed the interview limits. I am becoming filled with the veteran's tales of horrors. Like a physiologist, I'm beginning to take on the soldiers nightmares. I'm finding I get emotional when describing their stories. I feel when I document these tales in the movie, a burden will be lifted. I am now convinced this is worthy of national broadcast. I will seek a definitive contact with National PBS. The scope of this project has expanded considerably to the betterment of the project. I continue to negotiate for the most affordable prices possible to stay within my budget.

Glenn Palmedo-Smith, Director
Hold At All Costs

Glenn Robert Smith
PO Box 1137
Rancho Santa Fe, CA 92067

March 26, 2009

Dear President Baker:

The following constitutes the 3rd Tranche Progress Report for Glenn Robert Smith for the period December 4, 2008 to March 25, 2009 relating to a grant ("Grant") to Glenn Robert Smith ("Grantee") pursuant to a Grant Award dated September 19, 2008 (the "Grant Agreement"). The purpose of the Grant is to Finance the production and delivery to the Foundation of a public-television-quality High Definition DVD-from-high-definition DVD (the "Project") appropriate for inclusion in the curriculum of the United States public (i.e., government-supported) secondary (high) schools, and for airing on public television in the United States by the Corporation for Public Broadcasting. The Project has been tentatively titled: "Hold At All Costs - - The Battle of Outpost Harry, Korea", all as more fully set forth in the Grant Agreement.

During the period covered by this Progress Report, Grantee expended \$75,000.00 in Allowable Costs (as that term is defined in the Grant Agreement) from the Grant proceeds and income earned thereon.

All Grant proceeds and income earned thereon have been held in a separate and segregated account as required by the Grant Agreement. All disbursements from such separate and segregated account have been used solely for the purposes described in the "Film Budget Proposal" as that term is defined in the Grant Agreement. Grantee currently expects the Project to be completed on December 31, 2009. At the present time, Grantee estimates the Project is 50 Percent completed.

During the period covered by this report, the following activities occurred and the following accomplishments were achieved. (see attached)

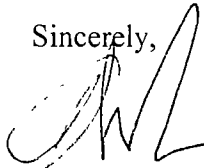
An itemized accounting of expenditures made from the Grant funds for the period covered by this report is attached and incorporated herein as if fully set forth at this point.

Grantee certifies this report is true, correct and complete to the best of his knowledge, such certification being made under penalty of perjury of the laws of State of California. This Progress Report, including the declaration under penalty of perjury

certification as set forth in the proceeding sentence, is executed by the undersigned in the State of California on the date or dates below.

Sincerely,

3/26/09



Glenn Robert Smith (singing under his screen name of Glenn Palmedo-Smith),
Individually

Cc w/all enclosures: Foundation Representative

PRODUCTION PROGRESS REPORT

Various Data:

PROJECT TITLE: Hold At All Costs
REPORT NUMBER: Number Three (Production Reports P7-P9)
THIS BILLING CYCLE: December 5, 2008 to March 25, 2009
AMOUNT DRAWN THIS CYCLE: \$75,000.00
AMOUNT ADVANCED TO DATE: \$250,000.00
NEXT AMOUNT REQUESTED: \$100,000.00

Description of Activities and Accomplishments:

- Went to Korea and China to make contacts for interviews. While in China, secured Chinese photos, archival film and met w/Mr. Lee at CCTV Military Documentary Department. Met Ingrid Larson at American Embassy and Helena Reitberger at Swedish Embassy. Met with Chinese vets at hospital. In Seoul, went to DMZ, Freedom Bridge, Dora Observatory, met K.W. Museum Directors Mr. Lee, Ms. Rhee, met w/vet advocate Mr. Chi, who wanted money.
- Additional HD Storage has been purchased.
- Second road trip, (Hired crew), Jim Orr and Hunter Smith. Includes airfare (London, Greece, and road trip through East Coast.
- Additional photographs have been secured from private collections, reproduced chemically on 8"X12" prints and mounted on 1/8" matt board in preparation of scanning on industry standard animation stand to HDCAM Video.
- The following eight (8) interviews have been archived on HDCAM Video: Gene Kelly (CA), Allen Millett (New Orleans), Olla Mize (Alabama), Oliver North (VA), Michael Slater (VA), George Pagomenos (London), Demetrios Papadopoulos (Greece), Kostas Pissiotis (Athens).
- All interviews have been transferred and archived from SXS Cards to HD Drives at the highest possible resolution of this format at Apple ProRes 422 (HQ) 1920 X 1080, 60i fps, 48 kHz.
- Editor, (Chris Peterson) and his assistant Merrit remain on the payroll.
- Trip to New York and Washington DC, Henry Kissinger, Madame Albright, Peter Freundlich and National Archives and PBS.
- Airfare, lodging and meals for me and entire crew included.
- Cindy Parga & Tasha Ludwig hired to transcribe interviews to paper.

- There's talk to interviewing additional people.
- Archive interviews on HDCAM video format.
- A passionate case is made to go China w/film crew, but denied.
- Pack equipment for another two-week east-coast trip.
- Secure remaining photos and archival footage.
- Transfer same to HDCAM Video Tape.
- Reenactment scenes put on hold.
- Archive all interviews, photos, filmed footage and reenactments to HD hard-drives.
- Submit all to Editor and Writer for assembly.
- Animation put on hold.
- Considering inclusion of politicians as political commentary for the film: two Demos and two righties suggested.
- Need to produce trailer for screening at OPHSA Detroit convention.

Anticipated Near Future Activities:

Additional Comments:

Again, progress seems to be going well. We have surpassed the interview limits. I am becoming filled with the veteran's tales of horrors. Like a physiologist, I'm beginning to take on the soldiers nightmares. I'm finding I get emotional when describing their stories. I feel when I document these tales in the movie, a burden will be lifted. I am now convinced this is worthy of national broadcast. I will seek a definitive contact with National PBS. The scope of this project has expanded considerably to the betterment of the project. I continue to negotiate for the most affordable prices possible to stay within my budget.

Glenn Palmedo-Smith, Director
Hold At All Costs

Amended Return

Bob Baker Foundation, Inc.
FEIN 33-0265135
For the year ended June 30, 2009

Statement #8
Form 990-PF, Part XV, Line 3a

<u>Recipient Name and address</u>	<u>If individual, relationship</u>	<u>Foundation status of recipient</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Contributions, Gifts, Grants, etc paid during the year				
Bishop Conaty-Our Lady of Loretta High School 2900 West Pico Blvd Los Angeles, CA 90006	N/A	170(b)(1)(A)(ii)	Annual Fund Drive	5,000
Carmelite Monastery 5158 Hawley Blvd San Diego, CA 92116-1934	N/A	170b1a	Wall Repair Project	35,000
Church of Nativity P O Box 8770 Rancho Santa Fe, CA 92067	N/A	170b1a	Nativity Event Center Building Project, Scholarship Fund & Holy Family Statue	77,000
Easter Seals PO Box 87932 San Diego, CA 92138	N/A	170b1a	Annual Fund Drive	100
EOHSJ - (Equestrian Order of the Holy Sepulchre of Jerusalem) 8141 East Kaiser Blvd, Suite 300 Anaheim Hills, CA 92808	N/A	170b1a	Humanitarian, educational, medical and parish support	1,250
Living Way Church 13609 Twin Peaks Road Poway, CA 92064	N/A	170b1a	To support missionary trip to Russia	500
Mater Dei Catholic High School 1615 Mater Dei Drive Chula Vista, CA 91913	N/A	170b1a	Annual Crusade Fund Drive	500
Mercy Hospital Foundation 4077 5th Avenue San Diego, CA 92103	N/A	170b1a	Donation for Mercy Outreach Surgical Team	2,000
Mission San Diego de Alcalá 10818 San Diego Mission Road San Diego, CA 92108	N/A	170b1a	Casa del Padre Serra repair and restoration	500
Nativity Prep Academy 3233 Market Street San Diego, CA 92102	N/A	170b1a2	To fund student education	500
Our Lady of the Snows Parish P O Box 905 Westwood, CA 96137	N/A	170b1a	Building/Capital Campaign	1,000

Amended Return

Bob Baker Foundation, Inc.
FEIN 33-0265135
For the year ended June 30, 2009

Statement #8
Form 990-PF, Part XV, Line 3a

<u>Recipient Name and address</u>	<u>If individual, relationship</u>	<u>Foundation status of recipient</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Parshioners for the Churches & Schools 2800 Third Avenue San Diego, CA 92101-3599	N/A	170b1aI	Donation	25,000
St Jude Academy 1228 South 38th Street San Diego, CA 92113	N/A	170b1aII	To underwrite fundraiser costs	1,400
The Eudist 744 Sonnsa Street Solana Beach, CA 92075-2407	N/A	170b1aVI	To help fund repairs and establish Center/Residence	5,000
The Ronald Reagan Presidential Foundation P O Box 5020 Simi Valley, CA 93062-5020	N/A	170b1aVI	Program support	300
Toussaint Academy 3350 E Street San Diego, CA 92102-3332	N/A	170b1aIV	Donation for Youth Programs	10,000
University of San Diego 5998 Alcalá Park San Diego, CA 92110	N/A	170b1aII	Donation-School of Leadership & Education Sciences, Dean's Discretionary Fund	5,000
Total grants and contributions paid				<u><u>170,050</u></u>

Amended Return

Bob Baker Foundation, Inc.
FEIN 33-0265135
For the year ended June 30, 2009

Statement #9
Form 990-PF, Part XV, Line 3b

Contributions, Gifts, Grants, etc. approved for future payment.

<u>Recipient Name and address</u>	<u>If individual, relationship</u>	<u>Foundation status of recipient</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Carmelite Monastery 5158 Hawley Blvd. San Diego, CA 92116-1934	N/A	170(b)(1)(A)(i)	Wall Repair Project	45,000
Woodbury University 7500 Glenoaks Blvd. Burbank, CA 91510-7846	N/A	170(b)(1)(A)(ii)	Scholarship Program and Facilities Building Program	100,000
St. Joseph's Parish - Mammoth P.O. Box 372 Mammoth Lakes, CA 93546	N/A	170(b)(1)(A)(i)	Parish Center Building Fund	40,000
Dini Films International - Glenn R Smith Outpost Harry Documentary P.O. Box 1137 Rancho Santa Fe, CA 92067	N/A	Following Expenditure responsibility	Outpost Harry Documentary "Hold At All Costs"	150,000
Church of the Nativity P.O. Box 8770 Rancho Santa Fe, CA 92067	N/A	170(b)(1)(A)(i)	Nativity Event Center Building Project & Scholarship Fund	300,000
Total grants and contributions approved for future payment				635,000

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for *Charities & Nonprofits*.

Type or print <small>File by the due date for filing your return. See instructions.</small>	Name of Exempt Organization Bob Baker Family Foundation	Employer identification number 33 0265135	
	Number, street, and room or suite no. If a P O box, see instructions 591 Camino de la Reina, Suite 1100		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions San Diego, CA 92108-3113		

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ **Jeffrey D. Maxwell**

Telephone No. ▶ (**619**) **297-1001** FAX No. ▶ (**619**) **299-1049**

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **February 15**, 20**10**, to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶ calendar year 20_____ or

▶ tax year beginning **July 1**, 20**08**, and ending **June 30**, 20**09**.

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	271
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	271

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	Number, street, and room or suite no. If a P O box, see instructions	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	

Check type of return to be filed (File a separate application for each return)

- | | | | |
|--------------------------------------|--|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

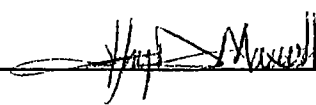
- The books are in the care of ▶ _____
 Telephone No ▶ (_____) _____ FAX No. ▶ (_____) _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until _____, 20_____.
- For calendar year _____, or other tax year beginning _____, 20_____, and ending _____, 20_____.
- If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension _____

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶  Title ▶ **CFO/Secretary** Date ▶ **11/12/2009**