Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning JUN 1, 2009, and ending MAY 31, 2010

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: The Elinor Patterson Baker Foundation

Number and street (or P O box number if mail is not delivered to street address): Cummings & Lockwood LLC PO Box 2505 | Room/suite

City or town, state, and ZIP code: Greenwich, CT 06836

A Employer identification number: 06-6276403

B Telephone number: (203)869-1200

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 36,401,643.

J Accounting method: [X] Cash ☐ Accrual ☐ 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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,038,596.	1,038,596.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<341,311.>			
	b Gross sales price for all assets on line 6a 9,677,062.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	697,285.	1,038,596.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	362,762.	145,105.		217,657.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 2	31,588.	15,794.		15,794.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 3	1,095.	1,095.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	7,036.	0.		7,036.
	22 Printing and publications				
	23 Other expenses Stmt 4	904.	904.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	403,385.	162,898.		240,487.
	25 Contributions, gifts, grants paid	1,289,500.			1,289,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,692,885.	162,898.		1,529,987.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<995,600.>			
	b **Net investment income** (if negative, enter -0-)		875,698.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing		<1.>	<1.>
	2	Savings and temporary cash investments	503,180.	1,029,938.	1,029,938.
	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			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock Stmt 5	22,633,511.	21,864,063.	26,362,529.
	c	Investments - corporate bonds Stmt 6	5,068,825.	5,073,887.	5,326,432.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 7	5,133,649.	4,375,678.	3,682,745.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	33,339,165.	32,343,565.	36,401,643.
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			
	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 ▶ ☐ 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 ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	33,339,165.	32,343,565.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	33,339,165.	32,343,565.	
	31	**Total liabilities and net assets/fund balances**	33,339,165.	32,343,565.	

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	33,339,165.
2	Enter amount from Part I, line 27a	2	<995,600.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	32,343,565.
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	32,343,565.

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	Publicly Traded Securities	P		
b	Publicly Traded Securities	P		
c	Capital Gains Dividends			
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	9,155,647.		9,402,436.	<246,789.>
b	491,232.		615,937.	<124,705.>
c	30,183.			30,183.
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				<246,789.>
b				<124,705.>
c				30,183.
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	<341,311.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? [ ] Yes [X] No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	1,880,497.	33,718,569.	.055770
2007	2,257,914.	47,265,581.	.047771
2006	1,810,278.	45,557,724.	.039736
2005	1,676,231.	42,940,736.	.039036
2004	1,740,387.	42,397,716.	.041049

2 **Total** of line 1, column (d)	2	.223362
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	.044672
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	35,794,214.
5 Multiply line 4 by line 3	5	1,598,999.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,757.
7 Add lines 5 and 6	7	1,607,756.
8 Enter qualifying distributions from Part XII, line 4	8	1,529,987.

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 ▶ ☐ and enter "N/A" on line 1			
Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	17,514.
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	17,514.
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	17,514.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 36,231.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	36,231.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	18,717.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 18,717.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
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? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Bank of NY Mellon - E.T. Bianco Telephone no ▶ (203)869-3000
Located at ▶ 10 Mason Street, Greenwich, CT ZIP+4 ▶ 06830

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 | N/A

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	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 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	[ ] Yes [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(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)?	[ ] Yes [X] No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	[ ] Yes [X] No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A [ ] Yes [ ] No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	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.

(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
The Bank of New York Mellon 10 Mason Street Greenwich, CT 06830	Trustee 40.00	362,762.	0.	7,036.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

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	35,978,187.
b	Average of monthly cash balances	1b	361,117.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	36,339,304.
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	36,339,304.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	545,090.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	35,794,214.
6	**Minimum investment return.** Enter 5% of line 5	6	1,789,711.

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

1	Minimum investment return from Part X, line 6	1	1,789,711.
2a	Tax on investment income for 2009 from Part VI, line 5 2a 17,514.		
b	Income tax for 2009 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	17,514.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,772,197.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,772,197.
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	1,772,197.

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	1,529,987.
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	1,529,987.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,529,987.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,772,197.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			443,738.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 1,529,987.				
a Applied to 2008, but not more than line 2a			443,738.	
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 2009 distributable amount				1,086,249.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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	0.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				685,948.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year (a) 2009	Prior 3 years (b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(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 foundation had $5,000 or more in assets at any time during the year-see 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))

None

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

None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

Bank of New York Mellon, Trustee of the ELINOR PATTERSON BAKER TRUST FUND

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

See Copy of Information Form which is attached

c Any submission deadlines

None

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

See attached Schedule

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 Schedule Attached	None	All 509(a)(1) or 509(a)(2)	All for unrestricted, general charitable purposes	1,289,500.
Total			▶ 3a	1,289,500.
b Approved for future payment				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	1,038,596.	
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	<341,311.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		697,285.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	697,285.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-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)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		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 (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Ann Parrish 7/23/10 Vice President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date 7/13/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code: Cummings & Lockwood LLC, PO Box 2505, Greenwich, CT 06836		EIN	
		Phone no 203-869-1200	

Form **990-PF** (2009)

923622
02-02-10

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BNY Mellon	1,068,779.	30,183.	1,038,596.
Total to Fm 990-PF, Part I, ln 4	1,068,779.	30,183.	1,038,596.

Form 990-PF Legal Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Cummings & Lockwood LLC, tax, legal and accounting services	31,588.	15,794.		15,794.
To Fm 990-PF, Pg 1, ln 16a	31,588.	15,794.		15,794.

Form 990-PF Taxes Statement 3

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign income taxes withheld at source	895.	895.		0.
ADR Fees	200.	200.		0.
To Form 990-PF, Pg 1, ln 18	1,095.	1,095.		0.

Form 990-PF | Other Expenses | Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Greenwich Probate Court, probate fees	904.	904.		0.
To Form 990-PF, Pg 1, ln 23	904.	904.		0.

Form 990-PF | Corporate Stock | Statement 5

Description	Book Value	Fair Market Value
Schedule Attached	21,864,063.	26,362,529.
Total to Form 990-PF, Part II, line 10b	21,864,063.	26,362,529.

Form 990-PF | Corporate Bonds | Statement 6

Description	Book Value	Fair Market Value
Schedule Attached	5,073,887.	5,326,432.
Total to Form 990-PF, Part II, line 10c	5,073,887.	5,326,432.

Form 990-PF | Other Investments | Statement 7

Description	Valuation Method	Book Value	Fair Market Value
Schedule Attached	COST	4,375,678.	3,682,745.
Total to Form 990-PF, Part II, line 13		4,375,678.	3,682,745.

The Elinor Patterson Baker Foundation - ID#06-6276403
Form 990-PF For Fiscal Year Ending 5/31/10

Ace of Hearts, Inc PO Box 2357, Beverly Hills, CA 90213	
Addison County Humane Society, Inc , 236 Boardman St, Middlebury, VT 05753	5,000
Alabama Wildlife Center, Terrace Drive, Pelham, AL 35124	5,000
Alaska Society for Prevention of Cruelty to Animals, 549 W Int'll Airport Rd, Anchorage, AK 99518	5,000
All About Animals Rescue, 23205 Gratoit Pmb 331, Eastpointe, MI 48021	3,000
Alliance for Contraception in Cats & Dogs, 14245 New Belle Court, Portland, OR 97229	20,000
American Wetlands, 365 Canal Place, Ste 1475, New Orleans, LA 70130	10,000
Americans for Oxford, Inc , 500 5th Ave Fl 32, New York, NY 10110	30,000
Animal Humane Association of New Mexico, Inc , 615 Virginia St, SE, Albuquerque, NM 87108	5,000
Animal Outreach of the Mother Lode, PO Box 480, Diamond Springs, CA 95619	2,500
Animal Refuge Center, Inc , 18011 Old Bayshore Rd, N Fort Myers, FL 33917	5,000
Animal Rescue Fund, Inc , PO Box 326, Muncie, IN 47308	2,500
Animal Rescue League of Southern Rhode Island, PO Box 458, Wakefield, RI 02880	2,500
Animal Rescue of Texas, 4447 N Central Expwy, Ste 110, PMB 116, Dallas, TX 75205	1,000
Animal Resource Foundation, 13 Sierra Drive, Newport News, VA 23606	5,000
Animal Shelter of Pell City, PO Box 1090, Pell City, AL 35125	5,000
Animal Trustees of Austin, 5129 Cameron Road, Austin, TX 78723	10,000
Animeals, 1700 Rankin Street, Missoula, MT 59808	3,000
Arizona Animal Welfare league, Inc , 30 North 40th Place, Phoenix, AZ 85034	10,000
Bangor Humane Society, 693 Mt Hope Ave, Bangor, ME 04401	10,000
Barnwell County Animal Shelter Foundation, PO Box 1009, Barnwell, SC 29812	2,500
Beartooth Humane Alliance, PO Box 853, Red Lodge, MT 59068	1,000
Bedford Humane Society, Inc , PO Box 1293, Bedford, VA 24523	2,500
Berkeley East Bay Humane Society, Inc , 2700 Ninth St, Berkeley, CA 94710	2,500
Brookhaven Animal Rescue League, PO Box 3477, Brookhaven, MS 39603	1,500
Buffalo Field Campaign, PO Box 957, West Yellowstone, MT 59758	20,000
Cats Cradle of the Shenandoah Valley, 951 Confederacy Dr, Penn Laird, VA 22846	3,000
Central Vermont Humane Society, Inc , PO Box 687, 504 Mekkelsen Rd, Montpelier, VT 05601	5,000
Colorado Open Lands, 274 Union Blvd, Ste 320, Lakewood, CO 80228	10,000
Community Spay Neuter Initiative Partnership C. Snip, 1675 Viewpond Se, Kentwood, MI 49508	5,000
Companion Animal Clinic of the Sandhills, PO Box 148, Southern Pines, NC 28388	10,000
Critter Adoption and Rescue Effort, Inc , 1528 27th Street SE, Ruskin, FL 33570	2,500
CT Audubon Center Society 2325 Burr Street, Fairfield, CT 06824	15,000
Danbury Animal Welfare Society, Inc , 147 Grassy Plain St, PO Box 971, Bethel, CT 06813	10,000
Dodge County Humane Society, Inc., N6839 State Rd 26, Juneau, WI 53039	5,000
FACCS-Friends of Animal Care & Control, PO Box 80739, Phoenix, AZ 85060	10,000
FixNation, Inc 7680 Clybourn Avenue, Los Angeles, CA 91352	5,000
Gloucester-Mathews Humane Society, Inc , PO Box 385, Gloucester, VA 23061	5,000
Good Mews Animal Foundation, Inc , 736 Johnson Ferry Road, Ste A-3, Marietta, GA 30068	5,000
Greater Yellowstone Coalition, Inc , PO Box 1874, Bozeman, MT 59771	15,000
Halo Animal Rescue, 5231 North 35th Avenue, Phoenix, AZ 85017	(2,500)
Humane Education Advocates Reaching Teachers, PO Box 738, Mamaroneck, NY 10543	10,000
Humane Society of Austin & Travis County, 124 W Anderson Lane, Austin, TX 78752	5,000
Humane Society of Davie County, PO Box 153, Mocksville, NC 27028	2,500

The Elinor Patterson Baker Foundation - ID#06-6276403
Form 990-PF For Fiscal Year Ending 5/31/10

Humane Society of El Paso, Inc., 4991 Fred Wilson Ave, El Paso, TX 79906	2,500
Humane Society of Greater Miami, Inc and Dade County Society for Pocta, 16101 West Dixie Highway, North Miami, FL 33160	10,000
Humane Society of Lincoln County, PO Box 37, Fayetteville, TN 37334	10,000
Humane Society of Rochester and Monroe County PCA, Inc , 99 Victor Road, Fairport, NY 14450	5,000
Humane Society of the Black Hills, 1820 E St Patrick St, Rapid City, SD 57703	10,000
Humane Society of the United States, 700 Professional Drive, Gaithersburg, MD 20879	250,000
Humane Society of the United States, 700 Professional Drive, Gaithersburg, MD 20879	140,000
Humane Society of the United States, 700 Professional Drive, Gaithersburg, MD 20879	100,000
Humane Society of Tulsa, 8988-L South Sheridan 284, Tulsa, OK 74133	5,000
Humane Society-Lowell, 951 Broadway St, Lowell, MA 01854	10,000
International Fund for Animal Welfare, Inc , 290 Summer St, Yarmouth Port, MA 02675	15,000
Island Cats of PB, Inc., PO Box 332, Palm Beach, FL 33480	2,500
Jersey Animal Coalition, Inc , 298 Walton Avenue, South Orange, NJ 07079	5,000
Life Net, 2465 Olinda Road, Makawao, HI 96768	1,000
Marine Mammal Center, Marin Headlands, 1065 Fort Cronkhite, Sausalito, CA 94965	50,000
Mayors Alliance for NYC'S Animals, Inc , 244 Fifth Ave, Ste R290, New York, NY 10001	5,000
Midwest Animal & Potbellied Pig Association & Rescue (MAPPAR), W6591 Cth P, Pardeeville, WI 53954	7,500
Montana Audubon, 324 Fuller Avenue, Helena, MT 59601	5,000
National Marine Life Center, Inc , PO Box 269, 120 Main Street, Buzzards Bay, MA 02532	5,000
Noah's Ark Animal Welfare Association, PO Box 478, Trinidad, CO 81082	2,500
Noah's Ark Foundation, Inc , PO Box 748, Fairfield, IA 52556	2,500
Northwoods Humane Society, PO Box 82, Hayward, WI 54843	5,000
Old Fellow Burke County Rescue, PO Box 1437, Waynesboro, GA 30830	1,000
People Promoting Animal Welfare, PO Box 68, Greenback, TN 37742	5,000
Peoples Animal Welfare Society, 8301 191State Street, Tinley Park, IL 60477	5,000
Peregrine Fund, Inc , 5668 W Flying Hawk Lane, Boise, ID 83709	10,000
Point Reyes Bird Observatory, 3820 Cypress Dr #11, Petaluma, CA 94954	50,000
Portsmouth Humane Society, Inc , 2704 Frederick Blvd, Portsmouth, VA 23704	5,000
Randolph County Animal Shelter, PO Box 424, Wedowee, AL 36278	2,500
RI Society for the Prevention of Cruelty to Animals, 186 Amaral St, Riverside, RI 02915	10,000
Rocky Mountain Raptor Program, 2519 S Shields St 115, Fort Collins, CO 80526	10,000
Sammie's Friends, 128 High Street, Grass Valley, CA 95945	2,500
Science and Conservation Center, Inc., 2100 S Shiloh Rd, Billings, MT 59106	10,000
Second Chance Animal Shelter, Inc , 111 Young Rd, PO Box 136, East Brookfield, MA 01515	3,000
Society for Prevention of Cruelty to Animals Tampa Bay Florida, Inc , 9099 130th Ave N, Largo, FL 33773	10,000
Sound Waters, Inc 1281 Cove Road, Stamford, CT 06902	15,000
Southern Oregon Humane Society, 2910 Table Rock Road, Medford, OR 97501	5,000
SPCA of Westchester, 590 N State Rd, Briarcliff Manor, NY 10510	5,000
Thompson River Animal Care Shelter, PO Box 1589, Thompson Falls, MT 59873	1,000
Tigers for Tomorrow Exotic Animal Preserve, Inc , 18905 Orange Ave, Ft Pierce, FL 34945	10,000
Turtle Island Restoration Network, PO Box 370, Forest Knolls, CA 94933	6,000
United Animal Nations, 1722 J Street, Suite 11, Sacramento, CA 95814	10,000
University of California Davis, One Shields Avenue, Davis, CA 95616	25,000

The Elinor Patterson Baker Foundation - ID#06-6276403
Form 990-PF For Fiscal Year Ending 5/31/10

University of Florida Foundation, Inc , PO Box 14425, Gainesville, FL 32604	15,000
Upper Valley Humane Society, 300 Old Route 10, Enfield, NH 03748	10,000
Vermont Audubon Council, 255 Sherman Hollow Road, Huntington, VT 05462	5,000
Washington Animal Rescue League, 71 Oglethorpe St, NW, Washington, DC 20011	10,000
Western Lands Project, PO Box 95545, Seattle, WA 98145	5,000
Wild Care, Inc , 10 Smith Lane, Eastham, MA 02642	5,000
Wildcare, 76 Albert Park Lane, San Rafael, CA 94901	20,000
Wildcare, 76 Albert Park Lane, San Rafael, CA 94901	10,000
Wildearth Guardians, 312 Montezuma Avenue, Santa Fe, NM 87501	15,000
Wildlife Conservation Society, 2300 Southern Blvd, Bronx, NY 10460	35,000
Williamson County Humane Society, 10930 E Crystal Falls Pkwy, Leander, TX 78641	5,000
Wind River Institute, PO Box 1299, Florence, MT 59833	10,000
Working Dogs for Conservation Foundation, 52 Eustis Rd, Three Forks, MT 59752	5,000
	1,289,500

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Elinor Patterson Baker Trust U/A Tenth (II)

No. of Shares		Fair Market Value 05/31/2010	Inventory Value
	Cash and Cash Equivalents		
	Federated Govt Oblig Fund #395	$ 1,029,938.35	$ 1,029,938.35
	Total Cash and Cash Equivalents	**$ 1,029,938.35**	**$ 1,029,938.35**
	Stocks		
10,000	Abbott Labs Inc.	$ 475,600.00	$ 406,354.88
10,000	Accenture Ltd., Class A	375,200.00	245,885.52
5,000	Ace Ltd	245,800.00	209,663.50
5,000	Aflac Inc.	221,500.00	209,176.00
5,000	Air Products & Chemicals, Inc.	345,300.00	266,384.29
3,000	Allergan Inc	180,570.00	178,782.40
5,000	Apple Inc.	1,284,400.00	315,613.14
10,000	AT & T Inc.	243,000.00	389,872.00
10,000	Avon Products, Inc.	264,900.00	307,502.40
15,000	Bank of America Corp.	236,100.00	666,741.18
3,500	Cardinal Health Inc	120,715.00	106,607.90
6,000	Caterpillar Inc.	364,560.00	266,218.92
10,000	Chevron Corp.	738,700.00	335,200.17
15,000	Cisco Systems Inc.	463,200.00	771,361.03
6,000	Coca Cola Company	308,400.00	123,896.31
5,000	Colgate-Palmolive Co	390,450.00	270,695.58
15,000	Comcast Corp. CL A	258,300.00	372,460.00
10,000	ConocoPhillips	518,600.00	647,210.83
10,000	Corning Inc.	174,300.00	181,600.00

Elinor Patterson Baker Trust U/A Tenth (II)

No. of Shares	Stocks		Fair Market Value 05/31/2010		Inventory Value
3,000	Costco Wholesale Corp.	$	174,750.00	$	177,192.00
3,000	Deere & Co		173,040.00		171,856.50
8,000	Disney Walt & Company		267,360.00		191,679.20
16,315.068	Dreyfus Midcap Index		388,461.77		400,000.00
15,000	Duke Energy Corp.		239,400.00		255,733.61
3,500	DuPont E.I. de Nemours & Co.		126,595.00		156,522.38
6,000	Eaton Corp.		419,700.00		373,833.77
9,000	Emerson Electric Company		417,960.00		291,589.56
18,000	Exxon Mobil Corp.		1,088,280.00		586,378.40
2,500	Freeport Mcmoran Copper & Gold		175,125.00		119,183.00
55,000	General Electric Company		899,250.00		258,507.97
800	Google Inc. CL A		388,504.00		323,376.00
7,000	Halliburton Co.		173,810.00		210,200.90
8,000	Hewlett Packard Company		368,080.00		298,879.20
15,000	Home Depot Inc.		507,900.00		138,131.88
10,000	Honeywell Intl Inc		427,700.00		360,396.00
15,000	Hudson City Bancorp Inc		189,150.00		190,611.50
4,000	Int'l Business Machines Corp.		501,040.00		251,392.30
25,000	Intel Corp.		535,500.00		1,107,971.49
12,000	Invesco LTD		222,720.00		265,755.10
8,000	Johnson & Johnson		466,400.00		355,434.83
13,000	Johnson Ctls Inc		370,890.00		372,098.50

Elinor Patterson Baker Trust U/A Tenth (II)

No. of Shares	Stocks	Fair Market Value 05/31/2010	Inventory Value
9,000	JP Morgan Chase & Co.	$ 356,220.00	$ 319,708.20
4,000	Kellogg Company	213,720.00	194,122.50
7,000	Kraft Foods Inc.	200,200.00	202,759.80
10,000	Marvell Technology Group	189,800.00	191,454.00
2,000	Mastercard Inc CL A	403,540.00	357,844.85
10,000	Medtronic Inc.	391,800.00	454,785.08
20,000	Merck & Co. Inc.	673,800.00	569,107.50
30,000	Microsoft Corp.	774,000.00	163,593.75
2,000	Monsanto Co.	101,740.00	152,185.20
10,000	Morgan Stanley	271,100.00	289,636.50
4,000	Occidental Petroleum Corp.	330,040.00	312,868.40
5,000	Pepsico Inc.	314,450.00	316,019.00
30,000	Pfizer Inc.	456,900.00	107,605.47
7,500	Philip Morris Intl Inc.	330,900.00	396,455.25
4,000	PNC Finl Svcs Group Inc	251,000.00	244,160.10
13,000	Procter & Gamble	794,170.00	96,909.90
4,000	Questar Corp	179,440.00	169,675.20
4,000	Research In Motion Ltd	243,032.80	254,377.80
4,000	Schlumberger Ltd.	224,600.00	254,459.20
4,000	Target Corp.	218,120.00	153,948.00
5,000	Teva Pharmaceutical Inds. ADR	274,100.00	233,348.50
7,000	Texas Instruments Inc.	170,940.00	159,810.00
8,000	Thermo Fisher Scientific Inc	416,480.00	430,084.40

Schedule B-1 (Continued)

Balance On Hand

Elinor Patterson Baker Trust U/A Tenth (II)

No. of Shares	Stocks		Fair Market Value 05/31/2010		Inventory Value
5,000	Union Pacific Corp.	$	357,150.00	$	247,571.50
7,000	United Technologies Corp.		471,660.00		304,340.00
10,000	US Bancorp		239,600.00		300,258.40
10,000	Valero Energy Corp		186,800.00		174,794.00
21,600	Vanguard Emerging Markets		825,120.00		957,131.85
10,000	Verizon Communications		275,200.00		274,374.20
8,000	Wells Fargo & Co New		229,520.00		224,906.00
6,500	YUM Brands Inc		266,175.00		227,817.85
	Total Stocks	$	26,362,528.57	$	21,864,062.54

Par Value	Bonds, Debentures & T-Bills				
300,000	American Express Co 5.25% 9/12/11	$	311,499.00	$	300,288.88
300,000	American Express CR Corp 5% 12/2/2010		304,422.00		297,308.12
150,000	Anheuser Busch Cos 5.6% 3/1/17		163,341.00		147,280.50
200,000	Bank One Corp 5.25% 1/30/13		212,088.00		199,528.00
50,000	Bear Stearns Cos., Inc. Global Note, 4.50%, due 10/28/2010		50,590.50		48,984.50
250,000	Bellsouth Corp 5.2% 9/15/14		274,727.50		241,066.75
150,000	Cisco Sys Inc 5.25%, due 2/22/2011		154,623.00		148,781.50
200,000	Dominion Resources, Inc., 5.0% due 3/15/2013		215,922.00		197,082.00
200,000	General Electric Cap 4.875% Due 3/4/2015		211,360.00		196,432.00

Elinor Patterson Baker Trust U/A Tenth (II)

Par Value	Bonds, Debentures & T-Bills	Fair Market Value 05/31/2010	Inventory Value
100,000	Goldman Sachs Group 4.5%, due 6/15/2010	$ 100,129.00	$ 98,331.00
250,000	Goldman Sachs Group, Inc. Sr. Note, 5.70%, due 9/1/2012	261,875.00	250,409.30
300,000	Home Depot 5.20%, due 3/1/11	308,505.00	297,235.00
100,000	JP Morgan Chase & Co. 4.5% 1/15/2012	103,979.00	97,214.00
250,000	JP Morgan Chase 5.25% 5/1/15	268,650.00	242,482.50
100,000	Lehman Bros 5.75% 4/25/11	20,750.00	100,351.00
200,000	McDonalds Corp Med Term Notes 5.8% 10/15/17	228,800.00	211,524.00
100,000	Merrill Lynch 6.875% 4/25/18	102,999.00	98,232.00
400,000	Morgan Stanley Co. Global Note, 5.30%, due 3/01/2013	412,524.00	397,457.60
100,000	Oracle Corp 5.25% 1/15/2016	111,607.00	99,508.00
200,000	Prudential Finl Inc Med 6.0% 12/1/2017	213,628.00	203,652 00
100,000	SBC Communications 5.1% 9/15/14	109,574.00	95,627.89
300,000	SBC Communications Inc 5.3% 11/15/2010	305,829.00	300,161.00
200,000	Southern Cal Edison 5% 1/15/16	220,354.00	205,096.00
200,000	Target Corp 5.875% 7/15/16	231,674.00	202,513.80
100,000	Verizon Global Fdg Corp 4.9% Due 9/15/2015	108,472.00	97,752.00

Elinor Patterson Baker Trust U/A Tenth (II)

Par Value	Bonds, Debentures & T-Bills	Fair Market Value 05/31/2010	Inventory Value
300,000	Wells Fargo & Co 5.125% 9/1/12	$ 318,510.00	$ 299,587.50
	Total Bonds, Debentures & T-Bills	**$ 5,326,432.00**	**$ 5,073,886.84**
No. of Shares	**Mutual Funds**		
114,864.995	BNY Mellon Intl Appr Fund CL M	$ 1,163,582.40	$ 1,599,362.74
30,511.061	BNY Mellon Bond Fd CL M	398,169.35	400,000.00
20,790.02	BNY Mellon Emerging Markets FD CL M	193,970.89	200,000.00
24,167.649	BNY Mellon S/T US Govt Secs Fd CL M	298,712.14	300,000.00
57,257.492	BNY Mellon Small Cap Stock Fund	558,833.12	638,721.46
41,524.884	Dreyfus PR Lge Cap Val Fd CL I	308,945.14	442,846.36
121,490.794	Dreyfus Premier Ltd Term High Yield Fund CL I	760,532.37	794,747.18
	Total Mutual Funds	**$ 3,682,745.41**	**$ 4,375,677.74**
	Total Schedule B-1	**$ 36,401,644.33**	**$ 32,343,565.47**

ELINOR PATTERSON BAKER FOUNDATION
Preliminary Questionnaire and Guidelines for Applicants

Please check one or more of the following categories:

☐ Animal Protection ☐ Shelter

☐ Environmental ☐ Non-shelter

1. Name of the Organization: ______________________________

2. Address: ______________________________

____

Contact Name: ______________________________

Telephone #: ______________________________

EIN: ______________________ Website: ______________________

3. Date of Incorporation: ______________________________

4. IRS Letter of Determination that this organization is (a) a 501(C)(3) organization, and (b) it is not a private foundation because it is described in Section 509(a)(1) or (2) of the IRS code of 1986.

____

5. Amount of Operating Budget: ______________________________

a) Percent provided by local government ______________________

6. Approximate Number of Animals: a) Handled: ______________
b) Euthanized: ______________
c) Adopted/Reclaimed ______________

______________ ______________________
Date Signature & Title

√→

ELINOR PATTERSON BAKER TRUST
INFORMATION FORM

RETURN TO: Ms. Ann Panoli
Bank of New York, Trustee
Elinor Patterson Baker Trust
10 Mason Street
Greenwich, CT 06830

A. Please identify your organization's main focus of activity:

Animal Protection
- ☐ Shelter
- ☐ Non-shelter
- ☐ Animal Care, Rescue, Spay/Neuter

- ☐ Wildlife Conservation
- ☐ Wildlife Rehabilitation
- ☐ Habitat & Environmental Protection

B. Organization Address and Contact Details:

Name of the Organization: ______________________________

Mailing Address: ______________________________

Contact Person: ______________________________

Telephone #: ______________________ Email: ______________________

Website: ______________________ EIN #: ______________________

C. Basic Organizational Information:

NAME	ADDRESS	TELEPHONE #
President		
Chairman, Board		
Vice President		
Secretary		
Treasurer		
Chief Operating Officer		

Date of Incorporation: ______________________ Board Size: ______________

Number of Board meetings last year: ______________________________________

Number of Executive Committee Meetings last year: ______________________________

How are Board members chosen, and for how long do they serve: __________________

Do you hold annual (or more frequent) general membership meetings?_______________

Date of last meeting: ____

Number of employees·

Full-time: ____________ Part-Time: __________ Volunteers (last year): __________

D. Budget Information:

Previous year income: ____________________ Previous year expen;es: ____________

Previous year-end endowment market value: _______________________________

Current year operating budget: ____

Source of income for previous year (please give in % - the total should be100)

Membership dues	
Direct mail, general contributions, major gifts	
Events & fund-raisers (e.g. bingo nights, dog walks, galas)	
Corporate and Foundation grants and donations	
Planned giving – e.g. bequests, annuities	
Sale of goods and services (e.g. thrift store, veterinary fees, adoption fees)	
Municipal/County/City contracts	
Interest and Investment Income	
Other	

Please describe your fund-raising activities (continue on back if necessary)

____

____

____

____

Please list at least three major areas of concentration and describe briefly th: programs and activities being utilized to accomplish your objectives in each category. (Additional]programs or activities may be described on the reserve or materials attached.)

1) ____

____

2) ____

____

3) ____

____

____

E. If your organization operates a shelter or an animal care facility, please complete questions E1 - 16. If not, please go to question F1.

1. Briefly state your policy for accepting animals (e.g. accept all animals brought to you, accept only dogs and cats, accept only dogs that can be adopted).

____
____
____
____

2. Please complete the table below for Calendar Year: ______________.

	Owner Relinq.	Strays	Other	Ret. To Owner	Adopted	Euth.	Died or DOA	On hand
Dogs								
Puppies under 4 mos								
Total canines								
Cats								
Kittens under 4 mos								
Total feline								
Pet rabbits								
Pet rodents								
Pet birds								
Pet reptiles								
Livestock								
Wildlife								
Other								
TOTAL								

3. Approximately what percentage of dogs and cats brought to you, do you accept?

____
____
____

4. Do you release any animals to research institutions or other organizations? If yes, please provide details.

____
____
____

5. Of the dogs and cats still on hand, what percentage has been in the shelter for one month or longer?

____
____
____

6. Do you charge a fee for taking an animal? (please circle) Y N
If yes, how much?

____

____

7. What are your adoption fees?

	Adults	Puppies/Kittens
DOGS		
CATS		

8. When do you follow up on adoptions? (circle all that apply)
   - After 1 week
   - After 1 month
   - After 3 months
   - After 6 months

9. After six months, please identify what percentage of adopted animals are still with the original adoptive family?
   - ____________ %
   - ____________ Do Not Know

10. Do you require sterilization of adopted dogs, cats and rabbits? (please circle) Y N

11. Do you have a veterinary clinic on site and/or veterinary staff? (please circle) Y N

12. If no, how do you support sterilization of adopted animals? (circle all that apply)
    - Local/State S/N task force
    - Voucher program for local veterinarians
    - Agreement with local practitioners for low cost surgery

13. What method of euthanasia does your shelter use? (circle all that apply)
    - Sodium pentobarbital injection
    - Carbon monoxide chamber
    - Other (please describe)

4. Has your organization adopted the Asilomar principles? (please circle) Y N

5. Does your organization offer animal behavior/obedience classes? (please circle) Y N

6. Does your organization have a formal program to assist adoption families with advice about their adopted animals? (please circle) Y N

?. ALL organizations should complete the following questions:

Which of the following training did your staff undertake last year?
(indicate number of staff in each category)

Training	# Staff Attended
HSUS Animal Care Expo	
Other National/Regional Meetings	
Local Community College/Police Academy	
University Programs	
Local workshops	
On-line training programs	
In-house training	

2. What is your approximate budget for staff training? ______________________

3. What is your policy on stray and feral cats? (circle all that apply)
   - Do not have one
   - Support eradication of stray and feral cats from local habitats.
   - Trap and euthanize only if requested.
   - Follow some variant of a Trap, Neuter, Vaccinate & Return Policy.

4. What is your organization's policy on exotics as pets? (circle all that apply)
   - Oppose
   - Support with qualifications (provide details)
   - Support without qualifications
   - Do not have one

5. What is your organization's policy on sport and trophy hunting? (circle all that apply)
   - Oppose
   - Allow and/or support
   - Do not have one

5. What is your organization's policy on trapping for fur? (circle all that apply)
   - Oppose
   - Allow and/or support
   - Do not have one

7. When did your organization last go through a formal strategic planning exercise and what period did the completed plan cover?

____
____
____

:. Please list one or more areas of programming or projects (including buildings, equipment needs) for which funding is most needed. Include a description of the program or project, anticipated duration and estimated funding needed.

____
____
____
____
____

9. Is other funding available or being sought? Please describe, indicating amount requested.

10. If the program or project for which funding is being sought is of a continuing duration, please indicate how you propose to raise funds for subsequent years.

PLEASE SUBMIT THE FOLLOWING INFORMATION WITH THIS APPLICATION:

a. Current or proposed budget for next year;
b. IRS Determination Letter or Letters stating that the IRS currently recognizes your organization as a 501(c)(3) tax exempt entity and currently classifies it as either: (A) an organization that is not a private foundation because it is described in Section 509(a)(1) or (2) of the Internal Revenue Code of 1986, as amended (the "Code"), or (B) a special type of private operating foundation, known as an "exempt operating foundation", that is described in Code Section 4940(d)(2).
c. The enclosed Letter Concerning Tax Status signed by an officer of your organization confirming that your organization has the requisite federal tax status and is organized in a jurisdiction that does not impose death taxes or dispositions made to the organization.
d. Photography or snapshot of shelter (if applicable), principal publications and/or most recent annual report.

All of the above items must be returned together with this completed information form for consideration. The information you provide will greatly assist the Trustee in making distributions of funds provided through the Will of Elinor Patterson Baker.

Incomplete grant proposals will not be reviewed.

VERIFICATION OF INFORMATION FORM:

Name of Organization: ______________________________

Address of Organization: ______________________________

____

____

The undersigned, on behalf of the above named organization, hereby verifies that all statements made in this Information Form are true and correct and that all documents (including IRS tax determination letters) submitted herewith in support of this organization's application for a grant are true, current and correct, and have not expired or been revoked, terminated, suspended or otherwise changed or modified in a material manner, except as specifically described in this Information Form or an attachment hereto.

Print Name: ______________________________

Title: ______________________________

Signature: ______________________________

Date: ______________________________

FORM OF LETTER CONCERNING TAX STATUS

The Bank of New York
Trustee under Article TENTH II of Will
Of Elinor P. Baker, deceased
10 Mason Street
Greenwich, CT 06830

Attention: Ann Panoli

Dear Sirs:

The undersigned is ______________________________
(Title)

Of ______________________________
(Name of Organization)

(hereafter referred to as the "Organization"), which is applying to the Trustee for a grant from the Elinor Baker Trust

The undersigned understands that the trust will make a grant only to an organization that (1) the Internal Revenue Service currently recognizes as a 501(c)(3) tax-exempt entity and currently classifies as: (A) an organization that is not a private foundation because it is described in Section 509(a)(1) or (2) of the Internal Revenue Code of 1986, as amended (the "Code"), or (B) a special type of private operating foundation, known as an "exempt operating foundation", that is described in Code Section 4940(d)(2), and (2) that is organized in a jurisdiction that does not impose death taxes on dispositions made to the organization (hereinafter, "an organization qualified to receive a grant from the trust").

Accordingly, the undersigned hereby represents that the Organization has submitted its Internal Revenue Service determination letters and rulings currently in effect confirming that it is an organization qualified to receive a grant from the trust, and the undersigned has no reason to believe that the Organization has ceased to qualify, or that the Internal Revenue Service is considering any action that would cause the Organization to cease to qualify, to receive a grant from the trust.

Very truly yours,

____
Signature

____
Print Name