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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

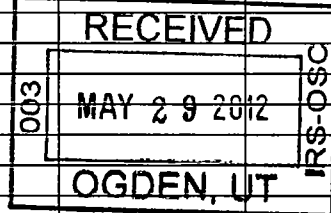
2009

For calendar year **2009**, or tax year beginning **July 1**, **2009**, and ending **June 30**, **20** **10**

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 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) _____		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) \$ 948,358 (Part I, column (d) must be on cash basis.)		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 (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).)		(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	820,010			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	889	889		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	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	820,899	889			
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	297			
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) Stmt 3	1,131	0		860
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) Stmt 4	13,138	0		13,138
	24 Total operating and administrative expenses. Add lines 13 through 23	14,566	0		13,998
	25 Contributions, gifts, grants paid	316,825			316,825
26 Total expenses and disbursements. Add lines 24 and 25	331,391	0		330,823	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	489,508				
b Net investment income (if negative, enter -0-)		889			
c Adjusted net income (if negative, enter -0-)					



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16

10

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		94,047	117,606	117,606	
	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 16 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)					
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ <u>Documentary Film</u>)			364,803	830,752	830,752	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item l)			458,850	948,358	948,358	
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"/>						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>						
	27	Capital stock, trust principal, or current funds			458,850	948,358	
	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)			458,850	948,358		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)			458,850	948,358		

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	458,850
2	Enter amount from Part I, line 27a	2	489,508
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	948,358
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	948,358

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				
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				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (j) over col (k), 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 }		0
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			0

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))
2008	547,917	246,381	2.2239
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
2	Total of line 1, column (d)	2	6.6996
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	1.3399
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	246,298
5	Multiply line 4 by line 3	5	330,015
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9
7	Add lines 5 and 6	7	330,024
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	796,772

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. Rows include: 1a Exempt operating foundations... 1b Domestic foundations... 1c All other domestic foundations... 2 Tax under section 511... 3 Add lines 1 and 2... 4 Subtitle A (income) tax... 5 Tax based on investment income... 6 Credits/Payments: 6a 2009 estimated tax payments... 6b Exempt foreign organizations... 6c Tax paid with application... 6d Backup withholding... 7 Total credits and payments... 8 Enter any penalty... 9 Tax due... 10 Overpayment... 11 Enter the amount of line 10 to be: Credited to 2010 estimated tax / Refunded

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes/No). Rows include: 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation... 1b Did it spend more than \$100 during the year... 1c Did the foundation file Form 1120-POL... 2 Has the foundation engaged in any activities that have not previously been reported to the IRS... 3 Has the foundation made any changes, not previously reported to the IRS... 4a Did the foundation have unrelated business gross income of \$1,000 or more... 4b If "Yes," has it filed a tax return on Form 990-T... 5 Was there a liquidation, termination, dissolution, or substantial contraction... 6 Are the requirements of section 508(e) satisfied either: 6a By language in the governing instrument... 6b By state legislation... 7 Did the foundation have at least \$5,000 in assets at any time during the year... 8a Enter the states to which the foundation reports or with which it is registered... 8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF... 9 Is the foundation claiming status as a private operating foundation... 10 Did any persons become substantial contributors during the tax year?

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? 13 ✓
Website address ▶ N/A
14 The books are in care of ▶ Jeffrey D. Maxwell Telephone no. ▶ 619-297-1001
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.

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 [x] No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? [] Yes [x] No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? [] Yes [x] No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [] Yes [x] 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 [x] 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 [x] 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
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 ✓
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 [x] 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? [] Yes [x] 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.) 3b
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 2009? 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...
(2) Influence the outcome of any specific public election...
(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...
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes...
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions...
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax...
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
b 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?
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

Table with 3 columns for questions 5b, 6b, and 7b, with checkmarks in the rightmost column.

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.

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.

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	325,000.00
.....		
.....		
.....		
.....		
.....		

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 24 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	0
b	Average of monthly cash balances	1b	234,252
c	Fair market value of all other assets (see page 24 of the instructions)	1c	34,071
d	Total (add lines 1a, b, and c)	1d	268,323
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	268,323
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	4,025
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	264,298
6	Minimum investment return. Enter 5% of line 5	6	13,215

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	13,215
2a	Tax on investment income for 2009 from Part VI, line 5	2a	9
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,206
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	13,206
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	13,206

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	330,823
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	465,949
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	796,772
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	9
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	796,763

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				13,206
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			NONE	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	1,360,673			
b From 2005	930,296			
c From 2006	280,154			
d From 2007	530,819			
e From 2008	536,164			
f Total of lines 3a through e	3,638,106			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ <u>796,772</u>				
a Applied to 2008, 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 2009 distributable amount				13,206
e Remaining amount distributed out of corpus	783,566			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,421,672			
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 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	1,360,673			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	3,060,999			
10 Analysis of line 9:				
a Excess from 2005	930,296			
b Excess from 2006	280,154			
c Excess from 2007	530,819			
d Excess from 2008	536,164			
e Excess from 2009	783,566			

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 2009, 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)

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 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 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)				
<p>a Paid during the year See Statement #7</p>				
<p>Total</p>			3a	316,825
<p>b Approved for future payment See Statement #8</p>				
<p>Total</p>			3b	205,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (c: 14, d: 889), 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (d: 889), 13 Total (d: 13, e: 889).

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions). Row 1: Not Applicable.

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. All entries are '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... b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All entries are '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

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

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization Bob Baker Family Foundation	Employer identification number 33 : 0265135
---	--

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33⅓% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

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

Name of organization **Bob Baker Family Foundation** Employer identification number **33 : 0265135**

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Robert H. Baker P.O. Box 2129 Rancho Santa Fe, CA 92067	\$ 750,000.00	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	Baker Family Enterprises, LLC P.O. Box 2129 Rancho Santa Fe, CA 92067	\$ 50,000.00	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	Rekab Family Enterprises, LLC P.O. Box 2129 Rancho Santa Fe, CA 92067	\$ 20,000.00	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Bob Baker Foundation, Inc.
FEIN 33-0265135
For the year ended June 30, 2010

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

Contributions Received

Robert H. Baker P.O. Box 2129 Rancho Santa Fe, CA 92067	750,000
Bob Baker Family Enterprises, LLC P.O. Box 2129 Rancho Santa Fe, CA 92067	50,000
Rekab Family Enterprises, LLC P.O. Box 2129 Rancho Santa Fe, CA 92067	20,000
Eunice F Casey 1104 Latham Street Colton, CA 92324	10
Total contributions received	820,010

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

Legal Fees:

Dostart Clapp Gordon & Coveney, LLP Advice on documentary titles and tax return preparation	297
Total legal fees	297

Bob Baker Foundation, Inc.
FEIN 33-0265135
For the year ended June 30, 2010

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

Taxes:

Internal Revenue Service (2008 Form 990-PF)	271
Franchise Tax Board (2009 California Form 568)	800
Franchise Tax Board (2008 California Form 199)	10
Department of Justice (2008 Registry of Charitable Trusts Return)	50
Total taxes	<u><u>1,131</u></u>

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

Other Expenses:

Bank Service Charges	53
Life Insurance Premium (Bob Baker Foundation, Inc. is the beneficiary)	13,085
Total other expenses	<u><u>13,138</u></u>

Bob Baker Foundation, Inc.
FEIN 33-0265135
For the year ended June 30, 2010

Statement #5
Form 990-PF, Part VII-A, Line 10

Substantial Contributors:

Bob Baker Family Enterprises, LLC
P.O. Box 2129
Rancho Santa Fe, CA 92067

Rekab Family Enterprises, LLC
P.O. Box 2129
Rancho Santa Fe, CA 92067

Statement #6
Form 990-PF, Part VII-B, Line 5c

During the tax year ended June 30, 2009, 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".

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 during tax year ended June 30, 2010: \$ 325,000
Amounts expended by Grantee during tax year ended June 30, 2010: \$ 321,910
Amounts advanced to Grantee from inception to June 30, 2010: \$ 675,000
Amounts expended by Grantee from inception to June 30, 2010: \$ 656,610
Amounts expended directly by Foundation during the tax year
ended June 30, 2010 (See Note 8 below) \$ 80,742
5. To the best of our knowledge, other than the funds confiscated by the California Franchise Tax Board to satisfy a state tax lien on the Grantee as noted in Note 8 below, 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: 8/18/2009, 10/6/2009, 11/16/2009, 12/15/2009, 1/7/2010, 2/19/2010 and 4/12/2010. Progress reports were received: 10/3/2009, 1/2/2010, 4/1/2010 and 8/1/2010 (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 upon receipt of each accounting report. Some expenditures for personal items by the Grantee were identified and excluded from the total funds advanced to the Grantee. In addition, a few missing receipts were identified and subsequently located to provide full and complete support for funds expended.

8. Under the Grant Award and Agreement, the Grantee (Glenn R. Smith) was advanced funds to pay for all documentary production expenses. He in turn provided copies of all receipts supporting the funds disbursed. However, in early April 2010, the Foundation took over all disbursement responsibilities in order to complete the documentary because a large tax lien notice was received from the California Franchise Tax Board on Mr. Smith, the Grantee. On or about April 15, 2010, the Franchise Tax Board confiscated all funds in Mr. Smith's bank accounts in an effort to satisfy the state tax lien.

Subsequent to the Foundation's fiscal year end of June 30, 2010, the Grantee filed for protection under United States Bankruptcy laws. The \$18,390 remaining balance of funds advanced from the Foundation to the Grantee but not yet spent on the documentary film was discharged in United States Bankruptcy Court, Case #10-12241-LA7.

Statement #6 (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>
Tax Year Ended June 30, 2009		350,000 00			334,700 66	15,299 34
7/7/2009	Advance to Glenn R Smith	50,000 00	Meals, Food & Meetings	894 60	335,595 26	64,404 74
			Transportation (Gas & Hotels)	19,696 27	355,291 53	44,708 47
			Cinematographer	650 00	355,941 53	44,058 47
			Director	30,000 00	385,941.53	14,058 47
			Editing	4,250 00	390,191 53	9,808 47
			Photo Scanning	80 00	390,271 53	9,728 47
			Office Supplies	(2,343 59)	387,927 94	12,072 06
			Research	96.55	388,024 49	11,975 51
			Insurance	321 02	388,345 51	11,654 49
			Film	500 70	388,846 21	11,153 79
			Accounting Services	1,000 00	389,846 21	10,153.79
			Lighting & Sound	1,180 00	391,026 21	8,973 79
			Re-enactments (Props, Rentals)	710 51	391,736 72	8,263 28
8/19/2009	Advance to Glenn R Smith	50,000 00	Meals, Food & Meetings	1,704 57	393,441.29	56,558 71
			Transportation (Gas & Hotels)	1,799 97	395,241 26	54,758 74
			Camera Crew	3,063 50	398,304 76	51,695 24
			Director	15,000 00	413,304 76	36,695 24
			Editing	14,850 00	428,154 76	21,845 24
			Photo Scanning	60 00	428,214 76	21,785 24
			Office Supplies	1,190 72	429,405 48	20,594 52
			Research	325 95	429,731.43	20,268 57
			Insurance	1,513 00	431,244 43	18,755 57
			Film	124 72	431,369 15	18,630 85
			Translation & Transcribing	2,255 00	433,624 15	16,375 85
			Accounting Services	500 00	434,124 15	15,875 85
			Re-enactments (Props, Rentals)	5,109 93	439,234 08	10,765 92
10/12/2009	Advance to Glenn R Smith	50,000 00	Meals, Food & Meetings	2,169 04	441,403 12	58,596 88
			Transportation (Gas & Hotels)	1,011 41	442,414 53	57,585 47
			Director	22,500 00	464,914 53	35,085 47
			Editing	9,065 00	473,979 53	26,020 47
			Office Supplies	581 46	474,560 99	25,439 01
			Research	11 98	474,572 97	25,427 03
			Insurance	947 38	475,520 35	24,479 65
			Accounting Services	500 00	476,020 35	23,979 65
			Re-enactments (Props, Rentals)	12,931 10	488,951 45	11,048 55
11/16/2009	Advance to Glenn R Smith	50,000 00	Meals, Food & Meetings	2,439 30	491,390 75	58,609 25
			Transportation (Gas & Hotels)	1,057 59	492,448 34	57,551 66
			Equipment	221 46	492,669 80	57,330 20
			Director	17,500 00	510,169 80	39,830 20
			Editing	6,440 00	516,609 80	33,390 20
			Office Supplies	596 94	517,206 74	32,793 26
			Insurance	125 62	517,332 36	32,667 64
			Film	224 03	517,556.39	32,443 61
			Translation & Transcribing	50 00	517,606.39	32,393 61
			Accounting Services	500 00	518,106 39	31,893 61
			Re-enactments (Props, Rentals)	11,533 78	529,640 17	20,359 83
12/15/2009	Advance to Glenn R Smith	25,000 00	Meals, Food & Meetings	1,544 32	531,184 49	43,815 51
			Transportation (Gas & Hotels)	1,360 97	532,545 46	42,454 54
			Cinematographer	3,300 00	535,845 46	39,154 54
			Director	10,000 00	545,845 46	29,154 54
			Editing	2,451 36	548,296 82	26,703 18
			Office Supplies	817 97	549,114.79	25,885 21
			Insurance	125 62	549,240 41	25,759 59
			Film	10 91	549,251 32	25,748 68
			Accounting Services	500 00	549,751 32	25,248 68
			Re-enactments (Props, Rentals)	6,113 86	555,865 18	19,134 82
1/12/2010	Advance to Glenn R Smith	50,000.00	Meals, Food & Meetings	2,519 03	558,384 21	66,615 79
			Transportation (Gas & Hotels)	18,153 49	576,537 70	48,462 30
			Cinematographer	2,250 00	578,787 70	46,212 30

Statement #6 (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>
			Director	25,000 00	603,787 70	21,212 30
			Editing	2,940 00	606,727 70	18,272 30
			Office Supplies	1,204 16	607,931 86	17,068 14
			Insurance	1,958 78	609,890 64	15,109 36
			Research	28 45	609,919 09	15,080 91
			Equipment	224 09	610,143 18	14,856 82
			Film Crew	379 87	610,523 05	14,476 95
			Photo Scanning	55 00	610,578 05	14,421 95
			Accounting Services	1,000 00	611,578 05	13,421 95
			Miscellaneous Fees	227 53	611,805 58	13,194 42
2/22/2010	Advance to Glenn R Smith	50,000 00	Meals, Food & Meetings	2,323 97	614,129 55	60,870 45
			Transportation (Gas & Hotels)	5,347 51	619,477 06	55,522 94
			Cinematographer	1,200 00	620,677 06	54,322 94
			Director	15,000 00	635,677 06	39,322 94
			Editing	15,387 85	651,064.91	23,935 09
			Office Supplies	635 07	651,699 98	23,300 02
			Insurance	251 24	651,951 22	23,048 78
			Voice Over	75 00	652,026 22	22,973 78
			Video Footage	2,100 46	654,126 68	20,873 32
			Title Design	210 00	654,336 68	20,663 32
			Photo Scanning	180 00	654,516 68	20,483 32
			Accounting Services	500 00	655,016 68	19,983 32
			Visual Effects	615 78	655,632 46	19,367 54
			Translation & Transcribing	900 00	656,532 46	18,467 54
			Miscellaneous Fees	78 00	656,610 46	18,389 54

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

October 3, 2009

Dear President Baker:

The following constitutes the 4th Tranche Progress Report for Glenn Robert Smith for the period March 26, 2009 to October 2, 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 \$200,000.00 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 March 31, 2010. At the present time, Grantee estimates the Project is 65 Percent completed.

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

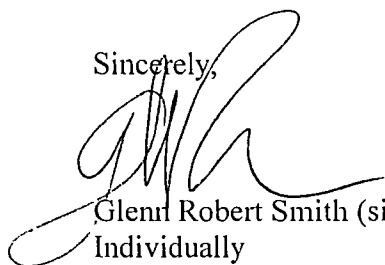
An itemized accounting of expenditures made from the Grant funds for the period covered by this report is attached and incorporated herein as if fully set forth at this point.

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,

10/3/09

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

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

Cc w/all enclosures: Foundation Representative

**Grant Report Executive Summary prepared by Bob Baker Family Foundation from
larger Production Progress Report provided by Grantee**

Project Title: Hold At All Costs
Report Number Four (Production Expenditure Reports P10-P12)
This Billing Cycle: March 26, 2009 – October 1, 2009
Amount Drawn This Cycle: \$200,000.00
Amount Advanced to Date: \$450,000.00

Description of Activities and Accomplishments:

- Successfully arranged interviews with US politicians
- Traveled with film crew to East coast to film interviews with John Eisenhower, Newt Gingrich, Senator Richard Lugar and Congressman Charles Rangel
- All interviews 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 Merritt Lear are editing interview footage
- Traveled to Kansas City for Sam Buck interview/narration
- Traveled to Detroit to attend and present film trailer at Outpost Harry Survivors Association convention
- Filmed three interviews with Korean War veterans in San Diego
- Traveled to China and hired Chinese film crew to film six interviews of Chinese war veterans; Also purchased many Chinese military props for reenactments; traveled to six provinces over a three week period
- Transcribers hired to transcribe all filmed interviews to paper
- Looking for additional people to interview
- Archived interviews on HDCAM video format
- Scope of the project has nearly doubled
- Obtained additional photos and archival footage
- Designed reenactment scenes
- Archived all interviews, photos, filmed footage and reenactments to HD hard drives and submitted to editors and writer for assembly
- Researched professionals for animation work
- Approached San Diego Veteran's Museum and Memorial Center for potential Korean War exhibit on Outpost Harry
- Secured studio facilities for reenactments, set construction and filming
- Hired actors for reenactment scenes

Additional Comments:

The project's scope is now huge. We have surpassed the initial estimate of interviews. Project has potential of becoming a national and international broadcast event for the upcoming 60th Korean War Anniversary. Film deadline extended due to larger scope.

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

January 2, 2010

Dear President Baker:

The following constitutes the 5th Tranche Progress Report for Glenn Robert Smith for the period October 4, 2009 to December 31, 2009 relating to a grant ("Grant") to Glenn Robert Smith ("Grantec") 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, Korca", all as more fully set forth in the Grant Agreement.

During the period covered by this Progress Report, Grantee expended \$125,000.00 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 March 31, 2010. At the present time, Grantee estimates the Project is 85 Percent completed.

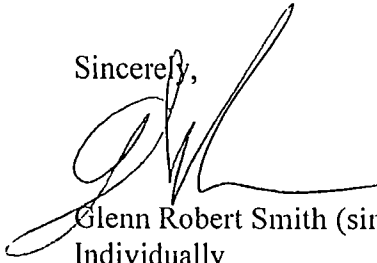
During the period covered by this report, the following activities occurred and the following accomplishments were achieved. (see attached)

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.

Grantec 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,

A handwritten signature in black ink, appearing to read "GRS", written over the word "Sincerely,".

1/2/10

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

Cc w/all enclosures: Foundation Representative

**Grant Report Executive Summary prepared by Bob Baker Family Foundation from
larger Production Progress Report provided by Grantee**

Project Title: Hold At All Costs
Report Number Five (Production Expenditure Reports P13-P16)
This Billing Cycle: October 2, 2009 – December 31, 2009
Amount Drawn This Cycle: \$100,000.00
Amount Advanced to Date: \$575,000.00

Description of Activities and Accomplishments:

- Secured Stu Seagul Studio for reenactment scenes, built eight elaborate sets
- Hired film crew from Los Angeles
- Rented props, additional “Studio” lighting and equipment
- Hired actors and shot reenactment scenes for one week
- All reenactment footage 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 Merritt Lear are editing interview and reenactment footage
- Looking for additional people to interview
- Contracted for animation artist
- Trip to China approved and planned
- San Diego Public Broadcasting Service (PBS) viewed completed rough cut and showed interest in recommending the film to its national network of stations
- Edward Herrmann recorded narration for official PBS trailer submission
- General John Singlaub recommended going to Korea to get interviews with Koreans
- Archived all interviews, photos, filmed footage and reenactments to HD hard drives
- Director oversaw editing and writer
- Director worked with San Diego Veteran’s Museum and Memorial Center for exhibit on Outpost Harry, Korean War

Additional Comments:

Due to the project’s increasing scope, we have extended the rough cut assembly approval to March 31, 2010. Upon this approval, final sound, music, color correction and complete post will be implemented. The final film will be viewable well before our gala “World Premier” for Memorial Day, May 31, 2010 in Washington DC.

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

April 1, 2010

Dear President Baker:

The following constitutes the 6th Tranche Progress Report for Glenn Robert Smith for the period January 1, 2010 to March 31, 2010, 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 June 30, 2010. At the present time, Grantee estimates the Project is 85 Percent completed.

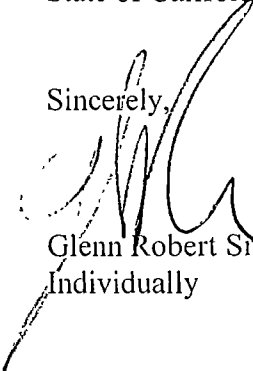
During the period covered by this report, the following activities occurred and the following accomplishments were achieved. (see attached)

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,



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

Cc w/all enclosures: Foundation Representative

**Grant Report Executive Summary prepared by Bob Baker Family Foundation from
larger Production Progress Report provided by Grantee**

Project Title: Hold At All Costs
Report Number Six (Production Expenditure Reports P17-P18)
This Billing Cycle: January 1, 2010 – March 31, 2010
Amount Drawn This Cycle: \$100,000.00
Amount Advanced to Date: \$675,000.00

Description of Activities and Accomplishments:

- All Stu Seagul Studio sets have been built and reenactment scenes shot
- Sets have been broken down and donated to The Veteran's Museum and Memorial Center along with all props and uniforms
- Editor Chris Peterson and his assistant Merritt Lear are editing interview footage
- Crew traveled to South Korea for filming interviews with two KATUSA soldiers, Honorable Hwang and General Paik Sun Yup
- Toured the DMZ with General Paik
- Director made 3rd trip to China, purchased more archival footage, met with CCTV head for Chinese broadcast, met with US Embassy leaders to gain support Washington DC for Embassy screening, and attempted to get Chinese General and political leaders to agree to on-camera interviews
- Returned to South Korea and hired film crew as South Korean Prime Minister agreed to an interview
- Director oversaw editing of new interview footage in Los Angeles
- Met with committee to plan promotion and distribution of the documentary film
- Began negotiations with The John F. Kennedy Center for the Performing Arts in Washington DC for premier screening of the documentary
- Decision made to get additional interviews of Don Dingee, Bob Hooker, Juanita Mendez and Rhonda Goode for Charles Johnson and Bradley stories
- Film completion budget of additional \$165,000.00 approved
- Continued negotiations with Public Broadcasting Service (PBS) for airing the film
- Continued negotiations with Edward Herrmann for narration services
- The services of Peter Freundlich, the writer were terminated because his story line was too biased and did not properly present the facts garnered in numerous interviews
- Director writes new script with assistance from editors
- Preliminary narration performed by editor Merritt Lear to meet April "lock picture" deadline
- Music and sound borrowed to get to a viewable film by the April "lock picture" deadline
- Maps from archival sources used temporarily in "lock picture" version of film
- Entered discussions to screen the film in Fort Stewart, GA – Army 3rd Infantry Headquarters

- Continued work with archivists at National Archives
- Editing performed for first screening of film with Foundation Grantor

Anticipated Near Future Activities:

- Locate professional Sound Engineer to perform 5.1 Dolby-type mix
- Continue oversight of editors and finish script
- Locate professional technician to make reenactment footage better match archival material in the film
- Work with San Diego Veteran's Museum and Memorial Center on Korean War exhibit
- Negotiate with Larry Groupe for original music score
- Locate color correctionist
- Locate technician to implement titling, credits and graphics
- Finalize contract for narration services with Edward Herrmann
- Finalize archival material and 50s era footage

Additional Comments:

The initial budget of \$500,000 called for up to 20 interviews with one trip to the East coast of the United States. We are now at nearly 50 interviews, with numerous East coast trips, and trips to northern US states, England, Greece and five Asian trips. This additional work caused the film to exceed budget. Director was honored to have been one of only a handful of Americans who touched the DMC wire fence at the Chorwan Valley.

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

August 1, 2010

Dear President Baker:

The following constitutes the 7th Tranche Progress Report for Glenn Robert Smith for the period April 1, 2010 to June 30, 2010, 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 \$80,741.56 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 June 30, 2010. At the present time, Grantee estimates the Project is 92 Percent completed.

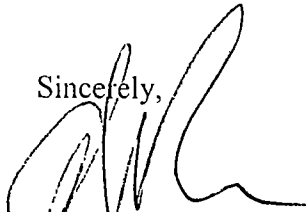
During the period covered by this report, the following activities occurred and the following accomplishments were achieved. (see attached)

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,

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

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

Cc w/all enclosures: Foundation Representative

**Grant Report Executive Summary prepared by Bob Baker Family Foundation from
larger Production Progress Report provided by Grantee**

Project Title: Hold At All Costs
Report Number Seven
This Billing Cycle: April 1, 2010 – June 30, 2010
Amount Drawn This Cycle: \$80,741.56
Amount Advanced to Date: \$755,741.56

Description of Activities and Accomplishments:

- Film screened by Foundation Grantor
- Foundation Grantor provided a list of changes to be implemented – the history section needed more substance
- Script was finalized with suggestions made by narrator, Edward Herrmann and a CIA expert on Korean matters, Mike Slater
- Narration contract with Edward Herrmann finalized and he records narration in New York
- Extensive editing made on film by editor staff
- Hired highly qualified technician to perform Sound Engineering
- Archival maps are inadequate, Director contracts with professional to produce new digital maps
- Director works with editor to create ID tags (lower thirds) for interviewees
- Director contracts with color correction professional
- Professional contracted to produce opening thematic graphics and to change visual look of reenactment footage
- Director worked closely with Fort Stewart and the Pentagon to get Army medal for Charlie Johnson's family
- Director arranged to have Retired US General John Singlaub and South Korean General Paik attend Kennedy Center screening on Memorial Day
- Media relations firm contracted and discussions with PBS continue
- Director worked closely with PBS *Concert On The Green* and *The History Detectives* on their programs by providing archival footage and photos in an effort to get more exposure for Hold At All Costs
- Director designed Hold At All Costs movie poster and Playbill content for Kennedy Center
- Director negotiated with Ultra Star Cinemas for San Diego screening of the film
- Director and his spouse planned Kennedy Center event
- Videographer contracted to get footage of Reception at Mayflower Hotel in Washington DC and at Kennedy Center screening to be used as DVD extras
- Hold At All Costs successfully screened before an invited audience at The John F. Kennedy Center for the Performing Arts in Washington DC on Memorial Day

- Evaluation questionnaires were provided at Kennedy Center and numerous valid comments were received and implemented for the screening in Fort Stewart GA the following weekend
- Hold At All Costs successfully screened at Fort Stewart GA before large audience of active Army personnel
- Evaluation questionnaires were provided at Fort Stewart GA and those suggestions were implemented for the screening in San Diego as part of the annual Outpost Harry Survivors Association convention the following weekend
- Director screened the film at the Palo Alto Veterans Hospital
- Finalized contract with Larry Groupe for music score

Additional Comments:

To have Hold At All Costs screened at the Kennedy Center was a lifetime achievement. To have a standing ovation at Fort Stewart was tear inducing. At the Palo Alto Veteran's screening, as the last credits roll, having veterans in mobile beds, half their faces missing, tubes attached to arms, fighting their nurses to stand at attention to join their comrades, audience members of the 350 seat theater giving a standing ovation, will humble me for all my remaining years. This is the best thing I've ever done.

Bob Baker Foundation, Inc.
FEIN 33-0265135
For the year ended June 30, 2010

Statement #9
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				
Carmelite Monastery 5158 Hawley Blvd San Diego, CA 92116-1934	N/A	170(b)(1)(A)(i)	Wall Repair and Kitchen Remodel donations	95,000
Catholic Chanties 349 Cedar Street San Diego, CA 92101	N/A	170b1aI	Matthew 25 Donation	2,000
Church of Nativity P O Box 8770 Rancho Santa Fe, CA 92067	N/A	170b1aI	Event Center, Scholarships	100,000
Father Joe's Villages 3350 E Street San Diego, CA 92102-3332	N/A	170b1avI	To assist the needy	5,000
Freedom Alliance 22570 Markey Court, Suite 240 Dulles, VA 20166	N/A	170b1avI	Scholarship Fund donation	6,000
Friends of the Poor 417 Coast Blvd La Jolla, CA 92037	N/A	170b1avI	For transportation needs	2,000
Living Way Church 13609 Twin Peaks Road Poway, CA 92064	N/A	170b1aI	To support missionary trip to Belgium	500
Mercy Hospital Foundation 4077 5th Avenue San Diego, CA 92103	N/A	170b1aI	Mercy Outreach Surgical Team, In Memorium and Mercy Ball Fundraiser Donations	7,000
Nativity Prep Academy 3233 Market Street San Diego, CA 92102	N/A	170b1aII	To fund student education	2,000
Rady Children's Hospital Foundation 3020 Children's Way / MC5005 San Diego, CA 92123-4282	N/A	170b1avI	Fundraiser donation	1,000
Rancho Santa Fe Foundation PO Box 811 Rancho Santa Fe, CA 92067	N/A	170b1avI	Contribution to General Fund	1,325
Rancho Santa Fe Library Guild PO Box 348 Rancho Santa Fe, CA 92067	N/A	170b1avI	Annual Fundraiser	250

Bob Baker Foundation, Inc.
FEIN 33-0265135
For the year ended June 30, 2010

Statement #9
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 (continued)				
St John Catholic School 1003 Encinitas Blvd Encinitas, CA 92024	N/A	170b1aII	Tuition Assistance	9,000
St Jude Academy 1228 South 38th Street San Diego, CA 92113	N/A	170b1aII	To underwrite fundraiser costs	1,000
St Therese of Carmel Catholic Church 4355 Del Mar Trails Road San Diego, CA 92130	N/A	170b1aI	Summer fundraiser	9,250
The Eudists 744 Sonnsa Street Solana Beach, CA 92075-2407	N/A	170b1aVI	Annual fundraiser and Scholarship donations	15,000
The Reagan Foundation 40 Presidential Drive, Suite 200 Simi Valley, CA 93065	N/A	170b1aVI	Donation	500
Veteran's Museum & Memorial Center 2115 Park Boulevard San Diego, CA 92101-4792	N/A	170b1aVI	Korean War Exhibits	10,000
Woodbury University 7500 Glenoaks Blvd Burbank, CA 91510-7846	N/A	170b1aII	Donation to Scholarship Fund	50,000
			Subtotal	<u>316,825</u>

Bob Baker Foundation, Inc.
FEIN 33-0265135
For the year ended June 30, 2010

Statement #10
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	170b1aI	Construction of Kitchen	125,000
Church of the Nativity P.O. Box 8770 Rancho Santa Fe, CA 92067	N/A	170b1aI	Scholarship Fund	25,000
Nativity Prep Academy 3233 Market Street San Diego, CA 92102	N/A	170b1aII	After School Program for students	50,000
Veterans Museum & Memorial Center 2115 Park Boulevard San Diego, CA 92101-4792	N/A	170b1aVI	Korean War Exhibits	5,000
Total grants and contributions approved for future payment				<u>205,000</u>

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	Name of Exempt Organization Bob Baker Family Foundation	Employer identification number 33 0265135	
File by the due date for filing your return. See instructions.	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, 2011, 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, 2009, and ending June 30, 2010.

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	\$	12
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	\$	12

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 <small>File by the extended due date for filing the return See instructions</small>	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 ▶ **11/8/2010**