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**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.

2011

For calendar year 2011 or tax year beginning December 1, 2010, 2011, and ending November 30, 2011

Name of foundation		A Employer identification number 04 6879863				
Baker Brook Foundation: H Leonard, K Angell, W Leonard, D Leonard Co-Trustees						
Number and street (or P.O. box number if mail is not delivered to street address)		B Room/suite 978 287 4353				
267 Main Street						
City or town, state, and ZIP code Concord MA 01742						
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> 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"/>				
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 703,560 (Part I, column (d) must be on cash basis.)						
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)						
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)						
					(a) Revenue and expenses per books <i>(See Sched D)</i>	(b) Net investment income
Revenue 1 Contributions, gifts, grants, etc., received (attach schedule) 2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B 3 Interest on savings and temporary cash investments 4 Dividends and interest from securities 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 13 Compensation of officers, directors, trustees, etc. 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees (attach schedule) b Accounting fees (attach schedule) c Other professional fees (attach schedule) 17 Interest 18 Taxes (attach schedule) (see instructions) 19 Depreciation (attach schedule) and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses (attach schedule) 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	535	7	7	19,757		
			4,656	4,656	4,656	24,955
			24,955	24,955	24,955	535
			500	500	500	53,000
			53,000	500	500	53,535
			53,535	500	500	53,535
			(28,580)			
				24,455		

See Sched E

Page 2

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	11,533	2,599	2,599
	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 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) See Sched F	457,682	241,504	253,693
	c	Investments—corporate bonds (attach schedule)	246,989	443,523	447,268
Liabilities	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 ►)			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	716,205	687,626	703,560
Net Assets or Fund Balances	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)			
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	716,205	687,626	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	716,205	687,626	
	31	Total liabilities and net assets/fund balances (see instructions)	716,205	687,626	

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	716,205
2	Enter amount from Part I, line 27a	2	(28,580)
3	Other increases not included in line 2 (itemize) ► rounding error	3	1
4	Add lines 1, 2, and 3	4	687,626
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	687,626

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Schedule G					
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))		
(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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	4,656	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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 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))
2010			
2009			
2008			
2007			
2006			

- 2 Total of line 1, column (d) 2
- 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
- 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4
- 5 Multiply line 4 by line 3 5
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6
- 7 Add lines 5 and 6 7
- 8 Enter qualifying distributions from Part XII, line 4 8
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter. (attach copy of letter if necessary—see instructions)	1	489
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
3	Add lines 1 and 2	2	489
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	802
b	Exempt foreign organizations—tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments. Add lines 6a through 6d	7	802
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ►	313	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	✓
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	✓
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
1c	Did the foundation file Form 1120-POL for this year?	1c	✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>-0-</u> (2) On foundation managers. ► \$ <u>-0-</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>-0-</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>	3	✓
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	✓
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	✓
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	✓
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► Massachusetts		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	✓
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	✓
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	✓

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► n/a	13	✓
14	The books are in care of ► Herman B. Leonard, Co-Trustee Located at ► 267 Main Street / Concord MA	Telephone no. ► 978 287 4353 ZIP+4 ► 01742-2405	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15		□
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No ✓

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► □	1b	
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20 , 20 , 20 , 20 b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3b	
b	If "Yes," did it have excess business holdings in 2011 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 2011.)	4a	✓
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4b	✓
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 2011?		

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	✓
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>			7b	
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(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
Herman B. Leonard 267 Main Street / Concord MA 01742	Co-Trustee / 2	-0-	-0-	-0-
Kathryn A. Angell 267 Main Street / Concord MA 01742	Co-Trustee / 2	-0-	-0-	-0-
Whitney A. Leonard 267 Main Street / Concord MA 01742	Co-Trustee / .2	-0-	-0-	-0-
Dana A. Leonard 267 Main Street / Concord MA 01742	Co-Trustee / .2	-0-	-0-	-0-
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(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		NONE	NONE	NONE
Total number of other employees paid over \$50,000 ► NONE				

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 instructions). If none, enter "NONE."

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

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 NO DIRECT ACTIVITIES. ALL ACTIVITIES CARRIED OUT THROUGH GRANTS TO 501c(3) ORGANIZATIONS.	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	NONE
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	NONE

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	759,611
b	Average of monthly cash balances	1b	14,880
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	774,492
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	
3	Subtract line 2 from line 1d	3	774,492
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	11,617
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	762,874
6	Minimum investment return. Enter 5% of line 5	6	38,144

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	38,144
2a	Tax on investment income for 2011 from Part VI, line 5	2a	489
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	-0-
c	Add lines 2a and 2b	2c	489
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	37,655
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	37,655
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	37,655

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	53,535
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	-0-
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	53,535
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	-0-
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	53,535

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				37,655
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			20,191	
b Total for prior years: 20 ____,20 ____,20 ____		-0-		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	-0-			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 53,535				
a Applied to 2010, but not more than line 2a			20,191	
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 2011 distributable amount				33,334
e Remaining amount distributed out of corpus	-0-			
5 Excess distributions carryover applied to 2011 (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 2010. Subtract line 4a from line 2a. Taxable amount—see instructions				-0-
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				4,321
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	-0-			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	-0-			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	-0-			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ►			
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed			
b	85% of line 2a			
c	Qualifying distributions from Part XII, line 4 for each year listed			
d	Amounts included in line 2c not used directly for active conduct of exempt activities			
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c			
3	Complete 3a, b, or c for the alternative test relied upon:			
a	"Assets" alternative test—enter:			
	(1) Value of all assets			
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)			
b	"Endowment" alternative test—enter $\frac{2}{3}$ 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 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).)

Herman B. Leonard, Co-Trustee

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

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

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

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

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

- c** Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See Schedule H				
Total				► 3a 53,000
b Approved for future payment				
Total				► 3b -0-

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a NONE		NONE		NONE	NONE
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					
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					
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)		NONE		NONE	NONE
13 Total. Add line 12, columns (b), (d), and (e)					NONE

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:	1a(1)	✓
	(1) Cash	1a(2)	✓
	(2) Other assets		
b	Other transactions:	1b(1)	✓
	(1) Sales of assets to a noncharitable exempt organization	1b(2)	✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(3)	✓
	(3) Rental of facilities, equipment, or other assets	1b(4)	✓
	(4) Reimbursement arrangements	1b(5)	✓
	(5) Loans or loan guarantees	1b(6)	✓
	(6) Performance of services or membership or fundraising solicitations	1c	✓
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. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

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

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

4/8/2012 Co-Trustee

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

Here	Signature of officer or trustee		Date	Co-trustee	Is this a joint application? (see instructions)? <input type="checkbox"/> Yes <input type="checkbox"/> No	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed
	Firm's name ►			Firm's EIN ►		
	Firm's address ►			Phone no.		

Schedule C

Baker Brook Foundation

FY 2011

December 1, 2010 -- November 30, 2011

Schedule of Other Expenses

FY 2011 Form 990 PF Part I Line 23

State Registration Fee	35
Financial redemption fees	0
Federal 2% inv tax estimated payment	500
Total Other Expenses	535

Schedule D

Baker Brook Foundation FY 2011

December 1, 2010 -- November 30, 2011

Statement of Revenues and Expenses

FY 2011 Form 990 PF Part I

	Actual	IRS Basis
Revenues		
Gifts	535	535
Non-capital gains investment income		
Int on savings	7	
Div and int from sec	19,757	
Total	19,764	19,764
Capital gains investment income	4,656	4,656
Total Revenues	24,955	24,955
Contributions and Expenses		
Contributions Paid		
AIDS Action Committee of MA	500	
AFS- USA	500	
The Afghan Women's Mission	0	
Alaska Conservation Foundation	1,000	
Americans for Peace Now	500	
Boston Women's Fund	500	
Casa Myrna Vasquez	500	
Central Asia Institute	250	
Defenders of Wildlife	1,000	
Earthjustice	4,000	
Environmental Defense Fund	2,000	
Feminist Majority Foundation	2,000	
Galapagos Conservancy	0	
Gay and Lesbian Alliance Against	2,000	
Global Fund for Women	3,250	
Grassroots International	500	
Greater Yellowstone Coalition	1,000	
Honor the Earth	3,000	
Indian Law Resource Center	2,000	
Medical Students for Choice	3,000	
Mercy Corps	250	
Miami Foundation	500	
Mountain Institute	250	
NARAL Pro Choice America Foun	1,500	
National Center for Lesbian Right	2,000	
National Parks Conservation Assc	500	
Natural Resources Defense Coun	4,000	
Partners in Health	0	

Peaceful Tomorrows	750	
People for the American Way Fou	1,000	
Planned Parenthood Federation o	6,000	
Inuit Circumpolar Council - Alaska	1,000	
Sierra Club Foundation	500	
The American Chestnut Foundatio	1,000	
The 21st Century Foundation	750	
Vermont Natural Resources Coun	500	
Wild Things Unlimited	5,000	
 Total Contributions Paid	 53,000	 53,000
 Expenses		
Investment advisory fees	0	
Investment interest	0	
Fed 2% inv inc excise tax	500	
Other expenses:		
State registration fee	35	
Banking fee		
Account transfer fee		
Legal expenses	0	
 Total Expenses	 535	 535
 Total Expenses and Contributions	 53,535	 53,535
 Excess of Revenues over Contributions and Expenses	 -28,580	 -28,580

Schedule E

Baker Brook Foundation

FY 2011

December 1, 2010 -- November 30, 2011

Statement of Assets and Liabilities

FY 2011 Form 990 PF Part II

	At Market Value	At Book Value	At Donor's Basis
Cash and Cash Equivalent	53,599	53,599	53,599
Less Checks Outstanding	51,000	51,000	51,000
Net Cash due from Unsettled Trades	0	0	0
 Total, Cash Assets	 2,599	 2,599	 2,599
 Corporate Bonds and Mutual Funds	 253,693	 241,504	 241,504
 Equities and Mutual Funds	 447,268	 443,523	 378,398
 Total, All Financial Assets	 703,560	 687,626	 622,501

Schedule F

Baker Brook Foundation
FY 2011

December 1, 2010 – November 30, 2011

Schedule of Corporate Investments

FY 2011 Form 990 PF Part II Lines 1, 10b, 10c

	Book Value	Market Value
Cash and Cash Equivalent	53,599	53,599
Less Checks Outstanding	51,000	51,000
Net Cash due from Unsettled Trades	0	0
 Total, Cash Assets	 2,599	 2,599
 Corporate Bonds (Mutual Funds)	 241,504	 253,693
 Corporate Equities and Stock Mutual Funds	 443,523	 447,268
 Total, All Financial Assets	 687,626	 703,560

Summary of Equity and Mutual Fund Assets:

			Totals	685,027	700,961	
Purch Date	Shares	Company	Basis	Tot Basis	Mkt Price	Mkt Val
Donor stock:						
23-Apr-99	2000 Comverse		32,5625	65,125	6.55	13,100
Acquired Stock and Mutual Funds: (insert below this row)						
Stock	12-Jul-10	1468.649265 Emerg Mkts Stk Idx Adm (VEMAX)	31.99	46,982.09	33.53	49,241
Stock	12-Jul-10	1257.286003 Mid-Cap Index Fund Adm (VIMAX)	74.30	93,416.35	90.60	113,909
Stock	12-Jul-10	502.8837185 Energy Fund Adm (VGELX)	97.35	48,955.73	122.95	61,829
Stock	12-Jul-10	962.5113775 500 Index Fund Adm (VFIAAX)	98.44	94,749.62	115.30	110,982
Stock	12-Jul-10	3476.925885 Intl Value Fund (VTRIX)	27.12	94,294.23	28.25	98,208
Bonds	12-Jul-10	4769.554941 Infl Prot Sec Adm (VAIPX)	25.30	120,669.74	28.12	134,121
Bonds	12-Jul-10	11261.3644 Short Term Inv Gr Adm (VFSUX)	10.73	120,834.44	10.62	119,571

Schedule G

**Baker Brook Foundation
FY 2011**

December 1, 2010 – November 30, 2011

Schedule of Capital Gains and Losses

FY 2011 Form 990 PF Part IV

Purch Date	Shares	Company	Basis	Tot Basis	Sale Date	Sale Price	Sale Cst	Proceeds	Gain/Loss
		(add below this line)							
1-Jul-10	94.452	Emerg Mkts Stk Idx Adm (VEMAX)	32.08	3,029.90	31-Oct-12	34.7100		3,278.43	248.53
1-Jul-10	80.456	Mid-Cap Index Fund Adm (VIMAX)	74.30	5,977.93	31-Oct-12	91.1900		7,336.78	1,358.85
1-Jul-10	32.98	Energy Fund Adm (VGELX)	97.35	3,208.71	31-Oct-12	121.6800		4,010.57	801.86
1-Jul-10	61.57	500 Index Fund Adm (VFIAX)	98.44	6,061.24	31-Oct-12	115.5700		7,115.64	1,054.40
1-Jul-10	227.535	Intl Value Fund (VTRIX)	27.12	6,171.72	31-Oct-12	28.9800		6,593.96	422.24
1-Jul-10	293.501	Infl Prot Sec Adm (VAIPX)	25.30	7,425.49	31-Oct-12	28.0000		8,218.03	792.54
1-Jul-10	696.713	Short Term Inv Gr Adm (VFSUX)	10.73	7,477.32	31-Oct-12	10.7000		7,454.83	-22.49
		(add above this line)							

(add above this line)

Schedule H

Baker Brook Foundation

FY 2011

December 1, 2010 – November 30, 2011

Schedule of Grants and Contributions Paid

FY 2011 Form 990 PF Part XV line 3a

<u>Name of Organization</u>	<u>Relnshp to mgr or contributor</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
AIDS Action Committee of MA 294 Washington Street Boston, MA 02108	none	501c(3)	prevent new HIV infections & optimize health of those infected	500
AFS- USA P.O. Box 1857 Merrifield, VA 22116	none	501c(3)	build worldwide understanding	500
The Afghan Women's Mission 260 S. Lake Avenue Pasadena, CA 91101	none	501c(3)	health and education programs for Afghan women	0
Alaska Conservation Foundation 441 West Fifth Avenue, Suite 402 Anchorage, AK 99501	none	501c(3)	protect Alaskan ecosystems	1,000
Americans for Peace Now 1815 H Street, NW Washington, D C 20006	none	501c(3)	respect rights as seek comprehensive political settlement in Mid-East	500
Boston Women's Fund 14 Beacon Street Suite 805 Boston MA 02108	none	501c(3)	women's empowerment grants	500
Casa Myrna Vasquez PO Box 180019 Boston, MA 02118	none	501c(3)	eradicate violence against women and children and work for social justice	500
Central Asia Institute 617 South 5th Avenue Bozeman, MT 59715	none	501c(3)	community-initiated health and education programs	250
Defenders of Wildlife P O Box 1553 Merrifield, VA 22116	none	501c(3)	conserve native wild animals and protect habitats	1,000
Earthjustice 426 17th Street, 6th Floor Oakland, CA 94612	none	501c(3)	protect national parks, wildlife habitat, achieve enviro justice	4,000
Environmental Defense Fund PO Box 5055 Hagerstown, MD 21741	none	501c(3)	protect & defend natural environment & wildlife	2,000

Feminist Majority Foundation 1699 Wilson Boulevard, Suite 801 Arlington, VA 22209	none	501c(3)	empowerment of women and ending Afghan gender apartheid	2,000
Galapagos Conservancy 11150 Fairfax Blvd., Suite 408 Fairfax, VA 22030	none	501c(3)	conservation to ensure ecological integrity of Galapagos Islands ecosystem	0
Gay and Lesbian Alliance Against Defar 5455 Wilshire Boulevard #1500 Los Angeles CA 90036	none	501c(3)	promote and ensure fair, inclusive representation as means to eliminate homophobia	2,000
Global Fund for Women 1375 Sutter Street, Suite 400 San Francisco, CA 94109	none	501c(3)	women's rights organizations worldwide grants	3,250
Grassroots International 179 Boylston Street Boston, MA 02130	none	501c(3)	promote global justice through partnerships with social change organizations	500
Greater Yellowstone Coalition PO Box 1874 Bozeman MT 59771	none	501c(3)	conserve and protect Greater Yellowstone ecosystem	1,000
Honor the Earth 2104 Stevens Avenue South Minneapolis, MN 55404	none	501c(3)	create awareness & support for Native environmental issues & develop resources for sustainable Native communities	3,000
Indian Law Resource Center 602 North Ewing Street Helena MT 58601	none	501c(3)	legal assistance to Native tribes and nations	2,000
Medical Students for Choice PO Box 5632 Montgomery AL 36177	none	501c(3)	ensuring full range of reproductive health care choices	3,000
Mercy Corps Dept. W PO Box 2669 Portland, OR 97208	none	501c(3)	humanitarian relief & development programs	250
Miami Foundation 200 South Biscayne Blvd. Suite 505 Miami, FL 33131	none	501c(3)	supporting Sankofa: Ghana Children's Charitable Foundation to improve educational opportunities	500
Mountain Institute 1828 L St NW Washington, DC 20036	none	501c(3)	advance mountain cultures & preserve mountain environments	250
NARAL Pro Choice America Foundation 1156 Fifteenth St., NW Suite 700 Washington, DC 20005	none	501c(3)	various activities in support of reproductive freedom and choice	1,500

National Center for Lesbian Rights 870 Market Street San Francisco CA 94102	none	501c(3)	advance legal and human rights of lesbian, gay, bisexual, and transgender people	2,000
National Parks Conservation Assc 1300 19th Street, NW Washington, DC 20036	none	501c(3)	protect & enhance national park system	500
Natural Resources Defense Council 40 West 20th St. New York, NY 10011	none	501c(3)	environmental sustainability & justice	4,000
Partners in Health 888 Commonwealth Ave. Boston, MA 02215	none	501c(3)	provide preferential health care options for the poor; Haiti medical care	0
Peaceful Tomorrows 5111 Telegraph #185 Oakland, CA 94609	none	501c(3)	seek peaceful options in search for justice by identifying commonality with other people	750
People for the American Way Foundation 2000 M St , NW Washington, DC 20036	none	501c(3)	affirm respect for diversity & equal justice	1,000
Planned Parenthood Federation of America 434 West 33rd St New York, NY 10001	none	501c(3)	reproductive health care services & education	6,000
Inuit Circumpolar Council - Alaska 3000 C Ctree, Suite N201 Anchorage, AK 99503	none	501c(3)	protect Arctic environment & preserve and develop Inuit culture	1000
Sierra Club Foundation 85 Second Street, Suite 750 San Francisco, CA 94105	none	501c(3)	protect the environment; provide urban children with outdoor environmental opportunities through Inner City Outings	500
The American Chestnut Foundation 469 Main Street PO Box 4044 Bennington VT 05201	none	501c(3)	restore American chestnut trees to Eastern forests	1,000
The 21st Century Foundation 271 West 125th St., Suite 302 New York, New York 10027	none	501c(3)	community recovery & rebuilding following Hurricane Katrina	750
Vermont Natural Resources Council 9 Bailey Avenue Montpelier VT 05602	none	501c(3)	protect Vermont's natural resources and environment	500
Wild Things Unlimited PO Box 1522 Bozeman, MT 59771	none	501c(3)	increase effectiveness of wildlife management	5,000
Total Contributions and Grants Paid				53,000