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

**2011**

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011 or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

Name of foundation <b>THE EDWARD D. BAKER FOUNDATION</b>		A Employer identification number <b>20-1175382</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>395 HAMPTON ROAD</b>	Room/suite	B Telephone number <b>(510) 428-0955</b>
City or town, state, and ZIP code <b>PIEDMONT, CA 94611</b>		C If exemption application is pending, check here <input type="checkbox"/>
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 checked="" type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>1,320,797.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1.	1.		STATEMENT 1
	4 Dividends and interest from securities	42,581.	42,581.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-64,482.			STATEMENT 3
	b Gross sales price for all assets on line 6a <b>283,619.</b>				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	-21,900.	42,582.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees <b>STMT 4</b>	4,759.	0.		0.
	b Accounting fees <b>STMT 5</b>	8,550.	0.		0.
	c Other professional fees				
	17 Interest	146.	0.		0.
	18 Taxes <b>STMT 6</b>	1,228.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses <b>STMT 7</b>	5,144.	4,727.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	19,827.	4,727.		0.
	25 Contributions, gifts, grants paid	106,080.			106,080.
	26 Total expenses and disbursements. Add lines 24 and 25	125,907.	4,727.		106,080.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-147,807.			
	b Net investment income (if negative, enter -0-)		37,855.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II. Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	48,404.	1,047.	1,047.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	280.	1,240.	1,240.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	1,607,428.	1,506,018.	1,318,510.
14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶				
15 Other assets (describe ▶ )				
16 Total assets (to be completed by all filers)	1,656,112.	1,508,305.	1,320,797.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 28 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,656,112.	1,508,305.	
30 Total net assets or fund balances	1,656,112.	1,508,305.		
31 Total liabilities and net assets/fund balances	1,656,112.	1,508,305.		

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	1,656,112.
2 Enter amount from Part I, line 27a	2	-147,807.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,508,305.
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	1,508,305.

**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 SEE ATTACHED STATEMENTS			
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 283,619.		327,310.	-43,691.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
(i) 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			-43,691.

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	-43,691.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	137,500.	1,462,401.	.094023
2009	217,732.	1,444,714.	.150709
2008	240,495.	1,846,772.	.130225
2007	251,768.	2,216,538.	.113586
2006	273,990.	2,455,160.	.111598

2 Total of line 1, column (d)	2	.600141
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	.120028
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,438,286.
5 Multiply line 4 by line 3	5	172,635.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	379.
7 Add lines 5 and 6	7	173,014.
8 Enter qualifying distributions from Part XII, line 4	8	106,080.

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)		
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	1	757.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	757.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	757.
6	Credits/Payments.		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,240.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,240.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	483.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 483. Refunded <input type="checkbox"/> 0.	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3	X	
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

**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		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>EDWARD D. BAKER III</u> Telephone no ▶ <u>(510) 428-0955</u> Located at ▶ <u>395 HAMPTON ROAD, PIEDMONT, CA</u> ZIP+4 ▶ <u>94611</u>			
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 ▶ <u>15</u> <u>N/A</u>			
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 X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ▶ <input type="checkbox"/>	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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870. X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROSEMARY BOCCIO BAKER 395 HAMPTON ROAD PIEDMONT, CA 94611	PRESIDENT 0.50	0.	0.	0.
EDWARD D. BAKER III 395 HAMPTON ROAD PIEDMONT, CA 94611	CHIEF FINANCIAL OFFICER 2.00	0.	0.	0.
EDWARD D. BAKER III 395 HAMPTON ROAD PIEDMONT, CA 94611	SECRETARY 0.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

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

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,296,906.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	11,522.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	151,761.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,460,189.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,460,189.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	21,903.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,438,286.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	71,914.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	71,914.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	757.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	757.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	71,157.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	71,157.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	71,157.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	106,080.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	106,080.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	106,080.

**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				71,157.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	81,350.			
b From 2007	142,585.			
c From 2008	149,166.			
d From 2009	146,030.			
e From 2010	137,500.			
f Total of lines 3a through e	656,631.			
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ \$ 106,080.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	106,080.			
d Applied to 2011 distributable amount				0.
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))	71,157.			71,157.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	691,554.			
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 instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	10,193.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	681,361.			
10 Analysis of line 9:				
a Excess from 2007	142,585.			
b Excess from 2008	149,166.			
c Excess from 2009	146,030.			
d Excess from 2010	137,500.			
e Excess from 2011	106,080.			

\*\* SEE STATEMENT 10

Form 990-PF (2011)



**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
<b>a Paid during the year</b>				
AMERICAN FRIENDS OF THE BRITISH MUSEUM 6 WEST 48TH STREET, 10TH FLOOR NEW YORK, NY 10036	N/A	PUBLIC	PROMOTE THE FINE ARTS	4,830.
AMERICAN FRIENDS OF THE TRASIMENO MUSIC FESTIVAL, INC. 767 THIRD AVENUE NEW YORK, NY 10017	N/A	PUBLIC	SUPPORT THE FINE AND PERFORMING ARTS	1,250.
CAP AMERICA KING STREET STATION, 1800 DIAGONAL ROAD, STE 150 ALEXANDRIA, VA 22314-2840	N/A	PUBLIC	SUPPORT MUSIC AND THE ARTS	3,000.
CORPORATION OF FINE ARTS MUSEUMS 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO, CA 94118	N/A	PUBLIC	PROMOTE THE FINE AND PERFORMING ARTS	35,000.
SAN FRANCISCO OPERA ASSOCIATION 301 VAN NESS AVENUE SAN FRANCISCO, CA 94102	N/A	PUBLIC	PROMOTE THE FINE AND PERFORMING ARTS	20,000.
<b>Total SEE CONTINUATION SHEET(S)</b>				<b>▶ 3a 106,080.</b>
<b>b Approved for future payment</b>				
<b>NONE</b>				
<b>Total</b>				<b>▶ 3b 0.</b>







THE EDWARD D. BAKER FOUNDATION

**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 71 ISHARES INC MSCI JAPAN INDEX FD	P	12/30/10	09/26/11
b 93 ISHARES INC MSCI JAPAN INDEX FD	P	06/28/11	09/26/11
c 2,232.226 LORD ABBET FLOATING RATE A	P	11/09/10	04/20/11
d 160.133 LORD ABBET FLOATING RATE A	P	11/09/10	05/16/11
e 309.498 LORD ABBET FLOATING RATE A	P	11/09/10	05/27/11
f 3,205.689 LORD ABBET FLOATING RATE A	P	11/09/10	06/02/11
g 535.321 LORD ABBET FLOATING RATE A	P	11/09/10	06/06/11
h 1,076.991 LORD ABBET FLOATING RATE A	P	11/09/10	06/28/11
i 6,800 ISHARES INC MSCI JAPAN INDEX FD	P	06/06/07	09/26/11
j 3,600 ISHARES INC MSCI JAPAN INDEX FD	P	10/24/07	09/26/11
k 54 ISHARES INC MSCI JAPAN INDEX FD	P	06/29/09	09/26/11
l 93 ISHARES INC MSCI JAPAN INDEX FD	P	12/31/09	09/26/11
m 77 ISHARES INC MSCI JAPAN INDEX FD	P	06/29/10	09/26/11
n 2,125 ISHARES INC MSCI EMERGING MARKETS INDEX FD	P	06/06/07	07/26/11
o 1,111.694 LORD ABBET FLOATING RATE A	P	11/09/10	12/07/11

(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 652.		775.	-123.
b 854.		940.	-86.
c 21,000.		21,319.	-319.
d 1,500.		1,529.	-29.
e 2,895.		2,956.	-61.
f 30,000.		30,616.	-616.
g 5,000.		5,113.	-113.
h 10,000.		10,286.	-286.
i 62,436.		100,326.	-37,890.
j 33,054.		50,161.	-17,107.
k 496.		514.	-18.
l 854.		913.	-59.
m 707.		718.	-11.
n 98,955.		90,527.	8,428.
o 10,000.		10,617.	-617.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-123.
b			-86.
c			-319.
d			-29.
e			-61.
f			-616.
g			-113.
h			-286.
i			-37,890.
j			-17,107.
k			-18.
l			-59.
m			-11.
n			8,428.
o			-617.

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
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

**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		(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
		P - Purchase	D - Donation		
1a	<b>CAPITAL GAINS DIVIDENDS</b>				
b					
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					

	(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	5,216.			5,216.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
(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			5,216.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	-43,691.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
RMA MONEY MARKET PORTFOLIO	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST INCOME THROUGH MISSION VENTURES AFFILIATES III LP	83.	0.	83.
ISHARES MSCI EMERGING MARKETS INDEX FUND	3,399.	0.	3,399.
ISHARES MSCI JAPAN INDEX FUND	944.	0.	944.
LORD ABBET FLOATING RATE FUND A	4,377.	0.	4,377.
PIONEER GLOBAL HIGH YIELD C	1,252.	0.	1,252.
PRINCIPAL HIGH YIELD FUND C	16,048.	5,216.	10,832.
SPDR S&P 500 EFT TR (FORMERLY S&P DEPT RCPTS UNIT SER 1 (SPDR TR))	8,995.	0.	8,995.
VANGUARD INTL EQUITY EURO ETF	12,699.	0.	12,699.
TOTAL TO FM 990-PF, PART I, LN 4	47,797.	5,216.	42,581.

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FORM 990-PF                      GAIN OR (LOSS) FROM SALE OF ASSETS                      STATEMENT    3

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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
71 ISHARES INC MSCI JAPAN INDEX FD	652.	775.	0.	0.	-123.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
93 ISHARES INC MSCI JAPAN INDEX FD	854.	940.	0.	0.	-86.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,232.226 LORD ABBET FLOATING RATE A	21,000.	21,319.	0.	0.	-319.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
160.133 LORD ABBET FLOATING RATE A	1,500.	1,529.	0.	0.	-29.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
309.498 LORD ABBET FLOATING RATE A	2,895.	2,956.	0.	0.	-61.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,205.689 LORD ABBET FLOATING RATE A	30,000.	30,616.	0.	0.	-616.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
535.321 LORD ABBET FLOATING RATE A	PURCHASED	11/09/10	06/06/11	5,000.	5,113.	0.	0.	-113.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,076.991 LORD ABBET FLOATING RATE A	PURCHASED	11/09/10	06/28/11	10,000.	10,286.	0.	0.	-286.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,800 ISHARES INC MSCI JAPAN INDEX FD	PURCHASED	06/06/07	09/26/11	62,436.	100,326.	0.	0.	-37,890.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,600 ISHARES INC MSCI JAPAN INDEX FD	PURCHASED	10/24/07	09/26/11	33,054.	50,161.	0.	0.	-17,107.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
54 ISHARES INC MSCI JAPAN INDEX FD	PURCHASED	06/29/09	09/26/11	496.	514.	0.	0.	-18.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
93 ISHARES INC MSCI JAPAN INDEX FD	PURCHASED	12/31/09	09/26/11	854.	913.	0.	0.	-59.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
77 ISHARES INC MSCI JAPAN INDEX FD	PURCHASED	06/29/10	09/26/11	707.	718.	0.	0.	-11.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,125 ISHARES INC MSCI EMERGING MARKETS INDEX FD	PURCHASED	06/06/07	07/26/11	98,955.	90,527.	0.	0.	8,428.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,111.694 LORD ABBET FLOATING RATE A	PURCHASED	11/09/10	12/07/11	10,000.	10,617.	0.	0.	-617.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM LOSS THROUGH MISSION VENTURES AFFILIATES III, LP			PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	0.	2,743.	0.	0.	-2,743.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM LOSS THROUGH MISSION VENTURES AFFILIATES III, LP			PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	0.	18,048.	0.	0.	-18,048.

NET GAIN OR LOSS FROM SALE OF ASSETS	-69,698.
CAPITAL GAINS DIVIDENDS FROM PART IV	5,216.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-64,482.

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,759.	0.		0.
TO FM 990-PF, PG 1, LN 16A	4,759.	0.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,550.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	8,550.	0.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL	1,218.	0.		0.
STATE	10.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,228.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE REGISTRY OF CHARITABLE TRUSTS	25.	0.		0.
INVESTMENT EXPENSES THROUGH MISSION VENTURES AFFILIATES III LP	4,727.	4,727.		0.
CALIFORNIA SECRETARY OF STATE FEES	380.	0.		0.
BROKER FEE	12.	0.		0.
TO FORM 990-PF, PG 1, LN 23	5,144.	4,727.		0.

FOOTNOTES	STATEMENT 8
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STATEMENT REGARDING FORM 990-PF, PART VII-A, LINE 3:

ON JUNE 1, 2011, THE ARTICLES OF INCORPORATION WERE AMENDED AND RESTATED. THE NAME OF THE CORPORATION WAS CHANGED TO THE EDWARD D. BAKER FOUNDATION (FORMERLY THE EDWARD AND ROSEMARY BAKER FAMILY FOUNDATION.)

A CONFORMED COPY OF THE AMENDED AND RESTATED ARTICLES OF INCORPORATION IS ATTACHED TO THIS RETURN.

A0716504

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

JUL -1 2011

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF

THE EDWARD AND ROSEMARY BAKER FAMILY FOUNDATION

The undersigned, Rosemary Boccio Baker and Edward D Baker, III, hereby certify that

1 They are the duly elected and acting President and Secretary, respectively, of The Edward and Rosemary Baker Family Foundation a California nonprofit public benefit corporation


2 The Articles of Incorporation of the corporation shall be amended and restated to read in full as set forth in Exhibit A attached hereto and made a part hereof by this reference

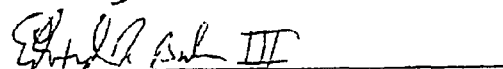
3 The foregoing amendment has been approved by the Board of Directors of the corporation

4 The corporation has no members

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge

Dated June 1 2011

  
\_\_\_\_\_  
Rosemary Boccio Baker, President

  
\_\_\_\_\_  
Edward D Baker, III, Secretary

**EXHIBIT A**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**THE EDWARD AND ROSEMARY BAKER FAMILY FOUNDATION**

**ARTICLE I**

The name of this corporation is **EDWARD D. BAKER FOUNDATION.**

**ARTICLE II**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation law for charitable purposes.

**ARTICLE III**

The specific and primary purpose for which this corporation is formed is to engage exclusively in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as well as to employ staff, receive contributions and administer the funds necessary to achieve this aim and purpose.

In addition to the specific and primary purpose for which it is formed, this corporation is formed for and shall have all other purposes allowed to corporations, and this corporation shall have and may exercise, subject to the provisions of these Articles, all powers now or hereafter conferred upon or permitted to nonprofit corporations by the laws of the State of California; provided, however, that this corporation shall not engage in any activities or exercise any powers that are not restricted to the furtherance of charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV**

This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles or the Bylaws, this corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on lobbying or propaganda, or otherwise attempting to influence legislation, and the corporation shall

not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office

#### ARTICLE V

The property of this corporation is irrevocably dedicated to the purposes set forth in Article IV and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

#### ARTICLE VI

This corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. Further, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

#### ARTICLE VII

Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of California.

#### ARTICLE VIII

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of California shall be deemed to refer to the laws of the State of California as now in force or hereafter amended.

#### ARTICLE IX

Upon the winding up and dissolution of this corporation, after the payment or adequate provision for the payment of all of its debts and liabilities, all of the remaining funds, assets and properties, or proceeds of sale thereof, of this corporation shall be distributed to one or more nonprofit funds, foundations or corporations which are organized and operated exclusively for charitable or educational purposes and which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MISSION VENTURES AFFILIATES III LP	COST	141,808.	151,761.
SECURITIES HELD AT UBS	COST	1,364,210.	1,166,749.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,506,018.	1,318,510.

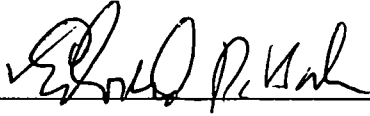
FORM 990-PF

ELECTION UNDER REGULATIONS SECTION  
53.4942(A)-3(D)(2) TO TREAT  
EXCESS QUALIFYING DISTRIBUTIONS  
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 10

PURSUANT TO IRC SECTION 4942(H)(2) AND REGULATION 53.4942(A)-3(D)(2),  
THE EDWARD D. BAKER FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR  
QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX  
YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

SIGNED:



NAME AND TITLE:

Edward D. Baker, Treasurer

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

EDWARD D. BAKER III  
395 HAMPTON ROAD  
PIEDMONT, CA 94611

TELEPHONE NUMBER

(510) 594-8064

FORM AND CONTENT OF APPLICATIONS

WRITTEN INFORMATION REGARDING PURPOSES OF ORGANIZATION

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

AWARDS MAY BE MADE TO PROVIDE FINANCIAL SUPPORT TO QUALIFYING CHARITABLE ORGANIZATIONS, THAT ARE TAX-EXEMPT AND NOT PRIVATE FOUNDATIONS, THAT ENHANCE THE EDUCATION AND WELFARE OF CHILDREN, SUPPORT OR PERFORM RESEARCH IN THE MATHEMATICAL SCIENCES, PROVIDE MEDICAL CARE AND SUPPORT OR PERFORM MEDICAL RESEARCH, PROMOTE THE FINE AND PERFORMING ARTS, PROVIDE CARE FOR ANIMALS AND PROMOTE THE HEALTH AND WELFARE OF ANIMALS, OR FUND OTHER PROJECTS THAT ARE CONSISTENT WITH THE FOUNDATION'S GENERAL CHARITABLE PURPOSES.



I hereby certify that the foregoing  
 transcript of \_\_\_\_\_ papers,  
 is a full, true and correct copy of the  
 original record in the custody of the  
 Commonwealth Secretary of State's office

1901 - 1 70

Date: \_\_\_\_\_

*John Bowen*  
 JOHN BOWEN Secretary of State

✓