Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning JUN 1, 2011 **, and ending** MAY 31, 2012

Name of foundation: The Elinor Patterson Baker Foundation

A Employer identification number: 06-6276403

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

Room/suite:

B Telephone number: (203)869-1200

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 38,099,837.

J Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify) ____
(Part I, column (d) must be on cash basis.)

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

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Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc , received			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	920,818.	920,818.		Statement 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	3,178,248.			
b	Gross sales price for all assets on line 6a 20,662,701.				
7	Capital gain net income (from Part IV, line 2)		3,178,248.		
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	4,099,066.	4,099,066.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	352,559.	141,024.		211,535.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees Stmt 2	40,282.	20,141.		20,141.
b	Accounting fees				
c	Other professional fees				
17	Interest				
18	Taxes Stmt 3	3,671.	2,073.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	1,034.	0.		1,034.
22	Printing and publications				
23	Other expenses Stmt 4	2,962.	862.		2,100.
24	**Total operating and administrative expenses.** Add lines 13 through 23	400,508.	164,100.		234,810.
25	Contributions, gifts, grants paid	2,107,335.			2,107,335.
26	**Total expenses and disbursements.** Add lines 24 and 25	2,507,843.	164,100.		2,342,145.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	1,591,223.			
b	**Net investment income** (if negative, enter -0-)		3,934,966.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

2

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	411,541.	410,994.	410,994.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S. and state government obligations			
	b	Investments - corporate stock Stmt 5	20,662,365.	16,967,874.	22,048,967.
	c	Investments - corporate bonds Stmt 6	4,087,886.	3,590,033.	3,920,987.
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 7	7,139,561.	12,923,675.	11,718,889.
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	32,301,353.	33,892,576.	38,099,837.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	32,301,353.	33,892,576.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	32,301,353.	33,892,576.	
	31	**Total liabilities and net assets/fund balances**	32,301,353.	33,892,576.	

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	32,301,353.
2	Enter amount from Part I, line 27a	2	1,591,223.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	33,892,576.
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	33,892,576.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	Publicly Traded Securities	P		
b	Capital Gains Dividends			
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	20,391,876.		17,484,453.	2,907,423.
b	270,825.			270,825.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) 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				2,907,423.
b				270,825.
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 3,178,248.

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	2,053,395.	39,068,144.	.052559
2009	1,529,987.	35,794,214.	.042744
2008	1,880,497.	33,718,569.	.055770
2007	2,257,914.	47,265,581.	.047771
2006	1,810,278.	45,557,724.	.039736

2	Total of line 1, column (d)	2	.238580
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	.047716
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	38,988,467.
5	Multiply line 4 by line 3	5	1,860,374.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	39,350.
7	Add lines 5 and 6	7	1,899,724.
8	Enter qualifying distributions from Part XII, line 4	8	2,342,145.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	39,350.
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	39,350.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	39,350.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a		
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	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	456.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	39,806.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ — **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Bank of NY Mellon - E.T. Bianco Telephone no ▶ (203)869-3000

Located at ▶ 10 Mason Street, Greenwich, CT ZIP+4 ▶ 06830

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** | | X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BNY Mellon, N.A. 10 Mason Street Greenwich, CT 06830	Trustee 40.00	352,559.	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	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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12-02-11

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	38,894,542.
	b	Average of monthly cash balances			1b	687,658.
	c	Fair market value of all other assets			1c	
	d	**Total** (add lines 1a, b, and c)			1d	39,582,200.
	e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2		Acquisition indebtedness applicable to line 1 assets			2	0.
3		Subtract line 2 from line 1d			3	39,582,200.
4		Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	593,733.
5		**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	38,988,467.
6		**Minimum investment return.** Enter 5% of line 5			6	1,949,423.

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

1		Minimum investment return from Part X, line 6			1	1,949,423.
2a		Tax on investment income for 2011 from Part VI, line 5	2a	39,350.		
	b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
	c	Add lines 2a and 2b			2c	39,350.
3		Distributable amount before adjustments Subtract line 2c from line 1			3	1,910,073.
4		Recoveries of amounts treated as qualifying distributions			4	0.
5		Add lines 3 and 4			5	1,910,073.
6		Deduction from distributable amount (see instructions)			6	0.
7		**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,910,073.

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	2,342,145.
	b	Program-related investments - total from Part IX-B	1b	0.
2		Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3		Amounts set aside for specific charitable projects that satisfy the		
	a	Suitability test (prior IRS approval required)	3a	
	b	Cash distribution test (attach the required schedule)	3b	
4		**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,342,145.
5		Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	39,350.
6		**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,302,795.

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.

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12-02-11

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				1,910,073.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			545,330.	
b Total for prior years: ____, ____, ____		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 ▶ $ 2,342,145.				
a Applied to 2010, but not more than line 2a			545,330.	
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				1,796,815.
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 instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				113,258.
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	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) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon. a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

None

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

None

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

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

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

BNY Mellon, N.A., Trustee of the ELINOR PATTERSON BAKER TRUST FUND

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

See Copy of Information Form which is attached

c Any submission deadlines:

None

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

See attached Schedule

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Schedule Attached	None	All 509(a)(1) or 509(a)(2)	All for unrestricted, general charitable purposes	2,107,335.
Total			▶ 3a	2,107,335.
b *Approved for future payment* None				
Total			▶ 3b	0.

Form **990-PF** (2011)

123611 12-02-11

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	920,818.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	3,178,248.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		4,099,066.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 4,099,066.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

123621
12-02-11

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		NOT APPLICABLE	

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ BNY Mellon NA By: Nancy H. Bassett VP | 9/6/12 ▶ Vice President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
Albert C. Rua				P00465056

Firm's name ▶ Cummings & Lockwood LLC

Firm's EIN ▶ 06-0312590

Firm's address ▶ PO Box 2505
Greenwich, CT 06836

Phone no 203-869-1200

Form **990-PF** (2011)

123622
12-02-11

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BNY Mellon, N.A.	1,191,643.	270,825.	920,818.
Total to Fm 990-PF, Part I, ln 4	1,191,643.	270,825.	920,818.

Form 990-PF Legal Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Cummings & Lockwood LLC, tax, legal and accounting services	40,282.	20,141.		20,141.
To Fm 990-PF, Pg 1, ln 16a	40,282.	20,141.		20,141.

Form 990-PF Taxes Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign income taxes withheld at source	2,073.	2,073.		0.
U.S. Treasury, Excise Tax	1,598.	0.		0.
To Form 990-PF, Pg 1, ln 18	3,671.	2,073.		0.

Form 990-PF Other Expenses Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Treasurer State of CT, probate court fees	862.	862.		0.
Animal Grantmakers, membership dues	2,100.	0.		2,100.
To Form 990-PF, Pg 1, ln 23	2,962.	862.		2,100.

Form 990-PF Corporate Stock Statement 5

Description	Book Value	Fair Market Value
Schedule Attached	16,967,874.	22,048,967.
Total to Form 990-PF, Part II, line 10b	16,967,874.	22,048,967.

Form 990-PF Corporate Bonds Statement 6

Description	Book Value	Fair Market Value
Schedule Attached	3,590,033.	3,920,987.
Total to Form 990-PF, Part II, line 10c	3,590,033.	3,920,987.

Form 990-PF Other Investments Statement 7

Description	Valuation Method	Book Value	Fair Market Value
Schedule Attached	COST	12,923,675.	11,718,889.
Total to Form 990-PF, Part II, line 13		12,923,675.	11,718,889.

ELINOR PATTERSON BAKER TRUST
INFORMATION FORM

RETURN TO:

Ms. Ann Panoli
BNY Mellon, Trustee
Elinor Patterson Baker Trust
10 Mason Street
Greenwich, CT 06830

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

Animal Protection
- ☐ Shelter
- ☐ Non-shelter
- ☐ Animal Care, Rescue, Spay/Neuter
- ☐ Wildlife Conservation
- ☐ Habitat & Environmental Protection

B. Organization Address and Contact Details:

NO GRANTS WILL BE AWARDED IF THIS SECTION IS NOT COMPLETED

Official Organization Name ______________________
(As listed with the IRS)

Location - City, State: ______________________

Contact Person: ______________________

Telephone Number: ______________________

Email: ______________________

Website: ______________________

EIN: ______________________

Date of Incorporation: ______________________

Operating Budget: ______________________

Board Size: __________ # of Meetings: __________

Paid Employees: Full Time: __________ Part Time: __________

Volunteers: ______________________

Number of Animals Handled: ______________________

Number Adopted/Reclaimed: ______________________

For Office use only:

Previous Grant:	Date:	Previous Grant:	Date:

Rev: 5.1.09

C. Organization Goals and Objectives:

NO GRANTS WILL BE AWARDED IF THIS SECTION IS NOT COMPLETED

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

(1)

(2)

(3)

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

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

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

D. Basic Organizational Information:

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

Number of Executive Committee Meetings last year: ____________________

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

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

Date of last meeting: ____________________

E. Financial Information:

Previous year income: ____________________ Previous year expenses: ____________________

Previous Year-end Endowment market value:____________________

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

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

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

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

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

2. Please complete the table below for **Calendar Year:** ________________

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

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

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

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

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

____

____

7. What are your adoption fees?

	Adults	Puppies/Kittens
DOGS		
CATS		

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

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

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

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

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

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

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

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

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

G. Please provide the following information:

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

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

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

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

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

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

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

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

   ____

   ____

   ____

PLEASE SUBMIT THE FOLLOWING INFORMATION WITH THIS APPLICATION:

a. Current or proposed budget for next year;

b. IRS determination Letter or Letters stating that the IRS currently recognizes your organization as a 501(c)(3) tax exempt entity and currently classifies it as either: (A) an organization that is not a private foundation because it is described in Section 509(a)(1) or (2) of the Internal Revenue Code of 1986, as amended (the "Code"), or (B) a special type of private operating foundation, known as an "exempt operating foundation", that is described in Code Section 4940(d)(2).

c. The enclosed Letter Concerning Tax Status signed by an officer of your organization confirming that your organization has the requisite federal tax status and is organized in a jurisdiction that does not impose death taxes or dispositions made to the organization.

d. Photographs or snapshot of shelter (if applicable), principal publications and/or most recent annual report.

All of the above items must be returned together with this completed information form for consideration. The information you provide will greatly assist the Trustee in making distributions of funds provided through the Will of Elinor Patterson Baker. ***Incomplete grant proposals will not be reviewed.***

Verification of Information Form:

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

____

FORM OF LETTER CONCERNING TAX STATUS

BNY Mellon N. A.
Trustee under Article TENTH II of Will
Of Elinor P. Baker, deceased
10 Mason Street
Greenwich, CT 06830

Attention: Ann Panoli

Dear Sirs:

The undersigned is ____
(Title)

Of ____
(Name of Organization)

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

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

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

Very truly yours,

____
Signature

____
Print Name

Addison County Humane Society, Inc., 236 Boardman St, Middlebury, VT	5,000.00
Alabama Wildlife Center, 100 Terrace Dr, Oak Mtn St Park, Pelham, AL	10,000.00
Albemarle SPCA, PO Box 7047, Charlottesville, VA	15,000.00
Alliance for Contraception in Cats & Dogs, 14245 NW Belle Court, Portland, OR	10,000.00
Americans for Oxford	
Animal Friends of Jeff Davis County, PO Box 1156, Fort Davis, TX	5,000.00
Animal Humane Association of New Mexico, 615 Virginia St, Albuquerque, NM	10,000.00
Animal Humane Society, 845 Meadow Lane N, Minneapolis, MN	15,000.00
Animal Rescue Coalition, 47 S Palm Avenue, Sarasota, FL	10,000.00
Animal Rescue Fund of the Hamptons Inc, PO Box 901, Wainscott, NY	2,300.00
Animal Rescue League of NH, 223 East Main Street, Conway, NH	5,000.00
Animal Rescue League of Southern Rhode Island, PO Box 458, Wakefield, RI	5,000.00
Animal Welfare League, 10305 Southwest Hwy, Chicago Ridge, IL	10,000.00
Animal Welfare League of Arlington VA Inc, 2650 S Arlington Mill Drive, Arlington, VA	20,000.00
Arizona Humane Society, 1521 W Dobbins Road, Phoenix, AZ	10,000.00
Beartooth Humane Alliance, PO Box 2333, Red Lodge, MT	1,000.00
Bangor Humane Society, 693 Mount Hope Avenue, Bangor, ME	10,000.00
Bennington Co. Humane Society, 6879 Vermont Rte 7A, Shaftsbury, VT	5,000.00
Bide-A-Wee Home Association, 410 East 38th Street, New York, NY	2,300.00
Blue Ridge Wildlife Center, PO Box 326, Millwood, VA	5,000.00
Bobbi and the Strays, Inc, 107-57 100th Street, Ozone Park, NY	10,000.00
Boggs Mountain Humane Shelter, Inc, PO Box 249, Tiger, GA	5,000.00
Broome County Humane Society and Relief Association, 2 Jackson St, Binghamton, NY	15,000.00
Buffalo Field Campaign, PO Box 957, West Yellowstone, MT	20,000.00
Capital Area Humane Society, 7095 W Grand River Ave, Lansing, MI	10,000.00
Catales Incorporated, PO Box 901, Middletown, CT	500.00
Chenango County SPCA, 6160 County Road 32, Norwich, NY	4,000.00
Chester County SPCA, 1212 Phoenixville Pike, West Chester, PA	10,000.00
Colorado Animal Rescue, 2801 County Rd 114, Glenwood Springs, CO	5,000.00
Conservancy of Southwest Florida Inc, 1450 Merrihue Drive, Naples, FL	10,000.00
Conservation NW, 1208 Bay St, Suite 201, Bellingham, WA	15,000.00
CSRA Humane Society Inc, PO Box 14667, Augusta, GA	5,000.00
Delta County Citizens for Animal Welfare & Shelter, PO Box 1736, Paonia, CO	5,000.00
Erie County SPCA, 205 Ensminger Road, Tonawanda, NY	10,000.00
Fauna& Flora International, Inc, 1720 N Street, NW, Washington, DC	30,000.00
Foothills Humane Society, 989 Little Mountain Rd, Columbus, NC	5,000.00
Fort Collins Cat Rescue & Spay/Neuter Clinic, 2321 E Mulberry St, Ste 8, Fort Collins, CO	5,000.00
Friends of Animal Care & Control, 16 W Camelback Rd, Phoenix, AZ	10,000.00
Friends of the Canyon County Animal Shelter Inc, PO Box 1447, Caldwell, ID	15,000.00

Friends of the Shelter Inc, 870 Kootenai Cut Off Rd, Ponderay, ID	10,000.00
Furkids, 2650 Pleasantdale Road, Atlanta, GA	5,000.00
Genesee County Humane Society, G3325 S Dort Hwy, Burton, MI	10,000.00
Georgia SPCA, 1175 Highway 23 NW, Suwanee, GA	5,000.00
Greater New Haven Cat Project Inc, PO Box 1432, New Haven, CT	685.00
Greenwood Wildlife Rehabilitation Center, PO Box 18987, Boulder, CO	15,000.00
Homeless Animals Rescue Team Inc, PO Box 7261, Fairfax Station, VA	10,000.00
Humane Society of Austin & Travis County, 124 W Anderson lane, Austin, TX	5,000.00
Humane Society of Boulder Valley, Inc, 2323 55th Street, Boulder, CO	20,000.00
Humane Society of Elkhart County Inc, 54687 County Road 19, Bristol, IN	10,000.00
Humane Society of Etowah County, 4200 Brooke Avenue, Gadsden, AL	5,000.00
Humane Society of Harrisburg Area, 7790 Grayson Rd, Harrisburg, PA	10,000.00
Humane Society of Indianapolis Inc, 7929 N Michigan Rd, Indianapolis, IN	10,000.00
Humane Society of Lebanon Co, 150 N Ramona Rd, Myerstown, PA	2,500.00
Humane Society of Lincoln County, PO Box 37, Fayetteville, TN	2,500.00
Humane Society of Montgomery County Inc, PO Box 287, Christiansburg, VA	2,500.00
Humane Society of Rochester & Monroe County PCA, Inc., 99 Victor Road, Fairport, NY	20,000.00
Humane Society of Manatee County, Inc, 2515 14th Street W, Bradenton, FL	10,000.00
Humane Society of San Antonio, 4804 Fredericksburg Road, San Antonio, TX	10,000.00
Humane Society of Southern Arizona, 3450 N Kelvin Blvd, Tucson, AZ	10,000.00
Humane Society of Pikes Peak Region, 610 Abbott Lane, Colorado Springs, CO	15,000.00
Humane Society of Taos, Inc, PO Box 622, Taos, NM	5,000 00
Humane Society of the United States, 2100 L Street NW, Washington, DC	175,000.00
Humane Society of the United States, 2100 L Street NW, Washington, DC	175,000.00
Humane Society of the United States, 700 Professional Dr, Gaithersburg, MD	175,000.00
Humane Society of the United States, 700 Professional Dr, Gaithersburg, MD	175,000.00
Humane Society of Western Montana, PO Box 1059, Missoula, MT	5,000.00
Humane Society of Wickenburg, PO Box 147, Wickenburg, AZ	2,500.00
Idaho Humane Society Inc, 4775 W Dorman Street, Boise, ID	25,000.00
International Fund for Animal Welfare Inc, 411 Main Street, Yarmouth, MA	25,000.00
Kaufman County Animal Awareness Project, 102 E Trunk St, Crandall, TX	15,000.00
Kentucky Humane Society, 241 Steedly Drive, Louisville, KY	12,000.00
Lewis & Clark Humane Society, 2112 E Custer Ave, Helena, MT	5,000.00
Liberty Humane Society Inc, PO Box 3766, Jersey City, NJ	10,000.00
Lighthawk, PO Box 653, Lander, WY	10,000.00
Lowell Humane Society, 951 Broadway Street, Lowell, MA	5,000.00
Marin Humane Society, 171 Bel Marin Keys Blvd, Novato, CA	10,000.00
Marine Mammal Stranding Center, 3625 Atlantic Brigantine Blvd, Brigantine, NJ	15,000.00
Massachusetts Society for the Prevention of Cruelty to Animals, 350 South Huntington Ave, Boston, MA	20,000.00
McDowell Sonoran Conservancy, 16435 N Scottsdale Rd #110, Scottsdale, AZ	2,500.00
McPaws Inc, PO Box 1375, McCall, ID	5,000.00

Merrimack River Feline Rescue Society Inc, 63 Elm Street, Salisbury, MA	5,000 00
Michigan Humane Society, 30300 Telegraph Rd, Ste 220, Bingham Farms, MI	25,000.00
Monadnock Humane Society, 101 W Swanzey Rd, Swanzey, NH	5,000.00
Monmouth County SPCA, 260 Wall St, Eatontown, NJ	5,000.00
Nevada Humane Society, 2825 Longley Lane, Reno, NV	10,000.00
New Rochelle Humane Society, 70 Portman Road, New Rochelle, NY	5,000.00
Pacific Marine Mammal Center, 20612 Laguna Canyon Rd, Laguna Beach, CA	5,000 00
Paws of Jackson Hole, PO Box 13033, Jackson, WY	5,000.00
Paws of Lynnwood, 15305 44th Avenue West, Lynnwood, WA	10,000.00
Pennsylvania SPCA, 350 E Erie Ave, Philadelphia, PA	20,000.00
People for Animals, 401 Hillside Avenue, Hillside, NJ	10,000.00
People for Pets-Magic Valley Humane Society Inc, PO Box 1163, Twin Falls, ID	10,000.00
People Promoting Animal Welfare, PO Box 68, Greenback, TN	5,000.00
Point Reyes Bird Observatory, 3820 Cypress Dr. #11, Petaluma, CA	50,000.00
Portsmouth Humane Society, Inc., 2704 Frederick Blvd, Portsmouth, VA	5,000.00
Project Pet Inc, PO Box 1777, Columbia, SC	10,000.00
Providence Animal Rescue League, 34 Elbow Street, Providence, RI	5,000.00
Ridgefield Operation for Animal Rescue, 45 South St, Ridgefield, CT	2,500.00
RI Society for the Prevention of Cruelty to Animals, 186 Amaral St, Riverside, RI	10,000.00
River City Community Animal Hospital Inc, 6670 Bowden Rd, Jacksonville, FL	5,000.00
Rocky Mountain Raptor Program, 2519 S Shields St 115, Fort Collins, CO	10,000.00
Rogue Valley Humane Society, PO Box 951, Grants Pass, OR	5,000.00
Rondout Valley Animals For Adoption Inc, 4628 Route 209, Accord, NY	5,000.00
Sacramento SPCA, 6201 Florin Perkins Road, Sacramento, CA	10,000.00
Salem Animal Rescue League, 4 Sarl Drive, Salem, NH	5,000.00
Santa Maria Valley Humane Society, 751 Black Road, Santa Maria, CA	5,000.00
Schuylkill Center for Environmental Education, 8480 Hagy's Mill Rd, Philadelphia, PA	25,000.00
Science & Conservation Center, 2100 S Shiloh Rd, Billings, MT	10,000.00
Sea Turtle Conservancy, 4424 NW 13th St, Gainsville, FL	25,000.00
Shelter Outreach Services of Ohio, 691 E Dublin Granville Rd, Columbus, OH	5,000.00
Sound Waters Inc, 1281 Cove Road, Stamford, CT	10,000.00
South Central Spay and Neuter Clinic Inc, 29 Mortimer Drive, Evington, VA	3,000.00
SPCA of Northeastern North Carolina, Inc, PO Box 1772, Elizabeth City, NC	5,000.00
SPCA of Tampa Bay, Florida, Inc, 9099 130th Ave, Largo, FL	10,000.00
SPCA of Texas, 2400 Lonestar Drive, Dallas, TX	10,000.00
SPCA of Westchester, 590 N State Road, Briarcliff, NY	5,000.00
Spay-Neuter Assistance Program, Inc, PO Box 70286, Houston, TX	15,000.00
Special Pals, Inc, 3830 Greenhouse Road, Houston, TX	5,000.00
St. Hubert's Animal Welfare Center, 575 Woodland Ave, Madison, NJ	10,000.00
Suncoast Humane Society, 6781 San Casa Drive, Englewood, FL	10,000.00
Tree House Humane Society, 1212 West Carmen Avenue, Chicago, IL	10,000.00
Tri-County Humane Society, 735 8th St Northeast, St. Cloud, MN	10,000.00

Turtle Island Restoration Network, PO Box 370, Forest Knolls, CA	10,000.00
Ulster County SPCA, 20 Weidy Rd, Kingston, NY	10,000.00
Ulster County SPCA, 20 Wiedy Rd, Kingston, NY	5,000.00
United Animal Nations, 1722 J Street, Suite 11, Sacramento, CA	10,000.00
United Coalition for Animals, 1230 W Eighth Street, Cincinnati, OH	5,000.00
University of Oxford North American Office, New York, NY	25,000.00
Vermont Companion Animal Neutering, 19A Bailey Meadows Rd, Middlesex, VT	7,050.00
Washington Animal Rescue League, 71 Oglethorpe St, NW, Washington, DC	20,000.00
Washington County Humane Society, 3650 State Road 60, Slinger, WI	5,000.00
Whatcom Education Spay and Neuter Impact Program, 424 W Bakerview Rd, Suite 105-250, Bellingham, WA	3,000.00
Wildearth Guardians, 312 Montezuma Avenue, Santa Fe, NM	15,000.00
Wildlife Center of Virginia, PO Box 1557, Waynesboro, VA	60,000.00
Wildlife Conservation Society, 2300 Southern Blvd, Bronx, NY	35,000.00
Wildlife In Crisis Inc, PO Box 1240, Weston, CT	6,500.00
Wildlife Rescue Center of the Hamptons Inc, 228 W Montauk Hwy, Hampton Bays, NY	15,000 00
Williamson County Humane Society, 10930 E Crystal Falls Pkwy, Leander, TX	5,000.00
Woods Humane Society Inc, 875 Oklahoma Avenue, San Luis Obispo, CA	10,000.00
World Society Protection of Animals, 89 South Street, Boston, MA	25,000.00
Yates County Humane Society, 1216 Rt 14A, Penn Yan, NY	5,000.00
York County SPCA, 3159 Susquehanna Trail, York, PA	10,000.00
	2,107,335.00

Elinor Patterson Baker Trust U/A Tenth (II)

		Fair Market Value 05/31/2012	Inventory Value
	Cash and Cash Equivalents		
	Federated Govt Oblig Fund #395	$ 410,993.67	$ 410,993.67
	Total Cash and Cash Equivalents	**$ 410,993.67**	**$ 410,993.67**
No. of Shares	**Stocks**		
3,960	Accenture Ltd., Class A	$ 226,116.00	$ 97,370.67
5,180	Agilent Technologies Inc.	210,618.80	216,057.45
2,530	Air Products & Chemicals, Inc.	199,971.20	134,790.45
1,467	Amazon Com Inc.	312,338.97	276,370.65
7,030	Aon PLC	326,895.00	349,440.97
2,235	Apple Inc.	1,291,226.55	196,358.04
6,360	AT & T Inc.	217,321.20	234,986.61
2,317	Baidu, Inc.	272,873.09	314,581.16
15,250	BB & T Corp	460,855.00	389,372.08
9,260	Bristol Myers Squibb Co.	308,728.40	314,170.50
7,580	Carnival Corp.	243,242.20	236,152.04
3,510	Caterpillar Inc.	307,546.20	155,738.07
5,910	Celanese Corp Ser A	235,277.10	244,334.27
10,560	Centerpoint Energy Inc	213,628.80	204,668.29
3,072	Chevron Corp.	302,008.32	102,973.50
8,120	Citigroup Inc.	215,261.20	314,961.56
6,290	Coca Cola Company	470,051.70	200,076.18
8,230	Comcast Corp. CL A	237,929.30	246,846.02
3,130	Costco Wholesale Corp.	270,400.70	191,464.77

Elinor Patterson Baker Trust U/A Tenth (II)

No. of Shares	Stocks	Fair Market Value 05/31/2012	Inventory Value
5,260	Covidien PLC	$ 272,362.80	$ 202,889.16
4,800	Dover Corp.	271,488.00	280,451.20
13,450	E M C Corp Mass	320,782.50	347,235.80
7,370	Eaton Corp.	314,404.20	270,117.47
6,170	Express Scripts Inc	322,012.30	258,083.70
4,550	Exxon Mobil Corp.	357,766.50	148,223.43
6,430	Freeport Mcmoran Copper & Gold	206,017.20	184,831.69
12,580	General Electric Company	240,152.20	59,127.82
5,370	Gilead Sciences Inc	268,231.50	222,429.00
10,760	Halliburton Co.	323,445.60	342,631.97
19,108.504	Highbridge Dynamic Comm Strat Fund-E	312,424.04	401,962.98
7,280	Home Depot Inc.	359,195.20	67,040.01
5,410	Honeywell Intl Inc	301,120.60	194,974.23
7,010	Ingersoll-Rand Company	289,583.10	285,554.98
3,394	Int'l Business Machines Corp.	654,702.60	387,338.64
13,340	Invesco LTD	290,145.00	286,987.22
8,000	IShares S&P Commodity	241,840.00	271,663.50
10,000	Johnson Ctls Inc	301,400.00	286,229.62
8,980	JP Morgan Chase & Co.	297,687.00	343,599.04
10,250	Kraft Foods Inc.	392,267.50	309,045.57
5,910	Las Vegas Sands Corp	272,923.80	258,687.16
9,190	Marathon Oil Corp	228,922.90	269,778.90

Schedule B-1 (Continued)

Balance On Hand

Elinor Patterson Baker Trust U/A Tenth (II)

No. of Shares	Stocks	Fair Market Value 05/31/2012	Inventory Value
2,900	Mead Johnson Nutrition	$ 234,146.00	$ 206,027.96
7,620	Merck & Co. Inc.	286,359.60	275,095.71
8,580	MetLife Inc.	250,621.80	292,626.70
6,250	Noble Corp.	195,437.50	242,321.88
11,810	NXP Semiconductors NV	249,309.10	290,849.70
3,540	Pepsico Inc.	240,189.00	225,768.15
22,240	Pfizer Inc.	486,388.80	79,771.52
3,660	Philip Morris Intl Inc.	309,306.60	193,470.16
5,490	Plains Exploration & Prod Co	196,487.10	203,072.00
6,670	PNC Finl Svcs Group Inc	409,671.40	373,561.42
7,200	Procter & Gamble	448,488.00	53,673.17
5,760	QEP Resources Inc.	151,603.20	163,739.75
8,060	Qualcomm Inc.	461,918.60	462,276.04
2,291	Salesforce.Com Inc.	317,578.42	253,520.78
5,420	Schlumberger Ltd.	342,815.00	364,894.90
4,920	Sempra Energy Corp	319,849.20	241,297.77
2,211	Shire PLC	186,630.51	204,715.17
6,130	State Street Corp.	252,617.30	252,601.74
5,870	Teradata Corporation	390,237.60	213,362.98
8,450	Texas Instruments Inc.	240,656.00	253,486.30
2,260	Union Pacific Corp.	251,764.00	111,902.32
4,210	United Technologies Corp.	312,003.10	183,038.77
9,990	US Bancorp	310,788.90	296,401.08

No. of Shares	**Stocks**	**Fair Market Value 05/31/2012**	**Inventory Value**
12,880	Valero Energy Corp	$ 271,768.00	$ 254,305.94
5,770	Verizon Communications	240,262.80	147,830.51
9,990	Walt Disney Company	456,642.90	270,367.98
3,510	Watson Pharmaceuticals Inc	250,227.90	163,638.65
13,000	Wells Fargo & Co New	416,650.00	379,907.71
5,790	YUM Brands Inc	407,384.40	214,750.72
	Total Stocks	**$ 22,048,967.00**	**$ 16,967,873.85**
Par Value	**Bonds, Debentures & T-Bills**		
150,000	Anheuser Busch Cos 5.6% 3/1/17	$ 175,701.00	$ 147,280.50
200,000	Bank One Corp 5.25% 1/30/13	205,836.00	199,528.00
250,000	Bellsouth Corp 5.2% 9/15/14	272,302.50	241,066.75
200,000	Dominion Resources, Inc., 5.0% due 3/15/2013	206,484.00	197,082.00
100,000	Esc Lehman Brothers Holdings 12/30/2016	22,875.00	1.00
200,000	General Electric Cap 4.875% Due 3/4/2015	216,712.00	196,432.00
250,000	Goldman Sachs Group, Inc. Sr. Note, 5.70%, due 9/1/2012	252,582.50	250,409.30
250,000	JP Morgan Chase 5.25% 5/1/15	266,242.50	242,482.50
200,000	Lloyds Tsb Bank PLC 4.875% 1/21/16	204,760.00	204,800.00

Elinor Patterson Baker Trust U/A Tenth (II)

		Fair Market Value 05/31/2012	Inventory Value
Par Value	**Bonds, Debentures & T-Bills**		
200,000	McDonalds Corp Med Term Notes 5.8% 10/15/17	$ 244,138.00	$ 211,524.00
100,000	Merrill Lynch 6.875% 4/25/18	109,883.00	98,232.00
400,000	Morgan Stanley Co. Global Note, 5.30%, due 3/01/2013	408,000.00	397,457.60
100,000	Oracle Corp 5.25% 1/15/2016	115,344.00	99,508.00
200,000	Prudential Finl Inc Med 6.0% 12/1/2017	230,484.00	203,652.00
100,000	SBC Communications 5.1% 9/15/14	109,290.00	95,627.89
200,000	Southern Cal Edison 5% 1/15/16	227,006.00	205,096.00
200,000	Target Corp 5.875% 7/15/16	237,836.00	202,513.80
100,000	Verizon Global Fdg Corp 4.9% Due 9/15/2015	112,333.00	97,752.00
300,000	Wells Fargo & Co 5.125% 9/1/12	303,177.00	299,587.50
	Total Bonds, Debentures & T-Bills	$ 3,920,986.50	$ 3,590,032.84
No. of Shares	**Mutual Funds**		
49,856.07	BNY Mellon Bond Fd CL M	$ 656,604.44	$ 651,279.10
233,978.92	BNY Mellon Emerging Markets FD CL M	2,077,732.81	2,414,135.90
116,959.063	BNY Mellon Income Stock-M	764,912.27	800,000.00
21,929.825	BNY Mellon Int'l Equity Fd	260,087.72	300,000.00
53,261.981	BNY Mellon Int'l Fd	444,737.54	500,000.00
42,791.336	BNY Mellon Intl Appr Fund CL M	418,499.27	595,820.06

Elinor Patterson Baker Trust U/A Tenth (II)

No. of Shares	Mutual Funds	Fair Market Value 05/31/2012	Inventory Value
106,985.363	BNY Mellon Mid Cap Stock-M	$ 1,192,886.80	$ 1,320,780.57
12,061.112	BNY Mellon S/T US Govt Secs Fd CL M	147,507.40	149,718.06
64,040.389	BNY Mellon Sm/Mid Cap-M	801,785.67	900,000.00
21,437.624	Dreyfus Emg Mkt Debt Loc-I	285,977.90	301,242.29
28,716.2	Dreyfus Inflation Adj Sec	411,215.98	400,000.00
21,665.641	Dreyfus Opportunistic S/C	518,242.13	652,351.45
133,192.218	Dreyfus Premier Ltd Term High Yield Fund CL I	839,110.97	847,375.16
26,469.259	Dreyfus Select Mger S/C Gr-I	455,800.64	450,000.00
25,996.858	Dreyfus Select Mger S/C VI-I	464,043.92	534,639.61
64,322.253	Dreyfus Strat Int'l Stock Fund	799,525.60	900,000.00
26,289.286	Dreyfus/Newton Intern Eqty-I	390,395.90	406,333.34
16,920.473	Rydex Mang Futures Strat Fd-Y	385,617.58	400,000.00
47,497.644	TCW Emg Mkts Income Fund-I	404,204.95	400,000.00
	Total Mutual Funds	**$ 11,718,889.49**	**$ 12,923,675.54**
	Total Schedule B-1	**$ 38,099,836.66**	**$ 33,892,575.90**

Schedule B-1 (Continued)

Balance On Hand