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

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning December 1, 2011, and ending November 30, 2012

Name of foundation		A Employer identification number	
Baker Brook Foundation: H Leonard, K Angell, W Leonard, D Leonard Co-Trustees		04 6879863	
Number and street (or P O box number if mail is not delivered to street address)		B Telephone number (see instructions)	
267 Main Street		978 287 4353	
City or town, state, and ZIP code		C If exemption application is pending, check here ► <input type="checkbox"/>	
Concord MA 01742		D 1. Foreign organizations, 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		2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
<input type="checkbox"/> Final return <input type="checkbox"/> Amended return		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
<input type="checkbox"/> Address change <input type="checkbox"/> Name change		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation			
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 726,035	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books <i>See Sched D</i>	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	535			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	2	2		
	4 Dividends and interest from securities	19,291	19,291		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	6,306			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		6,306		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	26,134	26,134		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	500	500	500	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	35		35	
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	535	500	535	
	25 Contributions, gifts, grants paid	39,750		39,750	
	26 Total expenses and disbursements. Add lines 24 and 25	40,285	500	40,285	
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	(14,151)			
	b Net investment income (if negative, enter -0-)		25,634		
	c Adjusted net income (if negative, enter -0-)				

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing		2,599	7,445	7,445
2	Savings and temporary cash investments				
3	Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7	Other notes and loans receivable (attach schedule) ►				
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments—U.S. and state government obligations (attach schedule)				
b	Investments—corporate stock (attach schedule) See Sched F	241,504	233,066	253,692	
c	Investments—corporate bonds (attach schedule) F	443,523	432,964	464,899	
11	Investments—land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	687,626	673,475	726,035	
Liabilities					
17	Accounts payable and accrued expenses				
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ►)				
23	Total liabilities (add lines 17 through 22)	687,626	673,475	726,035	
Net Assets or Fund Balances					
24	Unrestricted	687,626	673,475	687,626	
25	Temporarily restricted				
26	Permanently restricted				
27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	687,626	673,475	687,626	
31	Total liabilities and net assets/fund balances (see instructions)	687,626	673,475	687,626	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	687,626
2	Enter amount from Part I, line 27a	2	(14,151)
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	673,475
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	673,475

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Schedule G					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(f) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	6,306	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011			
2010			
2009			
2008			
2007			

- 2 Total of line 1, column (d)
- 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
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5
- 5 Multiply line 4 by line 3
- 6 Enter 1% of net investment income (1% of Part I, line 27b)
- 7 Add lines 5 and 6
- 8 Enter qualifying distributions from Part XII, line 4
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		1	513						
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b									
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).									
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)									
3	Add lines 1 and 2		2	3						
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)									
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-									
6	Credits/Payments:									
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	813	5	513					
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	813						
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached									
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►				8	9				
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►						10	300		
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ►		300	Refunded ►					11	-0-

Part VII-A Statements Regarding Activities

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	✓		
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?					
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>						
c	Did the foundation file Form 1120-POL for this year?					
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>-0-</u> (2) On foundation managers. ► \$ <u>-0-</u>		1b	✓		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>-0-</u>					
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>				1c	✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>					
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?					
b	If "Yes," has it filed a tax return on Form 990-T for this year?					
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		2	✓		
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?					
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>					
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► Massachusetts					
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation		3	✓		
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV					
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>					
					8b	✓
			9	✓		
			10	✓		

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► n/a	13	✓
14	The books are in care of ► Herman B. Leonard, Co-Trustee Located at ► 267 Main Street Concord MA	Telephone no. ► 978 287 4353 ZIP+4 ► 01742-2405	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15		□
16	At any time during calendar year 2012, 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 ✓

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 ►□	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 2012?	1c	✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	2b	
	If "Yes," list the years ► 20 , 20 , 20 , 20		
	b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	3b	
	c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20	4a	✓
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	4b	✓
b	If "Yes," did it have excess business holdings in 2012 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 2012.)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2012?		

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	✓
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Herman B. Leonard 267 Main Street Concord MA 01742	Co-Trustee / 2	-0-	-0-	-0-
Kathryn A. Angell 267 Main Street Concord MA 01742	Co-Trustee / 2	-0-	-0-	-0-
Whitney A. Leonard 267 Main Street Concord MA 01742	Co-Trustee / .2	-0-	-0-	-0-
Dana A. Leonard 267 Main Street Concord MA 01742	Co-Trustee / .2	-0-	-0-	-0-

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services ► **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 No direct activities; all activities carried out through grants to 501c(3) organizations	
2	NONE
3	
4	

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

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

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	733,733
b	Average of monthly cash balances	1b	2,802
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	736,534
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	736,534
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	11,048
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	725,486
6	Minimum investment return. Enter 5% of line 5	6	36,274

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	36,274
2a	Tax on investment income for 2012 from Part VI, line 5	2a	513
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	-0-
c	Add lines 2a and 2b	2c	513
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	35,761
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	35,761
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	35,761

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	40,285
b	Program-related investments—total from Part IX-B	1b	-0-
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	-0-
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	-0-
b	Cash distribution test (attach the required schedule)	3b	-0-
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	40,285
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	-0-
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	40,285

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				35,761
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				4,321
b Total for prior years: 20 ____,20 ____,20 ____			-0-	
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e		-0-		
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 40,285				
a Applied to 2011, but not more than line 2a				4,321
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 2012 distributable amount				35,964
e Remaining amount distributed out of corpus		-0-		
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				-0-
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) .		-0-		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) .		-0-		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		-0-		
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►				
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon:				
a	"Assets" alternative test—enter:				
	(1) Value of all assets				
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed				
c	"Support" alternative test—enter:				
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities, loans (section 512(a)(5)), or royalties)				
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
	(3) Largest amount of support from an exempt organization				
	(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

Herman B. Leonard, Co-Trustee

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

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

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

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

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
See Schedule H				
Total				► 3a
b Approved for future payment				39,750
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue:a NONE

b _____

c _____

d _____

e _____

f _____

g Fees and contracts from government agencies

2 Membership dues and assessments

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5 Net rental income or (loss) from real estate:

a Debt-financed property

b Not debt-financed property

6 Net rental income or (loss) from personal property

7 Other investment income

8 Gain or (loss) from sales of assets other than inventory

9 Net income or (loss) from special events

10 Gross profit or (loss) from sales of inventory

11 Other revenue: a _____

b _____

c _____

d _____

e _____

12 Subtotal. Add columns (b), (d), and (e)

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

(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). (See instructions.)
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NONE

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

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

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

b If "Yes," complete the following schedule.

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

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

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

Signature of officer or trustee		Date	Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date		Check <input type="checkbox"/> if self-employed
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no	

Schedule A

**Baker Brook Foundation
FY 2012**

December 1, 2011 -- November 30, 2012

Schedule of Professional Fees

FY 2012 Form 990 PF Part I Line 16c

Financial investment advisory fees	0
Total	0

Schedule B

Schedule C

**Baker Brook Foundation
FY 2012**

December 1, 2011 -- November 30, 2012

Schedule of Other Expenses

FY 2012 Form 990 PF Part I Line 23

State Registration Fee	35
Financial redemption fees	0
Banking Fee	
 Total Other Expenses	35

Schedule D

Baker Brook Foundation
FY 2012

December 1, 2011 – November 30, 2012

Statement of Revenues and Expenses

FY 2012 Form 990 PF Part I

	Actual	IRS Basis
Revenues		
Gifts	535	535
Non-capital gains investment income		
Int on savings	2	
Div and int from sec	19,291	
Total	19,292	19,292
Capital gains investment income	<u>6,306</u>	<u>6,306</u>
Total Revenues	26,134	26,134

Contributions and Expenses

Contributions Paid

AIDS Action Committee of MA	0
AFS- USA	500
Alaska Conservation Foundation	1,500
Americans for Peace Now	500
Boston Women's Fund	500
Casa Myrna Vasquez	1,000
Defenders of Wildlife	1,500
Earthjustice	3,000
Environmental Defense Fund	2,000
Feminist Majority Foundation	1,000
Gay and Lesbian Alliance Against	1,000
Global Fund for Women	2,000
Grassroots International	500
Greater Yellowstone Coalition	1,250
Honor the Earth	3,000
Indian Law Resource Center	2,500
Medical Students for Choice	3,000
Mercy Corps	250
Sankofa: Ghana Children's Found	500
Mountain Institute	250
National Center for Lesbian Rights	1,000
National Parks Conservation Assoc	1,000
Natural Resources Defense Coun	3,000
Partners in Health	0
Peaceful Tomorrows	500
People for the American Way Fou	1,000
Planned Parenthood Federation o	1,500
Sierra Club Foundation	500

The American Chestnut Foundation	1,000	
Vermont Natural Resources Council	500	
Wild Things Unlimited	1,000	
Global Justice Ecology Project	500	
Gorongosa Restoration Project	500	
Amnesty International	500	
Center for Reproductive Rights	1,000	
Mass. Center for Native American	500	
 Total Contributions Paid	39,750	39,750
 Expenses		
Investment advisory fees	0	
Investment interest	0	
Fed 2% inv inc excise tax	500	
Other expenses:		
State registration fee	35	
Banking fee		
Account transfer fee		
Legal expenses	0	
 Total Expenses	535	535
 Total Expenses and Contributions	40,285	40,285
 Excess of Revenues over Contributions and Expenses	-14,151	-14,151

Schedule E

**Baker Brook Foundation
FY 2012**

December 1, 2011 -- November 30, 2012

Statement of Assets and Liabilities

FY 2012 Form 990 PF Part II

	At Market Value	At Book Value	At Donor's Basis
Cash and Cash Equivalent	47,195	47,195	47,195
Less Checks Outstanding	39,750	39,750	39,750
Net Cash due from Unsettled Trades	0	0	0
 Total, Cash Assets	 7,445	 7,445	 7,445
 Corporate Bonds and Mutual Funds	 253,692	 233,066	 233,066
 Equities and Mutual Funds	 464,899	 432,964	 367,839
 Total, All Financial Assets	 726,035	 673,475	 608,350

Schedule F

**Baker Brook Foundation
FY 2012**

December 1, 2011 – November 30, 2012

Schedule of Corporate Investments

FY 2012 Form 990 PF Part II Lines 1, 10b, 10c

	Book Value	Market Value
Cash and Cash Equivalent	47,195	47,195
Less Checks Outstanding	39,750	39,750
Net Cash due from Unsettled Trades	0	0
 Total, Cash Assets	 7,445	 7,445
 Corporate Bonds (Mutual Funds)	 233,066	 253,692
 Corporate Equities and Stock Mutual Funds	 432,964	 464,899
 Total, All Financial Assets	 673,475	 726,035

Summary of Equity and Mutual Fund Assets:

			Totals	666,030	718,591	
Purch Date	Shares	Company	Basis	Tot Basis	Mkt Price	Mkt Val
Donor stock:						
23-Apr-99 2000 Comverse						
			32 5625	65,125	6.43	12,854
Acquired Stock and Mutual Funds: (insert below this row)						
Stock	12-Jul-10	1430.964 Emerg Mkts Stk Idx Adm (VEMAX)	32 02	45,819.47	35 10	50,232
Stock	12-Jul-10	507 926 Energy Fund Adm (VGELX)	98 30	49,929.14	111 80	56,785
Bonds	12-Jul-10	4600 453 Infl Prot Sec Adm (VAIPX)	25.37	116,713.49	29 51	135,749
Stock	12-Jul-10	3371.010 Intl Value Fund (VTRIX)	27.11	91,388.07	30 57	103,049
Stock	12-Jul-10	1197 845 Mid-Cap Index Fund Adm (VIMAX)	74 50	89,239.45	100 90	120,862
Bonds	12-Jul-10	10843 663 Short Term Inv Gr Adm (VFSUX)	10 73	116,352.50	10 88	117,943
Stock	12-Jul-10	923.682 500 Index Fund Adm (VFIAX)	99 02	91,463.02	131 12	121,116

Schedule G

**Baker Brook Foundation
FY 2012**

December 1, 2011 – November 30, 2012

Schedule of Capital Gains and Losses

FY 2012 Form 990 PF Part IV

Purch Date	Shares	Company	Basis	Tot Basis	Sale Date	Sale Price	Sale Cst	Proceeds	Gain/Loss
		(add below this line)							
1-Jul-10	91 347	Emerg Mkts Stk Idx Adm (VEMAX)	31.98	2,921.10	27-Nov-12	34 5800		3,158.78	237.68
1-Jul-10	76,458	Mid-Cap Index Fund Adm (VIMAX)	74.50	5,695.89	27-Nov-12	99 6000		7,615.22	1,919.33
1-Jul-10	32 42	Energy Fund Adm (VGELX)	97.93	3,174.82	27-Nov-12	110 6400		3,586.95	412.13
1-Jul-10	58.96	500 Index Fund Adm (VFIAX)	98.55	5,810.28	27-Nov-12	129 4600		7,632.96	1,822.68
1-Jul-10	215,165	Intl Value Fund (VTRIX)	27.11	5,833.27	27-Nov-12	30 0500		6,465.71	632.44
1-Jul-10	293,624	Infl Prot Sec Adm (VAIPX)	25.34	7,439.69	27-Nov-12	29.3800		8,626.67	1,186.98
1-Jul-10	690 695	Short Term Inv Gr Adm (VFSUX)	10.73	7,412.72	27-Nov-12	10.8700		7,507.85	95.13

(add above this line)

Schedule H

**Baker Brook Foundation
FY 2012**

December 1, 2011 – November 30, 2012

Schedule of Grants and Contributions Paid

FY 2012 Form 990 PF Part XV line 3a

<u>Index</u>	<u>Name of Organization</u>	<u>ReInshp to mgr or contributor</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
1	AIDS Action Committee of MA 294 Washington Street Boston, MA 02108	none	501c(3)	prevent new HIV infections & optimize health of those infected	0
2	AFS- USA P O Box 1857 Merrifield, VA 22116	none	501c(3)	build worldwide understanding	500
3	Alaska Conservation Foundation 441 West Fifth Avenue, Suite 402 Anchorage, AK 99501	none	501c(3)	protect Alaskan ecosystems	1,500
4	Americans for Peace Now 1815 H Street, NW Wanshington, D C 20006	none	501c(3)	respect rights as seek comprehensive political settlement in Mid-East	500
5	Boston Women's Fund 14 Beacon Street Suite 805 Boston MA 02108	none	501c(3)	women's empowerment grants	500
6	Casa Myrna Vasquez PO Box 180019 Boston, MA 02118	none	501c(3)	eradicate violence against women and children and work for social justice	1,000
7	Defenders of Wildlife P.O. Box 1553 Merrifield, VA 22116	none	501c(3)	conserve native wild animals and protect habitats	1,500
8	Earthjustice 426 17th Street, 6th Floor Oakland, CA 94612	none	501c(3)	protect national parks, wildlife habitat, achieve enviro justice	3,000
9	Environmental Defense Fund PO Box 5055 Hagerstown, MD 21741	none	501c(3)	protect & defend natural environment & wildlife	2,000
10	Feminist Majority Foundation 1699 Wilson Boulevard, Suite 801 Arlington, VA 22209	none	501c(3)	empowerment of women and ending Afghan gender apartheid	1,000
11	Gay and Lesbian Alliance Against Defar 5455 Wilshire Boulevard #1500 Los Angeles CA 90036	none	501c(3)	promote and ensure fair, inclusive representation as means to eliminate homophobia	1,000

12	Global Fund for Women 1375 Sutter Street, Suite 400 San Francisco, CA 94109	none	501c(3)	women's rights organizations worldwide grants	2,000
13	Grassroots International 179 Boylston Street Boston, MA 02130	none	501c(3)	promote global justice through partnerships with social change organizations	500
14	Greater Yellowstone Coalition PO Box 1874 Bozeman MT 59771	none	501c(3)	conserve and protect Greater Yellowstone ecosystem	1,250
15	Honor the Earth 2104 Stevens Avenue South Minneapolis, MN 55404	none	501c(3)	create awareness & support for Native environmental issues & develop resources for sustainable Native communities	3,000
16	Indian Law Resource Center 602 North Ewing Street Helena MT 58601	none	501c(3)	legal assistance to Native tribes and nations	2,500
17	Medical Students for Choice PO Box 5632 Montgomery AL 36177	none	501c(3)	ensuring full range of reproductive health care choices	3,000
18	Mercy Corps Dept W PO Box 2669 Portland, OR 97208	none	501c(3)	humanitarian relief & development programs	250
19	Sankofa Ghana Children's Foundation 200 South Biscayne Blvd. Suite 505 Miami, FL 33131	none	501c(3)	Improve educational opportunities in Hoehoe, Ghana educational opportunities	500
20	Mountain Institute 1828 L St NW Washington, DC 20036	none	501c(3)	advance mountain cultures & preserve mountain environments	250
21	National Center for Lesbian Rights 870 Market Street San Francisco CA 94102	none	501c(3)	advance legal and human rights of lesbian, gay, bisexual, and transgender people	1,000
22	National Parks Conservation Assc 1300 19th Street, NW Washington, DC 20036	none	501c(3)	protect & enhance national park system	1,000
23	Natural Resources Defense Council 40 West 20th St. New York, NY 10011	none	501c(3)	environmental sustainability & justice	3,000
24	Partners in Health 888 Commonwealth Ave Boston, MA 02215	none	501c(3)	provide preferential health care options for the poor; Haiti medical care	0

25 Peaceful Tomorrows 5111 Telegraph #185 Oakland, CA 94609	none	501c(3)	seek peaceful options in search for justice by identifying commonality with other people	500
26 People for the American Way Foundation 2000 M St , NW Washington, DC 20036	none	501c(3)	affirm respect for diversity & equal justice	1,000
27 Planned Parenthood Federation of America 434 West 33rd St New York, NY 10001	none	501c(3)	reproductive health care services & education	1,500
28 Sierra Club Foundation 85 Second Street, Suite 750 San Francisco, CA 94105	none	501c(3)	protect the environment; provide urban children with outdoor environmental opportunities through Inner City Outings	500
29 The American Chestnut Foundation 469 Main Street PO Box 4044 Bennington VT 05201	none	501c(3)	restore American chestnut trees to Eastern forests	1,000
30 Vermont Natural Resources Council 9 Bailey Avenue Montpelier VT 05602	none	501c(3)	protect Vermont's natural resources and environment	500
31 Wild Things Unlimited PO Box 1522 Bozeman, MT 59771	none	501c(3)	increase effectiveness of wildlife management	1,000
32 Global Justice Ecology Project 266 Elmwood Avenue, Suite 307 Buffalo, NY 14222	none	501c(3)	explore & expose causes of social ecological destruction, & economic domination to strengthen groups	500
33 Gorongosa Restoration Project 313 N. Water Ave. Idaho Falls, ID 83402	none	501c(3)	protect and restore Gorongosa National Park, Mozambique, and strengthen surrounding human communities	500
34 Amnesty International 5 Penn Plaza New York, NY 10001	none	501c(3)	research and take action to prevent human rights abuses	500
35 Center for Reproductive Rights 120 Wall St New York, NY 10005	none	501c(3)	use the law to advance reproductive freedom as fundamental human right	1,000
36 Mass Center for Native American Awareness P.O. Box 5885 Boston, MA 02114	none	501c(3)	provide educational programs to correct misconceptions & stereotypes about Native American history & issues	500

Total Contributions and Grants Paid **39,750**