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

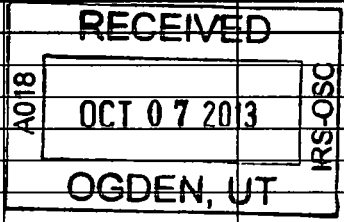
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2012 or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

Name of foundation <b>THE EDWARD D. BAKER FOUNDATION</b>		A Employer identification number <b>20-1175382</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>395 HAMPTON ROAD</b>		B Telephone number <b>(510) 428-0955</b>
City or town, state, and ZIP code <b>PIEDMONT, CA 94611</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>1,240,555.</b> (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 <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	1.	1.		STATEMENT 1
4 Dividends and interest from securities	50,166.	50,166.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	802.			STATEMENT 3
b Gross sales price for all assets on line 6a	278,322.			
7 Capital gain net income (from Part IV, line 2)		4,098.		
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	50,969.	54,265.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	10,220.	0.		0.
c Other professional fees				
17 Interest	256.	0.		0.
18 Taxes	757.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	4,196.	4,176.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	15,429.	4,176.		0.
25 Contributions, gifts, grants paid	223,240.			223,240.
26 Total expenses and disbursements. Add lines 24 and 25	238,669.	4,176.		223,240.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-187,700.			
b Net investment income (if negative, enter -0-)		50,089.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,047.	46,097.	46,097.
	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		180.	180.
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,240.	483.	483.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other	1,506,018.	1,273,845.	1,193,795.
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers)	1,508,305.	1,320,605.	1,240,555.
	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. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	1,508,305.	1,320,605.		
30 Total net assets or fund balances	1,508,305.	1,320,605.		
31 Total liabilities and net assets/fund balances	1,508,305.	1,320,605.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,508,305.
2 Enter amount from Part I, line 27a	2	-187,700.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	1,320,605.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,320,605.

**Part IV Capital Gains and Losses for Tax on Investment Income**

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	<b>SEE ATTACHED STATEMENT</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	<b>276,966.</b>		<b>272,868.</b>	<b>4,098.</b>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			<b>4,098.</b>

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	<b>4,098.</b>
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	<b>N/A</b>

**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	<b>106,080.</b>	<b>1,438,286.</b>	<b>.073754</b>
2010	<b>137,500.</b>	<b>1,462,401.</b>	<b>.094023</b>
2009	<b>217,732.</b>	<b>1,444,714.</b>	<b>.150709</b>
2008	<b>240,495.</b>	<b>1,846,772.</b>	<b>.130225</b>
2007	<b>251,768.</b>	<b>2,216,538.</b>	<b>.113586</b>

2	Total of line 1, column (d)	2	<b>.562297</b>
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	<b>.112459</b>
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	<b>1,231,175.</b>
5	Multiply line 4 by line 3	5	<b>138,457.</b>
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>501.</b>
7	Add lines 5 and 6	7	<b>138,958.</b>
8	Enter qualifying distributions from Part XII, line 4	8	<b>223,240.</b>

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)

Table with 11 rows for excise tax calculations. Includes sub-sections 1a through 11, with a small table for credits/payments (6a-6d) in the middle. Total amount owed is 520.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, 'Yes', and 'No'. Includes questions 1a through 10 regarding political activities, expenditures, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of EDWARD D. BAKER III Telephone no. (510) 428-0955
Located at 395 HAMPTON ROAD, PIEDMONT, CA ZIP+4 94611
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
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? 16 Yes No 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.
1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A
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 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X 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
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 X No
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.) N/A
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 2012? 4b X

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

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

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

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

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

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

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No **N/A** 5b

Organizations relying on a current notice regarding disaster assistance check here  Yes  No

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

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?  Yes  No 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?  Yes  No **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
ROSEMARY BOCCIO BAKER 395 HAMPTON ROAD PIEDMONT, CA 94611	PRESIDENT 0.50	0.	0.	0.
EDWARD D. BAKER III 11 WELLINGTON SQUARE LONDON, SW3 4NJ, UNITED KINGDOM	CHIEF FINANCIAL OFFICER 2.00	0.	0.	0.
EDWARD D. BAKER III 11 WELLINGTON SQUARE LONDON, SW3 4NJ, UNITED KINGDOM	SECRETARY 0.00	0.	0.	0.

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

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

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	1a	1,125,726.
<b>b</b>	Average of monthly cash balances	1b	11,511.
<b>c</b>	Fair market value of all other assets	1c	112,687.
<b>d</b>	Total (add lines 1a, b, and c)	1d	1,249,924.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	2	0.
<b>3</b>	Subtract line 2 from line 1d	3	1,249,924.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,749.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,231,175.
<b>6</b>	Minimum investment return. Enter 5% of line 5	6	61,559.

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

<b>1</b>	Minimum investment return from Part X, line 6	1	61,559.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	2a	501.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
<b>c</b>	Add lines 2a and 2b	2c	501.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	3	61,058.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	4	0.
<b>5</b>	Add lines 3 and 4	5	61,058.
<b>6</b>	Deduction from distributable amount (see instructions)	6	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	61,058.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	223,240.
<b>b</b>	Program-related investments - total from Part IX-B	1b	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	3a	
<b>b</b>	Cash distribution test (attach the required schedule)	3b	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	223,240.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	501.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	6	222,739.

**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				61,058.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	142,585.			
b From 2008	149,166.			
c From 2009	146,030.			
d From 2010	137,500.			
e From 2011	106,080.			
f Total of lines 3a through e	681,361.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	223,240.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	223,240.			
d Applied to 2012 distributable amount				0.
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).)	61,058.			61,058.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	843,543.			
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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	81,527.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	762,016.			
10 Analysis of line 9:				
a Excess from 2008	149,166.			
b Excess from 2009	146,030.			
c Excess from 2010	137,500.			
d Excess from 2011	106,080.			
e Excess from 2012	223,240.			

\*\* SEE STATEMENT 9

Form 990-PF (2012)

**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 2012, 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				(e) Total
	(a) 2012	(b) 2011	Prior 3 years		
			(c) 2010	(d) 2009	
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)(ii)					
(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).)

**EDWARD D. BAKER III**

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 or e-mail of the person to whom applications should be addressed:

**SEE STATEMENT 10**

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

c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
AMERICAN FRIENDS OF THE BRITISH MUSEUM 6 WEST 48TH STREET, 10TH FLOOR NEW YORK, NY 10036	N/A	PUBLIC	PROMOTE THE FINE ARTS	6,240.
CAF AMERICA KING STREET STATION, 1800 DIAGONAL ROAD, STE 150 ALEXANDRIA, VA 22314-2840	N/A	PUBLIC	ENHANCE THE WELFARE OF CHILDREN	2,000.
CORPORATION OF FINE ARTS MUSEUMS 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO, CA 94118	N/A	PUBLIC	PROMOTE THE FINE AND PERFORMING ARTS	25,000.
GROTON SCHOOL 282 FARMERS ROW P.O. BOX 991 GROTON, MA 01450	N/A	PUBLIC	SUPPORT EDUCATION	5,000.
HEAD ROYCE SCHOOL 4315 LINCOLN AVENUE OAKLAND, CA 94602	N/A	PUBLIC	SUPPORT EDUCATION	2,500.
<b>Total</b> SEE CONTINUATION SHEET(S) ▶ 3a				223,240.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b> ▶ 3b				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 1), 4 Dividends and interest from securities (14, 50,166), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (18, 802), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0, 50,969, 0), 13 Total (13, 50,969).

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). Row 1 contains 'N/A'.



THE EDWARD D. BAKER FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a LORD ABBETT FLOATING RATE FUND A-9, 017.31 SHS	P	VARIOUS	VARIOUS
b LORD ABBETT FLOATING RATE FUND A-1, 966.450 SHS	P	VARIOUS	01/18/12
c PRINCIPAL HIGH YIELD FUND CLASS C-3, 255.892 SHS	P	12/31/08	04/05/12
d PRINCIPAL HIGH YIELD FUND CLASS C-5, 263.849 SHS	P	12/31/08	05/22/12
e PRINCIPAL HIGH YIELD FUND CLASS C-1, 266.487 SHS	P	12/31/08	09/12/12
f SPDR S&P 500 ETF TR	P	06/06/07	10/31/12
g CAPITAL GAINS DIVIDENDS			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 82,627.		84,429.	-1,802.
b 17,891.		18,752.	-861.
c 25,000.		19,738.	5,262.
d 40,000.		31,899.	8,101.
e 10,000.		7,675.	2,325.
f 100,665.		110,375.	-9,710.
g 783.			783.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-1,802.
b			-861.
c			5,262.
d			8,101.
e			2,325.
f			-9,710.
g			783.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) .... { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	4,098.
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 XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
LICK WILMERDING HIGH SCHOOL 755 OCEAN AVENUE SAN FRANCISCO, CA 94112	N/A	PUBLIC	SUPPORT EDUCATION	5,000.
MATHEMATICAL SCIENCES RESEARCH INSTITUTE 17 GAUSS WAY BERKELEY, CA 94720	N/A	PUBLIC	SUPPORT RESEARCH IN THE MATHEMATICAL SCIENCES	15,000.
SAN FRANCISCO BALLET 455 FRANKLIN STREET SAN FRANCISCO, CA 94102	N/A	PUBLIC	PROMOTE THE FINE AND PERFORMING ARTS	100,000.
SAN FRANCISCO OPERA ASSOCIATION 301 VAN NESS AVENUE SAN FRANCISCO, CA 94102	N/A	PUBLIC	PROMOTE THE FINE AND PERFORMING ARTS	25,000.
SAN FRANCISCO ZOOLOGICAL SOCIETY 1 ZOO ROAD SAN FRANCISCO, CA 94132	N/A	PUBLIC	SUPPORT CARE FOR ANIMALS	35,000.
THE BENTLEY SCHOOL 1 HILLER DRIVE OAKLAND, CA 94618	N/A	PUBLIC	SUPPORT EDUCATION	2,500.
Total from continuation sheets				182,500.

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


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

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**FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2**


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST INCOME THROUGH MISSION VENTURES AFFILIATES III LP	534.	0.	534.
ISHARES MSCI EMERGING MARKETS INDEX FUND	769.	0.	769.
ISHARES MSCI JAPAN INDEX FUND	1,356.	0.	1,356.
LORD ABBET FLOATING RATE FUND A	852.	0.	852.
PIONEER GLOBAL HIGH YIELD C	8,184.	0.	8,184.
PRINCIPAL HIGH YIELD FUND C	8,691.	783.	7,908.
SPDR S&P 500 EFT TR (FORMERLY S&P DEPT RCPTS UNIT SER 1 (SPDR TR))	7,785.	0.	7,785.
VANGUARD MSCI EUROPEAN ETF	22,778.	0.	22,778.
TOTAL TO FM 990-PF, PART I, LN 4	50,949.	783.	50,166.

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FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 3

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LORD ABBETT FLOATING RATE FUND A-9,017.31 SHS	82,627.	84,429.	0.	0.	-1,802.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LORD ABBETT FLOATING RATE FUND A-1,966.450 SHS	17,891.	18,752.	0.	0.	-861.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PRINCIPAL HIGH YIELD FUND CLASS C-3,255.892 SHS	25,000.	19,738.	0.	0.	5,262.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PRINCIPAL HIGH YIELD FUND CLASS C-5,263.849 SHS	40,000.	31,899.	0.	PURCHASED 0.	12/31/08	05/22/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PRINCIPAL HIGH YIELD FUND CLASS C-1,266.487 SHS	10,000.	7,675.	0.	PURCHASED 0.	12/31/08	09/12/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SPDR S&P 500 ETF TR	100,665.	110,375.	0.	PURCHASED 0.	06/06/07	10/31/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SHORT-TERM GAIN THROUGH MISSION VENTURES AFFILIATES III, LP	1,356.	0.	0.	0.	1,356.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG-TERM GAIN THROUGH MISSION VENTURES AFFILIATES III, LP	0.	4,652.	0.	0.	-4,652.

NET GAIN OR LOSS FROM SALE OF ASSETS	19.
CAPITAL GAINS DIVIDENDS FROM PART IV	783.
TOTAL TO FORM 990-PF, PART I, LINE 6A	802.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,220.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	10,220.	0.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL	757.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	757.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT EXPENSES THROUGH MISSION VENTURES AFFILIATES III LP	4,176.	4,176.		0.	
CALIFORNIA SECRETARY OF STATE FEES	20.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	4,196.	4,176.		0.	

FOOTNOTES

STATEMENT 7

STATEMENT REGARDING PART II, LINE 6, COLUMNS (B) AND (C) OF THE BALANCE SHEET:

A LATE FILING PENALTY OF \$180.00 WAS PAID TO US TREASURY IN JANUARY OF 2012. THIS PENALTY WAS ACTUALLY ASSESSED TO ANOTHER ENTITY, THE EDWARD BAKER 2004 CHARITABLE REMAINDER TRUST, AND WAS INADVERTENTLY PAID FROM THIS FOUNDATION'S ACCOUNT RATHER THAN FROM THE TRUST'S ACCOUNT. AS SOON AS THE ERROR WAS DISCOVERED, FUNDS WERE TRANSFERRED FROM THE TRUST'S ACCOUNT TO THE FOUNDATION'S ACCOUNT TO CORRECT THE ERROR. THE REPAYMENT WAS \$180.27, WHICH INCLUDED THE \$180.00 ADVANCED PLUS INTEREST.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MISSION VENTURES AFFILIATES III LP	COST	134,870.	112,687.
SECURITIES HELD AT UBS	COST	1,138,975.	1,081,108.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,273,845.	1,193,795.

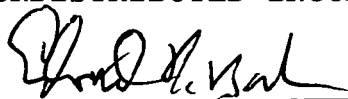
FORM 990-PF

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

STATEMENT 9

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

SIGNED:



September 19, 2013

NAME AND TITLE:

Edward D. Baker, Treasurer

FORM 990-PF

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

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

(510) 428-0955

FORM AND CONTENT OF APPLICATIONS

WRITTEN INFORMATION REGARDING PURPOSES OF ORGANIZATION

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

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