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Return of Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

JUN 1, 2013

and ending

MAY 31, 2014

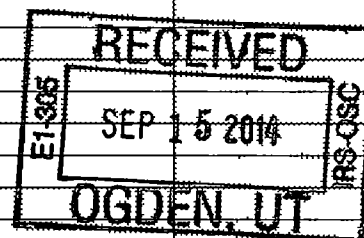
Name of foundation The Elinor Patterson Baker Foundation		A Employer identification number 06-6276403
Number and street (or P.O. box number if mail is not delivered to street address) Cummings & Lockwood LLC PO Box 2505	Room/suite	B Telephone number (203) 869-1200
City or town, state or province, country, and ZIP or foreign postal code Greenwich, CT 06836		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 48,494,119.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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)
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		936,549.	936,549.		Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,436,595.			
b Gross sales price for all assets on line 6a 26,473,319.					
7 Capital gain net income (from Part IV, line 2)			6,436,595.		
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		7,373,144.	7,373,144.		
13 Compensation of officers, directors, trustees, etc		510,889.	204,356.		306,533.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 2		28,476.	14,238.		14,238.
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes Stmt 3		38,212.	4,188.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 4		2,144.	2,144.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		579,721.	224,926.		320,771.
25 Contributions, gifts, grants paid		2,175,000.			2,175,000.
26 Total expenses and disbursements. Add lines 24 and 25		2,754,721.	224,926.		2,495,771.
27 Subtract line 26 from line 12		4,618,423.			
a Excess of revenue over expenses and disbursements			7,148,218.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

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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	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	2,402,421.	2,028,633.	2,028,633.	
	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	16,887,430.	13,498,785.	20,217,097.	
	c Investments - corporate bonds Stmt 6	2,041,168.	2,452,432.	2,649,023.	
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other Stmt 7		13,718,037.	21,687,629.	23,599,366.	
14 Land, buildings, and equipment basis ▶					
Less accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)		35,049,056.	39,667,479.	48,494,119.	
17 Accounts payable and accrued expenses					
18 Grants payable					
Net Assets or Fund Balances	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.			
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒	27 Capital stock, trust principal, or current funds	35,049,056.	39,667,479.	
		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	35,049,056.	39,667,479.	
	31 Total liabilities and net assets/fund balances	35,049,056.	39,667,479.		

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	35,049,056.
2 Enter amount from Part I, line 27a	2	4,618,423.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	39,667,479.
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	39,667,479.

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 26,053,751.		20,036,724.	6,017,027.
b 419,568.			419,568.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			6,017,027.
b			419,568.
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	6,436,595.
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 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))
2012	2,120,513.	40,897,770.	.051849
2011	2,302,795.	38,988,467.	.059063
2010	2,053,395.	39,068,144.	.052559
2009	1,529,987.	35,794,214.	.042744
2008	1,880,497.	33,718,569.	.055770

2 Total of line 1, column (d)	2	.261985
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	.052397
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	45,671,250.
5 Multiply line 4 by line 3	5	2,393,036.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	71,482.
7 Add lines 5 and 6	7	2,464,518.
8 Enter qualifying distributions from Part XII, line 4	8	2,495,771.

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	71,482.
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	71,482.
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	71,482.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	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	753.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	72,235.
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 2014 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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.		X
1c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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? If "Yes," attach the statement required by General Instruction T		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?	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	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	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► Bank of NY Mellon - Nancy Bassett 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			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	☐ Yes ☒ No	
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 2013 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 2013.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2013?		X

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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	510,889.	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

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

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

Expenses

Amount**Total.** Add lines 1 through 3

2013.04010 The Elinor Patterson Baker 03350001

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	45,533,108.
b	Average of monthly cash balances	1b	833,643.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	46,366,751.
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	46,366,751.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	695,501.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	45,671,250.
6	Minimum investment return. Enter 5% of line 5	6	2,283,563.

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	2,283,563.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	71,482.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	71,482.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,212,081.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,212,081.
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	2,212,081.

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	2,495,771.
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	2,495,771.
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	71,482.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,424,289.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,212,081.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				29,378.
f Total of lines 3a through e	29,378.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	2,495,771.			
a Applied to 2012, 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)	0.			
d Applied to 2013 distributable amount				2,212,081.
e Remaining amount distributed out of corpus	283,690.			
5 Excess distributions carryover applied to 2013 (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	313,068.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	313,068.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				29,378.
e Excess from 2013				283,690.

N/A

- foundation, and the ruling is effective for 2013, 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)

- b 85% of line 2a

d Amounts included in line 2c not used directly for active conduct of exempt activities

3 Subtract line 2d from line 2c
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 or e-mail address 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	PC	All for unrestricted, general charitable purposes	2,175,000.
Total			3a	2,175,000.
b Approved for future payment				
None				
Total			3b	0.

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
BNY Mellon, N.A.	1,356,117.	419,568.	936,549.	936,549.	
To Part I, line 4	1,356,117.	419,568.	936,549.	936,549.	

Form 990-PF Legal Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Cummings & Lockwood LLC, tax, legal and accounting services	28,476.	14,238.		14,238.
To Fm 990-PF, Pg 1, ln 16a	28,476.	14,238.		14,238.

Form 990-PF Taxes Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign income taxes withheld at source	4,188.	4,188.		0.
U.S. Treasury, Excise Tax	34,024.	0.		0.
To Form 990-PF, Pg 1, ln 18	38,212.	4,188.		0.

Form 990-PF	Other Expenses			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Treasurer State of CT, probate court fees	943.	943.			0.
ADR Fees	1,201.	1,201.			0.
To Form 990-PF, Pg 1, ln 23	2,144.	2,144.			0.

Form 990-PF	Corporate Stock		Statement	5
Description	Book Value		Fair Market Value	
Schedule Attached	13,498,785.		20,217,097.	
Total to Form 990-PF, Part II, line 10b	13,498,785.		20,217,097.	

Form 990-PF	Corporate Bonds		Statement	6
Description	Book Value		Fair Market Value	
Schedule Attached	2,452,432.		2,649,023.	
Total to Form 990-PF, Part II, line 10c	2,452,432.		2,649,023.	

Form 990-PF	Other Investments		Statement	7
Description	Valuation Method	Book Value	Fair Market Value	
Schedule Attached	COST	21,687,629.	23,599,366.	
Total to Form 990-PF, Part II, line 13		21,687,629.	23,599,366.	

Elinor Patterson Baker Trust U/A Tenth (II)

		Fair Market Value 05/31/2013	Inventory Value
Cash and Cash Equivalents			
	Federated Govt Oblig Fund #395	\$ 2,402,421.29	\$ 2,402,421.29
	Total Cash and Cash Equivalents	\$ 2,402,421.29	\$ 2,402,421.29
No. of Shares	Stocks		
4,680	Accenture Ltd., Class A	\$ 384,274.80	\$ 200,135.88
2,580	Actavis Inc.	318,088.20	120,281.40
8,790	Adobe Sys Inc	377,178.90	346,968.43
1,362	Amazon Com Inc.	366,650.40	256,589.52
6,510	Aon PLC	414,491.70	323,593.27
1,932	Apple Inc.	868,888.02	214,389.29
4,020	AT & T Inc.	140,659.80	148,529.27
4,200	Beam Inc.	272,328.00	258,286.98
8,160	Bristol Myers Squibb Co.	375,441.60	384,538.37
8,250	Broadcom Corp CL A	296,257.50	280,606.63
4,320	Capital One Finl Corp	263,217.60	232,390.08
7,050	Carnival Corp.	233,355.00	219,640.09
3,240	Caterpillar Inc.	277,992.00	143,758.22
5,490	Celanese Corp Ser A	270,931.50	226,970.41
13,290	Centerpoint Energy Inc	308,062.20	265,519.92
4,092	Chevron Corp.	502,293.00	237,976.73
7,020	Coca Cola Company	280,729.80	111,648.23
9,900	Comcast Corp. CL A	397,633.50	304,060.70
2,898	Costco Wholesale Corp.	317,710.64	177,273.13

Elinor Patterson Baker Trust U/A Tenth (II)

			Fair Market Value 05/31/2013		Inventory Value
No. of Shares	Stocks				
4,890	Covidien PLC	\$	311,004.00	\$	188,617.49
4,470	Dover Corp.		349,777.50		261,170.18
6,010	Eaton Corp.		397,020.60		220,272.19
1,425	Equinix Inc		288,762.00		303,855.57
6,660	Express Scripts Inc		413,719.20		286,953.34
4,230	Exxon Mobil Corp.		382,688.10		137,798.93
2,850	Family Dollar Stores		174,277.50		198,479.70
5,960	Freeport Mcmoran Copper & Gold		185,058.00		171,321.44
16,770	General Electric Company		391,076.40		169,973.99
7,080	Gilead Sciences Inc		385,718.40		146,629.17
7,800	Glaxosmithkline PLC Sponsored ADR		403,806.00		363,111.67
804	Google Inc. CL A		700,459.27		637,902.28
8,130	Halliburton Co.		340,240.50		273,221.66
6,750	Home Depot Inc.		530,955.00		62,159.35
5,010	Honeywell Intl Inc		393,084.60		180,558.39
6,510	Ingersoll-Rand Company		374,520.30		265,187.29
1,263	Int'l Business Machines Corp.		262,729.26		177,581.79
2,391	Intercontinental Exchange Inc.		409,363.11		313,349.15
14,620	Invesco LTD		493,278.80		316,819.12
6,970	Johnson Ctls Inc		260,399.20		199,502.04
4,780	JP Morgan Chase & Co.		260,940.20		182,895.70

Schedule B-1 (Continued)

Balance On Hand

Elinor Patterson Baker Trust U/A Tenth (II)

No. of Shares	Stocks	Fair Market Value 05/31/2013		Inventory Value	
		\$		\$	
5,490	Las Vegas Sands Corp		317,871.00		240,303.30
9,280	Marathon Oil Corp		319,139.20		268,260.72
10,470	MetLife Inc.		462,878.70		361,902.11
14,940	Mondelez International		440,356.50		336,116.10
4,410	National Oilwell Varco Inc.		310,023.00		303,000.79
5,850	Nucor Corp.		260,383.50		254,887.42
2,550	Occidental Petroleum Corp.		234,778.50		195,164.76
5,070	Pepsico Inc.		409,503.90		330,024.17
8,670	Pfizer Inc.		236,084.10		31,097.98
3,390	Philip Morris Intl Inc.		308,184.90		179,197.77
7,530	PNC Finl Svcs Group Inc		539,449.20		429,854.18
6,690	Procter & Gamble		513,524.40		49,871.32
2,940	Qualcomm Inc.		186,631.20		170,342.31
8,494	Salesforce.Com Inc.		359,551.02		234,985.32
3,310	Schlumberger Ltd.		241,729.30		223,842.92
3,660	Sempra Energy Corp		297,558.00		179,502.00
3,421	Shire PLC		336,865.87		312,041.07
8,160	Southwestern Energy Co		307,550.40		284,554.92
7,680	State Street Corp.		508,262.40		317,258.80
10,080	Teva Pharmaceutical Inds. ADR		385,056.00		407,555.59
3,750	The Travelers Companies Inc.		313,950.00		238,663.12
1,245	Union Pacific Corp.		192,501.90		61,645.30

Schedule B-1 (Continued)
Balance On Hand

Elinor Patterson Baker Trust U/A Tenth (II)

No. of Shares	Stocks	Fair Market Value 05/31/2013		Inventory Value	
3,910	United Technologies Corp.	\$	371,059.00	\$	169,995.63
9,810	Valero Energy Corp		398,580.30		263,502.34
8,350	Verizon Communications		404,808.00		333,773.03
7,980	Walt Disney Company		503,378.40		215,969.62
14,370	Wells Fargo & Co New		582,703.50		431,639.50
19,710	Yahoo Inc.		518,373.00		364,740.72
4,230	YUM Brands Inc		286,582.50		187,220.54
	Total Stocks	\$	24,922,379.79	\$	16,887,430.34
Par Value	Bonds, Debentures & T-Bills				
150,000	Anheuser Busch Cos 5.6% 3/1/17	\$	172,417.50	\$	147,280.50
250,000	Bellsouth Corp 5.2% 9/15/14		264,350.00		241,066.75
100,000	Esc Lehman Brothers Holdings 12/30/2016		25,000.00		1.00
200,000	General Electric Cap 4.875% Due 3/4/2015		214,510.00		196,432.00
250,000	JP Morgan Chase 5.25% 5/1/15		269,115.00		242,482.50
200,000	McDonalds Corp Med Term Notes 5.8% 10/15/17		237,044.00		211,524.00
100,000	Merrill Lynch 6.875% 4/25/18		119,119.00		98,232.00
100,000	Oracle Corp 5.25% 1/15/2016		111,511.00		99,508.00
200,000	Prudential Finl Inc Med 6.0% 12/1/2017		235,916.00		203,652.00
100,000	SBC Communications 5.1% 9/15/14		105,666.00		95,627.89

Elinor Patterson Baker Trust U/A Tenth (II)

		Fair Market Value 05/31/2013		Inventory Value
Par Value	Bonds, Debentures & T-Bills			
200,000	Southern Cal Edison 5% 1/15/16	\$ 222,008.00	\$	205,096.00
200,000	Target Corp 5.875% 7/15/16	230,210.00		202,513.80
100,000	Verizon Global Fdg Corp 4.9% Due 9/15/2015	108,997.00		97,752.00
	Total Bonds, Debentures & T-Bills	\$ 2,315,863.50	\$	2,041,168.44
No. of Shares	Mutual Funds			
15,698.586	Advantage Global Alpha-I	\$ 214,913.64	\$	200,000.00
21,786.492	ASG Managed Futures Strat-Y	210,239.65		200,000.00
15,673.981	BNY Mellon Corporate Bond Fund	202,037.62		200,000.00
254,618.755	BNY Mellon Emerging Markets FD CL M	2,502,902.36		2,614,135.90
117,055.99	BNY Mellon Income Stock-M	972,735.28		800,701.75
44,301.19	BNY Mellon Int'l Equity Fd	630,848.95		600,000.00
73,587.184	BNY Mellon Int'l Fd	813,138.38		700,000.00
49,856.07	BNY Mellon Intermediate Bd Fd	648,627.47		651,279.10
116,371.429	BNY Mellon Mid Cap Stock-M	1,511,664.86		1,423,839.57
64,040.389	BNY Mellon Sm/Mid Cap-M	956,123.01		900,000.00
21,437.624	Dreyfus Emg Mkt Debt Loc-I	312,989.31		301,242.29
102,980.737	Dreyfus High Yield Fund	694,090.17		655,168.30
29,812.016	Dreyfus Inflation Adj Sec	394,412.97		415,188.01
21,665.641	Dreyfus Opportunistic S/C	705,649.92		652,351.45

Schedule B-1 (Continued)

Balance On Hand

Elinor Patterson Baker Trust U/A Tenth (II)

No. of Shares	Mutual Funds	Fair Market Value		Inventory Value	
		05/31/2013			
26,469.259	Dreyfus Select Mger S/C Gwth	\$	591,587.94	\$	450,000.00
27,332.062	Dreyfus Select Mger S/C Value		620,164.49		560,622.39
64,322.253	Dreyfus Strat Int'l Stock Fund		950,039.68		900,000.00
26,289.286	Dreyfus/Newton Intern Eqty-I		501,862.47		406,333.34
36,146.917	Highbridge Dynamic Comm Strat Fund-E		449,306.18		676,962.98
48,594.528	TCW Emg Mkts Income Fund-I		439,294.53		410,211.99
	Total Mutual Funds	\$	14,322,628.88	\$	13,718,037.07
	Total Schedule B-1	\$	43,963,293.46	\$	35,049,057.14

Schedule B-1 (Continued)

Balance On Hand

ELINOR PATTERSON BAKER TRUST
INFORMATION FORM

RETURN TO: Nancy Bassett
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

☐ Wildlife Conservation

☐ Non-shelter

☐ Animal Care, Rescue, Spay/Neuter

☐ 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

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:

<u>NAME</u>	<u>ADDRESS</u>	<u>TELEPHONE #</u>
_____ 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 be 100)

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 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.

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

Attention: Nancy Bassett

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

The Elinor Patterson Baker Foundation - ID#06-6276403
Form 990-PF For Fiscal Year Ending 5/31/13

Addison County Humane Society, Inc., 236 Boardman St, Middlebury, VT	5,000.00
Americans for Oxford, 500 Fifth Avenue, NY, NY	100,000.00
Animal Care Fund, PO Box A, E. Smithfield, PA	10,000.00
Animal Friends of Jeff Davis County, PO Box 1156, Fort Davis, TX	5,000.00
Animal Humane Society, 845 Meadow Lane N, Minneapolis, MN	15,000.00
Animal Spay and Neuter Center, 2270 Boone Blvd, Tallahassee, FL	10,000.00
Bennington Co. Humane Society, PO Box 620, Shaftsbury, VT	5,000.00
Blue Ridge Wildlife Center, PO Box 326, Millwood, VA	5,000.00
Charleston Animal Society, 2455 Remount Road, Charleston, SC	10,000.00
Collin County Humane Society, PO Box 2733, McKinney, TX	5,000.00
Companion Animal Clinic of the Sandhills, PO Box 148, Southern Pines, NC	5,000.00
Dakin Pioneer Valley Humane Society, PO Box 6307, Springfield, MA	10,000.00
Denver Dumb Friends League, 2080 S Quebec St, Denver, CO	45,000.00
Erie County SPCA, 205 Ensminger Road, Tonawanda, NY	150,000.00
Fauna & Flora International, Inc, 1720 N Street, NW, Washington, DC	100,000.00
Feeding Pets of The Homeless, 206 S Division St, Carson City, NV	5,000.00
First Coast No More Homeless Pets, 6817 Norwood Ave, Jacksonville, FL	10,000.00
Greenwood Wildlife Rehabilitation Center, PO Box 18987, Boulder, CO	15,000.00
Halo Helping Animals Live On, 5231 N 35 th Ave, Phoenix, AZ	10,000.00
Haven Humane Society, PO Box 992202, Redding, CA	15,000.00
Hawaiian Humane Society, 2700 Waialae Ave, Honolulu, HI	15,000.00
Humane Education Advocates Reaching Teachers, PO Box 738, Mamaroneck, NY	10,000.00
Humane Society of Boulder Valley, Inc, 2323 55 th Street, Boulder, CO	15,000.00
Humane Society of Central Oregon SPCA, 61170 27 th St, Bend, OR	10,000.00
Humane Society of Harrisburg Area, 7790 Grayson Rd, Harrisburg, PA	10,000.00
Humane Society of North Pinellas, 3040 State Rd 590, Clearwater, FL	10,000.00
Humane Society of Pikes Peak Region, 610 Abbot Ln, Colorado Springs, CO	15,000.00
Humane Society of Putnam County, PO Box 995, Cookeville, TN	5,000.00
Humane Society of Southern Arizona, 3450 N Kelvin Blvd, Tucson, AZ	10,000.00
Humane Society of Truckee Tahoe Inc, PO Box 9041, Truckee, CA	5,000.00
Humane Society of the United States, PO Box 87598, Montgomery Village, MD	350,000.00
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 Vero Beach FLA, PO Box 644, Vero Beach, FL	10,000.00
Jacksonville Humane Society, 8464 Beach Blvd, Jacksonville, FL	15,000.00
Lewis & Clark Humane Society, 2112 E Custer Ave, Helena, MT	5,000.00
Maryland SPCA, Inc., 3300 Falls Rd, Baltimore, MD	5,000.00
Michigan Humane Society, 30300 Telegraph Rd, Ste 220, Bingham Farms, MI	30,000.00
Montgomery County Humane Society, 14645 Rothgeb Dr, Rockville, MD	5,000.00
Morris Animal Foundation, 10200 E Girard Ave, Denver, CO	10,000.00
Northwoods Humane Society, PO Box 82, Hayward, WI	5,000.00

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Oshkosh Area Humane Society, 1925 Shelter Ct, Oshkosh, WI	10,000.00
Paws Atlanta Inc, 5287 Covington Hwy, Decatur, GA	5,000.00
People for Animals, 401 Hillside Avenue, Hillside, NJ	15,000.00
Point Reyes Bird Observatory, 3820 Cypress Dr. #11, Petaluma, CA	100,000.00
Portsmouth Humane Society, Inc., 2704 Frederick Blvd, Portsmouth, VA	10,000.00
Quincy Humane Society, 1705 N 36 th St, Quincy, IL	5,000.00
RI Society for the Prevention of Cruelty to Animals, 186 Amaral St, Riverside, RI	10,000.00
Santa Maria Valley Humane Society, 751 Black Road, Santa Maria, CA	5,000.00
Science & Conservation Center, 2100 S Shiloh Rd, Billings, MT	50,000.00
Sea Turtle Conservancy, 4424 NW 13 th St, Gainesville, FL	35,000.00
Suncoast Humane Society, 6781 San Casa Drive, Englewood, FL	10,000.00
United Animal Nations, PO Box 188890, Sacramento, CA	15,000.00
Upper Valley Humane Society, 300 Old Route 10, Enfield, NH	10,000.00
Virginia Beach Society SPCA, 3040 Holland Rd, Virginia Beach, VA	20,000.00
Washington Animal Rescue League, 71 Oglethorpe St, NW, Washington, DC	25,000.00
Wildlife Center of Virginia, PO Box 1557, Waynesboro, VA	100,000.00
Williamson County Humane Society, 10930 E Crystal Falls Pkwy, Leander, TX	10,000.00
Woods Humane Society Inc, 875 Oklahoma Avenue, San Luis Obispo, CA	<u>10,000.00</u>
	<u>1,870,000.00</u>