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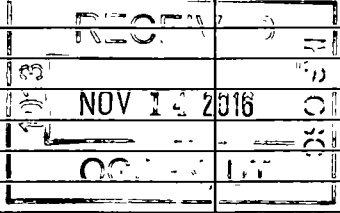
Return of Private Foundation
 or Section 4947(a)(1) Trust Treated as Private Foundation
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 Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation THE EDWARD D. BAKER FOUNDATION		A Employer identification number 20-1175382
Number and street (or P O box number if mail is not delivered to street address) 395 HAMPTON ROAD	Room/suite	B Telephone number (see instructions) (510) 428-0955
City or town, state or province, country, and ZIP or foreign postal code PIEDMONT, CA 94611		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
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		D 1 Foreign organizations, check here. <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 737,786.		E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	50.	50.		
4 Dividends and interest from securities	24,208.	24,208.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	84,369.			
b Gross sales price for all assets on line 6a 364,539.				
7 Capital gain net income (from Part IV, line 2)		84,369.		
8 Net short-term capital gain.				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH. 1	-1.	-1.		
12 Total. Add lines 1 through 11	108,626.	108,626.		
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH. 2	3,000.			
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) [3]	1,884.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH. 4	5,720.	5,660.		
24 Total operating and administrative expenses. Add lines 13 through 23.	10,604.	5,660.		
25 Contributions, gifts, grants paid	294,500.			294,500.
26 Total expenses and disbursements. Add lines 24 and 25	305,104.	5,660.	0.	294,500.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-196,478.			
b Net investment income (if negative, enter -0-)		102,966.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year			End of year				
			(a) Book Value			(b) Book Value			(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing								
	2	Savings and temporary cash investments	28,163.		11,331.			11,331.		
	3	Accounts receivable ▶								
		Less allowance for doubtful accounts ▶								
	4	Pledges receivable ▶								
		Less allowance for doubtful accounts ▶								
	5	Grants receivable								
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)								
	7	Other notes and loans receivable (attach schedule) ▶								
		Less allowance for doubtful accounts ▶								
	8	Inventories for sale or use								
	9	Prepaid expenses and deferred charges								
	10a	Investments - U.S. and state government obligations (attach schedule)								
	b	Investments - corporate stock (attach schedule)								
	c	Investments - corporate bonds (attach schedule)								
	11	Investments - land, buildings, and equipment basis ▶								
	Less accumulated depreciation (attach schedule) ▶									
12	Investments - mortgage loans									
13	Investments - other (attach schedule) ATCH. 5	1,026,064.		846,484.			726,455.			
14	Land, buildings, and equipment basis ▶									
	Less accumulated depreciation (attach schedule) ▶									
15	Other assets (describe ▶)									
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,054,227.		857,815.			737,786.			
Liabilities	17	Accounts payable and accrued expenses								
	18	Grants payable								
	19	Deferred revenue								
	20	Loans from officers, directors, trustees, and other disqualified persons								
	21	Mortgages and other notes payable (attach schedule)								
	22	Other liabilities (describe ▶)								
23	Total liabilities (add lines 17 through 22)		0.		0.					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.									
	24	Unrestricted								
	25	Temporarily restricted								
	26	Permanently restricted								
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.									
	27	Capital stock, trust principal, or current funds								
	28	Paid-in or capital surplus, or land, bldg., and equipment fund								
	29	Retained earnings, accumulated income, endowment, or other funds	1,054,227.		857,815.					
30	Total net assets or fund balances (see instructions)	1,054,227.		857,815.						
31	Total liabilities and net assets/fund balances (see instructions)	1,054,227.		857,815.						

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 1,054,227.
2	Enter amount from Part I, line 27a	2 -196,478.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 857,749.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 857,749.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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				
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	84,369.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	0.

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))
2014	139,500.	1,124,198.	0.124088
2013	179,198.	1,194,162.	0.150062
2012	222,739.	1,231,175.	0.180916
2011	106,080.	1,438,286.	0.073754
2010	137,500.	1,462,401.	0.094023
2	Total of line 1, column (d)		0.622843
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		0.124569
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5		888,804.
5	Multiply line 4 by line 3		110,717.
6	Enter 1% of net investment income (1% of Part I, line 27b)		1,030.
7	Add lines 5 and 6		111,747.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions		294,500.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,030.
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	
3	Add lines 1 and 2	3	1,030.
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	1,030.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,310.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	2,310.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	22.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,258.
11	Enter the amount of line 10 to be Credited to 2016 estimated tax <input type="checkbox"/> 1,258. Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 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
16 At any time during calendar year 2015, 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 FinCEN Form 114 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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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
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 2015?
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? 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)
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?
b If "Yes," did it have excess business holdings in 2015 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 2015)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?

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 4945(d)(4)(A)? (see instructions), 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)? **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? 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? 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 **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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 6		0.	0.	0.

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

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

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

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

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

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

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

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶

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	820,505.
b	Average of monthly cash balances	1b	20,235.
c	Fair market value of all other assets (see instructions)	1c	61,599.
d	Total (add lines 1a, b, and c)	1d	902,339.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	902,339.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,535.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	888,804.
6	Minimum investment return. Enter 5% of line 5	6	44,440.

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	44,440.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	1,030.
b	Income tax for 2015. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,030.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	43,410.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	43,410.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	43,410.

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	294,500.
b	Program-related investments - total from Part IX-B	1b	
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	294,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,030.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	293,470.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				43,410.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20 13 , 20 12 , 20 11				
3 Excess distributions carryover, if any, to 2015				
a From 2010	65,598.			
b From 2011	34,923.			
c From 2012	162,182.			
d From 2013	120,094.			
e From 2014	84,229.			
f Total of lines 3a through e	467,026.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 294,500.				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2015 distributable amount.				43,410.
e Remaining amount distributed out of corpus.	251,090.			
5 Excess distributions carryover applied to 2015. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	718,116.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	65,598.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	652,518.			
10 Analysis of line 9				
a Excess from 2011	34,923.			
b Excess from 2012	162,182.			
c Excess from 2013	120,094.			
d Excess from 2014	84,229.			
e Excess from 2015	251,090.			

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

NOT APPLICABLE

- 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 2015, enter the date of the ruling
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

- 1 Information Regarding Foundation Managers:
- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))
- 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.
- N/A
- 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:
- ATCH 7
- b The form in which applications should be submitted and information and materials they should include:
- WRITTEN INFORMATION REGARDING PURPOSES OF ORGANIZATION
- 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:
- ATCH 8

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a Paid during the year</p> <p>ATCH 9</p>				
<p>Total</p>			<p>▶ 3a</p>	<p>294,500.</p>
<p>b Approved for future payment</p>				
<p>Total</p>			<p>▶ 3b</p>	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P r o p e r t y	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					2,126.	
28,969.		GOLDMAN SACHS STRATEGIC INCOME CL C 30,511.					VARIOUS -1,542.	7/28/2015
1,723.		PIONEER DYNAMIC CREDIT FUND CLASS C 1,740.					VARIOUS -17.	7/28/2015
89,773.		PIONEER DYNAMIC CREDIT FUND CLASS C 94,496.					01/23/2014 -4,723.	07/28/2015
244,073.		SPDR S&P 500 ETF TR 140,143.					VARIOUS 103,930.	VARIOUS
-15,405.		MISSION VENTURES III LP					VARIOUS -15,405.	VARIOUS
TOTAL GAIN (LOSS)							<u>84,369.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MISSION VENTURES III LP ORDINARY INCOME	-1.	-1.
TOTALS	<u>-1.</u>	<u>-1.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PWC	3,000.			
TOTALS	<u>3,000.</u>			

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL TAX	722.
CA TAX MISSION VENTURES III LP	18.
CA TAX PAID TO FTB	65.
FOREIGN TAXES	1,079.
TOTALS	<u>1,884.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT EXPENSE	5,660.	5,660.
CA STATE FEE	10.	
CA REGISTRY RENEWAL FEE	50.	
TOTALS	<u>5,720.</u>	<u>5,660.</u>

ATTACHMENT 5

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MISSION VENTURES III LP SECURITIES HELD AT UBS	73,033. 773,451.	70,406. 656,049.
TOTALS	<u>846,484.</u>	<u>726,455.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 6

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ROSEMARY BOCCIO BAKER 395 HAMPTON ROAD PIEDMONT, CA 94611	PRESIDENT .50	0.	0.	0.
EDWARD D. BAKER III 11 WELLINGTON SQUARE LONDON UNITED KINGDOM	CFO AND SECRETARY 2.00	0.	0.	0.
<u>GRAND TOTALS</u>		<u>0.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

EDWARD D. BAKER III
11 WELLINGTON SQUARE
LONDON
UNITED KINGDOM
510-428-0955

ATTACHMENT 8

990PF, PART XV - RESTRICTIONS OR 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 OF ANIMALS, OR FUND OTHER PROJECTS THAT ARE CONSISTENT WITH THE FOUNDATION'S GENERAL CHARITABLE PURPOSES. WRITTEN INFORMATION REGARDING THE PURPOSES OF THE ORGANIZATION IS REQUIRED WHEN SUBMITTING APPLICATIONS FOR CONTRIBUTIONS.

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MATHEMATICAL SCIENCES RESEARCH INSTITUTE 17 GAUSS WAY BERKELEY, CA 94720-5070	N/A PC	SUPPORT RESEARCH IN THE MATHEMATICAL SCIENCES	45,000
FINE ARTS MUSEUM OF SAN FRANCISCO 50 HAGIMARA TEA GARDEN DRIVE SAN FRANCISCO, CA 94118-4502	N/A PC	PROMOTE THE FINE ARTS	35,000
AMERICAN FRIENDS OF THE BRITISH MUSEUM 275 MADISON AVENUE, 6TH FLOOR NEW YORK, NY 10016	N/A PC	PROMOTE THE FINE ARTS	10,000
SAN FRANCISCO BALLET 455 FRANKLIN STREET SAN FRANCISCO, CA 94102	N/A PC	PROMOTE THE FINE AND PERFORMING ARTS	100,000
GROTON SCHOOL 282 FARMERS ROW P O BOX 991 GROTON, MA 01450	N/A PC	SUPPORT EDUCATION	6,000.
SAN FRANCISCO ZOOLOGICAL SOCIETY 1 ZOO ROAD SAN FRANCISCO, CA 94132-1027	N/A PC	SUPPORT CARE FOR ANIMALS	40,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LICK-WILMERDING HIGH SCHOOL 755 OCEAN AVENUE SAN FRANCISCO, CA 94112	N/A PC	SUPPORT EDUCATION	6,000
AMERICAN FRIENDS OF THE NATIONAL GALLERY, LONDON 275 MADISON AVENUE, 6TH FLOOR NEW YORK, NY 10016	N/A PC	PROMOTE THE FINE ARTS	4,000
WILDAID 744 MONTGOMERY STREET, SUITE 300 SAN FRANCISCO, CA 94111	N/A PC	SUPPORT CARE FOR ANIMALS	2,500
CHEETAH CONSERVATION FUND PO BOX 2496 ALEXANDRIA, VA 22301-0496	N/A PC	SUPPORT CARE FOR ANIMALS	2,500
BERKELEY REPERTORY THEATRE 999 HARRISON STREET BERKELEY, CA 94710	N/A PC	PROMOTE THE FINE ARTS	37,500
UNIVERSITY OF CALIFORNIA, BERKELEY 2080 ADDISON STREET, #4200 BERKELEY, CA 94720-4200	N/A PC	SUPPORT EDUCATION	6,000
TOTAL CONTRIBUTIONS PAID			<u>294,500</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
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MISSION VENTURES III LP ORDINARY INCOME

-1.

TOTALS

-1.