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Form

990-PF

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No. 1545-0052

2016

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 2016 or tax year beginning

December 1, 2015, 2016, and ending

November 30, 2016

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Name of foundation

Baker Brook Foundation: HLeonard, KAngell, WLeonard (on leave fr 8/1/16), DLeonard Co-Ttees

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

267 Main Street

City or town, state or province, country, and ZIP or foreign postal code

Concord MA 01742

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 748,750

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

A Employer identification number

04 6879863

B Telephone number (see instructions)

978 287 4353

C If exemption application is pending, check here ► ☐D 1. Foreign organizations, check here ► ☐2. Foreign organizations meeting the 85% test, check here and attach computation ► ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐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) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	See Sched D			
1 Contributions, gifts, grants, etc., received (attach schedule)	635			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	38	38		
4 Dividends and interest from securities	14,360	14,360		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	14,338			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		14,338		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	29,372	28,737		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	600	600		600
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	35			35
24 Total operating and administrative expenses. Add lines 13 through 23	635	600		635
25 Contributions, gifts, grants paid	42,000			42,000
26 Total expenses and disbursements. Add lines 24 and 25	42,635	600		42,635
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	(13,263)			
b Net investment income (if negative, enter -0-)		28,137		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat. No. 11289X

Form 990-PF (2016)

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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	5,435	3,473	3,473
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	470,713	462,532	561,569
	c Investments—corporate bonds (attach schedule)	188,204	185,085	183,709
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	664,352	651,089	748,750	
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)			
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	664,352	651,089	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input 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			
	30 Total net assets or fund balances (see instructions)	664,352	651,089	
31 Total liabilities and net assets/fund balances (see instructions)	664,352	651,089		

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	664,352
2 Enter amount from Part I, line 27a	2	(13,263)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	651,089
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	651,089

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Schedule G				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) 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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
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	14,338	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3		

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

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

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

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

(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))
2015			
2014			
2013			
2012			
2011			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
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.			8

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 type="checkbox"/> and enter 1% of Part I, line 27b	1		563
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		563
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		563
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1524	
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		1,524
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		-0-
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		none
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		961
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax 961 Refunded	11		-0-

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a			✓
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		✓
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
c	Did the foundation file Form 1120-POL for this year?		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ -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? <i>If "Yes," attach a detailed description of the activities.</i>		✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		✓
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>		✓
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Massachusetts		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>		✓
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		✓
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 ▶ Herman B Leonard, Co-Trustee Telephone no. ▶ 978-287-4353 Located at ▶ 267 Main Street Concord MA ZIP+4 ▶ 01742-2405		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		
16 At any time during calendar year 2016, 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.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	✓
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	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. ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 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 2016.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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 2016?	4b	✓

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)? ☐ Yes ☒ No
- 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
- 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

5b**6b****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
Herman B Leonard				
267 Main Street Concord MA 01742	Co-Trustee / 1	-0-	-0-	-0-
Kathryn A Angell				
267 Main Street Concord MA 01742	Co-Trustee / 2	-0-	-0-	-0-
Whitney A Leonard (on leave from August 1, 2016)				
303 W 12th Avenue Anchorage AK 99501	Co-Trustee / .1	-0-	-0-	-0-
Dana A Leonard				
56 Portsmouth Street Apt 2 Cambridge MA 02141	Co-Trustee / .2	-0-	-0-	-0-

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

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

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

None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None	None	None
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 No direct activities; all activities are grants to 501c(3) organizations	
	None
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	
	None
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	None

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	747,959
b	Average of monthly cash balances	1b	6,510
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	754,469
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	-0-
3	Subtract line 2 from line 1d	3	754,469
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	11,317
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	743,152
6	Minimum investment return. Enter 5% of line 5	6	37,158

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	37,158
2a	Tax on investment income for 2016 from Part VI, line 5	2a	563
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	563
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	36,595
4	Recoveries of amounts treated as qualifying distributions	4	-0-
5	Add lines 3 and 4	5	36,595
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	36,595

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	42,635
b	Program-related investments—total from Part IX-B	1b	-0-
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	-0-
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	-0-
b	Cash distribution test (attach the required schedule)	3b	-0-
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	42,635
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	-0-
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	42,635

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				36,595
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			(10,167)	
b Total for prior years: 20____, 20____, 20____		-0-		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	-0-			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 42,635				
a Applied to 2015, but not more than line 2a			(10,167)	
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 2016 distributable amount				52,808
e Remaining amount distributed out of corpus	-0-			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	-0-			-0-
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	-0-			
b Prior years' undistributed income. Subtract line 4b from line 2b		-0-		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		-0-		
d Subtract line 6c from line 6b. Taxable amount—see instructions		-0-		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount—see instructions			-0-	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				(16,207)
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)	-0-			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	-0-			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	-0-			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

Herman B Leonard, Co-Trustee

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

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:

- 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
a <i>Paid during the year</i> See Schedule H				
Total			3a	42,000
b <i>Approved for future payment</i> None				
Total			3b	-0-

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
None		

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

Signature of officer or trustee: [Signature] Date: 3/26/17 Title: Co-Trustee

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

Schedule A

Baker Brook Foundation

FY 2016

December 1, 2015 -- November 20, 2016

Schedule of Professional Fees

FY 2016 Form 990 PF Part I Line 16c

Financial investment advisory fees	0
Total	0

Schedule B

Baker Brook Foundation

FY 2016

December 1, 2015 -- November 20, 2016

Schedule of Tax Payments

FY 2016 Form 990 PF Part I Line 18

Federal investment income tax payments:	
FY2016 paid with prior year Form 990PF	0
Est tx 4/12/2016 by EFTPS by HBLEonard	600
Total taxes paid	600

Schedule C

Baker Brook Foundation

FY 2016

December 1, 2015 -- November 20, 2016

Schedule of Other Expenses

FY 2016 Form 990 PF Part I Line 23

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

Schedule D

Baker Brook Foundation
FY 2016

December 1, 2015 -- November 20, 2016

Statement of Revenues and Expenses

FY 2016 Form 990 PF Part I

		Actual	IRS Basis
Revenues			
Gifts		635	635
Non-capital gains investment income			
Int on savings	38		
Div and int from sec	14,360		
<u>Total</u>		14,398	14,398
Capital gains investment income		14,338	14,338
<u>Total Revenues</u>		29,372	29,372

Contributions and Expenses

Contributions Paid

AFS Intercultural Programs/USA	500
AIDS Action Committee of MA	250
Alaska Conservation Foundation	1,250
Americans for Peace Now	250
Boston Women's Fund	1,000
Casa Myrna Vasquez	1,500
Center for Reproductive Rights	3,500
Council on American-Islamic Rela	1,000
Defenders of Wildlife	1,250
Dream Corps - Green for All	750
Earthjustice	3,500
Environmental Defense Fund	3,000
The Extreme History Project	250
Gay and Lesbian Alliance Against	500
Global Fund for Women	2,000
Grassroots International	250
Greater Yellowstone Coalition	500
Honor the Earth	3,000
Indian Law Resource Center	2,500
Mass. Center for Native American	750
Medical Students for Choice	3,500
Mercy Corps	1,500
Mountain Institute	500
National Center for Lesbian Rights	250
National Immigrant Law Center	500
National Parks Conservation Assc	500
Natural Resources Defense Coun	3,000
Peaceful Tomorrows	500
People for the American Way Fou	500

	Planned Parenthood Federation o	1,500	
	Sierra Club Foundation	500	
	Southern Poverty Law Center	250	
	The American Chestnut Foundatic	500	
	Union of Concerned Scientists	250	
	Vermont Natural Resources Coun	250	
	Wild Things Unlimited	500	
	Total Contributions Paid	42,000	42,000
Expenses			
	Investment advisory fees	0	
	Investment interest	0	
	Fed 2% inv inc exc tx w/prior yr	0	
	Fed 2% inv inc exc estimated tax	600	
	Other expenses:		
	State registration fee	35	
	Account transfer fee		
	Legal expenses	0	
	<u>Total Expenses</u>	<u>635</u>	<u>635</u>
	Total Expenses and Contributions	42,635	42,635
<hr/>			
	Excess of Revenues over Contributions and Expenses	-13,263	-13,263

Schedule E

Baker Brook Foundation

FY 2016

December 1, 2015 -- November 20, 2016

Statement of Assets and Liabilities

FY 2016 Form 990 PF Part II

	At Market Value	At Book Value	At Donor's Basis
Cash and Cash Equivalent	45,223	45,223	45,223
Less Checks Outstanding	41,750	41,750	41,750
Net Cash due from Unsettled Trades	0	0	0
Total, Cash Assets	3,473	3,473	3,473
Corporate Bonds and Mutual Funds	183,709	185,085	185,085
Equities and Mutual Funds	561,569	462,532	402,808
Total, All Financial Assets	748,750	651,089	591,366

Schedule F

Baker Brook Foundation

FY 2016

December 1, 2015 – November 20, 2016

Schedule of Corporate Investments

FY 2016 Form 990 PF Part II Lines 1, 10b, 10c

	Book Value	Market Value
Cash and Cash Equivalent	45,223	45,223
Less Checks Outstanding	41,750	41,750
Net Cash due from Unsettled Trades	0	0
<hr/>		
Total, Cash Assets	3,473	3,473
Corporate Bonds (Mutual Funds)	185,085	183,709
Corporate Equities and Stock Mutual Funds	462,532	561,569
<hr/>		
Total, All Financial Assets	651,089	748,750

Summary of Equity and Mutual Fund Assets:

				Totals	647,616	745,277	
Purch Date	Shares	Company		Basis	Tot Basis	Mkt Price	Mkt Val
Donor stock:							
23-Apr-99	259	Verint (Comverse founder stock after divisions		32.5625	59,723	37.55	9,725

Acquired Stock and Mutual Funds:

(insert below this row)

Stock	12-Jul-10	690 987	Emerg Mkts Stk Idx Adm (VEMAX)	32 93	22,754.21	29 97	20,711
Stock	12-Jul-10	487.495	Energy Fund Adm (VGELX)	99.30	48,408 28	101.05	49,262
Bonds	12-Jul-10	0 000	Infl Prot Sec Adm (VAIPX)		0 00	0.00	
Stock	12-Jul-10	3292 322	Intl Value Fund (VTRIX)	27 66	91,065.62	31 98	105,283
Stock	12-Jul-10	1068.624	Mid-Cap Index Fund Adm (VIMAX)	97 78	104,490 01	162 66	173,826
Bonds	12-Jul-10	17249.274	Short Term Inv Gr Adm (VFSUX)	10 73	185,084 71	10 65	183,709
Stock	12-Jul-10	994 739	500 Index Fund Adm (VFIAX)	136 81	136,090.28	203 83	202,762

Schedule G

Baker Brook Foundation

FY 2016

December 1, 2015 -- November 20, 2016

Schedule of Capital Gains and Losses

FY 2016 Form 990 PF Part IV

Totals									
Purch Date	Shares	Company	Basis	Tot Basis	Sale Date	Sale Price	Sale Cst	Proceeds	Gain/Loss
23-Apr-99	200	Xura	27.01	5,402.00	19-Aug-16	25.00		5,000.00	-402.00
1-Jul-10		Emerg Mkts Stk Idx Adm (VEMAX)		-				-	0.00
1-Jul-10		Energy Fund Adm (VGELX)		-				-	0.00
1-Jul-10		Infl Prot Sec Adm (VAIPX)		-				-	0.00
1-Jul-10		Intl Value Fund (VTRIX)		-				-	0.00
1-Jul-10	79.9164	Mid-Cap Index Fund Adm (VIMAX)	74.50	5,953.50	21-Nov-16	162.6700		13,000.00	7,046.50
1-Jul-10	656.66	Short Term Inv Gr Adm (VFSUX)	10.73	7,047.26	21-Nov-16	10.6600		7,000.00	-47.26
1-Jul-10	73.6594	500 Index Fund Adm (VFIAI)	98.55	7,258.78	21-Nov-16	203.6400		15,000.00	7,741.22

Schedule H

Baker Brook Foundation

FY 2016

December 1, 2015 -- November 20, 2016

Schedule of Grants and Contributions Paid

FY 2016 Form 990 PF Part XV line 3a

Index	Name of Organization	Relnshp to mgr or contributor	Status	Purpose	Amount
1	AFS Intercultural Programs/USA 120 Wall St. 4th Fl New York, NY 10269	none	501c(3)	build worldwide understanding through intercultural learning experiences	500
2	AIDS Action Committee of MA 75 Amory Street Boston, MA 02119	none	501c(3)	prevent new HIV infections & optimize health of those infected	250
3	Alaska Conservation Foundation 911 West 8th Avenue, Suite 300 Anchorage, AK 99501	none	501c(3)	protect Alaskan ecosystems	1,250
4	Americans for Peace Now 2100 M St. NW, Suite 619 Washington, D.C. 20037	none	501c(3)	respect rights as seek comprehensive political settlement in Mid-East	250
5	Boston Women's Fund 14 Beacon Street Suite 805 Boston MA 02108	none	501c(3)	women's empowerment grants	1,000
6	Casa Myrna Vasquez PO Box 180019 Boston, MA 02118	none	501c(3)	eradicate violence against women and children and work for social justice	1,500
7	Center for Reproductive Rights 199 Water St., 22nd Fl New York, NY 10038	none	501c(3)	use the law to advance reproductive freedom as fundamental human right	3,500
8	Council on American-Islamic Relations 453 New Jersey Avenue, SE Washington, DC 20003	none	501c(3)	enhance understanding of Islam and bu that promote justice and mutual understanding	1,000
9	Defenders of Wildlife 1130 17th St. NW Washington, DC 20036	none	501c(3)	conserve native wild animals and protect habitats	1,250
10	Dream Corps - Green for All 1611 Telegraph Ave., Suite 600 Oakland, CA 94612	none	501c(3)	build an inclusive green economy and p people of color a place in the climate movement	750
11	Earthjustice 50 California St., Suite 500 San Francisco, CA 94111	none	501c(3)	protect national parks, wildlife habitat, achieve environmental justice	3,500

12 Environmental Defense Fund PO Box 5055 Hagerstown, MD 21741	none	501c(3)	protect & defend natural environment & wildlife	3,000
13 The Extreme History Project P.O. Box 5019 Bozeman, MT 59717	none	501c(3)	understand legacy of Indian reservation period & explore this for answers to address current reservation issues	250
14 Gay and Lesbian Alliance Against Defai 5455 Wilshire Boulevard #1500 Los Angeles CA 90036	none	501c(3)	promote and ensure fair, inclusive representation as means to eliminate homophobia	500
15 Global Fund for Women 222 Sutter Street, Suite 500 San Francisco, CA 94108	none	501c(3)	women's rights organizations worldwide grants	2,000
16 Grassroots International 179 Boylston Street Boston, MA 02130	none	501c(3)	promote global justice through partnerships with social change organizations	250
17 Greater Yellowstone Coalition 215 S Wallace Ave Bozeman MT 59715	none	501c(3)	conserve and protect Greater Yellowstone ecosystem	500
18 Honor the Earth 607 Main Ave PO Box 63 Callaway, MN 56521	none	501c(3)	create awareness & support for Native environmental issues & develop resources for sustainable Native communities	3,000
19 Indian Law Resource Center 602 North Ewing Street Helena MT 58601	none	501c(3)	legal assistance to Native tribes and nations	2,500
20 Mass Center for Native American Awar P.O. Box 5885 Boston, MA 02114	none	501c(3)	provide educational programs to confro & correct misconceptions & stereotypes about Native American history & issues	750
21 Medical Students for Choice PO Box 40188 Philadelphia, PA 19106	none	501c(3)	ensuring full range of reproductive health care choices	3,500
22 Mercy Corps PO Box 2669 Portland, OR 97208	none	501c(3)	humanitarian relief & development programs	1,500
23 Mountain Institute 3000 Connecticut Ave NW, Suite 101 Washington, DC 20008	none	501c(3)	advance mountain cultures & preserve mountain environments	500
24 National Center for Lesbian Rights 870 Market Street, Suite 370 San Francisco CA 94102	none	501c(3)	advance legal and human rights of lesbian, gay, bisexual, and transgender people	250

25	National Immigrant Law Center 3435 Wilshire Blvd., Suite 1600 Los Angeles, CA 90010	none	501c(3)	defend and advance the rights of low-income immigrants	500
26	National Parks Conservation Associatio 777 6th St. NW, Suite 700 Washington, DC 20001	none	501c(3)	protect & enhance national park system	500
27	Natural Resources Defense Council 40 West 20th St. New York, NY 10011	none	501c(3)	environmental sustainability & justice	3,000
28	Peaceful Tomorrows P.O. Box 20145 Park West Finance Station New York, NY 10025	none	501c(3)	seek peaceful options in search for justice by identifying commonality with other people	500
29	People for the American Way Foundatic 1101 15th St , NW, 6th Fl. Washington, DC 20005	none	501c(3)	affirm respect for diversity & equal justice	500
30	Planned Parenthood Federation of Ame 434 West 33rd St , Fl 12 New York, NY 10001	none	501c(3)	reproductive health care services & education	1,500
31	Sierra Club Foundation 85 Second Street, Suite 750 San Francisco, CA 94105	none	501c(3)	protect the environment, provide urban children with outdoor environmental opportunities through Inner City Outings	500
32	Southern Poverty Law Center 400 Washington Avenue Montgomery, AL 36104	none	501c(3)	battle racial and social injustice by fighti teaching tolerance, and seeking justice	250
33	The American Chestnut Foundation 50 N Merrimon Ave., Suite 115 Asheville, NC 28804	none	501c(3)	restore American chestnut trees to Eastern forests	500
34	Union of Concerned Scientists Two Brattle Square Cambridge, MA 02138	none	501c(3)	develop & implement solutions to press including climate change and misinformation	250
35	Vermont Natural Resources Council 9 Bailey Avenue Montpelier VT 05602	none	501c(3)	protect Vermont's natural resources and environment	250
36	Wild Things Unlimited PO Box 1522 Bozeman, MT 59771	none	501c(3)	increase effectiveness of wildlife management	500

Total Contributions and Grants Paid

42,000