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

2008

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

For calendar year 2008, or tax year beginning JUN 1, 2008, and ending MAY 31, 2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

| | | | |
|---|---|--|--|
| Use the IRS label. Otherwise, print or type. See Specific Instructions. | Name of foundation THE GEORGE T. BAKER FOUNDATION, INC. | | A Employer identification number 59-6151202 |
| | Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 15911 NW 14TH ROAD | | B Telephone number 954-443-6341 |
| | City or town, state, and ZIP code PEMBROKE PINES, FL 33028 | | C If exemption application is pending, check here <input type="checkbox"/> |
| | H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | 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) \$ 1,658,044. (Part I, column (d) must be on cash basis) | | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| | | | 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)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received | | | | N/A | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B | | | | | |
| 3 Interest on savings and temporary cash investments | | 11,010. | 11,010. | | STATEMENT 2 |
| 4 Dividends and interest from securities | | 52,616. | 52,616. | | STATEMENT 3 |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | <166,560.> | | | STATEMENT 1 |
| b Gross sales price for all assets on line 6a 428,207. | | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 0. | | |
| 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 | | <102,934.> | 63,626. | | |
| 13 Compensation of officers, directors, trustees, etc | | 34,392. | 17,196. | | 0. |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees | | | | | |
| b Accounting fees STMT 4 | | 7,300. | 3,650. | | 0. |
| c Other professional fees | | | | | |
| 17 Interest | | | | | |
| 18 Taxes STMT 5 | | 8,828. | 4,415. | | 0. |
| 19 Depreciation and depletion | | | | | |
| 20 Occupancy | | 1,166. | 583. | | 0. |
| 21 Travel, conferences, and meetings | | 4,093. | 2,047. | | 0. |
| 22 Printing and publications | | 321. | 161. | | 0. |
| 23 Other expenses STMT 6 | | 26,060. | 18,118. | | 0. |
| 24 Total operating and administrative expenses Add lines 13 through 23 | | 82,160. | 46,170. | | 0. |
| 25 Contributions, gifts, grants paid | | 57,800. | | | 57,800. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 139,960. | 46,170. | | 57,800. |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | | <242,894.> | | | |
| b Net investment income (if negative, enter -0-) | | | 17,456. | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2008)

| 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 | | 12,675. | 16,452. | 16,452. |
| | 2 | Savings and temporary cash investments | | 96,812. | 159,970. | 159,970. |
| | 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 STMT 8 | | 199,300. | 99,535. | 103,090. |
| | b | Investments - corporate stock STMT 9 | | 1,561,275. | 661,098. | 666,816. |
| | c | Investments - corporate bonds STMT 10 | | 50,000. | 100,870. | 104,301. |
| 11 | Investments - land, buildings, and equipment: basis ▶ | | | | | |
| | Less accumulated depreciation ▶ | | | | | |
| 12 | Investments - mortgage loans | | | | | |
| 13 | Investments - other STMT 11 | | 0. | 640,865. | 607,415. | |
| 14 | Land, buildings, and equipment: basis ▶ | | | | | |
| | Less accumulated depreciation ▶ | | | | | |
| 15 | Other assets (describe ▶) | | | | | |
| 16 | Total assets (to be completed by all filers) | | 1,920,062. | 1,678,790. | 1,658,044. | |
| 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 | | | | |
| | 22 | Other liabilities (describe ▶ STATEMENT 12) | | 0. | 431. | |
| 23 | Total liabilities (add lines 17 through 22) | | 0. | 431. | | |
| 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 | | 158,719. | 158,719. | |
| 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | 0. | 0. | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | | 1,761,343. | 1,519,640. | | |
| 30 | Total net assets or fund balances | | 1,920,062. | 1,678,359. | | |
| 31 | Total liabilities and net assets/fund balances | | 1,920,062. | 1,678,790. | | |

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 | 1,920,062. |
| 2 | Enter amount from Part I, line 27a | 2 | <242,894.> |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7 | 3 | 1,191. |
| 4 | Add lines 1, 2, and 3 | 4 | 1,678,359. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 1,678,359. |

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 GENWORTH FINL INC - SMITH BARNEY ACCT | P | 05/17/07 | 11/05/08 |
| b FIDUCIARY TRUST ACCOUNT - SEE ATTACHED | | | |
| c SCHEDULE | P | VARIOUS | VARIOUS |
| 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 11,268. | | 49,860. | <38,592.> |
| b | | | |
| c 416,939. | | 544,907. | <127,968.> |
| d | | | |
| e | | | |

| (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 | | | <38,592.> |
| b | | | |
| c | | | <127,968.> |
| 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 | <166,560.> |
| 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 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)) |
|---|---------------------------------------|---|--|
| 2007 | 137,282. | 2,191,796. | .062634 |
| 2006 | 96,600. | 2,181,282. | .044286 |
| 2005 | 108,250. | 2,240,158. | .048322 |
| 2004 | 112,800. | 2,214,118. | .050946 |
| 2003 | 93,600. | 2,128,095. | .043983 |

| | | |
|--|---|------------|
| 2 Total of line 1, column (d) | 2 | .250171 |
| 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 | .050034 |
| 4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 | 4 | 1,716,362. |
| 5 Multiply line 4 by line 3 | 5 | 85,876. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 175. |
| 7 Add lines 5 and 6 | 7 | 86,051. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 57,800. |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

| | | | |
|--|----|--------|------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling 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 | 349. |
| 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 | 349. |
| 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 | 349. |
| 6 Credits/Payments: | | | |
| a 2008 estimated tax payments and 2007 overpayment credited to 2008 | 6a | 3,985. | |
| 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 | 3,985. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | | |
| 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 | 3,636. | |
| 11 Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> 3,636. Refunded <input type="checkbox"/> | 11 | 0. | |

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 |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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 |
| c 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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) <input type="checkbox"/> NONE | | |
| 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 2008 or the taxable year beginning in 2008 (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 |

N/A

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address ► **N/A**

14 The books are in care of ► **GLADYS BLANCO** Telephone no. ► **954-443-6341**
 Located at ► **15911 NW 14TH ROAD, PEMBROKE PINES, FL** ZIP+4 ► **33028**

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**

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here | N/A | 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 2008? | | 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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| If "Yes," list the years ► | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) | N/A | 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If "Yes," did it have excess business holdings in 2008 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 2008.) | N/A | 3b |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008? | | 4b X |

Form **990-PF** (2008)

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))? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? | | N/A | 5b | |
| Organizations relying on a current notice regarding disaster assistance check here | | <input checked="" type="checkbox"/> | | |
| 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 | | |
| If "Yes," attach the statement required by Regulations section 53.4945-5(d) | | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | | 6b | X |
| If you answered "Yes" to 6b, also file Form 8870. | | | | |
| 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 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 |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 13 | | 34,392. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
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| | | | | |
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| | | | | |

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 | | | | |
| | | | | |
| | | | | |
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| | | | | |
| | | | | |
| | | | | |

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

0

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 | 1,615,413. |
| b | Average of monthly cash balances | 1b | 127,086. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 1,742,499. |
| 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 | 1,742,499. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 26,137. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,716,362. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 85,818. |

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 | 85,818. |
| 2a | Tax on investment income for 2008 from Part VI, line 5 | 2a | 349. |
| b | Income tax for 2008. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 349. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 85,469. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 85,469. |
| 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 | 85,469. |

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 | 57,800. |
| 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 | 57,800. |
| 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 | 0. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 57,800. |

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 2007 | (c) 2007 | (d) 2008 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2008 from Part XI, line 7 | | | | 85,469. |
| 2 Undistributed income, if any, as of the end of 2007 | | | | |
| a Enter amount for 2007 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2008: | | | | |
| a From 2003 | | | | |
| b From 2004 | | | | |
| c From 2005 | | | | |
| d From 2006 | | | | |
| e From 2007 | 72,357. | | | |
| f Total of lines 3a through e | 72,357. | | | |
| 4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ | 57,800. | | | |
| a Applied to 2007, 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 2008 distributable amount | | | | 57,800. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a)) | 27,669. | | | 27,669. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 44,688. | | | |
| 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 2007. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009 | | | | 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 2003 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a | 44,688. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2004 | | | | |
| b Excess from 2005 | | | | |
| c Excess from 2006 | | | | |
| d Excess from 2007 | 44,688. | | | |
| e Excess from 2008 | | | | |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

| Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income |
|---|---------------|--------------------------------------|---------------|---|
| (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| Enter gross amounts unless otherwise indicated. | | | | |
| 1 Program service revenue: | | | | |
| a _____ | | | | |
| b _____ | | | | |
| c _____ | | | | |
| d _____ | | | | |
| e _____ | | | | |
| f _____ | | | | |
| g Fees and contracts from government agencies | | | | |
| 2 Membership dues and assessments | | | | |
| 3 Interest on savings and temporary cash investments | | 14 | 11,010. | |
| 4 Dividends and interest from securities | | 14 | 52,616. | |
| 5 Net rental income or (loss) from real estate: | | | | |
| a Debt-financed property | | | | |
| b Not debt-financed property | | | | |
| 6 Net rental income or (loss) from personal property | | | | |
| 7 Other investment income | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | 18 | <166,560.> | |
| 9 Net income or (loss) from special events | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | |
| 11 Other revenue: | | | | |
| a _____ | | | | |
| b _____ | | | | |
| c _____ | | | | |
| d _____ | | | | |
| e _____ | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | <102,934.> | 0. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | 13 | <102,934.> |

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

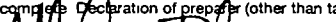


| | | | |
|---|--------------|------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| 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 |
| N/A | | |
| | | |
| | | |
| | | |
| | | |

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 or fiduciary) is based on all information of which preparer has any knowledge.

| | | | |
|--------------------------|--|------------------|---|
| Sign Here | Signature of officer or trustee  | Date 3/6/2010 | Title Secretary Treasurer |
| | Preparer's signature  | Date 2-24-10 | Check if self-employed <input type="checkbox"/> |
| Paid Preparer's Use Only | Firm's name (or yours if self-employed), address, and ZIP code SHARRARD, MCGEE & CO., P.A. P.O. BOX 5869 HIGH POINT, NC 27262 | | EIN  |
| | | | Phone no. (336) 884-0410 |

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---------------------------------------|--------------------|------------------|-----------|
| GENWORTH FINL INC - SMITH BARNEY ACCT | PURCHASED | 05/17/07 | 11/05/08 |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| 11,268. | 49,860. | 0. | 0. | <38,592.> |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|--------------------|------------------|-----------|
| FIDUCIARY TRUST ACCOUNT - SEE ATTACHED SCHEDULE | PURCHASED | VARIOUS | VARIOUS |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| 416,939. | 544,907. | 0. | 0. | <127,968.> |

| | |
|---------------------------------------|------------|
| CAPITAL GAINS DIVIDENDS FROM PART IV | 0. |
| TOTAL TO FORM 990-PF, PART I, LINE 6A | <166,560.> |

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

| SOURCE | AMOUNT |
|--|---------|
| FIDUCIARY TRUST | 7,635. |
| SMITH BARNEY | 3,375. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 11,010. |

| | | | |
|-------------|--|-----------|---|
| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT | 3 |
|-------------|--|-----------|---|

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| FIDUCIARY TRUST | 23,583. | 0. | 23,583. |
| SENTINEL INVESTMENTS | 13,293. | 0. | 13,293. |
| SMITH BARNEY | 15,740. | 0. | 15,740. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 52,616. | 0. | 52,616. |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 4 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DELOITTE TAX LLP | 7,300. | 3,650. | | 0. |
| TO FORM 990-PF, PG 1, LN 16B | 7,300. | 3,650. | | 0. |

| | | | |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 5 |
|-------------|-------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DADE COUNTY PROPERTY TAXES | 7,345. | 3,673. | | 0. |
| PAYROLL TAXES | 1,483. | 742. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 8,828. | 4,415. | | 0. |

| | | | |
|-------------|----------------|-----------|---|
| FORM 990-PF | OTHER EXPENSES | STATEMENT | 6 |
|-------------|----------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| BANK & BROKER'S FEES | 10,172. | 10,172. | | 0. |
| STORAGE EXPENSE | 805. | 403. | | 0. |
| SUPPLIES EXPENSE | 252. | 126. | | 0. |
| TELEPHONE EXPENSE | 2,009. | 1,005. | | 0. |
| INSURANCE EXPENSE | 874. | 437. | | 0. |

THE GEORGE T. BAKER FOUNDATION, INC.

59-6151202

| | | | |
|------------------------------|---------|---------|----|
| COPY MACHINE EXPENSE | 3,694. | 1,847. | 0. |
| BUILDING ASSOCIATION EXPENSE | 6,334. | 3,167. | 0. |
| A/C MAINTENANCE | 65. | 33. | 0. |
| OFFICE EXPENSE | 1,855. | 928. | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 26,060. | 18,118. | 0. |

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

| DESCRIPTION | AMOUNT |
|--|--------|
| ADJUSTED BEGINNING BALANCE TO ACTUAL | 1,191. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | 1,191. |

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|--|---------------|----------------|------------|----------------------|
| SEE ATTACHED SUMMARY | X | | 99,535. | 103,090. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 99,535. | 103,090. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 99,535. | 103,090. |

FORM 990-PF CORPORATE STOCK STATEMENT 9

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| SEE ATTACHED SUMMARY | 661,098. | 666,816. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 661,098. | 666,816. |

| | | | |
|-------------|-----------------|-----------|----|
| FORM 990-PF | CORPORATE BONDS | STATEMENT | 10 |
|-------------|-----------------|-----------|----|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|-------------------|
| SEE ATTACHED SUMMARY | 100,870. | 104,301. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 100,870. | 104,301. |

| | | | |
|-------------|-------------------|-----------|----|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 11 |
|-------------|-------------------|-----------|----|

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|------------------|------------|-------------------|
| SEE ATTACHED SUMMARY | COST | 640,865. | 607,415. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 640,865. | 607,415. |

| | | | |
|-------------|-------------------|-----------|----|
| FORM 990-PF | OTHER LIABILITIES | STATEMENT | 12 |
|-------------|-------------------|-----------|----|

| DESCRIPTION | BOY AMOUNT | EOY AMOUNT |
|--|------------|------------|
| FIT PAYABLE | 0. | 161. |
| FICA | 0. | 109. |
| MEDICARE | 0. | 26. |
| EMPLOYER'S PAYROLL TAXES | 0. | 135. |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 0. | 431. |

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|--|-----------------------------|-------------------|---------------------------------|--------------------|
| IRMA BAKER LYONS 10205 COLLINS AVE 809 BAL HARBOUR, FL 33154 | CHAIRMAN 5.00 | 3,000. | 0. | 0. |
| BARBARA I BAKER BEAHN PO BOX 1379 LINVILLE, NC 28646 | PRESIDENT 5.00 | 3,000. | 0. | 0. |
| RAYMOND BEAHN PO BOX 1379 LINVILLE, NC 28646 | VICE-PRESIDENT 5.00 | 3,000. | 0. | 0. |
| GLADYS BLANCO 15911 NW 14TH ROAD PEMBROKE PINES, FL 33028 | SECRETARY/TREASURER 5.00 | 19,392. | 0. | 0. |
| PATRICIA A. CORBETT 4613 SELKIRK DRIVE SNELLVILLE, GA 30039 | TRUSTEE 5.00 | 3,000. | 0. | 0. |
| RAYMOND BEAHN, JR. 14924 SW 34TH STREET DAVIE, FL 33331 | TRUSTEE 5.00 | 3,000. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 34,392. | 0. | 0. |

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 14

| RECIPIENT NAME AND ADDRESS | RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT | RECIPIENT STATUS | AMOUNT |
|---|---|--------------------------|--------|
| AVERY HUMANE SOCIETY, P.O. BOX 1213, NEWLAND, NC 28657 | NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | IRC SECTION 501(C)(3) | 1,000. |
| BANNER ELK VOLUNTEER FIRE DEPARTMENT PO BOX 175, BANNER ELK, NC 28604 | NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | IRC SECTION 501(C)(3) | 1,000. |
| CENTER FOR GREAT APES, PO BOX 463, WAUCHULA, FL 33373 | NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | IRC SECTION 501(C)(3) | 500. |
| GRANDFATHER HOME FOR CHILDREN, PO BOX 98, BANNER ELK, NC 28604 | NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | IRC SECTION 501(C)(3) | 2,000. |
| MOFFITT CANCER CENTER FOUNDATION, 12902 MAGNOLIA DRIVE, TAMPA, FL 33612 | NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | IRC SECTION 501(C)(3) | 3,000. |
| THE QUINN HOUSE, PO BOX 847, LAWRENCEVILLE, NC 30034 | NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | IRC SECTION 501(C)(3) | 1,000. |

| | | | |
|--|---|--------------------------|---------|
| ST. JUDE CHILDREN'S HOSPITAL, 501 ST. JUDE PLACE, MEMPHIS, TN 38105 | NONE | IRC SECTION 501(C)(3) | 1,000. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| THE COLLEGE FUND, 1222 SOUTH ANDREWS AVE., STE 502A, FORT LAUDERDALE, FL 333 | NONE | IRC SECTION 501(C)(3) | 1,000. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| THE WMF LAND PRESERVATION, P.O. BOX 978, SOUTHERN PINES, NC 28388 | NONE | IRC SECTION 501(C)(3) | 5,000. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| WATAUGA HUMANE SOCIETY, 196 PAUL CRITCHER DRIVE, BOONE, NC 28607 | NONE | IRC SECTION 501(C)(3) | 12,300. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| YELLOW MOUNTAIN ENTERPRISES, PO BOX 548, NEWLAND, NC 28657 | NONE | IRC SECTION 501(C)(3) | 1,000. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| YMCA OF AVERY COUNTY, PO BOX 707, LINVILLE, NC 28646 | NONE | IRC SECTION 501(C)(3) | 2,000. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| APPALACHIAN STATE UNIVERSITY, P.O. BOX 32014, BOONE, NC 28608-0001 | NONE | IRC SECTION 501(C)(3) | 5,000. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| MOORE COUNTY COMMUNITY FOUNDATION, P.O. BOX 1657, SOUTHERN PINES, NC 28388 | NONE | IRC SECTION 501(C)(3) | 1,000. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |

| | | | |
|--|---|--------------------------|--------|
| THE FOUNDATION OF FIRSTHEALTH, 150 APPECROSS ROAD, PINEHURST, NC 28674-9961 | NONE | IRC SECTION 501(C)(3) | 1,000. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| ATLANTA COMMUNITY FOOD BANK, 970 JEFFERSON ST. NW, ATLANTA, GA 30309 | NONE | IRC SECTION 501(C)(3) | 500. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| CAMILLUS HOUSE, PO BOX 011829, MIAMI, FL 33101 | NONE | IRC SECTION 501(C)(3) | 500. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| EMPTY STOCKING FUND, PO BOX 2358, PINEHURST, NC 28370 | NONE | IRC SECTION 501(C)(3) | 250. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| HIGH COUNTRY UNITED WAY, PO BOX 247, BOONE, NC 28607 | NONE | IRC SECTION 501(C)(3) | 500. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| HOSPICE OF WATAUGA COUNTY, BIRCHTREE SQUARE 14, 136 FURMAN RD., BOONE, NC 28 | NONE | IRC SECTION 501(C)(3) | 500. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| INFORMED FAMILIES OF DADE COUNTY, 2490 CORAL WAY , MIAMI, FL 33145 | NONE | IRC SECTION 501(C)(3) | 500. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |

| | | | |
|--|---|--------------------------|------|
| INTERNATIONAL KIDS FUND, 901 NW 17TH STREET STE G, MIAMI, FL 33136 | NONE | IRC SECTION 501(C)(3) | 500. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| MARINE TOYS FOR TOTS FOUNDATION, PO BOX 227, QUANTICO, VA 22134 | NONE | IRC SECTION 501(C)(3) | 500. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| MIAMI RESCUE MISSION, 2159 NW 1ST COURT, MIAMI, FL 33127 | NONE | IRC SECTION 501(C)(3) | 500. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| OASIS INC, PO BOX 1591, BOONE, NC 28607 | NONE | IRC SECTION 501(C)(3) | 500. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| THE SALVATION ARMY, PO BOX 350370, MIAMI, FL 33142 | NONE | IRC SECTION 501(C)(3) | 500. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| THE SMILE TRAIN, PO BOX 96231, WASHINGTON, DC 20090 | NONE | IRC SECTION 501(C)(3) | 500. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| THE UNIVERSITY OF NC, 30 T.W. ALEXANDER DR., PO BOX 14900, RESEARCH TRIANGLE | NONE | IRC SECTION 501(C)(3) | 750. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |

| | | | |
|--|---|-----------------------|------|
| WPBT - 2, PO BOX 227, MIAMI, FL 33261 | NONE | IRC SECTION 501(C)(3) | 500. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| DIABETES RESERACH INSTITUTE, 200 SOUTH PARK ROAD, STE 100, HOLLYWOOD, FL 330 | NONE | IRC SECTION 501(C)(3) | 500. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| COLUMBIA UNIVERSITY CENTER, 630 WEST 168 STREET, NEW YORK, NY 10032 | NONE | IRC SECTION 501(C)(3) | 500. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| ST. JOSEPH CATHOLIC CHURCH, 8670 BYRON AVE, MIAMI, FL 33141 | NONE | IRC SECTION 501(C)(3) | 500. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| ST. MARK CATHOLIC CHURCH, 5601 S. FLAMINGO ROAD, SOUTHWEST RANCHES, FL 33330 | NONE | IRC SECTION 501(C)(3) | 500. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| ST. PAUL LUTHERAN CHURCH, 580 INDIAN TRACE, PORT LAUDERDALE, FL 33326 | NONE | IRC SECTION 501(C)(3) | 500. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| WATAUGA COUNTY EMERGENCY, PO BOX 3394, BOONE, NC 28607 | NONE | IRC SECTION 501(C)(3) | 500. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |

| | | | |
|--|---|--------------------------|--------|
| ASU FOUNDATION INC, P.O. BOX 32014, BOONE, NC 28608-0001 | NONE | IRC SECTION 501(C)(3) | 5,000. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| HIGH COUNTRY CONSERVANCY, 577-5 GEORGE WILSON ROAD, BOONE, NC 28607 | NONE | IRC SECTION 501(C)(3) | 500. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| SANDHILLS COMMUNITY COLLEGE, 3395 AIRPORT ROAD, PINEHURST, NC 28374 | NONE | IRC SECTION 501(C)(3) | 1,500. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |
| BLOWING ROCK CHARITY HORSE SHOW FOUNDATION PO BOX 650, BLOWING ROCK, NC 28605 | NONE | IRC SECTION 501(C)(3) | 3,000. |
| | IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS | | |

TOTAL TO FORM 990-PF, PART XV, LINE 3A

57,800.

THE GEORGE T BAKER FOUNDATION INC
FYE 5/31/09
EIN # 59-6151202

FORM 990-PF - PART II, LINE 10A, B & C - INVESTMENTS - CORPORATE STOCKS & BONDS

| | <u>SHARES</u> | <u>INVESTMENT</u> | <u>COST BASIS</u> | <u>MARKET VALUE</u> |
|--|---------------|--------------------------------|-------------------|---------------------|
| <u>LINE A - INVESTMENTS - US OBLIGATIONS</u> | | | | |
| | 100,000 | UNITED STATES TREAS NTS DTD | 99,535 | 103,090 |
| <u>LINE B - INVESTMENTS - CORPORATE STOCKS</u> | | | | |
| | 225 | ABBOTT LABORATORIES | 11,026 | 10,139 |
| | 200 | ACCENTURE LTD | 7,855 | 5,986 |
| | 200 | AFLAC INC | 10,172 | 7,100 |
| | 50 | APPLE INC | 4,656 | 6,791 |
| | 450 | AT&T INC | 11,021 | 11,466 |
| | 200 | BANK OF NY MELLON CORP | 5,668 | 5,556 |
| | 200 | BERKSHIRE HATHAWAY INC | 7,566 | 5,944 |
| | 50 | BHP LIMITED | 2,503 | 2,812 |
| | 50 | BLACKROCK INC | 6,445 | 7,975 |
| | 50 | BUNGE LIMITED | 4,433 | 3,164 |
| | 100 | CANADIAN NATIONAL RAILWAY CO | 4,988 | 4,346 |
| | 1,000 | CBS CORP | 25,170 | 18,290 |
| | 150 | CELGENE CORP | 9,426 | 6,336 |
| | 1,000 | CORTS FOR FIRST UNION | 27,861 | 20,800 |
| | 300 | DIRECT TV | 6,203 | 6,750 |
| | 100 | DUKE ENERGY INC | 1,407 | 1,415 |
| | 50 | EMERSON ELECTRIC | 2,259 | 1,605 |
| | 150 | ENCANA CORP | 10,419 | 8,315 |
| | 100 | EXELON CORP | 7,403 | 4,801 |
| | 1,000 | EXXON MOBIL CORPORATION | 8,550 | 69,350 |
| | 100 | EXXON MOBIL CORPORATION | 7,962 | 6,935 |
| | 300 | FPL GROUP CAP | 7,545 | 7,545 |
| | 800 | GE CAP CORP | 20,336 | 19,040 |
| | 75 | GENERAL MILLS INC | 3,533 | 3,839 |
| | 75 | GILEAD SCIENCES INC | 3,075 | 3,233 |
| | 20 | GOOGLE INC | 9,633 | 8,345 |
| | 1,000.000 | HEALTHCARE REIT INC | 34,739 | 34,250 |
| | 200 | HEWLETT PACKARD CO | 7,150 | 6,870 |
| | 450 | INTEL CORP | 6,871 | 7,074 |
| | 80 | INTERNATIONAL BUSINESS MACHINE | 9,187 | 8,502 |
| | 360 | JP MORGAN | 12,849 | 13,284 |
| | 296 | LEXINGTON REALTY TRUST | 4,098 | 1,255 |
| | 125 | MCDONALDS CORP | 6,203 | 7,374 |
| | 250 | MICROSOFT CORP | 7,760 | 5,223 |
| | 50 | MONSANTO CO | 4,201 | 4,108 |
| | 250 | NATIONAL OILWELL VARCO | 11,995 | 9,655 |
| | 375 | NESTLE SA | 14,934 | 13,676 |
| | 125 | NIKE INC | 6,371 | 7,131 |
| | 150 | NINTENDO LTD | 6,522 | 5,052 |
| | 50 | NUCOR CORP | 3,557 | 2,196 |
| | 1,000 | OCEANEERING INTERNATIONAL INC | 41,503 | 51,420 |
| | 1,000 | ONEOK PARTNERS LP | 60,481 | 48,390 |
| | 500 | ORACLE CORP | 9,564 | 9,795 |
| | 300 | PACKAGING CORP | 4,091 | 4,836 |

THE GEORGE T. BAKER FOUNDATION INC
FYE: 5/31/09
EIN # 59-6151202

FORM 990-PF - PART II, LINE 10A, B & C - INVESTMENTS - CORPORATE STOCKS & BONDS

| <u>SHARES</u> | <u>INVESTMENT</u> | <u>COST BASIS</u> | <u>MARKET VALUE</u> |
|---------------|-------------------------------|-----------------------|-------------------------|
| 70 | PEPSICO INC | 4,787 | 3,644 |
| 100 | PUBLIC SERVICE ELECTRIC & GAS | 5,000 | 7,008 |
| 200 | QUALCOMM INC | 8,970 | 8,718 |
| 1,800 | REPSOL INTL CAPITAL LTD | 46,041 | 42,552 |
| 150 | ROCHE HOLDING LTD | 4,715 | 5,136 |
| 300 | SCHERING PLOUGH CORP | 7,847 | 7,320 |
| 150 | SCHLUMBERGER LTD | 10,161 | 8,585 |
| 1,000 | STRATS TR FOR BELLSOUTH | 25,200 | 18,500 |
| 75 | TEVA PHARMACEUTICALS INDS LTD | 4,193 | 3,477 |
| 250 | THERMO FISHER SCIENTIFIC | 8,331 | 9,728 |
| 100 | TRANSOCEAN LTD | 6,347 | 7,948 |
| 200 | TRIMBLE NAVIGATION LTD | 7,643 | 4,795 |
| 100 | UNITED TECHNOLOGIES CORP | 6,802 | 5,261 |
| 500 | VERIZON COMMUNICATIONS | 16,170 | 14,630 |
| 225 | VF CORP | 12,241 | 12,785 |
| 100 | VISA | 5,421 | 6,771 |
| 40 | WALMART STORES INC | 2,040 | 1,990 |
| | | <u>661,098</u> | <u>666,816</u> |

LINE B - INVESTMENTS - CORPORATE BONDS

| | | | |
|--------|---------------------|----------------|----------------|
| 25,000 | AFLAC INC SR | 26,000 | 25,968 |
| 50,000 | WALT DISNEY COMPANY | 49,513 | 51,814 |
| 25,000 | PFIZER INC | 25,357 | 26,519 |
| | | <u>100,870</u> | <u>104,301</u> |

LINE 13 - INVESTMENTS - OTHERS

| | | | |
|-----------|---------------------------|------------------|------------------|
| 1369.7895 | BLACKROCK DIVID ACHIEVERS | 19,009 | 10,041 |
| 3200.0634 | GABELLI EQUITY TRUST | 25,023 | 14,400 |
| 225 | ISHARES MSCI | 5,733 | 7,484 |
| 39383.984 | SENTINEL BALANCED FUND | 557,641 | 537,198 |
| 130 | SPDR GOLD TRUST | 8,458 | 12,507 |
| 2,181.500 | TEMPLETON INCOME | 25,000 | 25,785 |
| | | <u>640,865</u> | <u>607,415</u> |
| | Grand Total | <u>1,502,368</u> | <u>1,481,622</u> |

THE GEORGE T. BAKER FOUNDATION, INC
EIN #59-6151202
GAIN OR (LOSS) ON SALE OF ASSETS FOR YEAR ENDED MAY 31, 2009
PART IV, CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| DATE ACQUIRED | DATE SOLD | # OF SHARES | DESCRIPTION | COST BASIS | SALES PRICE | GAIN OR (LOSS) |
|------------------|--------------|----------------|-------------------------------------|---------------|----------------|-------------------|
| VARIOUS | 6/2/2008 | 200 | EMBRAER EMPRESA BRASILEIRA | 9,359 00 | 7,226 22 | (2,132 78) |
| VARIOUS | 08/04/08 | 200 | GUANGSHEN | 7,314 00 | 5,034 13 | (2,279 87) |
| VARIOUS | 08/04/08 | 100 | CHINA MOBILE LTD | 4,540 00 | 6,890 90 | 2,350 90 |
| 4/23/2007 | 09/22/08 | 35 | CHIPOTLE MEXICAN GRILL | 2,291 45 | 2,026 81 | (264 64) |
| 6/28/2007 | 09/05/08 | 100 | CBS CORP | 2,517 00 | 2,224 62 | (292 38) |
| 4/2/2008 | 09/11/08 | 100 | WACHOVIA CAP TRUST | 2,200 00 | 1,191 87 | (1,008 13) |
| 4/23/2007 | 09/18/08 | 100 | NEW ORIENTAL EDUCATION & TECH GROUF | 4,741 00 | 6,511 19 | 1,770 19 |
| 4/23/2007 | 09/23/08 | 65 | CHIPOTLE MEXICAN GRILL | 4,255 55 | 3,785 26 | (470 29) |
| 6/28/2007 | 09/25/08 | 250 | HANSEN NATURAL CORP | 10,927 50 | 8,177 85 | (2,749 65) |
| 5/8/2007 | 09/16/08 | 50 | GOLDMAN SACHS GROUP INC | 11,175 50 | 6,381 49 | (4,794 01) |
| 4/2/2008 | 09/12/08 | 700 | WACHOVIA CAP TRUST | 15,400 00 | 8,207 80 | (7,192 20) |
| 5/17/2007 | 09/18/08 | 2000 | BAC CAP TRUST | 50,295 00 | 35,459 80 | (14,835 20) |
| 5/8/2007 | 09/18/08 | 175 | CHINA LIFE INSD CO | 8,270 50 | 8,995 55 | 725 05 |
| 4/2/2008 | 09/12/08 | 200 | WACHOVIA CAP TRUST | 4,400 00 | 2,260 97 | (2,139 03) |
| 4/23/2007 | 10/10/08 | 200 | TESCO PLC SPONSORED ADR | 5,640 00 | 3,472 54 | (2,167 46) |
| 5/8/2007 | 10/21/08 | 100 | CURRENCYSHARES EURO | 13,543 00 | 13,115 53 | (427 47) |
| 5/8/2007 | 10/09/08 | 100 | SUNTECH POWER HOLDINGS | 3,778 50 | 2,247 09 | (1,531 41) |
| 5/8/2007 | 10/10/08 | 100 | SUNTECH POWER HOLDINGS | 3,778 50 | 1,998 52 | (1,779 98) |
| VARIOUS | 10/09/08 | 100 | HARTFORD FINANCIAL SERVICES GROUP | 9,818 50 | 2,172 67 | (7,645 83) |
| 6/28/2007 | 10/09/08 | 100 | BG PLC ADR FINAL INSTALLMENT | 8,154 00 | 7,097 96 | (1,056 04) |
| 4/2/2008 | 10/10/08 | 300 | SECTOR SPDR TR | 8,055 00 | 4,056 19 | (3,998 81) |
| 5/22/2007 | 10/29/08 | 100 | ERSTE BK DER SPONSORED ADR | 3,946 00 | 1,333 98 | (2,612 02) |
| 5/22/2007 | 10/30/08 | 100 | ERSTE BK DER SPONSORED ADR | 3,946 00 | 1,174 64 | (2,771 36) |
| 5/17/2007 | 11/28/08 | 200 | REPSOL INTL CAPITAL | 5,115 70 | 3,587 80 | (1,527 90) |
| 6/28/2007 | 11/28/08 | 100 | CBS CORP | 2,517 00 | 1,249 09 | (1,267 91) |
| 6/28/2007 | 12/01/08 | 100 | CBS CORP | 2,517 00 | 1,202 37 | (1,314 63) |
| VARIOUS | 01/08/09 | 50 | ROCHE HOLDING LTD | 9,257 50 | 7,877 06 | (1,380 44) |
| VARIOUS | 01/02/09 | 450 | COACH INC | 18,868 00 | 9,908 13 | (8,959 87) |
| 7/23/2008 | 01/21/09 | 130 | STATE STREET CORP | 9,316 41 | 2,132 52 | (7,183 89) |
| 11/6/2008 | 01/21/09 | 200 | WELLS FARGO & CO | 5,701 24 | 3,006 08 | (2,695 16) |
| 10/25/2007 | 01/02/09 | 200 | VARIAN MED SYS INC | 9,415 90 | 7,187 72 | (2,228 18) |
| 6/28/2007 | 02/19/09 | 100 | CBS CORP | 2,517 00 | 1,332 23 | (1,184 77) |
| 4/23/2007 | 02/24/09 | 100 | BASF SE SPONSORED ADR | 6,050 50 | 2,765 33 | (3,285 17) |
| 11/27/2007 | 02/10/09 | 100 | GENERAL DYNAMICS CORP | 8,777 00 | 5,488 97 | (3,288 03) |
| 5/8/2007 | 02/10/09 | 50 | GILEAD SCIENCES INC | 2,050 25 | 2,510 11 | 459 86 |
| 6/28/2007 | 02/10/09 | 175 | JOY GLOBAL INC | 10,426 50 | 4,086 23 | (6,340 27) |
| 6/28/2007 | 02/20/09 | 75 | CBS CORP | 1,887 75 | 943 58 | (944 17) |
| VARIOUS | 02/24/09 | 150 | AMERICA MOVIL SAB | 8,262 00 | 3,833 53 | (4,428 47) |
| 4/23/2007 | 02/10/09 | 150 | PEABODY ENERGY CORP | 7,339 50 | 4,310 98 | (3,028 52) |
| 4/23/2007 | 03/25/09 | 35 | DIAGEO PLC SPONSORED | 2,922 50 | 1,553 15 | (1,369 35) |
| VARIOUS | 03/06/09 | 20 | TEVA PHARMACEUTICAL | 1,630 80 | 3,106 46 | 1,475 66 |
| 6/28/2007 | 03/16/09 | 100 | CBS CORP | 2,517 00 | 1,159 21 | (1,357 79) |
| 5/8/2007 | 03/04/09 | 75 | GILEAD SCIENCES INC | 3,075 38 | 3,416 07 | 340 69 |
| 5/17/2007 | 03/06/09 | 20 | SPDR GOLD TRUST | 1,301 20 | 1,848 26 | 547 06 |
| 3/14/2008 | 03/03/08 | 50 | NUCOR CORP | 3,557 00 | 1,628 90 | (1,928 10) |
| 6/28/2007 | 03/17/09 | 50 | CBS CORP | 1,258 50 | 571 98 | (686 52) |
| 1/8/2009 | 06/16/09 | 100 | GENENTECH INC | 8,465 39 | 9,396 95 | 931 56 |
| 4/23/2007 | 03/04/09 | 50 | EMERSON ELECTRIC CO | 2,258 50 | 1,281 28 | (977 22) |
| 4/23/2007 | 03/31/09 | 100000 | UNITED STATES TREAS NTS | 99,765 63 | 100,000 00 | 234 37 |
| 6/28/2007 | 03/26/09 | 100 | CBS CORP | 2,517 00 | 1,433 94 | (1,083 06) |
| 5/17/2007 | 03/26/09 | 80 | PEPSICO INC | 5,471 20 | 4 167 41 | (1,303 79) |
| 4/23/2007 | 03/03/09 | 100 | DEVON ENERGY CORP | 7,322 00 | 4,095 22 | (3,226 78) |
| 5/17/2007 | 04/06/09 | 150 | PROCTER & GAMBLE CO | 9,495 50 | 7,471 96 | (2,023 54) |
| 6/28/2007 | 04/02/09 | 100 | CBS CORP | 2,517 00 | 1,429 14 | (1,087 86) |
| 7/19/2007 | 04/17/09 | 100 | AT&T INC | 2,449 00 | 2,520 13 | 71 13 |
| 6/28/2007 | 04/16/09 | 100 | CBS CORP | 2,517 00 | 1,450 73 | (1,066 27) |
| 6/28/2007 | 04/22/09 | 75 | CBS CORP | 1,887 75 | 1,049 49 | (838 26) |
| 7/19/2007 | 04/20/09 | 50 | AT&T INC | 1,224 50 | 1,257 80 | 33 30 |
| 4/23/2007 | 05/04/09 | 40 | DIAGEO PLC SPONSORED | 3,340 00 | 1,973 21 | (1,366 79) |
| 4/2/2008 | 05/22/09 | 50 | BUNGE LIMITED | 4,433 00 | 3,130 29 | (1,302 71) |
| 7/19/2007 | 05/19/09 | 400 | ATT INC | 9,796 00 | 10,125 54 | 329 54 |
| 4/2/2008 | 05/04/09 | 100 | FPL GROUP CAP | 2,514 90 | 2,493 38 | (21 52) |
| 4/2/2008 | 05/05/09 | 100 | FPL GROUP CAP | 2,514 90 | 2,483 51 | (31 39) |
| 5/8/2007 | 05/20/09 | 75 | MCDONALDS CORP | 3,721 50 | 4,216 90 | 495 40 |
| 4/2/2008 | 05/06/09 | 100 | FPL GROUP CAP | 2,514 90 | 2,486 45 | (28 45) |
| 4/4/2008 | 05/19/09 | 700 | GE CAP CORP | 17,794 00 | 16,448 74 | (1,345 26) |
| 4/2/2008 | 05/08/09 | 100 | FPL GROUP CAP | 2,514 90 | 2,490 83 | (24 07) |
| 4/2/2008 | 05/12/09 | 100 | FPL GROUP CAP | 2,514 90 | 2,497 49 | (17 41) |
| 4/2/2008 | 05/19/09 | 100 | FPL GROUP CAP | 2,514 90 | 2,487 95 | (26 95) |
| 10/22/2008 | 05/15/09 | 150 | COSTCO WHOLESALE CORP | 8,115 30 | 6,728 47 | (1,386 83) |
| 6/28/2007 | 05/04/09 | 175 | HARRIS CORP | 9,584 75 | 5,580 14 | (4,004 61) |
| 4/2/2008 | 05/20/09 | 100 | FPL GROUP CAP | 2,514 90 | 2,492 43 | (22 47) |
| | | | | 544,906.95 | 416,938.72 | (127,968.23) |

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

| | | |
|---|---|---|
| Type or print File by the due date for filing your return. See instructions. | Name of Exempt Organization THE GEORGE T. BAKER FOUNDATION, INC. | Employer identification number 59-6151202 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. 15911 NW 14TH ROAD | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. PEMBROKE PINES, FL 33028 | |

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

GLADYS BLANCO

- The books are in the care of ► **15911 NW 14TH ROAD - PEMBROKE PINES, FL 33028**
Telephone No. ► **954-443-6341** FAX No. ► _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **JANUARY 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☐ calendar year _____ or
► ☒ tax year beginning **JUN 1, 2008**, and ending **MAY 31, 2009**.

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

| | | |
|--|-----------|------------------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ 383. |
| b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ 3,985. |
| c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ 0. |

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

| | | |
|---|--|--------------------------------|
| Type or print File by the extended due date for filing the return. See instructions. | Name of Exempt Organization | Employer identification number |
| | THE GEORGE T. BAKER FOUNDATION, INC. | 59-6151202 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. | For IRS use only |
| | 15911 NW 14TH ROAD | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. | |
| | PEMBROKE PINES, FL 33028 | |

Check type of return to be filed (File a separate application for each return):

- ☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

GLADYS BLANCO

- The books are in the care of **15911 NW 14TH ROAD - PEMBROKE PINES, FL 33028**
 Telephone No. **954-443-6341** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until **APRIL 15, 2010**
- 5 For calendar year _____, or other tax year beginning **JUN 1, 2008**, and ending **MAY 31, 2009**
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER ALL THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

| | | |
|---|----|----|
| 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a | \$ |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b | \$ |
| c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 8c | \$ |

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Cristina Munoz** Title **Enrolled Agent** Date **1-7-10**

Form 8868 (Rev. 4-2009)