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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Use the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

LENOX & FRANCES BAKER FOUNDATION

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

Room/suite

901 SOUTH BOND STREET

City or town, state, and ZIP code

BALTIMORE, MD 21231

A Employer identification number

54-1788401

B Telephone number (see page 10 of the instructions)

(410) 537-5450

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

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) \$

2,294,309

J Accounting method. ☒ Cash ☐ Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis)

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 page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	25,924	25,919		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-23,156			
b Gross sales price for all assets on line 6a	674,920			
7 Capital gain net income (from Part IV, line 2)				
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)	2,835			STMT 2
12 Total. Add lines 1 through 11	5,603	25,919		
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)	5,669	5,669		STMT 3
17 Interest				
18 Other (attach schedule) (see page 14 of the instructions)	1,239	1,239		STMT 4
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	6,908	6,908		
25 Contributions, gifts, grants paid	98,500			98,500
26 Total expenses and disbursements. Add lines 24 and 25	105,408	6,908		98,500
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-99,805			
b Net investment income (if negative, enter -0-)		19,011		
c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	46,925.	353,366.	353,366.	
	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 page 16 of the 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				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 5 .	2,285,516.	1,879,270.	1,940,943.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	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)	2,332,441.	2,232,636.	2,294,309.		
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 ▶ ☐					
	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 and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds	2,332,441.	2,232,636.		
	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 page 17 of the instructions)	2,332,441.	2,232,636.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,332,441.	2,232,636.			

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	2,332,441.
2	Enter amount from Part I, line 27a	2	-99,805.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,232,636.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,232,636.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-23,156.	
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 pages 13 and 17 of the 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.**1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.**

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	157,241.	2,623,878.	0.05992694782
2007	106,148.	3,241,053.	0.03275108429
2006	140,260.	2,906,848.	0.04825157697
2005	168,856.	2,792,827.	0.06046060139
2004	121,089.	2,711,138.	0.04466353244
2 Total of line 1, column (d)			2 0.24605374291
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 0.04921074858
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 1,914,151.
5 Multiply line 4 by line 3			5 94,197.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 190.
7 Add lines 5 and 6			7 94,387.
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 on page 18.			8 98,500.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	190.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	190.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	190.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	260.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	260.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	70.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax 70. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
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		
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
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
4b 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 page 19 of the instructions) ▶ STMT 7		
8b 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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the 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 BROWN INVESTMENT ADVISORY Telephone no. (410) 537-5450			
	Located at 901 S. BOND STREET, BALTIMORE, MD ZIP + 4 21231			
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			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ 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 page 20 of the instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2009 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 2009)	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 2009?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5b** ☐Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ 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? **7b** ☐ Yes ☒ No**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 page 22 of the 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
SEE STATEMENT 8		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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

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 page 23 of the 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

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,841,038.
b	Average of monthly cash balances	1b	102,263.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,943,301.
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	NONE
3	Subtract line 2 from line 1d	3	1,943,301.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	29,150.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,914,151.
6	Minimum investment return. Enter 5% of line 5	6	95,708.

Part XI Distributable Amount (see page 25 of the 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	95,708.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	190.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	190.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	95,518.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	95,518.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	95,518.

Part XII Qualifying Distributions (see page 25 of the 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	98,500.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	98,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	190.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	98,310.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				95,518.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			85,851.	
b Total for prior years 20 <u>07</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>98,500.</u>				
a Applied to 2008, but not more than line 2a			85,851.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				12,649.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				82,869.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	
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 page 28 of the 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).)

N/A

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed.

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 11				
Total			▶ 3a	98,500.
b Approved for future payment				
Total			▶ 3b	

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

- | | | | |
|--|-------|-----|----|
| <p>9 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?</p> | | Yes | No |
| <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| <p>b Other transactions.</p> | | | |
| (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 |
| <p>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.</p> | | | |

[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

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.

Frances Balen

05/14/2010

Title

Sign Here

**Paid
Preparer's
Use Only**

Preparer's
signature

[Handwritten signature]

Date

04/21/2010

Check if self-employed ☐

Preparer's identifying
number (See **Signature** on
page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code

BROWN INVESTMENT ADVISORY & TRUST
901 SOUTH BOND STREET
BALTIMORE, MD 2123

EIN ▶ 52-1811121

Phone no. 410-537-5484

Form **990-PF** (2009)

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS				178.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				1,567.	
5,284.00		275. ABB LTD SPON ADR PROPERTY TYPE: SECURITIES 5,551.00				09/25/2009 -267.00	11/23/2009
1,011.00		56. ABB LTD SPON ADR PROPERTY TYPE: SECURITIES 1,130.00				09/25/2009 -119.00	12/08/2009
6,655.00		235. ALBERTO CULVER CO NEW PROPERTY TYPE: SECURITIES 5,832.00				10/02/2009 823.00	11/23/2009
1,323.00		47. ALBERTO CULVER CO NEW PROPERTY TYPE: SECURITIES 1,077.00				03/17/2009 246.00	12/08/2009
2,174.00		37. ALLERGAN INC PROPERTY TYPE: SECURITIES 2,221.00				11/16/2009 -47.00	11/23/2009
4,643.00		79. ALLERGAN INC PROPERTY TYPE: SECURITIES 4,011.00				06/23/2006 632.00	11/23/2009
1,407.00		24. ALLERGAN INC PROPERTY TYPE: SECURITIES 1,208.00				06/14/2006 199.00	12/08/2009
1,974.00		62. AMETEK INC (NEW) COM PROPERTY TYPE: SECURITIES 2,199.00				05/16/2007 -225.00	03/27/2009
3,225.00		95. AMETEK INC (NEW) COM PROPERTY TYPE: SECURITIES 3,293.00				04/18/2007 -68.00	04/20/2009
4,947.00		133. AMETEK INC (NEW) COM PROPERTY TYPE: SECURITIES 4,584.00				03/29/2007 363.00	11/23/2009

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,011.00		27. AMETEK INC (NEW) COM PROPERTY TYPE: SECURITIES 928.00				03/15/2007 83.00	12/08/2009
3,682.00		30. APPLE COMPUTER INC. PROPERTY TYPE: SECURITIES 3,069.00				10/17/2008 613.00	04/17/2009
3,387.00		18. APPLE COMPUTER INC. PROPERTY TYPE: SECURITIES 1,797.00				10/17/2008 1,590.00	09/23/2009
8,394.00		41. APPLE COMPUTER INC. PROPERTY TYPE: SECURITIES 3,953.00				10/17/2008 4,441.00	11/23/2009
1,724.00		9. APPLE COMPUTER INC. PROPERTY TYPE: SECURITIES 849.00				10/07/2008 875.00	12/08/2009
1,096.00		48. BANK OF NEW YORK MELLON CORP. PROPERTY TYPE: SECURITIES 1,845.00				07/01/2008 -749.00	02/20/2009
1,027.00		45. BANK OF NEW YORK MELLON CORP. PROPERTY TYPE: SECURITIES 1,819.00				11/09/2007 -792.00	02/20/2009
3,135.00		118. BANK OF NEW YORK MELLON CORP. PROPERTY TYPE: SECURITIES 4,053.00				09/17/2008 -918.00	11/23/2009
621.00		23. BANK OF NEW YORK MELLON CORP. PROPERTY TYPE: SECURITIES 774.00				09/17/2008 -153.00	12/08/2009
7,191.00		105. CANADIAN NATURAL RESOURCES LTD PROPERTY TYPE: SECURITIES 6,093.00				11/19/2009 1,098.00	11/23/2009
1,335.00		21. CANADIAN NATURAL RESOURCES LTD PROPERTY TYPE: SECURITIES 1,015.00				05/04/2009 320.00	12/08/2009

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
887.00		45. CISCO SYSTEMS PROPERTY TYPE: SECURITIES 1,092.00				08/19/2008 -205.00	05/04/2009
5,225.00		265. CISCO SYSTEMS PROPERTY TYPE: SECURITIES 6,112.00				02/07/2008 -887.00	05/04/2009
7,181.00		302. CISCO SYSTEMS PROPERTY TYPE: SECURITIES 5,633.00				10/24/2008 1,548.00	11/23/2009
1,462.00		61. CISCO SYSTEMS PROPERTY TYPE: SECURITIES 795.00				12/31/2002 667.00	12/08/2009
2,859.00		83. CITRIX SYSTEMS INC PROPERTY TYPE: SECURITIES 2,769.00				06/16/2008 90.00	07/22/2009
603.00		17. CITRIX SYSTEMS INC PROPERTY TYPE: SECURITIES 567.00				06/16/2008 36.00	09/04/2009
956.00		27. CITRIX SYSTEMS INC PROPERTY TYPE: SECURITIES 901.00				06/16/2008 55.00	09/04/2009
5,926.00		153. CITRIX SYSTEMS INC PROPERTY TYPE: SECURITIES 4,773.00				06/26/2008 1,153.00	11/23/2009
1,193.00		31. CITRIX SYSTEMS INC PROPERTY TYPE: SECURITIES 945.00				06/26/2008 248.00	12/08/2009
4,098.00		165. COACH INC. PROPERTY TYPE: SECURITIES 5,357.00				05/13/2008 -1,259.00	05/20/2009
5,535.00		159. COACH INC. PROPERTY TYPE: SECURITIES 5,050.00				09/11/2008 485.00	11/23/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,169.00		33. COACH INC. PROPERTY TYPE: SECURITIES 998.00					09/11/2008 171.00	12/08/2009
3,659.00		121. COGNIZANT TECH SOLUTIONS CRP COM PROPERTY TYPE: SECURITIES 2,390.00					10/21/2008 1,269.00	07/28/2009
2,566.00		74. COGNIZANT TECH SOLUTIONS CRP COM PROPERTY TYPE: SECURITIES 1,461.00					10/21/2008 1,105.00	09/04/2009
7,145.00		160. COGNIZANT TECH SOLUTIONS CRP COM PROPERTY TYPE: SECURITIES 3,148.00					10/30/2008 3,997.00	11/23/2009
1,495.00		33. COGNIZANT TECH SOLUTIONS CRP COM PROPERTY TYPE: SECURITIES 614.00					10/30/2008 881.00	12/02/2009
1,364.00		31. COGNIZANT TECH SOLUTIONS CRP COM PROPERTY TYPE: SECURITIES 576.00					10/30/2008 788.00	12/08/2009
2,330.00		51. COGNIZANT TECH SOLUTIONS CRP COM PROPERTY TYPE: SECURITIES 944.00					10/30/2008 1,386.00	12/31/2009
2,636.00		198. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES 5,282.00					07/26/2007 -2,646.00	05/29/2009
13,430.00		876. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES 19,121.00					09/07/2007 -5,691.00	10/02/2009
6,403.00		414. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES 7,485.00					03/06/2006 -1,082.00	10/09/2009
3,723.00		253. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES 4,270.00					10/22/2008 -547.00	10/26/2009

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
2,300.00		156. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES 2,219.00				10/22/2008 81.00	10/26/2009
8,451.00		139. COSTCO WHOLESALE CORPORATION PROPERTY TYPE: SECURITIES 6,676.00				05/29/2009 1,775.00	11/23/2009
1,640.00		28. COSTCO WHOLESALE CORPORATION PROPERTY TYPE: SECURITIES 1,345.00				05/29/2009 295.00	12/08/2009
7,066.00		132. COVANCE INC PROPERTY TYPE: SECURITIES 7,155.00				10/09/2009 -89.00	11/23/2009
1,325.00		26. COVANCE INC PROPERTY TYPE: SECURITIES 1,347.00				10/30/2009 -22.00	12/08/2009
1,367.00		20. DANAHER CORP PROPERTY TYPE: SECURITIES 1,571.00				05/13/2008 -204.00	10/30/2009
1,960.00		27. DANAHER CORP PROPERTY TYPE: SECURITIES 2,116.00				05/13/2008 -156.00	11/18/2009
5,511.00		76. DANAHER CORP PROPERTY TYPE: SECURITIES 5,883.00				05/13/2008 -372.00	11/23/2009
1,442.00		20. DANAHER CORP PROPERTY TYPE: SECURITIES 1,504.00				03/28/2008 -62.00	12/02/2009
998.00		14. DANAHER CORP PROPERTY TYPE: SECURITIES 1,053.00				03/28/2008 -55.00	12/08/2009
5,359.00		90. DAVITA INC PROPERTY TYPE: SECURITIES 5,452.00				11/29/2007 -93.00	11/23/2009

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,048.00		18. DAVITA INC PROPERTY TYPE: SECURITIES 1,090.00				11/29/2007 -42.00	12/08/2009
2,540.00		140. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES 2,806.00				11/13/2008 -266.00	08/31/2009
9,343.00		515. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES 25,579.00				02/01/2007 -16,236.00	08/31/2009
1,676.00		48. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES 2,548.00				08/11/2008 -872.00	04/27/2009
3,673.00		100. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES 4,757.00				09/09/2008 -1,084.00	05/04/2009
518.00		10. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES 443.00				09/09/2008 75.00	09/25/2009
5,240.00		101. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES 2,329.00				12/18/2008 2,911.00	09/25/2009
363.00		7. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES 310.00				09/09/2008 53.00	09/25/2009
3,296.00		59. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES 1,360.00				12/18/2008 1,936.00	11/23/2009
838.00		15. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES 264.00				11/11/2005 574.00	11/23/2009
748.00		14. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES 247.00				11/11/2005 501.00	12/08/2009

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
20,000.00		2068.252 BROWN CARDINAL SMALL COMPANIES PROPERTY TYPE: SECURITIES 27,455.00				12/12/2007 -7,455.00	11/23/2009
15,000.00		2403.846 BROWN ADVISORY CORE INTERNATION PROPERTY TYPE: SECURITIES 38,341.00				10/04/2006 -23,341.00	11/23/2009
50,000.00		4826.255 BROWN ADVISORY VALUE EQUITY FUN PROPERTY TYPE: SECURITIES 65,165.00				12/12/2007 -15,165.00	12/08/2009
12,850.00		1240.361 BROWN ADVISORY SMALL-CAP GROWTH PROPERTY TYPE: SECURITIES 8,993.00				12/11/2008 3,857.00	11/23/2009
22,150.00		2138.017 BROWN ADVISORY SMALL-CAP GROWTH PROPERTY TYPE: SECURITIES 14,004.00				12/31/2002 8,146.00	11/23/2009
25,000.00		2408.478 BROWN ADVISORY SMALL-CAP GROWTH PROPERTY TYPE: SECURITIES 15,776.00				12/31/2002 9,224.00	12/08/2009
13,383.00		145. GENENTECH INC NEW PROPERTY TYPE: SECURITIES 11,635.00				06/13/2007 1,748.00	03/11/2009
15,941.00		170. GENENTECH INC NEW PROPERTY TYPE: SECURITIES 12,279.00				01/14/2008 3,662.00	03/17/2009
6,996.00		12. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 4,034.00				02/12/2009 2,962.00	11/23/2009
1,768.00		3. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 959.00				01/08/2009 809.00	12/08/2009
1,936.00		43. IDEXX LABORATORIES CORP PROPERTY TYPE: SECURITIES 2,427.00				09/03/2008 -491.00	07/16/2009

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
996.00		22. IDEXX LABORATORIES CORP PROPERTY TYPE: SECURITIES 1,242.00				09/03/2008 -246.00	07/16/2009
308.00		6. IDEXX LABORATORIES CORP PROPERTY TYPE: SECURITIES 339.00				09/03/2008 -31.00	10/30/2009
410.00		8. IDEXX LABORATORIES CORP PROPERTY TYPE: SECURITIES 451.00				09/03/2008 -41.00	11/02/2009
1,168.00		23. IDEXX LABORATORIES CORP PROPERTY TYPE: SECURITIES 1,297.00				09/03/2008 -129.00	11/03/2009
154.00		3. IDEXX LABORATORIES CORP PROPERTY TYPE: SECURITIES 169.00				09/03/2008 -15.00	11/04/2009
512.00		10. IDEXX LABORATORIES CORP PROPERTY TYPE: SECURITIES 563.00				09/03/2008 -51.00	11/05/2009
6,003.00		117. IDEXX LABORATORIES CORP PROPERTY TYPE: SECURITIES 6,392.00				10/10/2008 -389.00	11/23/2009
1,186.00		23. IDEXX LABORATORIES CORP PROPERTY TYPE: SECURITIES 976.00				10/10/2008 210.00	12/08/2009
2,733.00		18. INTUITIVE SURGICAL INC COM NEW PROPERTY TYPE: SECURITIES 3,824.00				10/21/2008 -1,091.00	05/20/2009
3,524.00		16. INTUITIVE SURGICAL INC COM NEW PROPERTY TYPE: SECURITIES 1,992.00				11/20/2008 1,532.00	07/28/2009
3,049.00		12. INTUITIVE SURGICAL INC COM NEW PROPERTY TYPE: SECURITIES 1,367.00				02/09/2009 1,682.00	10/09/2009

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,972.00		7. INTUITIVE SURGICAL INC COM NEW PROPERTY TYPE: SECURITIES 796.00				02/09/2009 1,176.00	11/18/2009
6,778.00		24. INTUITIVE SURGICAL INC COM NEW PROPERTY TYPE: SECURITIES 2,625.00				02/09/2009 4,153.00	11/23/2009
1,146.00		4. INTUITIVE SURGICAL INC COM NEW PROPERTY TYPE: SECURITIES 423.00				01/08/2009 723.00	12/08/2009
5,149.00		143. JACOBS ENGINEERING GROUP INC PROPERTY TYPE: SECURITIES 6,588.00				04/27/2009 -1,439.00	11/23/2009
1,195.00		35. JACOBS ENGINEERING GROUP INC PROPERTY TYPE: SECURITIES 1,613.00				04/27/2009 -418.00	12/08/2009
1,373.00		6. MASTERCARD INC. PROPERTY TYPE: SECURITIES 1,179.00				09/25/2008 194.00	11/18/2009
7,294.00		31. MASTERCARD INC. PROPERTY TYPE: SECURITIES 6,091.00				09/25/2008 1,203.00	11/23/2009
1,424.00		6. MASTERCARD INC. PROPERTY TYPE: SECURITIES 1,179.00				09/25/2008 245.00	12/08/2009
1,743.00		53. MEDTRONIC INC. PROPERTY TYPE: SECURITIES 2,410.00				09/28/2006 -667.00	02/09/2009
2,252.00		75. MEDTRONIC INC. PROPERTY TYPE: SECURITIES 3,407.00				12/31/2002 -1,155.00	02/27/2009
9,719.00		307. MEDTRONIC INC. PROPERTY TYPE: SECURITIES 13,895.00				11/18/2003 -4,176.00	04/29/2009

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,798.00		91. MICROS SYSTEMS INC PROPERTY TYPE: SECURITIES 2,423.00					06/18/2007 -625.00	03/27/2009
3,290.00		113. MICROS SYSTEMS INC PROPERTY TYPE: SECURITIES 3,008.00					06/18/2007 282.00	11/23/2009
675.00		23. MICROS SYSTEMS INC PROPERTY TYPE: SECURITIES 612.00					06/18/2007 63.00	12/08/2009
1,377.00		44. MICROS SYSTEMS INC PROPERTY TYPE: SECURITIES 1,171.00					06/18/2007 206.00	12/31/2009
538.00		17. MICROS SYSTEMS INC PROPERTY TYPE: SECURITIES 452.00					06/18/2007 86.00	12/31/2009
3,131.00		160. MICROSOFT CORP. PROPERTY TYPE: SECURITIES 4,062.00					03/26/2003 -931.00	05/22/2009
12,132.00		475. MICROSOFT CORP. PROPERTY TYPE: SECURITIES 11,735.00					04/06/2005 397.00	09/25/2009
4,759.00		80. MILLIPORE CORP. PROPERTY TYPE: SECURITIES 6,081.00					10/12/2007 -1,322.00	05/04/2009
2,291.00		34. MILLIPORE CORP. PROPERTY TYPE: SECURITIES 2,486.00					01/07/2008 -195.00	07/16/2009
809.00		12. MILLIPORE CORP. PROPERTY TYPE: SECURITIES 871.00					01/07/2008 -62.00	07/16/2009
2,155.00		32. MILLIPORE CORP. PROPERTY TYPE: SECURITIES 2,324.00					01/07/2008 -169.00	10/30/2009

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
6,692.00		98. MILLIPORE CORP. PROPERTY TYPE: SECURITIES 7,087.00				01/07/2008 -395.00	11/23/2009
1,324.00		19. MILLIPORE CORP. PROPERTY TYPE: SECURITIES 1,304.00				08/01/2007 20.00	12/08/2009
4,916.00		305. NETAPP, INC PROPERTY TYPE: SECURITIES 7,619.00				10/05/2007 -2,703.00	02/12/2009
2,366.00		135. NETAPP, INC PROPERTY TYPE: SECURITIES 3,270.00				08/03/2007 -904.00	04/17/2009
2,409.00		81. NETAPP, INC PROPERTY TYPE: SECURITIES 1,945.00				01/14/2008 464.00	11/16/2009
6,244.00		203. NETAPP, INC PROPERTY TYPE: SECURITIES 4,702.00				06/26/2008 1,542.00	11/23/2009
1,329.00		40. NETAPP, INC PROPERTY TYPE: SECURITIES 884.00				01/24/2008 445.00	12/08/2009
407.00		37. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES 444.00				11/10/2008 -37.00	01/08/2009
1,339.00		122. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES 1,114.00				11/21/2008 225.00	01/08/2009
849.00		76. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES 689.00				11/21/2008 160.00	01/08/2009
1,118.00		102. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES 924.00				11/21/2008 194.00	01/08/2009

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
88.00		8. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES 72.00				11/21/2008 16.00	01/08/2009
717.00		67. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES 607.00				11/21/2008 110.00	01/08/2009
246.00		23. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES 208.00				11/21/2008 38.00	01/08/2009
3,191.00		298. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES 1,828.00				03/26/2003 1,363.00	01/08/2009
5,181.00		497. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES 2,901.00				03/26/2003 2,280.00	01/08/2009
2,347.00		45. PEPSICO INC. PROPERTY TYPE: SECURITIES 2,898.00				07/01/2008 -551.00	03/26/2009
939.00		18. PEPSICO INC. PROPERTY TYPE: SECURITIES 839.00				09/23/2003 100.00	03/26/2009
2,889.00		59. PEPSICO INC. PROPERTY TYPE: SECURITIES 2,696.00				09/23/2003 193.00	04/27/2009
8,508.00		166. PEPSICO INC. PROPERTY TYPE: SECURITIES 7,436.00				09/23/2003 1,072.00	05/29/2009
8,288.00		162. PEPSICO INC. PROPERTY TYPE: SECURITIES 7,240.00				07/09/2003 1,048.00	05/29/2009
7,395.00		284. PETSMART INC PROPERTY TYPE: SECURITIES 6,991.00				06/23/2006 404.00	11/23/2009

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,524.00		58. PETSMART INC PROPERTY TYPE: SECURITIES 1,410.00				06/23/2006 114.00	12/08/2009
6,843.00		150. QUALCOMM CORP. PROPERTY TYPE: SECURITIES 6,943.00				08/31/2009 -100.00	11/23/2009
1,345.00		30. QUALCOMM CORP. PROPERTY TYPE: SECURITIES 1,389.00				08/31/2009 -44.00	12/08/2009
4,563.00		96. ROPER INDUSTRIES INC NEW PROPERTY TYPE: SECURITIES 4,319.00				10/20/2008 244.00	10/02/2009
5,925.00		111. ROPER INDUSTRIES INC NEW PROPERTY TYPE: SECURITIES 5,763.00				10/27/2009 162.00	11/23/2009
265.00		5. ROPER INDUSTRIES INC NEW PROPERTY TYPE: SECURITIES 260.00				10/26/2009 5.00	12/08/2009
902.00		17. ROPER INDUSTRIES INC NEW PROPERTY TYPE: SECURITIES 758.00				10/20/2008 144.00	12/08/2009
1,790.00		34. SALESFORCE.COM INC PROPERTY TYPE: SECURITIES 1,242.00				05/22/2009 548.00	09/04/2009
5,918.00		92. SALESFORCE.COM INC PROPERTY TYPE: SECURITIES 3,195.00				05/22/2009 2,723.00	11/23/2009
1,166.00		18. SALESFORCE.COM INC PROPERTY TYPE: SECURITIES 599.00				03/11/2009 567.00	12/08/2009
2,652.00		36. SALESFORCE.COM INC PROPERTY TYPE: SECURITIES 1,103.00				03/11/2009 1,549.00	12/31/2009

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
644.00		10. SCHLUMBERGER LTD. PROPERTY TYPE: SECURITIES 414.00				03/17/2009 230.00	11/19/2009
2,253.00		35. SCHLUMBERGER LTD. PROPERTY TYPE: SECURITIES 1,677.00				10/24/2008 576.00	11/19/2009
4,205.00		64. SCHLUMBERGER LTD. PROPERTY TYPE: SECURITIES 2,651.00				03/17/2009 1,554.00	11/23/2009
3,088.00		47. SCHLUMBERGER LTD. PROPERTY TYPE: SECURITIES 865.00				01/28/2003 2,223.00	11/23/2009
1,325.00		22. SCHLUMBERGER LTD. PROPERTY TYPE: SECURITIES 405.00				01/28/2003 920.00	12/08/2009
4,766.00		262. CHARLES SCHWAB CORP. PROPERTY TYPE: SECURITIES 5,887.00				05/13/2008 -1,121.00	11/23/2009
962.00		53. CHARLES SCHWAB CORP. PROPERTY TYPE: SECURITIES 1,170.00				05/13/2008 -208.00	12/08/2009
1,587.00		38. STRYKER CORP. PROPERTY TYPE: SECURITIES 1,780.00				03/16/2005 -193.00	02/09/2009
3,502.00		102. STRYKER CORP. PROPERTY TYPE: SECURITIES 4,772.00				03/28/2005 -1,270.00	02/27/2009
3,861.00		105. STRYKER CORP. PROPERTY TYPE: SECURITIES 4,843.00				03/31/2005 -982.00	04/21/2009
9,562.00		245. STRYKER CORP. PROPERTY TYPE: SECURITIES 10,439.00				10/19/2005 -877.00	04/27/2009

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis	Gain or (loss)	
3,364.00		138. TRIMBLE NAVIGATION LTD PROPERTY TYPE: SECURITIES 3,774.00				01/07/2008 -410.00	07/31/2009
1,709.00		71. TRIMBLE NAVIGATION LTD PROPERTY TYPE: SECURITIES 1,931.00				01/07/2008 -222.00	07/31/2009
5,882.00		250. TRIMBLE NAVIGATION LTD PROPERTY TYPE: SECURITIES 6,755.00				02/07/2008 -873.00	11/23/2009
1,157.00		50. TRIMBLE NAVIGATION LTD PROPERTY TYPE: SECURITIES 1,315.00				02/07/2008 -158.00	12/08/2009
901.00		24. ULTRA PETROLEUM CORP PROPERTY TYPE: SECURITIES 2,322.00				06/18/2008 -1,421.00	04/21/2009
7,473.00		199. ULTRA PETROLEUM CORP PROPERTY TYPE: SECURITIES 16,978.00				07/24/2008 -9,505.00	04/21/2009
5,206.00		137. ULTRA PETROLEUM CORP PROPERTY TYPE: SECURITIES 8,672.00				09/03/2008 -3,466.00	04/21/2009
2,494.00		107. WALGREEN CO. PROPERTY TYPE: SECURITIES 3,733.00				06/15/2004 -1,239.00	02/26/2009
4,379.00		188. WALGREEN CO. PROPERTY TYPE: SECURITIES 6,550.00				06/15/2004 -2,171.00	02/26/2009
9,346.00		231. ACCENTURE PLC PROPERTY TYPE: SECURITIES 8,104.00				12/07/2007 1,242.00	11/23/2009
1,974.00		46. ACCENTURE PLC PROPERTY TYPE: SECURITIES 1,611.00				11/09/2007 363.00	12/08/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							----- -23,156. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ALBERTO CULVER CO NEW	232.	232.
ALLERGAN INC	91.	91.
AMETEK INC (NEW) COM	121.	121.
BANK OF NEW YORK MELLON CORP.	299.	299.
CANADIAN NATURAL RESOURCES LTD	82.	82.
COACH INC.	156.	156.
COMCAST CORP NEW CL A	417.	417.
COSTCO WHOLESALE CORPORATION	230.	230.
DANAHER CORP	48.	48.
BROWN ADVISORY SMALL-CAP FUNDAMENTAL VAL	13.	8.
BROWN CARDINAL SMALL COMPANIES FUND	108.	108.
BROWN ADVISORY CORE INTERNATIONAL FUND I	5,686.	5,686.
BROWN ADVISORY VALUE EQUITY FUND INSTITU	14,810.	14,810.
ICT TREASURY PORTFOLIO INSTITUTIONAL	64.	64.
LAUDUS MONDRIAN EMERGING MARKETS FUND -	351.	351.
MASTERCARD INC.	87.	87.
MEDTRONIC INC.	139.	139.
MICROSOFT CORP.	227.	227.
PEPSICO INC.	414.	414.
PETSMART INC	297.	297.
QUALCOMM CORP.	118.	118.
ROPER INDUSTRIES INC NEW	147.	147.
SCHLUMBERGER LTD.	476.	476.
CHARLES SCHWAB CORP.	283.	283.
STRYKER CORP.	196.	196.
WALGREEN CO.	33.	33.
ACCENTURE PLC	799.	799.
	-----	-----
TOTAL	25,924.	25,919.
	=====	=====

LENOX & FRANCES BAKER FOUNDATION

54-1788401

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION

REVENUE
AND
EXPENSES
PER BOOKS

TOTALS

2,835.

=====

STATEMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT FEES-PRIN	5,669.	5,669.
	-----	-----
TOTALS	5,669.	5,669.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	172.	172.
FOREIGN TAXES ON QUALIFIED FOR	1,067.	1,067.
	-----	-----
TOTALS	1,239.	1,239.
	=====	=====

LENOX & FRANCES BAKER FOUNDATION
 FORM 990PF, PART II - CORPORATE STOCK
 =====

54-1788401

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
COMMON STOCK	489,038.	711,921.
EQUITY MUTUAL FUNDS	1,390,232.	1,229,022.
	-----	-----
TOTALS	1,879,270.	1,940,943.
	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

ROUNDING

TOTAL

=====

LENOX & FRANCES BAKER FOUNDATION

54-1788401

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MD

STATEMENT 7

XD576 2 000

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

OFFICER NAME:

FRANCES W. BAKER

ADDRESS:

400 W. BRAMBLETON AVE, SUITE 200
NORFOLK, VA 23510,

TITLE:

OFFICER

OFFICER NAME:

LENOX D. BAKER, JR.

ADDRESS:

400 W. BRAMBLETON AVE, SUITE 200
NORFOLK, VA 23510,

TITLE:

OFFICER

OFFICER NAME:

SARA F. BAKER

ADDRESS:

400 W. BRAMBLETON AVE, SUITE 200
NORFOLK, VA 23510,

TITLE:

OFFICER

OFFICER NAME:

MARGARET W. BAKER

ADDRESS:

400 W. BRAMBLETON AVE, SUITE 200
NORFOLK, VA 23510,

TITLE:

OFFICER

LENOX & FRANCES BAKER FOUNDATION

54-1788401

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

CHESAPEAKE BAY ACADEMY

ADDRESS:

821 BAKER ROAD

VIRGINIA BEACH, VA 23462

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

JOHNS HOPKINS MEDICINE

ADDRESS:

600 NORTH WOLFE STREET

BALTIMORE, MD 21287

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

UNITED WAY OF SOUTH

HAMPTON ROADS

ADDRESS:

P.O. BOX 41069

NORFOLK, VA 23541-1069

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

DAVIDSON COLLEGE

ADDRESS:

BOX 7174

DAVIDSON, NC 28035-7174

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

NORFOLK BOTANICAL GARDEN

SOCIETY

ADDRESS:

6700 AZALEA GARDEN ROAD

NORFOLK, VA 23518

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

PLANNED PARENTHOOD OF

SOUTHEAST VIRGINIA

ADDRESS:

910 WEST MERCURY BLVD

HAMPTON, VA 23666

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

LENOX & FRANCES BAKER FOUNDATION

54-1788401

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

OLD DOMINION UNIVERSITY

INTERCOLLEGIATE FOUNDATION

ADDRESS:

129 KOCH HALL

NORFOLK, VA 23529-0026

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

VIRGINIA ARTS FESTIVAL

ADDRESS:

220 BOUSH STREET

NORFOLK, VA 23510

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 15,000.

TOTAL GRANTS PAID:

98,500.

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STATEMENT 11