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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

, and ending

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

THE BAKER FOUNDATION

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

1201 PACIFIC AVENUE, SUITE 1475

Room/suite

City or town, state, and ZIP code

TACOMA, WA 98402

A Employer identification number

94-3027892

B Telephone number

(253) 383-7055

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

J Accounting method ☒ Cash ☐ Accrual

(from Part II, col. (c), line 16)

☐ Other (specify)

\$ 6,552,182. (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))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	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	38,971.	38,971.		STATEMENT 1
	4 Dividends and interest from securities	81,551.	81,551.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<243,385.>			
	b Gross sales price for all assets on line 6a	724,434.			
	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	3,857.	0.		STATEMENT 3	
12 Total. Add lines 1 through 11	<119,006.>	120,522.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	40,000.	20,000.		20,000.
	14 Other employee salaries and wages	48,958.	24,479.		24,479.
	15 Pension plans, employee benefits	36,668.	18,334.		18,334.
	16a Legal fees				
	b Accounting fees	7,450.	0.		7,450.
	c Other professional fees	36,855.	36,855.		0.
	17 Interest				
	18 Taxes	11,440.	5,980.		5,460.
	19 Depreciation and depletion				
	20 Occupancy	38,729.	19,365.		19,364.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	16,871.	7,800.		9,071.
	24 Total operating and administrative expenses. Add lines 13 through 23	236,971.	132,813.		104,158.
	25 Contributions, gifts, grants paid	246,920.			246,920.
26 Total expenses and disbursements. Add lines 24 and 25	483,891.	132,813.		351,078.	
27 Subtract line 26 from line 12	<602,897.>				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,541,335.	612,580.	612,580.
	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	1,008,912.	1,008,912.	1,237,373.
	b Investments - corporate stock STMT 9	4,418,407.	4,725,368.	4,314,243.
	c Investments - corporate bonds STMT 10	357,336.	276,589.	287,046.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	0.	100,000.	99,331.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 12)	5,928.	1,609.	1,609.	
16 Total assets (to be completed by all filers)	7,331,918.	6,725,058.	6,552,182.	
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 ▶)	3,963.	0.	
	23 Total liabilities (add lines 17 through 22)	3,963.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	7,327,955.	6,725,058.	
	30 Total net assets or fund balances	7,327,955.	6,725,058.	
31 Total liabilities and net assets/fund balances	7,331,918.	6,725,058.		

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	7,327,955.
2 Enter amount from Part I, line 27a	2	<602,897.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,725,058.
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	6,725,058.

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 NT 01640 (ST): SEE STMT ATTACHED	P	10/22/08	03/05/09
b NT 01640 (LT): SEE STMT ATTACHED	P	VARIOUS	VARIOUS
c SCHWAB 9470 (ST): SEE STMT ATTACHED	P	08/26/08	01/29/09
d SCHWAB 9470 (LT): SEE STMT ATTACHED	P	VARIOUS	VARIOUS
e CAPITAL GAINS DIVIDENDS			

(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 10,000.		9,908.	92.
b 78,213.		80,749.	<2,536.>
c 3,185.		5,049.	<1,864.>
d 627,715.		872,113.	<244,398.>
e 5,321.			5,321.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			92.
b			<2,536.>
c			<1,864.>
d			<244,398.>
e			5,321.

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	<243,385.>
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))
2008	396,462.	7,597,151.	.052186
2007	435,822.	8,849,798.	.049247
2006	440,839.	8,498,586.	.051872
2005	381,975.	8,288,327.	.046086
2004	379,360.	8,119,345.	.046723

2 Total of line 1, column (d)	2	.246114
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	.049223
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,092,825.
5 Multiply line 4 by line 3	5	299,907.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	299,907.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	351,078.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	0.
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	0.
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	0.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,040.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,040.
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	1,040.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 0. Refunded <input type="checkbox"/>	11	1,040.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 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"/> WA		
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 2009 or the taxable year beginning in 2009 (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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address ► N/A	13	X	
14	The books are in care of ► SYDNEY PARKER Located at ► 1201 PACIFIC AVENUE, SUITE 1475, TACOMA, WA Telephone no ► (253) 383-7055 ZIP+4 ► 98402			
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) 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 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)?

☐ 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 ☒ Nob 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)?
Organizations relying on a current notice regarding disaster assistance check here

N/A

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT W. BETHKE 1201 PACIFIC AVENUE, SUITE 1475 TACOMA, WA 98402	EXECUTIVE DIR 30.00	40,000.	21,637.	0.
SUZANNE BETHKE 1201 PACIFIC AVENUE, SUITE 1475 TACOMA, WA 98402	DIRECTOR 0.12	0.	0.	0.
JAY PRINCE 1201 PACIFIC AVENUE, SUITE 1475 TACOMA, WA 98402	DIRECTOR 0.12	0.	0.	0.
DEBRA PRINCE 1201 PACIFIC AVENUE, SUITE 1475 TACOMA, WA 98402	DIRECTOR 0.12	0.	0.	0.

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

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

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

0

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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	4,431,092.
b	Average of monthly cash balances	1b	1,754,517.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,185,609.
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	6,185,609.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	92,784.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,092,825.
6	Minimum investment return. Enter 5% of line 5	6	304,641.

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	304,641.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	304,641.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	304,641.
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	304,641.

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	351,078.
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	351,078.
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	351,078.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				304,641.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			321,357.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 351,078.				
a Applied to 2008, but not more than line 2a			321,357.	
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 2009 distributable amount				29,721.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				274,920.
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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

N/A

- ▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

53883921

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
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	38,971.		
4 Dividends and interest from securities			14	81,551.		
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			14	3,857.		
8 Gain or (loss) from sales of assets other than inventory			18	<243,385.>		
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.		<119,006.>		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	<119,006.>

(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

		Yes	No
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?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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 _____

➤ Title

Preparer's
signature _____

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

RSM MCGLADREY, INC.

1145 BROADWAY PLAZA, SUITE 900
TACOMA, WA 98402-3523

AUG

Date 11 2010

☐ Check if self-employed

Preparer's identifying number

FIN ▶

Phone no (253) 572-7111

Form 990-PF (2009)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CHARLES SCHWAB	23,175.
COLUMBIA BANK - CHECKING	35.
EVERBANK	42.
UNION BANK OF CALIFORNIA	15,719.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	38,971.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	73,501.	4,623.	68,878.
UNION BANK OF CALIFORNIA	13,371.	698.	12,673.
TOTAL TO FM 990-PF, PART I, LN 4	86,872.	5,321.	81,551.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TAX REFUND	3,857.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,857.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	7,450.	0.		7,450.
TO FORM 990-PF, PG 1, LN 16B	7,450.	0.		7,450.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	36,855.	36,855.			0.
TO FORM 990-PF, PG 1, LN 16C	36,855.	36,855.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER TAX	290.	145.			145.
FOREIGN TAX ON INVESTMENTS	518.	518.			0.
PERSONAL PROPERTY TAX	15.	8.			7.
PAYROLL TAXES	10,617.	5,309.			5,308.
TO FORM 990-PF, PG 1, LN 18	11,440.	5,980.			5,460.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TELEPHONE	2,717.	1,359.			1,358.
DUES/LICENSES	500.	0.			500.
EQUIPMENT RENTAL	1,385.	693.			692.
POSTAGE	1,116.	558.			558.
OFFICE EXPENSE	5,926.	2,963.			2,963.
PARKING	3,660.	1,830.			1,830.
BANK CHARGES	5.	3.			2.
MISCELLANEOUS	191.	96.			95.
LIABILITY INSURANCE	776.	0.			776.
L&I	595.	298.			297.
TO FORM 990-PF, PG 1, LN 23	16,871.	7,800.			9,071.

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
UST INFL INDEX 2%	X		1,008,912.	1,237,373.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,008,912.	1,237,373.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,008,912.	1,237,373.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISHARES TR RUSSELL 1000	0.	0.
T. ROWE PRICE- EQUITY INCOME	719,275.	628,130.
VANGUARD CAPITAL OPPORTUNITY	184,086.	213,409.
VANGUARD ENERGY FD	339,442.	272,937.
VANGUARD WINDSOR II	708,406.	634,540.
HARBOR INT'FUND	230,871.	209,179.
RUSSELL INT'L SECURITIES FUND	0.	0.
T. ROWE PRICE- INT'L DISCOVER	145,664.	138,767.
PIMCO DEVELOPING LOCAL	105,716.	103,430.
PIMCO COMMODITY REAL	310,970.	209,084.
PIMCO HI YIELD FD	54,052.	55,992.
HARBOR FUND	100,000.	112,872.
TRANSAMERICA PREMIER EQ FD	47,958.	32,514.
JP MORGAN SAML CAP GRO FD	55,340.	38,058.
ROWE T PRICE NEW HORIZONS FUND	50,000.	43,195.
VICTORY SPECIAL VALUE FD	45,025.	32,400.
VANGUARD TOTAL INTL STK INDEX FD	26,000.	30,420.
HIGHMARK CORE EQUITY	63,321.	77,327.
HIGHMARK VALUE MOMENTUM FUND	133,909.	94,624.
VANGUARD FIXED INC SECS FD	42,600.	45,754.
JOHN HANCOCK RAINIER GROWTH	103,000.	74,932.
WESTCORE MID CAP VALUE FD	40,034.	32,924.
STRATTON FDS INC SMALL-CAP	20,000.	16,775.
EATON VANCE LARGE CAP	40,000.	33,228.
COLUMBIA SMALL CAP VALUE FD II	21,000.	17,353.
HIGHMARK SHORT TERM BOND FD	32,692.	33,759.
MANNING & NAPIER EQUITY FUND	35,000.	60,980.
VICTORY DIVERSIFIED STOCK FUND	25,000.	31,658.
ISHARES TR RUSSELL MIDCAP	7,661.	8,251.
ISHARES TR INDEX MSCI EMERG MKT	22,944.	31,125.
PIMCO TOTAL RETURN FUND	1,015,402.	1,000,626.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,725,368.	4,314,243.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ATLANTIC RICHFIELD ARC	0.	0.
HALLIBURTON CO	50,647.	52,035.
ELI LILLY & CO	51,045.	54,612.
BANK OF AMERICA CORP	24,657.	26,196.
WELLS FARGO	50,165.	50,044.
CITIGROUP INC SENIOR NOTES	49,759.	51,692.
CISCO SYSTEMS INC.	50,316.	52,467.
HIGHMARK BOND FUND	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	276,589.	287,046.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EVERBANK - CHINESE RENMINBI	COST	100,000.	99,331.
TOTAL TO FORM 990-PF, PART II, LINE 13		100,000.	99,331.

FORM 990-PF	OTHER ASSETS	STATEMENT 12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND/INTEREST INC RECEIVABLE	1,029.	569.	569.
PREPAID FEDERAL INCOME TAXES	4,899.	1,040.	1,040.
TO FORM 990-PF, PART II, LINE 15	5,928.	1,609.	1,609.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 13

NAME OF MANAGER

ROBERT W. BETHKE
SUZANNE BETHKE
JAY PRINCE
DEBRA PRINCE

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SYDNEY PARKER
1201 PACIFIC AVENUE, SUITE 1475
TACOMA, WA 98402

TELEPHONE NUMBER

253-383-7055

FORM AND CONTENT OF APPLICATIONS

ON AN APPLICATION FORM PROVIDED BY THE FOUNDATION. INCLUDE A) COPY OF
501(C)(3) LETTER, B) CURRENT FINANCIAL STATEMENT OR BUDGET, C) LIST OF
BOARD MEMBERS, AND D) RESUME OF DIRECTOR.

ANY SUBMISSION DEADLINES

NO

RESTRICTIONS AND LIMITATIONS ON AWARDS

501(C)(3) ORGANIZATIONS DEDICATED PRIMARILY TO THE YOUTH OF PIERCE COUNTY,
WASHINGTON, SPECIFICALLY ADDRESSING THE AREAS OF EDUCATION, FINE ARTS AND
HEALTH CARE.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN CANCER SOCIETY PO BOX 22718 OKLAHOMA, OK 73123	NONE EDUCATIONAL	501(C)(3)	5,000.
ARTSFUND 10 HARRISON ST, STE 200 SEATTLE, WA 98109	NONE EDUCATIONAL	501(C)(3)	500.
BIRTH TO THREE DEVELOPMENT CENTER PO BOX 24269 FEDERAL WAY, WA 98093	NONE HEALTH CARE	501(C)(3)	5,000.
CENTRUM P.O. BOX 1158 PORT TOWNSEND, WA 98368	NONE EDUCATIONAL	501(C)(3)	4,800.
CHILDREN'S HOME SOCIETY 201 S. 34TH STREET TACOMA, WA 98418	NONE EDUCATIONAL	501(C)(3)	5,000.
CHILDREN'S MUSEUM OF TACOMA 936 BROADWAY TACOMA, WA 98402	NONE EDUCATIONAL	501(C)(3)	5,000.
DIABETES ASSOC. OF PIERCE COUNTY 1722 SOUTH J. STREET TACOMA, WA 98405	NONE HEALTH CARE	501(C)(3)	4,020.
GIG HARBOR HIGH SCHOOL P.O. BOX 2674 GIG HARBOR, WA 98335	NONE EDUCATIONAL	501(C)(3)	8,000.

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· HELPING HAND HOUSE P.O. BOX 710 PUYALLUP, WA 98371	NONE HEALTH CARE	501(C)(3)	5,000.
HENRY FOSS HIGH SCHOOL 2112 S TYLER TACOMA, WA 98405	NONE EDUCATIONAL	501(C)(3)	8,000.
HILLTOP ARTISTS IN RESIDENCE P.O. BOX 6829 TACOMA, WA 98417	NONE FINE ARTS	501(C)(3)	5,000.
JUNIOR ACHIEVEMENT 212 PLAZA 600 BLDG, 600 STEWART ST. SEATTLE, WA 98101	NONE EDUCATIONAL	501(C)(3)	6,500.
LINCOLN HIGH SCHOOL 701 S. 37TH STREET TACOMA, WA 98408	NONE EDUCATIONAL	501(C)(3)	8,000.
MARY BRIDGE CHILDRENS HOSPITAL P.O. BOX 5296 TACOMA, WA 98415	NONE HEALTH CARE	501(C)(3)	6,600.
METRO PARKS FOUNDATION P.O. BOX 64238 TACOMA, WA 98434	NONE EDUCATIONAL	501(C)(3)	30,000.
MOUNT TAHOMA HIGH SCHOOL 6229 SOUTH TYLER STREET TACOMA, WA 98409	NONE EDUCATIONAL	501(C)(3)	8,000.
PACIFIC SCIENCE CENTER 200 SECOND AVENUE NORTH SEATTLE, WA 98109	NONE EDUCATIONAL	501(C)(3)	3,500.
PENINSULA HIGH SCHOOL PO BOX 283 WAUNA, WA 98395	NONE EDUCATIONAL	501(C)(3)	8,000.

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PIERCE COUNTY PARKS & RECREATION 9112 LAKEWOOD DR. SW LAKEWOOD, WA 98499	NONE EDUCATIONAL	501(C)(3)	3,000.
PT. DEFIANCE ZOO & AQUARIUM 5400 N PEARL STREET TACOMA, WA 98407	NONE EDUCATIONAL	501(C)(3)	25,000.
REACH 309 SOUTH G STREET, STE 3 TACOMA, WA 98405	NONE EDUCATIONAL	501(C)(3)	5,000.
SOUND YOUTH COUNSELING 717 TACOMA AVE S, STE C TACOMA, WA 98402	NONE HEALTH CARE	501(C)(3)	5,000.
STADIUM HIGH SCHOOL 111 N E STREET TACOMA, WA 98403	NONE EDUCATIONAL	501(C)(3)	8,000.
STARLIGHT CHILDREN'S FOUNDATION 4536 150TH AVE NE REDMOND, WA 98502	NONE HEALTH CARE	501(C)(3)	5,000.
TACOMA ART MUSEUM 1123 PACIFIC AVENUE TACOMA, WA 98402	NONE FINE ARTS	501(C)(3)	5,000.
TACOMA-PIERCE COUNTY HABITAT FOR HUMANITY PO BOX 7124 TACOMA, WA 98417	NONE EDUCATIONAL	501(C)(3)	5,000.
UNIVERSITY OF PUGET SOUND UNION AVENUE TACOMA, WA 98402	NONE EDUCATIONAL	501(C)(3)	5,000.
WILSON HIGH SCHOOL 1202 NORTH ORCHARD STREET TACOMA, WA 984060119	NONE EDUCATIONAL	501(C)(3)	8,000.

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WVEE 3516 SOUTH 47TH ST STE 205 TACOMA, WA 98409	NONE EDUCATIONAL	501(C)(3)	4,000.
ZEE SPEED 7840 N WOODWORTH AVE TACOMA, WA 98406	NONE EDUCATIONAL	501(C)(3)	5,000.
BIG BROTHERS BIG SISTERS PUGET SOUND 2107 S 12TH ST TACOMA, WA 98405	NONE EDUCATIONAL	501(C)(3)	5,000.
GOOD SAMARITAN FOUNDATION 1317 8TH ST NW WASHINGTON , DC 20001	NONE EDUCATIONAL	501(C)(3)	5,000.
LINDQUIST DENTAL CLINIC FOR CHILDREN 130 131ST ST SO TACOMA, WA 98444	NONE HEALTH CARE	501(C)(3)	5,000.
MUSCULAR DYSTROPHY ASSOCIATION 3300 E SUNRISE DRIVE TUCSON, AZ 85718	NONE HEALTH CARE	501(C)(3)	5,000.
TACOMA SYMPHONY ORCHESTRA 901 BROADWAY TACOMA, WA 98402	NONE FINE ARTS	501(C)(3)	5,000.
BREAST CANCER RESOURCE CENTER 3502 S 12TH ST TACOMA, WA 98405	NONE EDUCATIONAL	501(C)(3)	500.
ARK INSTITUTE OF LEARNING 1916 S WASHINGTON ST TACOMA, WA 98405	NONE EDUCATIONAL	501(C)(3)	2,500.
BOYS & GIRLS CLUBS OF SOUTH PUGET SOUND 1501 PACIFIC AVE, STE 301 TACOMA, WA 98402	NONE EDUCATIONAL	501(C)(3)	5,000.

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INTERPLAST NONE
857 MAUDE AVE MOUNTAIN VIEW, CA HEALTH CARE
94043

501(C)(3) 5,000.

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

246,920.

2009 Tax Information Statement

Account Number: 6700001640
 Recipient's Tax ID number: XX-XXX7892
 Payer's Federal ID number: 94-0304228
 Questions? (800)810-2207
☐ Corrected ☐ 2nd TIN notice

Payer's Name and Address
 UNION BANK, N.A.
 PO BOX 45174
 SAN FRANCISCO, CA 94145-0174

Recipient's Name and Address
 THE BAKER FOUNDATION
 1201 PACIFIC AVENUE, SUITE 1475
 TACOMA, WA 98402

2009 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS are Gross Proceeds less commissions and option premiums.

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired (Box 1a)	Date of Sale (Box 2)	Stocks, Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Short Term Sales Reported on 1099-B								
1020.4080	431112549	HIGHMARK SHORT TERM BOND FID #1506	10/22/2008	03/05/2009	10,000.00	9,908.16	91.84	0.00
Total Short Term Sales Reported on 1099-B						① 9,908.16	91.84	0.00
Long Term 15% Sales Reported on 1099-B								
50000.0000	048825BJ1	ATLANTIC RICHFIELD ARC 5.900% 4/15/09	02/06/2007	04/15/2009	50,000.00	50,749.00	-749.00	0.00
2749.7710	431114305	HIGHMARK BOND FID #489	06/22/2005	03/05/2009	28,212.65	30,000.00	-1,787.35	0.00
Total Long Term 15% Sales Reported on 1099-B						① 80,749.00	-2,536.35	0.00

② 68,212.65 ① 90,657.16

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: First In First Out [FIFO]

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
RUSSELL INTL DEVELOPED MKTS CL S: RINTX	147.8760	08/26/08	01/29/09	\$3,185.23	\$5,048.90	(\$1,863.67)
Security Subtotal				\$3,185.23	\$5,048.90	(\$1,863.67)
Total Short-Term				\$3,185.23	\$5,048.90	(\$1,863.67)

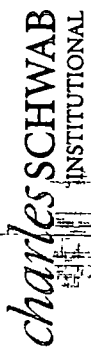
Long-Term

	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	13.0000	01/29/02	01/29/09	\$468.76	\$634.79 ^a	(\$166.03)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	26.0000	01/29/02	01/29/09	\$937.53	\$1,269.58 ^a	(\$332.05)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	26.0000	01/29/02	01/29/09	\$937.79	\$1,269.58 ^a	(\$331.79)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	100.0000	01/29/02	01/29/09	\$3,606.90	\$4,883.00 ^a	(\$1,276.10)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	100.0000	01/29/02	01/29/09	\$3,606.90	\$4,883.00 ^a	(\$1,276.10)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	100.0000	01/29/02	01/29/09	\$3,606.90	\$4,883.00 ^a	(\$1,276.10)

Please see "Notes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C1803-000494 928124

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100



Schwab One® Account of
THE BAKER FOUNDATION

Account Number
8765-9470

Report Period
**January 1 - December 31,
2009**

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	100.0000	01/29/02	01/29/09	\$3,606.90	\$4,883.00 ^a	(\$1,276.10)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	100.0000	01/29/02	01/29/09	\$3,606.90	\$4,883.00 ^a	(\$1,276.10)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	100.0000	01/29/02	01/29/09	\$3,606.90	\$4,883.00 ^a	(\$1,276.10)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	100.0000	01/29/02	01/29/09	\$3,605.90	\$4,883.00 ^a	(\$1,277.10)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	100.0000	01/29/02	01/29/09	\$3,606.90	\$4,883.00 ^a	(\$1,276.10)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	100.0000	01/29/02	01/29/09	\$3,606.90	\$4,883.00 ^a	(\$1,276.10)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	100.0000	01/29/02	01/29/09	\$3,606.90	\$4,883.00 ^a	(\$1,276.10)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	100.0000	01/29/02	01/29/09	\$3,606.90	\$4,883.00 ^a	(\$1,276.10)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	100.0000	01/29/02	01/29/09	\$3,605.90	\$4,883.00 ^a	(\$1,277.10)

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1C1803-000494 928125



2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out (FIFO)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	100.0000	01/29/02	01/29/09	\$3,605.90	\$4,883.00 ^a	(\$1,277.10)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	200.0000	01/29/02	01/29/09	\$7,211.82	\$9,766.00 ^a	(\$2,554.18)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	200.0000	01/29/02	01/29/09	\$7,211.82	\$9,766.00 ^a	(\$2,554.18)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	200.0000	01/29/02	01/29/09	\$7,213.82	\$9,766.00 ^a	(\$2,552.18)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	200.0000	01/29/02	01/29/09	\$7,213.82	\$9,766.00 ^a	(\$2,552.18)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	300.0000	01/29/02	01/29/09	\$10,820.73	\$14,649.00 ^a	(\$3,828.27)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	300.0000	01/29/02	01/29/09	\$10,817.73	\$14,649.00 ^a	(\$3,831.27)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	300.0000	01/29/02	01/29/09	\$10,817.73	\$14,649.00 ^a	(\$3,831.27)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	400.0000	01/29/02	01/29/09	\$14,423.64	\$19,532.00 ^a	(\$5,108.36)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	400.0000	01/29/02	01/29/09	\$14,423.64	\$19,532.00 ^a	(\$5,108.36)

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

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1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE BAKER FOUNDATION

Account Number
8765-9470

Report Period
January 1 - December 31,
2009

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out (FIFO)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	400.0000	01/29/02	01/29/09	\$14,423.64	\$19,532.00 ^a	(\$5,108.36)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	400.0000	01/29/02	01/29/09	\$14,423.64	\$19,532.00 ^a	(\$5,108.36)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	600.0000	01/29/02	01/29/09	\$21,635.47	\$29,298.00 ^a	(\$7,662.53)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	1,000.0000	01/29/02	01/29/09	\$36,059.13	\$48,830.00 ^a	(\$12,770.87)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	1,000.0000	01/29/02	01/29/09	\$36,059.13	\$48,830.00 ^a	(\$12,770.87)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	3,460.0000	01/29/02	01/29/09	\$124,764.60	\$168,951.80 ^a	(\$44,187.20)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	100.0000	11/08/02	01/29/09	\$3,605.96	\$3,795.00 ^a	(\$189.04)
ISHARES TR RUSSELL 1000 RUSSELL 1000 GROWTH INDEX FUND: IWF	2,540.0000	11/08/02	01/29/09	\$91,590.19	\$96,393.00 ^a	(\$4,802.81)
Security Subtotal				\$485,553.19	\$628,772.75	(\$143,219.56)

More on next page...

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

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2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out (FIFO)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
RUSSELL INTL DEVELOPED MKTS CL S: RINTX	6,599.8780	multiple	01/29/09	\$142,161.39	\$243,340.58 ^a	(\$101,179.19)
Security Subtotal				\$142,161.39	\$243,340.58	(\$101,179.19)
Total Long-Term				\$627,714.58	\$872,113.33	(\$244,398.75)
Total Realized Gain or (Loss)				\$630,899.81	\$877,162.23	(\$246,262.42)

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Endnotes For Your Account

Symbol Endnote Legend

a Data for this holding has been edited or provided by the advisor.

**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 ☒
- 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	Name of Exempt Organization	Employer identification number
	THE BAKER FOUNDATION	94-3027892
	Number, street, and room or suite no. If a P.O. box, see instructions. 1201 PACIFIC AVENUE, SUITE 1475	
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions. TACOMA, WA 98402	

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 |

SYDNEY PARKER

- The books are in the care of ▶ **1201 PACIFIC AVENUE, SUITE 1475 - TACOMA, WA 98402**
Telephone No. ▶ **(253) 383-7055** 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 **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year **2009** or
▶ ☐ tax year beginning _____, and ending _____.

- 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	\$	164.
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	\$	1,040.
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)