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

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

OMB No 1545-0052

2010

For calendar year 2010, 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 change

Name of foundation
DEXTER F. & DOROTHY H. BAKER FOUNDATION

A Employer identification number
23-2453230

Number and street (or P O box number if mail is not delivered to street address) Room/suite
7201 HAMILTON BOULEVARD

B Telephone number
610-481-7357

City or town, state, and ZIP code
ALLENTOWN, PA 18195-1501

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)* ▶$ 18,016,141.

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))

		(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 ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	657,357.	625,045.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	268,348.			
	b Gross sales price for all assets on line 6a 8,320,987.				
	7 Capital gain net income (from Part IV, line 2)		268,348.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	925,705.	893,393.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	45,000.	0.		45,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	1,782.	0.		1,782.
	b Accounting fees STMT 3	15,045.	0.		15,045.
	c Other professional fees STMT 4	26,428.	18,728.		7,700.
	17 Interest	10.	10.		0.
	18 Taxes STMT 5	2,700.	2,700.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	16,072.	0.		16,072.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	107,037.	21,438.		85,599.
	25 Contributions, gifts, grants paid	679,899.			679,899.
	26 **Total expenses and disbursements.** Add lines 24 and 25	786,936.	21,438.		765,498.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	138,769.			
	b **Net investment income** (if negative, enter -0-)		871,955.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	367,476.	80,044.	80,044.
	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			
	b	Investments - corporate stock STMT 7	2,742,158.	2,742,158.	7,236,084.
	c	Investments - corporate bonds STMT 8	1,709,734.	67.	71.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	7,575,746.	9,711,614.	10,689,981.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 10)	15,000.	9,961.	9,961.
	16	**Total assets** (to be completed by all filers)	12,410,114.	12,543,844.	18,016,141.
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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
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	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	12,410,114.	12,543,844.	
	30	**Total net assets or fund balances**	12,410,114.	12,543,844.	
	31	**Total liabilities and net assets/fund balances**	12,410,114.	12,543,844.	

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	12,410,114.
2	Enter amount from Part I, line 27a	2	138,769.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	12,548,883.
5	Decreases not included in line 2 (itemize) ▶ FEDERAL EXCISE TAX	5	5,039.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,543,844.

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				
b	SEE ATTACHED STATEMENT			
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	8,320,987.		8,052,639.	268,348.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				268,348.

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 } 2 268,348.

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))
2009	972,522.	15,681,914.	.062016
2008	835,221.	18,986,322.	.043991
2007	706,769.	20,576,782.	.034348
2006	611,547.	18,127,788.	.033735
2005	908,267.	16,972,797.	.053513

2	**Total** of line 1, column (d)	2	.227603
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	.045521
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	16,582,784.
5	Multiply line 4 by line 3	5	754,865.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,720.
7	Add lines 5 and 6	7	763,585.
8	Enter qualifying distributions from Part XII, line 4	8	765,498.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☒ and enter 1% of Part I, line 27b			1	8,720.
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	8,720.
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	8,720.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	9,961.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	13,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	22,961.
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	14,241.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 7,029. **Refunded** ▶			11	7,212.

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
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*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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 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 ▶ DEXTER F. BAKER Telephone no. ▶ (610) 481-7357

Located at ▶ 7201 HAMILTON BLVD., ALLENTOWN, PA ZIP+4 ▶ 18195-1501

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

		Yes	No
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly):				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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 22 of the instructions)?		1b		X
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 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?	☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2010 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 2010.)*	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 2010?		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 ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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** No: 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
SEE STATEMENT 11		45,000.	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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12-07-10

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

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

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

Total number of others receiving over $50,000 for professional services ▶	0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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023561
12-07-10

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	16,617,876.
b	Average of monthly cash balances		1b	217,438.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	16,835,314.
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	16,835,314.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	252,530.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	16,582,784.
6	**Minimum investment return.** Enter 5% of line 5		6	829,139.

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	829,139.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 8,720.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	8,720.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	820,419.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	820,419.
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	820,419.

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	765,498.
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	765,498.
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	8,720.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	756,778.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				820,419.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			730,927.	
b Total for prior years. ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 765,498.				
a Applied to 2009, but not more than line 2a			730,927.	
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 2010 distributable amount				34,571.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				785,848.
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 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

NONE

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

NONE

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

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

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

SEE STATEMENT 12

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				
Total			▶ **3a**	679,899.
b *Approved for future payment*				
Total SEE STATEMENT 14			▶ **3b**	1305000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4 Dividends and interest from securities			14	657,357.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	268,348.	
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.		925,705.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 925,705.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) [illegible] than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the [illegible] schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ Baker | Date ▶ 8/12/11

Signature of officer or trustee Date Title

Paid Preparer Use Only

Print/Type preparer's name KEITH R BACHMAN, CPA	Preparer's signature Keith R Bachman KEITH R BACHMAN,	Date 8/10/11	Check ☐ if self-employed	PTIN
Firm's name ▶ PARENTEBEARD LLC			Firm's EIN ▶	
Firm's address ▶ 7535 WINDSOR DRIVE, SUITE 300 ALLENTOWN, PA 18195-1014			Phone no. 610-336-8180	

Form **990-PF** (2010)

ParenteBeard LLC
EI #23-2932984

CONTINUATION FOR 990-PF, PART IV
DEXTER F. & DOROTHY H. BAKER FOUNDATION 23-2453230 PAGE 1 OF 1

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	CAPITAL GAIN DISTRIBUTIONS - PERSHING ADVISORS 10	P	VARIOUS	VARIOUS
b	PROCASH BROKER	P	VARIOUS	VARIOUS
c	PROCASH PLUS	P	VARIOUS	VARIOUS
d	CLASS ACTION SETTLEMENTS	P	VARIOUS	VARIOUS
e	AXIAL CAPITAL	P	12/30/08	02/26/10
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	101,062.			101,062.
b	1,734,752.		1,740,205.	-5,453.
c	6,231,630.		6,039,293.	192,337.
d	3,543.			3,543.
e	250,000.		273,141.	-23,141.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				101,062.
b				-5,453.
c				192,337.
d				3,543.
e				-23,141.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	268,348.
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

023591
05-01-10

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	625,036.	0.	625,036.
INTEREST INCOME	32,321.	0.	32,321.
TOTAL TO FM 990-PF, PART I, LN 4	657,357.	0.	657,357.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,782.	0.		1,782.
TO FM 990-PF, PG 1, LN 16A	1,782.	0.		1,782.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	15,045.	0.		15,045.
TO FORM 990-PF, PG 1, LN 16B	15,045.	0.		15,045.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	23,728.	18,728.		5,000.
BOOKKEEPING FEES	2,700.	0.		2,700.
TO FORM 990-PF, PG 1, LN 16C	26,428.	18,728.		7,700.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	2,700.	2,700.		0.
TO FORM 990-PF, PG 1, LN 18	2,700.	2,700.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,030.	0.		2,030.
ADMINISTRATIVE EXPENSES	3,154.	0.		3,154.
TRAVEL AND CONFERENCES	4,819.	0.		4,819.
COMPUTER EXPENSE	4,500.	0.		4,500.
DUES	1,230.	0.		1,230.
BANK FEES	339.	0.		339.
TO FORM 990-PF, PG 1, LN 23	16,072.	0.		16,072.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	2,742,158.	7,236,084.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,742,158.	7,236,084.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	67.	71.
TOTAL TO FORM 990-PF, PART II, LINE 10C	67.	71.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EXCHANGE TRADED PRODUCTS	COST	390,188.	468,460.
MUTUAL FUNDS	COST	9,321,426.	10,221,521.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,711,614.	10,689,981.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID FEDERAL TAXES	15,000.	9,961.	9,961.
TO FORM 990-PF, PART II, LINE 15	15,000.	9,961.	9,961.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DEXTER F BAKER 7201 HAMILTON BOULEVARD ALLENTOWN, PA 181951501	TRUSTEE/CHAIRPERSON 5.00	0.	0.	0.
DOROTHY H BAKER 7201 HAMILTON BOULEVARD ALLENTOWN, PA 181951501	TRUSTEE/VICE-CHAIRPERSON 1.00	0.	0.	0.
ELLEN BAKER GHELARDI 7201 HAMILTON BOULEVARD ALLENTOWN, PA 181951501	TRUSTEE/EXECUTIVE DIRECTOR 20.00	34,710.	0.	0.
SUSAN B ROYAL 7201 HAMILTON BOULEVARD ALLENTOWN, PA 181951501	TRUSTEE 1.00	0.	0.	0.
LESLIE BAKER BORIS 7201 HAMILTON BOULEVARD ALLENTOWN, PA 181951501	TRUSTEE/SECRETARY 1.00	0.	0.	0.
CAROLYN BAKER 7201 HAMILTON BOULEVARD ALLENTOWN, PA 181951501	TRUSTEE 4.00	10,290.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		45,000.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ELLEN BAKER GHELARDI, EXECUTIVE DIRECTOR, 610-481-7357

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

ONLINE ONLY AFTER APPLICANT CONTACTS EXECUTIVE DIRECTOR

ANY SUBMISSION DEADLINES

3/15-MICROEDGE ONLINE LETTER OF INTENT;7/15-INVITED ONLINE APPLICANTS

RESTRICTIONS AND LIMITATIONS ON AWARDS

LEHIGH/NORTHAMPTON CO.,PA, COLLIER CO.,FL, HILTON HEAD,SC, SYRACUSE UNIV., WHERE TRUSTEES RESIDE; ARTS/CULTURE,ENTREPRENEURISM,YOUTH,SOCIAL SVS INITIATIVES,RELIGIOUS OUTREACH

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALLENTOWN ART MUSEUM 5TH & COURT STREETS ALLENTOWN, PA 181050388	NONE KRESS SOCIETY OPERATING	PUBLIC CHARITY	1,000.
BACH CHOIR OF BETHLEHEM 423 HECKEWELDER PL. BETHLEHEM, PA 180185850	NONE BACH TO SCHOOL	PUBLIC CHARITY	5,000.
BAUM SCHOOL OF ART 510 LINDEN STREET ALLENTOWN, PA 18105	NONE OPERATING	PUBLIC CHARITY	1,000.
BOYS & GIRLS CLUB OF ALLENTOWN 720 NORTH SIXTH STREET ALLENTOWN, PA 18102	NONE INDOOR SWIMMING POOL RENOVATIONS	PUBLIC CHARITY	15,000.
BOYS & GIRLS CLUB OF COLLIER COUNTY 7500 DAVIS BOULEVARD NAPLES, FL 34104	NONE SCIENCE AND MATH PROGRAMS	PUBLIC CHARITY	15,000.
BOYS & GIRLS CLUB OF COLLIER COUNTY 7500 DAVIS BOULEVARD NAPLES, FL 34104	NONE TECHNOLOGY CENTER	PUBLIC CHARITY	100,000.
BOYS & GIRLS CLUB OF COLLIER COUNTY 7500 DAVIS BOULEVARD NAPLES, FL 34104	NONE MUSIC/DANCE PROGRAM	PUBLIC CHARITY	15,000.
BOYS & GIRLS CLUB OF COLLIER COUNTY 7500 DAVIS BOULEVARD NAPLES, FL 34104	NONE MIX PROGRAM	PUBLIC CHARITY	1,000.

COMMUNITY ACTION COMMITTEE OF THE LEHIGH VALLEY 1337 EAST FIFTH STREET BETHLEHEM, PA 18015	NONE	6TH STREET SHELTER RENOVATIONS	PUBLIC CHARITY	15,000.
COMMUNITY ACTION DEVELOPMENT CORP 443 NORTH SEVENTH STREET ALLENTOWN, PA 18101	NONE	LUTHERAN THEOLOGICAL BUTZ SCHOLARSHIP FUND	PUBLIC CHARITY	500.
COMMUNITY MUSIC SCHOOL 23 NORTH 6TH STREET ALLENTOWN, PA 181011431	NONE	SCHOLARSHIPS 2010/11	PUBLIC CHARITY	10,000.
COUNCIL ON FOUNDATIONS 1828 L ST. NORTWEST WASHINGTON, DC 20036	NONE	OPERATING GRANT	PUBLIC CHARITY	1,690.
DESALES UNIVERSITY 2755 STATION AVENUE CENTER VALLEY, PA 180349568	NONE	BAKER SCHOLARS	PUBLIC CHARITY	3,000.
FIRST PRESBYTERIAN CHURCH OF BONITA SPRINGS 9751 BONITA BEACH ROAD BONITA SPRINGS, FL 341354530	NONE	2010/11 MUSIC SCHOLARSHIP	PUBLIC CHARITY	5,000.
GOOD SHEPHERD REHABILITATION HOSPITAL 859 SOUTH FIFTH STREET ALLENTOWN, PA 18103	NONE	PEDIATRIC SUPPORT	PUBLIC CHARITY	15,000.
KORESH DANCE COMPANY 2020 CHESTNUT STREET PHILADELPHIA, PA 19103	NONE	PE OUTREACH	PUBLIC CHARITY	7,000.
LEHIGH COUNTY CONFERENCE OF CHURCHES 534 CHEW STREET ALLENTOWN, PA 18102	NONE	CONTINUIM OF CARE	PUBLIC CHARITY	5,000.
LEHIGH UNIVERSITY 203 E. PACKER AVENUE BETHLEHEM, PA 180153086	NONE	BAKER SCHOLARS PHILHARMONIC EUROPE TOUR	PUBLIC CHARITY	6,000.

LEHIGH UNIVERSITY 203 E. PACKER AVENUE BETHLEHEM, PA 180153086	NONE BAKER SCHOLARS	PUBLIC CHARITY	54,000.
LEHIGH UNIVERSITY 203 E. PACKER AVENUE BETHLEHEM, PA 180153086	NONE BAKER INSTITUTE	PUBLIC CHARITY	250,000.
LEHIGH UNIVERSITY 203 E. PACKER AVENUE BETHLEHEM, PA 180153086	NONE BAKER INSTITUTE BRANDING	PUBLIC CHARITY	22,584.
LEHIGH UNIVERSITY 203 E. PACKER AVENUE BETHLEHEM, PA 180153086	NONE ZOELLNER GUEST ARTIST PROGRAM	PUBLIC CHARITY	5,000.
LEHIGH VALLEY ARTS COUNCIL 1833 ALLEN STREET ALLENTOWN, PA 18102	NONE AM 4 ARTS SURVEY	PUBLIC CHARITY	5,000.
M.S. CENTER OF SOUTHWEST FLORIDA 971 THIRD AVENUE NORTH NAPLES, FL 34102	NONE OPERATING	PUBLIC CHARITY	250.
MEALS ON WHEELS OF LEHIGH COUNTY 4234 DORNEY PARK ROAD ALLENTOWN, PA 18104	NONE MEAL SUPPORT	PUBLIC CHARITY	5,000.
MIDLAND COMMUNITY TENNIS CENTER 900 E. WACKERLY STREET MIDLAND, MI 48642	NONE PAUL OREFFICE OUTDOOR TENNIS COMPLEX	PUBLIC CHARITY	2,500.
MUHLENBERG COLLEGE 2400 CHEW STREET ALLENTOWN, PA 181045586	NONE BAKER SCHOLARS	PUBLIC CHARITY	38,500.
MUHLENBERG COLLEGE 2400 CHEW STREET ALLENTOWN, PA 181045586	NONE BAKER ARTIST	PUBLIC CHARITY	30,000.

NEW HORIZONS OF SOUTHWEST FL 3111 S. DIXIE HWY WEST PALM BEACH, FL 334051557	NONE SUPER KIDS CLUB	PUBLIC CHARITY	5,000.
PARTNERS IN HEALTH 888 COMMONWEALTH AVENUE, 3RD FLOOR BOSTON, MA 02215	NONE CHOLERA IN HAITI	PUBLIC CHARITY	5,000.
PENNSYLVANIA SINFONIA ORCHESTRA 1524 WEST LINDEN STREET ALLENTOWN, PA 18102	NONE 2011 PUPPET PROJECT	PUBLIC CHARITY	5,000.
PHILHARMONIC CENTER FOR THE ARTS 5833 PELICAN BAY BOULEVARD NAPLES, FL 34108	NONE OPERATING	PUBLIC CHARITY	2,500.
PRESBYTERIAN SENIOR LIVING ONE TRINITY DRIVE EAST, SUITE 201 DILLSBURG, PA 17019	NONE SPRING 2010 ALZHEIMER EDUCATION	PUBLIC CHARITY	2,375.
REPERTORY DANCE THEATRE 1524 W. LINDEN STREET #3 ALLENTOWN, PA 181024285	NONE TIP YOUNG PEOPLE'S DANCE PROGRAM	PUBLIC CHARITY	5,000.
SATORI 2985 FAIRFIELD DRIVE NORTH ALLENTOWN, PA 18103	NONE MUSICAL OUTREACH 2010/2011	PUBLIC CHARITY	4,000.
UNITED WAY OF GREATER LEHIGH VALLEY 2200 AVENUE A, THIRD FLOOR BETHLEHEM, PA 18017	NONE BGCA MAKE YOUR MARK 2010/11 AND CCAG LV BUILD A COMPUTER	PUBLIC CHARITY	12,000.
WDIY/PUBLIC RADIO 301 BROADWAY # 1 BETHLEHEM, PA 18015	NONE ARTS CALENDAR	PUBLIC CHARITY	4,000.
YOUNG AUDIENCES 115 EAST 92ND STREET NEW YORK, NY 101281688	NONE OPERATING	PUBLIC CHARITY	1,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			679,899.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BAKER SCHOLARS AT 4 COLLEGES (DESALES, LEHIGH, MUHLENBURG AND SYRACUSE)	NONE SCHOLARSHIPS	PUBLIC CHARITY	210,000.
BOYS & GIRLS CLUB OF COLLIER COUNTY 7500 DAVIS BOULEVARD NAPLES, FL 34104	NONE INDUSTRIAL ARTS WING	PUBLIC CHARITY	300,000.
LEHIGH UNIVERSITY 203 E. PACKER AVENUE BETHLEHEM, PA 180153086	NONE BAKER INSTITUTE	PUBLIC CHARITY	750,000.
MUHLENBERG COLLEGE 2400 CHEW STREET ALLENTOWN, PA 181045586	NONE BAKER ARTIST	PUBLIC CHARITY	45,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			1,305,000.

Form **8868**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

- 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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

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

Type or print

File by the due date for filing your return See instructions

Name of exempt organization: DEXTER F. & DOROTHY H. BAKER FOUNDATION

Employer identification number: 23-2453230

Number, street, and room or suite no. If a P.O box, see instructions.: 7201 HAMILTON BOULEVARD

City, town or post office, state, and ZIP code For a foreign address, see instructions.: ALLENTOWN, PA 18195-1501

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ DEXTER F. BAKER
  7201 HAMILTON BLVD. - ALLENTOWN, PA 18195-1501

Telephone No ▶ (610) 481-7357 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011, to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ ☒ calendar year 2010 or

▶ ☐ tax year beginning ____________, and ending ____________.

2 If the tax year entered in line 1 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	$ 22,961.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 9,961.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 13,000.

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 Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2011)

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01-03-11