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· Form **990-PF**

Department of the Treasury

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

		Tarias Carrice						
For	caler	ndar year 2010, or tax year beg	inning		, and ending			
G (Check	k all that apply: Initia	l return	<u> </u>	a former public charity	_	Final return	1
		Ame	nded return	Address of	hange		Name change	
Na	me o	f foundation					A Employer identification	number
THE BAXTER FOUNDATION 25-6603101								
Nui	nber a	and street (or P O box number if mail i	s not delivered to street	/suite	B Telephone number			
		606 POST ROA	D EAST		480)	203-226-19	04
Cit	or t	own, state, and ZIP code			1-4-4		C If exemption application is g	
"	, 0	WESTPORT, CT	06880				D 1. Foreign organization	
ш (hack			empt private foundation			Foreign organizations me check here and attach co	seting the 85% test,
	_	ection 4947(a)(1) nonexempt cha	· · · · · · · · · · · · · · · · · · ·	Other taxable private fo				
							E If private foundation sta	tus was terminated
		arket value of all assets at end of	· —	_	sh Accrual		under section 507(b)(1	• •
		Part II, col. (c), line 16)		her (specify) mn (d) must be on ca	ch hacie l		F If the foundation is in a	
	\$	384,2	<u> </u>				under section 507(b)(1	
P	<u>irt l</u>	Analysis of Revenue and Exp The total of amounts in columns (b necessarily equal the amounts in co	enses), (c), and (d) may not	(a) Revenue and expenses per book	(b) Net investm	ent	(c) Adjusted net	(d) Disbursements for charitable purposes
				expenses per book	s income		income	(cash basis only)
	1	Contributions, gifts, grants, etc					N/A	
	2	Check If the foundation is not r	required to attach Sch B					
	3	Interest on savings and temporary cash investments			1.	51.		STATEMENT 1
	4	Dividends and interest from sec	curities	8,64	5. 8,5	66.		STATEMENT 2
	5a	Gross rents						
	b	Net rental income or (loss)]
4.	6a	Net gain or (loss) from sale of assets	not on line 10	<6,71	1.>			
Revenue	ь	Gross sales price for all assets on line 6a	2,409.	-				
Š	7	Capital gain net income (from Part IV)				0.		
æ	8	Net short-term capital gain		•				
	9	Income modifications						
	10a	Grace ealer less returns						· · · · · · · · · · · · · · · · · · ·
	[Less Cost of goods sold		· · · · · · · · · · · · · · · · · · ·	- 1			
		Gross profit or (loss)						
	11	Other income						
	12	Total, Add lines 1 through 11		1,98	5 8 6	17.		
					0,0	0.		0.
	13	Compensation of officers, directors,	-		-	<u>.</u>		0.
	14	Other employee salaries and wa	•					
ຜູ	15	Pension plans, employee benef	its					
nses	16a	Legal fees	KEGNETVED	2.50		· o =		075
ē	6	Accounting fees		2,50	1,6	25.		875.
ሪ	C	Other professional fees	STMT 4	フロ 3,36	3,3	66.		0.
tive	17	Interest 00	/AY 1 9 2011			<u> </u>	ļ	
∓ ai	18	1400	STMT 5	၂ ၂ ၂ ၂ ၂ ၂ ၂ ၂ ၂ ၂ ၂ ၂ ၂ ၂ ၂ ၂ ၂ ၂ ၂	<u>L• </u>	96.		0.
<u>∃</u> :≅	19	Depreciation and depletion	ODEKLID		 			
ĬĒ	20	· · · · · · · · · · · · · · · · · · ·	GDEN, UT					
5₹	21	Travel, conferences, and meeting	ngs					
`` <u>`</u>	22	Printing and publications						
WA? ating a	23	Other expenses	STMT 6	26	4.	0.		264.
ati 🦹	23 24	Total operating and administra	ative					
בַּ כ		expenses. Add lines 13 throug	h 23	6,26	1. 5,0	87.		1,139.
و ا	25	Contributions, gifts, grants paid	ı	16,00				16,003.
	26	Total expenses and disbursem						
2		Add lines 24 and 25		22,26	4. 5.0	87.		17,142.
չ—	27	Subtract line 26 from line 12;			7,0	· <u>.</u>		
,	l	Excess of revenue over expenses and	d dishursamenta	<20,27	9.b			
	1	Net investment income (if negat		720 121		30.	<u> </u>	
		Adjusted net income (if negative					N/A	
0235		Aujusted net income (if negative		L - I			1 11/12	Form 900-PE (2010)

	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year	End of	f year
	an	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	47,564.	36,806.	36,806.
	2	Savings and temporary cash investments			
	3	Accounts receivable >			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other			
		disqualified persons			
	7	Other notes and loans receivable			
		Less: allowance for doubtful accounts			
स	8	Inventories for sale or use			
Assets	9	Prepaid expenses and deferred charges			
Ä	10a	Investments - U.S. and state government obligations			
	Ь	Investments - corporate stock STMT 7	395,954.	386,834.	347,431.
	C	Investments - corporate bonds			
	11	investments - land, buildings, and equipment: basis			
		Less accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)	443,518.	423,640.	384,237.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
ສຸ	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
iap		Mortgages and other notes payable			
_	22	Other liabilities (describe > STATEMENT 8)	0.	401.	
_	23	Total liabilities (add lines 17 through 22)	0.	401.	
		Foundations that follow SFAS 117, check here			
w		and complete lines 24 through 26 and lines 30 and 31.			
Ş	24	Unrestricted			
혈	25	Temporarily restricted			
Ä	26	Permanently restricted			
Net Assets or Fund Balance:		Foundations that do not follow SFAS 117, check here			
F		and complete lines 27 through 31.			
Š	27	Capital stock, trust principal, or current funds	0.	0.	
SSe	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
¥	29	Retained earnings, accumulated income, endowment, or other funds	443,518.	423,239.	
ž	30	Total net assets or fund balances	443,518.	423,239.	
			442 510	402 640	
_	31	Total liabilities and net assets/fund balances	443,518.	423,640.	
P	art	III Analysis of Changes in Net Assets or Fund Ba	alances		
1	Tota	net assets or fund balances at beginning of year - Part II, column (a), line 3	30		
•		st agree with end-of-year figure reported on prior year's return)	•	1	443,518.
2	•	r amount from Part I, line 27a		2	<20,279.>
		r increases not included in line 2 (itemize)	3	0.	
		lines 1, 2, and 3	· · ·	4	423,239.
		eases not included in line 2 (itemize)		5	0.
-		net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	lumn (b), line 30	6	423,239.
<u> </u>		, , , , , , , , , , , , , , , , , , , ,	· · · · · · · · · · · · · · · · · · ·		Form 990-PF (2010)

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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.

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6

7

7 Add lines 5 and 6

See the Part VI instructions.

6 Enter 1% of net investment income (1% of Part I, line 27b)

35.

14,925.

<u>17,142.</u>

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Pa	ert VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see in	nstru	ıctio	ns)		
18	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%			35.		
	of Part I, line 27b					
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-)			0.		
3	Add lines 1 and 2			<u>35.</u>		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			<u>35.</u>		
6	Credits/Payments:					
а	2010 estimated tax payments and 2009 overpayment credited to 2010 6a					
b	Exempt foreign organizations - tax withheld at source					
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			0.		
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			35.		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid					
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax					
Pa	rt VII-A Statements Regarding Activities					
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in		Yes	No		
	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)?	1b		X		
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or					
	distributed by the foundation in connection with the activities.					
C	Did the foundation file Form 1120-POL for this year?	1c		X		
d	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. ▶ \$					
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation					
	managers. ► \$					
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X		
	If "Yes," attach a detailed description of the activities.					
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		
	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?					
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?					
	If "Yes," attach the statement required by General Instruction T.					
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?	7	X			
_	If "Yes," complete Part II, col. (c), and Part XV.					
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)					
	CT					
þ	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-B Statements Regarding Activities for Which	Form 4720 May Be	Required (contin	ued)			
5a During the year did the foundation pay or incur any amount to:		•				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	n 4945(e))?	Y6	s X No			
(2) Influence the outcome of any specific public election (see section 4955);		ectly.		1 1		
any voter registration drive?	, , , , , ,		s X No			
(3) Provide a grant to an individual for travel, study, or other similar purposes	2		s X No			
• •		·	.0 (22) 110			
(4) Provide a grant to an organization other than a charitable, etc., organization	on described in Section		s X No			
509(a)(1), (2), or (3), or section 4940(d)(2)?			8 LAL NO			
(5) Provide for any purpose other than religious, charitable, scientific, literary	, or educational purposes, or					
the prevention of cruelty to children or animals?		Ye	s X No	1 1		
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)?						
Organizations relying on a current notice regarding disaster assistance check l	here					
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption to	from the tax because it mainta	nined				
expenditure responsibility for the grant?		. —	s No			
If "Yes," attach the statement required by Regulations section 53.494		•,,22		li		
	* *					
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on		[]			
a personal benefit contract?		Ye	8 X No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	personal benefit contract?		<u> </u>	Sb 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?	Ye	s X No			
b If "Yes," did the foundation receive any proceeds or have any net income attrib	utable to the transaction?		N/A	7b		
Part VIII Information About Officers, Directors, Trust	tees, Foundation Ma	anagers, Highly	/			
Part VIII Paid Employees, and Contractors						
1 List all officers, directors, trustees, foundation managers and their	compensation.					
	(b) Title, and average hours per week devoted	(c) Compensation	(d) Contributions to employee benefit plans	(e) Expense account, other		
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	and deferred compensation	account, other allowances		
THOMAS G. BAXTER	TRUSTEE	enter-o-j	compensation	anowanocs		
606 POST ROAD EAST SUITE 480	IKOSIEE		İ			
	2 00		ا م ا	0		
WESTPORT, CT 06880	2.00	0.	0.	0.		
VIRGINIA T. BAXTER	TRUSTEE					
606 POST ROAD EAST SUITE 480			_			
WESTPORT, CT 06880	2.00	0.	0.	0.		
		1				
				-		
2 Compensation of five highest-paid employees (other than those inc	cluded on line 1). If none.	enter "NONE."				
			(d) Contributions to	(e) Expense		
(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	(e) Expense account, other		
11017	devoted to position		compensation	allowances		
NONE	_		į			
7.E	_		!			
<u> </u>						
	_					
		<u> </u>	i			
	<u> </u>					
- · · ·	1					
						
-	1					
Total number of other employees paid over \$50,000	J	<u></u>	<u></u>	0		
OTAL HUMBEL OF OTHER EMPROYEES PAID OVER \$50,000				990-PF (2010)		
			Form \$	7 3U-FF (2010)		

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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 servi	ce	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities	>	0
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 <u>N/A</u>		
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. 1 N/A		Amount
1 N/A		
2		 .
All other program-related investments. See instructions. 3		
Total. Add lines 1 through 3	>	0.
	Forn	n 990-PF (2010)

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	ndations, si	e 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	316,370.
b	Average of monthly cash balances	1b	41,246.
C	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	357,616.
е	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	357,616.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,364.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	352,252.
6	Minimum investment return. Enter 5% of line 5	6	17,613.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.)	id certain	
1	Minimum investment return from Part X, line 6	1	17,613.
2a	Tax on investment income for 2010 from Part VI, line 5		
b	Income tax for 2010. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	35.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	17,578.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	17,578.
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	17,578.
P	art 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	<u>17,142.</u>
þ	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	
þ	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	17,142.
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	35.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	17,107.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of 4940(e) reduction of tax in those years.	ualifies for t	ne section

Part XIII Undistributed Income (see instructions)

1 Distributable amount for 2010 from Part XI, inn 7 2 Underbibuted morner, if ery, as of the end of 2010 a Enter amount for 2000 only b Total for proxy parts: 3 Excess distributions carryover, if any, to 2010: a From 2005 b From 2006 c From 2007 d From 2008 c From 2007 d From 2008 e From 2009 1 Total of lines 3 athrough 0 4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 17, 142. a Applied to 2009, but not more than line 20 1 Total of 10 distributued income of pror years (Election required - see instructions) 7 United 3 distributions out of corpus (Election required - see instructions) 9 Understibutions out of corpus (Election required - see instructions) 9 Understibution out of corpus (Election required - see instructions) 9 Understibution out of corpus (Election required - see instructions) 9 Understibution out of corpus (Election required - see instructions) 9 Understibution out of corpus (Election required - see instructions) 9 Understibution out of corpus (Election required - see instructions) 9 Understibution out of corpus (Election required - see instructions) 9 Understibution out of corpus (Election required - see instructions) 9 Understibution out of corpus (Election required - see instructions) 9 Understibution out of corpus (Election required - see instructions) 9 Understibution out of corpus (Election required - see instructions) 9 Understibution out of corpus (Election required - see instructions) 1 Understibution out of corpus (Election required - see instructions) 1 Understruct inne 4 Subtract line 5 1 Understructed inne 6 Trom line 6b. Taxable amount - see instructions 1 Understructed income for vehicle anotice of deficiency has been seaved, or on which the section 492(2) at a kina been previously assessed 1 Understructed income for vehicle anotice of deficiency has been seaved, or on which the section 492(3) at a kina been previously assessed 1 Understructed income for vehicle anotice of which anotice of deficiency has been seaved, or on which the section 49		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
2. Undestructed incores, dam, us a fine and of 2010 is. Entiret amount 107 2090 only b Total for prior years: 3. Excess distributions carryover, if any, to 2010: a From 2006 b From 2006 c From 2007 d From 2008 d From 2009 1 Total of time 3s through e 4. Qualifying distributions for 2010 from 2010 Total of time 3s through e 4. Qualifying distributions for 2010 from 2010 Part XI, line 4; b S 17, 142. a Applied to 2009, but not more than line 2a b Applied to undistributed incorned of prior years (Election required - see instructions) c 1 Testal da distributions out of corpus 6. Interest das distributions out of corpus 7. Applied to 2010 distributible amount 6 see incore 2 prior 2010 8. Excess distributions out of corpus 9. Corpus Advisor and distributed out of corpus 9. Corpus Advisor and distributed out of corpus 9. Excess distributions grown signed to 2010 for an emorate spars in colorins (7) the sense movest of an emorate spars in colorins (7) the sense movest of an emorate spars in colorins (7) the sense movest of the sense move				·	17 578
Enter amount for 2009 only 15,685.				· · ·	11,310.
3 Excess distributions carryover, if any, to 2010; a From 2005 b From 2006 c From 2006 c From 2009 d From 2009 d From 2009 Total of lines 3a throughe 4 Qualifying distributions for 2010 from Part XII, line 4; line 5 and 17, 142, 4 Applied to 2009, but not more than line 2a Applied to 2009, but not more than line 2a Applied to 2009, but not more than line 2a Applied to 2009 but not more than line 2a Applied to 2016 distributiated access of prior years (Election required - see instructions) d Applied to 2016 distributiate amount electron required - see instructions) d Applied to 2016 distributiate amount Electron required - see instructions) d Applied to 2016 distributiate amount Electron required - see instructions) d Applied to 2016 distributiate amount Elemaning amount distributed out of corpus S Excess distributions carryow registed to 2010 first in remote distributed and access mounts (b), the analysis of the access mounts (b), the analysis of the access mounts (b), the analysis of the access mounts (b), the access of the analysis of the access mounts (b), the access of the access mounts (b), the access of the access mounts (b), the access of 494(a) tax has been previously assessed Subtract line 6 from line 6b. Tasable amount - see instructions Undistributed income for 2008, Subtract line 4 for this part subtributions out of the access mounts of the access of t	1 - 1			15.685.	
2	· · · · · · · · · · · · · · · · · · ·			13,003.	
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e Excess from 2010					
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	e Excess from 2010				

Form 990-PF (2010) THE BAXT Part XIV Private Operating Fo	ER FOUNDA!		I-A guestion 9)	25-66 N/A	503101 P
1 a If the foundation has received a ruling or	-		77, question 3)	N/A	<u> </u>
foundation, and the ruling is effective for					
b Check box to indicate whether the founda	· ·	-	in section	4942(j)(3) or 4	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year	ing roundation decompos	Prior 3 years	<u> </u>]
income from Part I or the minimum	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
investment return from Part X for					
					1
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 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				1	
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					<u> </u>
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					<u> </u>
Part XV Supplementary Infor	mation (Comple	ete this part only	if the foundatio	n had \$5,000 or m	ore in assets
at any time during th Information Regarding Foundation a List any managers of the foundation who	Managers: have contributed more	e than 2% of the total cont	ributions received by th	e foundation before the clo	ose of any tax
year (but only if they have contributed mo SEE STATEMENT 9	ore than \$5,000). (See	section 507(d)(2).)			
b List any managers of the foundation who	own 10% or more of	he stock of a corporation	for an equally large per	tion of the ownership of a r	nartnerehin or
other entity) of which the foundation has			to an equally large pur	aon or the OwnerShip of a p	our uncromp Of
NONE	•				
2 Information Regarding Contribution	n Grant Gi4 Loca	Scholarchin etc. Di	ourame.		
Check here X if the foundation on				not accept unsolicited ren	uests for funds. If
the foundation makes gifts, grants, etc. (s					
a The name, address, and telephone number					
	F 2 · · · · ·	.,			
b The form in which applications should be	submitted and inform	ation and materials they s	hould include:		
c Any submission deadlines:					
d Any restrictions or limitations on awards,	such as by geographi	cal areas, charitable fields,	kinds of institutions, o	other factors:	
23801 12-07-10					Form 990-PF
		10			
90512 755449 9563	201	0.03050 THE	BAXTER FO	JNDATION	9563_

3 Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or contribution		
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	status of recipient	contribution	Amount	
a Paid during the year					
SEE ATTACHED STATEMENT		PUBLIC CHARITY	TO HELP FUND THE OPERATING BUDGETS OF THE RECIPIENTS	16,003.	
		·			
Total		<u> </u>	▶ 3a	16,003.	
NONE					
Total			▶ 35	0.	
023611 12-07-10			F	orm 990-PF (2010)	

Part XVI-A Analysis of Income-Producing Activities

		7.	led by section 512, 513, or 514	(e)
(a)	(b)	(c) Exclu-	(d)	Related or exempt
	Amount	sion	Amount	function income
1 0000				
	 	_		
		-1 - 1		
	····			
				-
				-
		14	51.	
		14	8,645.	
		\perp		
		\perp		
	·			
		18	<6,711.>	
	0		1,985.	0.
			13	1,985.
	Business code	code Amount	Business Code Amount sion Code 14 14 18	14 51. 14 8,645.

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).

023621 12-07-10

Part XVII	Information Re Exempt Organ	egarding Transfers To sizations	and Transactions a	ind Relationships	With Noncharitab	le	
1 Did the or		rectly engage in any of the following	no with any other organization	on described in section 501	(c) of	Yes	No
		(3) organizations) or in section 5			(6) 61	1.00	1
	•	ation to a noncharitable exempt of		IIZZIIO113:			
(1) Cash		ation to a nononanable exempt of	gamzation of.		1a(1	, l	x
(2) Other							X
b Other tran					1a(2	4	
	of assets to a noncharita	this evernt organization			46/4		x
• •		ncharitable exempt organization			1b(1		X
• •		• •			1b(2		X
	al of facilities, equipment, bursement arrangements				1b(3		X
	s or loan guarantees	•			1b(4		X
	=	embership or fundraising solicitation	one		1b(5		X
• •		alling lists, other assets, or paid en			1b(6	4	X
-		"Yes," complete the following sch		uovo chow the feer merket w	1c		
		oundation. If the foundation receiv	• •	-		-	
		other assets, or services received.		to in any transaction of sna	ing arrangement, snow in		
(a) Line no	(b) Amount involved	(c) Name of noncharitable		(d) Description of transf	fers, transactions, and sharing		
(=/=	(0)	N/A		(4) 2000 (510) (610)		arangome.	,,,,,
		N/A					
				_	-		
				-			
		-					
				<u> </u>			
			· · · · · · · · · · · · · · · · · ·				
			•	 			
	· · · · · · · · · · · · · · · · · · ·						
				-			
ın section		tty affiliated with, or related to, one r than section 501(c)(3)) or in sec edule.		zations described	Yes	; X] No
	(a) Name of org	janization	(b) Type of organization	(c) Desc	cription of relationship		
	N/A						
		e that I have examined this return, including ref (other than ta)payer or fiduciary) is but the state of the			my knowledge and belief, it is i	rue, corre	ct,
	Print/Type preparer's na			Date Check	ıf PTIN		
	i je o propuror o no		17 000	1	mployed		
Paid	CHRISTINE	CONZA (EZ LICH	HEYXYCKA	5/12/11 self-er	P00363	1102	
Preparer	Firm's name ► BLU		MPANY, P.C.		EIN ► 06-1009		
Use Only		M, SHAPIRO & CO O. BOX 119	MEANT, P.C.	Firm's	SEIN POGTOUS	103	
Coo Only		UTHPORT, CT 068	00_0110	DL	e no. 203-319-	600	<u> </u>
	1 1111 3 audi 633 - 50	OIMPORT, CT 008	30-0113	Phone	#110. 2U3-319-	-000	U
	<u> </u>	.,		<u> </u>	Form 99	0-PF (2010)

							
FORM 990-PF INTEREST ON SAVI	NGS AND TEM	IPORARY CA	SH IN	IVESTMENTS	STATEMENT	1	
SOURCE					AMOUNT		
MORGAN STANLEY/SMITH BARNEY					51.		
TOTAL TO FORM 990-PF, PART I,	LINE 3, CO	LUMN A				51.	
FORM 990-PF DIVIDENT	OS AND INTER	EST FROM	SECUE	RITIES	STATEMENT	2	
SOURCE	GROSS			TAL GAINS	COLUMN (A) AMOUNT		
FEDERATED DISTRIBUTION FUND MORGAN STANLEY/SMITH BARNEY		8,386. 34		0. 34.	8,352.		
TOTAL TO FM 990-PF, PART I, I	IN 4			34.			
FORM 990-PF	ACCOUNTI	NG FEES			STATEMENT	3	
DESCRIPTION	(A) EXPENSES PER BOOKS		(B) (C) INVEST- ADJUSTED T INCOME NET INCOME				
ACCOUNTING	2,500.	1,	,625.		875.		
TO FORM 990-PF, PG 1, LN 16B	2,500.	1,	1,625.		875.		
FORM 990-PF C	THER PROFES	SIONAL F	EES		STATEMENT	4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVI MENT INC		(C) ADJUSTED NET INCOM			
INVESTMENT FEES	3,366.	3,	366.			0.	
TO FORM 990-PF, PG 1, LN 16C	3,366.	3,	366.			0.	

FORM 990-PF	TAXES			STATEMENT 5			
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVE MENT INC	INVEST- ADJUSTE				
EXCISE TAX FOREIGN TAX	35. 96.		0. 96.				0.
TO FORM 990-PF, PG 1, LN 18 =	131.		96.				0.
FORM 990-PF	OTHER E	XPENSES			STATE	MENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVE MENT INC					
OFFICE EXPENSE	264.		0.			264.	
TO FORM 990-PF, PG 1, LN 23	264.		0.			2	64.
FORM 990-PF	CORPORAT	E STOCK			STATE	MENT	7
DESCRIPTION			вос	OK VALUE		MARKE'	r
SEE ATTACHED SCHEDULE	-			386,834.	347,431.		
TOTAL TO FORM 990-PF, PART II	, LINE 10B	:		386,834.		347,4	31.
FORM 990-PF	OTHER LIA	BILITIES			STATE	MENT	. 8
DESCRIPTION			BO	AMOUNT	EOY A	MOUNT	
REIMBURSEMENT PAYABLE		•		0.		4	01.
TOTAL TO FORM 990-PF, PART II	, LINE 22	•		0.		4	01.

FORM 990-PF

PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT

NAME OF MANAGER

THOMAS G. BAXTER VIRGINIA T. BAXTER

THE BAXTER FOUNDATION SUMMARY OF INVESTMENTS EIN: # 25-6603101 12/31/2010

Quantity	Description	Book Value	Market Value
374	Ariba Inc Com	23,690.00	8,785.26
	AT&T	8,927.50	7,345.00
-	Bristol Myers Squibb	9,638.15	11,254.00
	Cisco Sys Inc	7,739.00	10,115.00
	Comcast corp CI A	0.00	12,486.00
	Covidien LTD	11,067.50	11,415.00
	Dow Chemical Co	13,304.00	13,656.00
	Dycom Ind Inc	24,812.00	14,750.00
•	Fairpoint Communications	40.65	0.09
	Frontier Communications Inc.	583.46	583.80
500	General Electric Co	19,029.00	9,145.00
573	Ishares Barclay Agg.Bd Fd	57,797.28	60,594.75
	Ishares Barclay 1 - 3 yr TSY BD	7,147.68	7,306.26
	Ishares MSCI Japan Index	9,999.29	7,767.92
	Ishares S&P Mid Cap 400 Value	2,376 84	2,304.34
26	Ishares S&P Mid Cap 400 Growth	2,379.70	2,618.72
34	Ishares S&P Small Cap 600 Val	2,437.35	2,444.26
614	Ishares S&P 500 Grwth Index	43,549.53	40,309.10
492	Ishares S&P 500 Value Index	38,872.40	29,318.28
34	Ishares Small Cap 600 Growth	2,337.46	2,468.06
68	Ishares Barclay Tips BD FD	7,123.76	7,311.36
600	Microsoft Corp	16,093 00	16,746.00
619	Nuveen Multi Strat Inc	9,209.36	5,447.20
	Oracle Corp	7,082.50	15,650.00
108	S&P North Amer Nat Res Sector	4,730.95	4,502.52
250	Tyco International	13,602.50	10,360.00
90	Vanguard EMRG Mkts	4,910.60	4,333.14
312	Vanguard European	24,711.58	15,316.08
	Vanguard REIT	4,985.14	4,152.75
250	Verizon Communications	8,655.92	8,945 00
		386,834.10	347,430.89

THE BAXTER FOUNDATION SUMMARY OF CONTRIBUTIONS PAID EIN: 25-6603101 12/31/2010

NAME NAME	STATUS OF RECIPIENT	PURPOSE OF CONTRIBUTION	AMOUNT
Leukemia Lymphoma Society 1311 Mamaronck Avenue Suite 310 White Plains, NY 10605	Public Charity	To fund the recipients operating budget	250.00
Westport Arts Center 31 Riverside Avenue Westport, CT 06880	Public Charity	To fund the recipients operating budget	552.00
Food for the Poor 6401 Lyons Road Coconut Creek, FL 33073	Public Charity	To fund the recipients operating budget	100.00
Norwalk Emergency Shelter 4 Merritt Street South Norwalk CT 06854	Public Charity	To fund the recipients operating budget	100.00
Illinois Neurofibromoatosis Great Steps, Naperville Team P.O. Box 1923 Lombardo, IL 60148	Public Charity	To fund the recipients operating budget	750.00
Sharon Papke Cancer Run American Cancer Society	Public Charity	To fund the recipients operating budget	300.00
Thomas Hartman Foundation/Cure for Sure 72 West Main Street East Islip, NY 11730	Public Charity	To fund the recipients operating budget	1,000.00
Soupouri Donate items to NF Midwest P.O. Box 1923 Lombardo, IL 60148	Public Charity	To fund the recipients operating budget	150.50
Direct Relief International (Haiti) Hands Together P.O. Box 80985 Springfield MA 01138	Public Charity	To fund the recipients operating budget	100.00
Norwalk Open Door Shelter 4 Merritt Street South Norwalk CT 06854	Public Charity	To fund the recipients operating budget	1,000.00
Female Soldiers Forgotten Heroes Home for the Brave	Public Charity	To fund the recipients operating budget	500.00

THE BAXTER FOUNDATION SUMMARY OF CONTRIBUTIONS PAID EIN: 25-6603101

12/31/2010

NAME	STATUS OF RECIPIENT	PURPOSE OF CONTRIBUTION	AMOUNT
P.O. Box 91 Wilton CT 06897			
Delbarton School 230 Mendham Road Morristown NJ 07960	Public Charity	To fund the recipients operating budget	500.00
Save the Children 52 Wilton Road Westport CT 06880	Public Charity	To fund the recipients operating budget	100.00
St. Raphael School 324 Frank Street Bridgeport CT 06604	Public Charity	To fund the recipients operating budget	5,400.78
Sister, Servants of the Immaculate Hear of Mary Office of Mission Advancement 1140 King Road Immaculata, PA 19345	Public Charity	To fund the recipients operating budget	5,000.00
Children's Tumor Foundation NYC Marathon 201095 Pine Street, 16th Floor New York, NY 10005	Public Charity	To fund the recipients operating budget	100.00
Special Olympics Montana P.O. Box 3507 Great Falls MT 59403	Public Charity	To fund the recipients operating budget	100.00
		=	10,003.20