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
THE BAKER/MERINE FAMILY FOUNDATION, INC.

A Employer identification number
26-0016221

Number and street (or P O box number if mail is not delivered to street address) Room/suite
6618 MARYWOOD ROAD

B Telephone number
301-469-8997

City or town, state, and ZIP code
BETHESDA, MD 20817-2204

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 ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 501,272.

J Accounting method ☐ Cash [X] Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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	53,432.		N/A	
2 Check ▶ ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	5,003.	5,003.		STATEMENT 1
4 Dividends and interest from securities	5,508.	5,508.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	760.			
b Gross sales price for all assets on line 6a 45,453.				
7 Capital gain net income (from Part IV, line 2)		760.		
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	64,703.	11,271.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	19,501.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	1,850.	740.		0.
c Other professional fees				
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 4	4,860.	1,956.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	26,211.	2,696.		0.
25 Contributions, gifts, grants paid	22,565.			22,565.
26 **Total expenses and disbursements.** Add lines 24 and 25	48,776.	2,696.		22,565.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	15,927.			
b **Net investment income** (if negative, enter -0-)		8,575.		
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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	102,334.	67,459.	67,459.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶ 53,432.			
Less allowance for doubtful accounts ▶	76,551.	53,432.	53,432.
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 5	189,551.	224,344.	224,344.
c Investments - corporate bonds STMT 6	92,083.	154,120.	154,120.
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 ▶ STATEMENT 7)	1,217.	1,917.	1,917.
16 **Total assets** (to be completed by all filers)	461,736.	501,272.	501,272.
Liabilities			
17 Accounts payable and accrued expenses	49.	49.	
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)	49.	49.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted	461,687.	501,223.	
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			
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances**	461,687.	501,223.	
31 **Total liabilities and net assets/fund balances**	461,736.	501,272.	

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	461,687.
2 Enter amount from Part I, line 27a	2	15,927.
3 Other increases not included in line 2 (itemize) ▶ CHANGE IN FMV OF ASSETS	3	23,609.
4 Add lines 1, 2, and 3	4	501,223.
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	501,223.

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	45,453.		44,693.	760.

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				760.

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	760.
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	13,650.	278,875.	.048947
2008	31,155.	257,737.	.120879
2007	31,680.	255,984.	.123758
2006	27,223.	245,806.	.110750
2005	17,010.	232,985.	.073009

2 Total of line 1, column (d)	2	.477343
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	.095469
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	352,958.
5 Multiply line 4 by line 3	5	33,697.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	86.
7 Add lines 5 and 6	7	33,783.
8 Enter qualifying distributions from Part XII, line 4	8	22,565.

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	172.
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	172.
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	172.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c 200.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	200.
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	28.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 28. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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	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) ▶ MD			
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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ THE DIRECTORS Telephone no. ▶ 301-469-8997

Located at ▶ 6618 MARYWOOD ROAD, BETHESDA, MD ZIP+4 ▶ 20817-2204

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

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 | | 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
MARLA M. BAKER 6618 MARYWOOD ROAD BETHESDA, MD 20817	DIRECTOR 2.00	9,751.	0.	0.
ROBERT BAKER 6618 MARYWOOD ROAD BETHESDA, MD 20817	DIRECTOR 2.00	9,750.	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

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 DIRECT CONTRIBUTIONS TO OTHER CHARITIES ONLY.	0.
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.

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	333,167.
b	Average of monthly cash balances	1b	25,166.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	358,333.
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	358,333.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,375.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	352,958.
6	**Minimum investment return.** Enter 5% of line 5	6	17,648.

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	17,648.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 172.		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	172.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	17,476.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	17,476.
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	17,476.

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	22,565.
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	22,565.
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	22,565.

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				17,476.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005 5,491.				
b From 2006 15,187.				
c From 2007 19,121.				
d From 2008 18,408.				
e From 2009				
f **Total** of lines 3a through e	58,207.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 22,565.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				17,476.
e Remaining amount distributed out of corpus	5,089.			
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	63,296.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	5,491.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	57,805.			
10 Analysis of line 9				
a Excess from 2006 15,187.				
b Excess from 2007 19,121.				
c Excess from 2008 18,408.				
d Excess from 2009				
e Excess from 2010 5,089.				

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12-07-10

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 ▶ [X] 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

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 8				
Total			▶ 3a	22,565.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) 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	5,003.	
4 Dividends and interest from securities			14	5,508.	
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	760.	
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.		11,271.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 11,271.

(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)
	THE ORGANIZATION ONLY MAKES GRANTS AND CONTRIBUTIONS TO OTHER
	CHARITABLE ORGANIZATIONS. IT DOES NOT HAVE ANY DIRECT CHARITABLE
	ACTIVITIES.

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) 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		

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

Marla M Baker 11/14/11

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
BRUCE W. ROBINETTE		11/10/11		

Firm's name ▶ BRUCE W. ROBINETTE, CPA | Firm's EIN ▶

Firm's address ▶ 449-A CARLISLE DRIVE
HERNDON, VA 20170 | Phone no 703-834-6686

023622
04-26-11

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2010

Name of the organization	**Employer identification number**
THE BAKER/MERINE FAMILY FOUNDATION, INC.	26-0016221

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
THE BAKER/MERINE FAMILY FOUNDATION, INC.	26-0016221

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ALLAN A. MERINE CHARITABLE LEAD TRUST #2 6618 MARYWOOD ROAD BETHESDA, MD 208172204	$ 53,432.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE BAKER/MERINE FAMILY FOUNDATION, INC.	26-0016221

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: THE BAKER/MERINE FAMILY FOUNDATION, INC.

Employer identification number: 26-0016221

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	10 ABERCROMBIE & FITCH	P	06/05/09	03/23/10
b	10000 FFCB	P	11/16/09	10/01/10
c	10000 FHLB	P	02/19/10	09/10/10
d	10000 FHLB	P	12/22/09	08/05/10
e	40 ABERCROMBIE & FITCH	P	12/08/06	03/23/10
f	10 MCDONALD'S CORP	P	01/23/08	09/10/10
g	25 PACCAR INC	P	02/05/08	12/01/10
h	10000 WALT DISNEY CO	P	03/10/09	10/26/10
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	444.		278.	166.
b	10,000.		10,000.	0.
c	10,000.		10,000.	0.
d	10,000.		10,000.	0.
e	1,775.		2,700.	-925.
f	749.		517.	232.
g	1,403.		1,079.	324.
h	11,082.		10,119.	963.
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

	(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) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				166.
b				0.
c				0.
d				0.
e				-925.
f				232.
g				324.
h				963.
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	760.
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 INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CHEVY CHASE TRUST COMPANY	5,003.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,003.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHEVY CHASE TRUST COMPANY	5,508.	0.	5,508.
TOTAL TO FM 990-PF, PART I, LN 4	5,508.	0.	5,508.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	1,850.	740.		0.
TO FORM 990-PF, PG 1, LN 16B	1,850.	740.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	1,956.	1,956.		0.
ADMINISTRATIVE EXPENSES	2,904.	0.		0.
TO FORM 990-PF, PG 1, LN 23	4,860.	1,956.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES-STMT ATTACHED	224,344.	224,344.
TOTAL TO FORM 990-PF, PART II, LINE 10B	224,344.	224,344.

FORM 990-PF	CORPORATE BONDS	STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INTERMEDIATE BONDS-STMT ATTACHED	154,120.	154,120.
TOTAL TO FORM 990-PF, PART II, LINE 10C	154,120.	154,120.

FORM 990-PF	OTHER ASSETS	STATEMENT 7

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST & DIVIDENDS	1,217.	1,917.	1,917.
TO FORM 990-PF, PART II, LINE 15	1,217.	1,917.	1,917.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
DISTRICT OF COLUMBIA ARTS CENTER 2438 18 ST NW WASHINGTON, DC 20009	N/A GENERAL FUND	PUBLIC	400.
MONTGOMERY COUNTY HUMANE SOCIETY 14645 ROTHGEB DRIVE ROCKVILLE, MD 20850	N/A GENERAL FUND	PUBLIC	1,000.
MOST VALUABLE KIDS 11122 STEPHALEE LANE ROCKVILLE, MD 20852	N/A GENERAL FUND	PUBLIC	770.
NARAL PRO-CHOICE AMERICA FOUNDATION 1156 15TH STREET, NW SUITE 700 WASHINGTON, DC 20005	N/A GENERAL FUND	PUBLIC	6,000.
SHINE GLOBAL, INC 225 MIDLAND AVENUE MONTCLAIR, NJ 07042	N/A GENERAL FUND	PUBLIC	6,150.
ROUND HOUSE THEATER P.O. BOX 30688 BETHESDA, MD 20824	N/A GENERAL FUND	PUBLIC	1,000.
THE KENNEDY CENTER 2700 F STREET NW WASHINGTON, DC 20566	N/A GENERAL FUND	PUBLIC	6,000.
JEWISH COMMUNITY CENTER OF GREATER WASHINGTON 6125 MONTROSE ROAD ROCKVILLE, MD 20852	N/A GENERAL FUND	PUBLIC	720.

NATIONAL MS SOCIETY 1800 M STRET NW WASHINGTON, DC 20006	N/A GENERAL FUND	PUBLIC	300.
INTERNATIONAL MYELOMA FOUNDATION 12650 RIVERSIDE DRIVE, SUITE 206 NORTH HOLLYWOOD, CA 91607	N/A GENERAL FUND	PUBLIC	225.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			22,565.

CLIENT APPRAISAL
Heritage Investors Management Corporation
1165 - BAKER/MERINE FAM FOUNDAT
December 31, 2010

Quantity	Security Description	Purchase Information Unit Cost	Original Cost	Current Market Unit Market	Total Market Value	% Market Value	Indicated Annual Income	Current Yield %
Cash								
67,459.3300	SEI DAILY INCOME TRUST GOVERNMENT II FUND-B	$ 1.00	$ 67,459.33	$ 1.00	$ 67,459.33	15.06%	$ 6.75	0.01%
Total Cash			**67,459.33**		**67,459.33**	**15.06%**	**6.75**	**0.01%**
Equity And Related								
Consumer Discretionary								
100.0000	ABERCROMBIE & FITCH CO	27.84	2,784.00	57.63	5,763.00	1.29%	70.00	1.21%
200.0000	HARLEY DAVIDSON INC	35.07	7,014.84	34.67	6,934.00	1.55%	80.00	1.15%
150.0000	HOME DEPOT INC	28.13	4,219.90	35.06	5,259.00	1.17%	141.75	2.70%
150.0000	LIZ CLAIBORNE INC	36.33	5,449.88	7.16	1,074.00	0.24%	0.00	0.00%
70.0000	MCDONALDS CORP	51.66	3,616.36	76.76	5,373.20	1.20%	170.80	3.18%
Total Consumer Discretionary			**23,084.98**		**24,403.20**	**5.45%**	**462.55**	**1.90%**
Consumer Staples								
150.0000	ALTRIA GROUP INC	14.42	2,163.01	24.62	3,693.00	0.82%	228.00	6.17%
80.0000	COCA COLA CO	42.04	3,363.20	65.77	5,261.60	1.17%	140.80	2.68%
150.0000	CONSTELLATION BRANDS INC CL A	28.44	4,266.50	22.15	3,322.50	0.74%	0.00	0.00%
75.0000	PEPSICO INC	61.48	4,610.91	65.33	4,899.75	1.09%	144.00	2.94%
75.0000	PHILIP MORRIS INTL INC	22.51	1,688.03	58.53	4,389.75	0.98%	192.00	4.37%
100.0000	WAL MART STORES INC	52.91	5,290.51	53.93	5,393.00	1.20%	121.00	2.24%
Total Consumer Staples			**21,382.16**		**26,959.60**	**6.02%**	**825.80**	**3.07%**
Energy								
60.0000	APACHE CORP	63.32	3,799.33	119.23	7,153.80	1.60%	36.00	0.50%
75.0000	CHEVRON CORP	43.05	3,228.78	91.25	6,843.75	1.53%	216.00	3.16%
100.0000	CONOCOPHILLIPS	57.42	5,741.99	68.10	6,810.00	1.52%	220.00	3.23%
75.0000	SCHLUMBERGER LTD	64.39	4,829.02	83.50	6,262.50	1.40%	63.00	1.01%
Total Energy			**17,599.12**		**27,070.05**	**6.04%**	**535.00**	**1.98%**
Financials								
140.0000	AMERICAN EXPRESS CO	37.41	5,237.24	42.92	6,008.80	1.34%	100.80	1.68%
70.0000	CITIGROUP INC	37.72	2,640.40	4.73	331.10	0.07%	0.00	0.00%
125.0000	JPMORGAN CHASE & CO	37.37	4,670.99	42.42	5,302.50	1.18%	25.00	0.47%
200.0000	MORGAN STANLEY	34.88	6,975.46	27.21	5,442.00	1.22%	40.00	0.74%
200.0000	SLM CORP	29.04	5,808.97	12.59	2,518.00	0.56%	0.00	0.00%

CLIENT APPRAISAL
Heritage Investors Management Corporation
1165 - BAKER/MERINE FAM FOUNDAT
December 31, 2010

Quantity	Security Description	Purchase Information Unit Cost	Purchase Information Original Cost	Current Market Unit Market	Current Market Total Market Value	% Market Value	Indicated Annual Income	Current Yield %
Total Financials			**25,333.06**		**19,602.40**	**4.38%**	**165.80**	**0.85%**
Health Care								
80.0000	AMGEN INC	48.95	3,916.00	54.90	4,392.00	0.98%	0.00	0.00%
100.0000	BAXTER INTERNATIONAL INC	48.17	4,816.78	50.62	5,062.00	1.13%	124.00	2.45%
75.0000	JOHNSON & JOHNSON	54.62	4,096.50	61.85	4,638.75	1.04%	162.00	3.49%
150.0000	MEDTRONIC INC	34.04	5,106.34	37.09	5,563.50	1.24%	135.00	2.43%
225.0000	PFIZER INC	27.56	6,201.51	17.51	3,939.75	0.88%	180.00	4.57%
75.0000	TEVA PHARMACEUTICAL SP ADR	43.67	3,275.62	52.13	3,909.75	0.87%	50.03	1.28%
Total Health Care			**27,412.75**		**27,505.75**	**6.14%**	**651.03**	**2.37%**
Industrials								
50.0000	3M CO	78.82	3,941.00	86.30	4,315.00	0.96%	105.00	2.43%
100.0000	BOEING CO	63.90	6,389.59	65.26	6,526.00	1.46%	168.00	2.57%
150.0000	GENERAL ELECTRIC CO	27.06	4,058.73	18.29	2,743.50	0.61%	84.00	3.06%
125.0000	PACCAR INC	37.40	4,674.38	57.34	7,167.50	1.60%	60.00	0.84%
80.0000	UNITED TECHNOLOGIES CORP	42.00	3,360.24	78.72	6,297.60	1.41%	136.00	2.16%
Total Industrials			**22,423.94**		**27,049.60**	**6.04%**	**553.00**	**2.05%**
Information Technology								
100.0000	AUTOMATIC DATA PROCESSING INC	42.43	4,242.60	46.28	4,628.00	1.03%	144.00	3.11%
200.0000	CISCO SYSTEMS INC	23.25	4,650.34	20.23	4,046.00	0.90%	0.00	0.00%
300.0000	E M C CORP	15.42	4,626.75	22.90	6,870.00	1.53%	0.00	0.00%
125.0000	HEWLETT PACKARD CO	45.56	5,695.19	42.10	5,262.50	1.18%	40.00	0.76%
200.0000	INTEL CORP	15.40	3,080.50	21.03	4,206.00	0.94%	126.00	3.00%
40.0000	INTERNATIONAL BUSINESS MACHINES	91.06	3,642.40	146.76	5,870.40	1.31%	104.00	1.77%
25.0000	MASTERCARD INC	168.21	4,205.20	224.11	5,602.75	1.25%	15.00	0.27%
200.0000	MICROSOFT CORP	30.13	6,025.86	27.91	5,582.00	1.25%	128.00	2.29%
Total Information Technology			**36,168.84**		**42,067.65**	**9.39%**	**557.00**	**1.33%**
Materials								
65.0000	AIR PRODUCTS & CHEMICALS INC	51.84	3,369.70	90.95	5,911.75	1.32%	127.40	2.16%
300.0000	ALCOA INC	14.96	4,488.30	15.39	4,617.00	1.03%	36.00	0.78%
62.0000	BROWN FORMAN CORP CL B	51.90	3,217.87	69.62	4,316.44	0.96%	79.36	1.84%
50.0000	MARTIN MARIETTA MATERIALS INC	108.97	5,448.51	92.24	4,612.00	1.03%	80.00	1.73%
Total Materials			**16,524.38**		**19,457.19**	**4.34%**	**322.76**	**1.66%**

CLIENT APPRAISAL
Heritage Investors Management Corporation
1165 - BAKER/MERINE FAM FOUNDAT
December 31, 2010

Quantity	Security Description	Purchase Information Unit Cost	Purchase Information Original Cost	Current Market Unit Market	Current Market Total Market Value	% Market Value	Indicated Annual Income	Current Yield %
Other Equities								
100.0000	ISHARES TR MSCI EAFE IDX	65.57	6,557.09	58.22	5,822.00	1.30%	139.70	2.40%
Total Other Equities			**6,557.09**		**5,822.00**	**1.30%**	**139.70**	**2.40%**
Telecommunication Services								
150.0000	AT&T INC	21.26	3,189.19	29.38	4,407.00	0.98%	258.00	5.85%
Total Telecommunication Services			**3,189.19**		**4,407.00**	**0.98%**	**258.00**	**5.85%**
Total Equity And Related			**199,675.51**		**224,344.44**	**50.09%**	**4,470.64**	**1.99%**
Fixed Income And Related								
Intermediate								
10,000.0000	GENERAL ELECTRIC CO 5.250 12/06/2017	99.80	9,980.00	108.01	10,800.94	2.41%	525.00	4.86%
10,000.0000	VERIZON COMMUNICATIONS 5.500 02/15/2018	99.95	9,994.50	109.89	10,989.42	2.45%	550.00	5.00%
10,000.0000	FPL GROUP CAP INC 6.000 03/01/2019	103.44	10,343.80	110.84	11,083.66	2.47%	600.00	5.41%
10,000.0000	DU PONT E I DE NEMOURS 5.750 03/15/2019	97.00	9,700.00	113.38	11,338.45	2.53%	575.00	5.07%
10,000.0000	OHIO ST BLDG AUTH REV BABS OH 4.58 10/01/2019	99.85	9,984.70	99.18	9,918.30	2.21%	458.00	4.62%
10,000.0000	FEDERAL HOME LOAN BANKS FHLB 4.125 03/13/2020	99.50	9,950.00	104.30	10,429.85	2.33%	412.50	3.95%
10,000.0000	PORTLAND ORE URBAN RENEWA OR 5.374 06/15/2020	103.79	10,379.10	98.58	9,858.20	2.20%	537.40	5.45%
10,000.0000	CECIL CNTY MD GO BAB MD 5.000 08/01/2024	100.65	10,064.70	102.34	10,234.30	2.29%	500.00	4.89%
Total Intermediate			**80,396.80**		**84,653.12**	**18.90%**	**4,157.90**	**4.91%**
Long Term								
10,000.0000	NEW YORK BUILD AMERICA BONDS NY 5.199 12/01/2022	97.60	9,759.90	97.21	9,720.50	2.17%	519.90	5.35%
10,000.0000	FEDERAL FARM CR BKS CONS 5.22 05/15/2023	105.55	10,554.90	112.16	11,215.82	2.50%	522.00	4.65%
10,000.0000	NEW YORK ST URBAN DEV COR BAB NY 5.510 03/15/2025	97.11	9,711.30	98.44	9,844.10	2.20%	551.00	5.60%
10,000.0000	SACRAMENTO MET FIRE REV CA 5.320 05/15/2025	100.00	10,000.00	93.04	9,304.30	2.08%	532.00	5.72%
10,000.0000	NEW YORK N Y BAB GO NY 5.147 10/01/2025	100.50	10,050.00	93.95	9,395.20	2.10%	514.70	5.48%
10,000.0000	MEDINA OHIO BAB REV OH 5.625 12/01/2025	100.00	10,000.00	99.74	9,974.40	2.23%	562.50	5.64%
Total Long Term			**60,076.10**		**59,454.32**	**13.28%**	**3,202.10**	**5.39%**
Short Term								
10,000.0000	FEDERAL HOME LOAN BANKS 4.480 01/14/2020	99.84	9,984.00	100.12	10,012.22	2.24%	448.00	4.47%
Total Short Term			**9,984.00**		**10,012.22**	**2.24%**	**448.00**	**4.47%**
Total Fixed Income And Related			**150,456.90**		**154,119.66**	**34.41%**	**7,808.00**	**5.06%**

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

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

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

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

Type or print	Name of exempt organization	Employer identification number
	THE BAKER/MERINE FAMILY FOUNDATION, INC.	26-0016221
File by the extended due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BRUCE W. ROBINETTE, 449-A CARLISLE DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HERNDON, VA 20170	

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-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

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

- The books are in the care of ▶ THE DIRECTORS 6618 MARYWOOD ROAD, BETHESDA, MD - 20817-2204
  Telephone No. ▶ 301-469-8997 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2011.

5 For calendar year 2010 , or other tax year beginning ______________ , and ending ______________.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO OBTAIN FINANCIAL INFORMATION AND MONTHLY BALANCES NECESSARY TO FILE A COMLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 200.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 200.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ 0.

Signature and Verification

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

Signature ▶ Title ▶ Date ▶

023842
01-24-11