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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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 01-01-2010 , and ending 12-31-2010

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 FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
1201 PACIFIC AVENUE SUITE 1475

Room/suite

City or town, state, and ZIP code
TACOMA, WA 98402

A Employer identification number
94-3027892

B Telephone number (see page 10 of the instructions)
(253) 383-7055

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 6,786,935

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	10,000			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	38,489	38,489		
	4 Dividends and interest from securities.	153,082	153,082		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	83,255			
	b Gross sales price for all assets on line 6a _____ 714,303				
	7 Capital gain net income (from Part IV , line 2) . . .		83,255		
	8 Net short-term capital gain				
	9 Income modifications			20,000	
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	20,190	0		
	12 Total. Add lines 1 through 11	305,016	274,826	20,000	
	13 Compensation of officers, directors, trustees, etc	40,000	20,000		20,000
	14 Other employee salaries and wages	44,200	22,100		22,100
	15 Pension plans, employee benefits	40,325	20,163		20,162
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	6,495	0		6,495
	c Other professional fees (attach schedule)	42,536	42,536		0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	12,030	6,513		5,517
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	38,019	19,010		19,009
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	14,371	6,598		7,773
	24 Total operating and administrative expenses. Add lines 13 through 23	237,976	136,920		101,056
	25 Contributions, gifts, grants paid	219,845			219,845
	26 Total expenses and disbursements. Add lines 24 and 25	457,821	136,920		320,901
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-152,805			
	b Net investment income (if negative, enter -0-)		137,906		
	c Adjusted net income (if negative, enter -0-)			20,000	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	612,580	165,658	165,58
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	1,008,912	<input checked="" type="checkbox"/> 786,951	990,878
	b	Investments—corporate stock (attach schedule)	4,725,368	<input checked="" type="checkbox"/> 5,145,153	5,146,532
	c	Investments—corporate bonds (attach schedule).	276,589	<input checked="" type="checkbox"/> 175,777	181,224
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	100,000	<input checked="" type="checkbox"/> 300,000	302,643
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 1,609	<input checked="" type="checkbox"/> 1,179	<input checked="" type="checkbox"/> 0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,725,058	6,574,718	6,786,935	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	<input checked="" type="checkbox"/> 0	<input checked="" type="checkbox"/> 2,465	
	23	Total liabilities (add lines 17 through 22)	0	2,465	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	6,725,058	6,572,253	
	30	Total net assets or fund balances (see page 17 of the instructions)	6,725,058	6,572,253	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,725,058	6,574,718	

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 6,725,058
2	Enter amount from Part I, line 27a	2 -152,805
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 6,572,253
5	Decreases not included in line 2 (itemize) ▶ _____	5 0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 6,572,253

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)
1 a	UNION BANK INVEST ACCOUNT			
b	UNION BANK INVEST ACCOUNT			
c	13,400 SH 3COM CORP		2010-01-29	2010-04-12
d	220,000 SH UST INFL IDX		2004-04-27	2010-11-03
e	CAPITAL GAINS DIVIDENDS	P		

(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 44,534		36,846	7,688
b 256,039		272,536	-16,497
c 105,860		99,705	6,155
d 281,556		221,961	59,595
e 26,314			26,314

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			7,688
b			-16,497
c			6,155
d			59,595
e			26,314

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	83,255
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	351,078	6,092,825	0 057622
2008	396,462	7,597,151	0 052186
2007	435,822	8,849,798	0 049247
2006	440,839	8,498,586	0 051872
2005	381,975	8,288,327	0 046086

2 Total of line 1, column (d).	2	0 257013
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 051403
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	6,438,331
5 Multiply line 4 by line 3.	5	330,950
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,379
7 Add lines 5 and 6.	7	332,329
8 Enter qualifying distributions from Part XII, line 4.	8	320,901

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1aExempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,758
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3Add lines 1 and 2.		3	2,758
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,758
6Credits/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	5,500
d	Backup withholding erroneously withheld	6d	
7Total credits and payments Add lines 6a through 6d.		7	5,500
8Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	76
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	2,666
11Enter the amount of line 10 to be Credited to 2011 estimated tax 2,666 Refunded		11	0

Part VII-AStatements Regarding Activities			
1aDuring 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?			YesNo
bDid it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		1a1b	NoNo
cDid the foundation file Form 1120-POL for this year?		1c	No
dEnter 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			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2Has 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	No
3Has 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	No
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?		4a	No
bIf "Yes," has it filed a tax return on Form 990-T for this year?		4b	
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5	No
6Are 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	Yes
7Did 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	Yes
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) WA			
bIf 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	Yes
9Is 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 on page 27)? If "Yes," complete Part XIV		9	No
10Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of SYDNEY PARKER Telephone no (253) 383-7055 Located at 1201 PACIFIC AVENUE SUITE 1475 TACOMA WA ZIP+4 98402			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.		15	
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		No
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 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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		No
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? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>	5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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 (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT W BETHKE 1201 PACIFIC AVENUE SUITE 1475 TACOMA, WA 98402	EXECUTIVE DIR 30 00	40,000	26,716	0
MELISSA NELSON 1201 PACIFIC AVENUE SUITE 1475 TACOMA, WA 98402	DIRECTOR 0 12	0	0	0
JAY PRINCE 1201 PACIFIC AVENUE SUITE 1475 TACOMA, WA 98402	DIRECTOR 0 12	0	0	0
DEBRA PRINCE 1201 PACIFIC AVENUE SUITE 1475 TACOMA, WA 98402	DIRECTOR 0 12	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
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 (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	6,077,585
b	Average of monthly cash balances.	1b	458,792
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,536,377
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	6,536,377
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	98,046
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,438,331
6	Minimum investment return. Enter 5% of line 5.	6	321,917

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	321,917
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	2,758
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,758
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	319,159
4	Recoveries of amounts treated as qualifying distributions.	4	20,000
5	Add lines 3 and 4.	5	339,159
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	339,159

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	320,901
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	320,901
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	320,901
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2010			
a	Enter amount for 2009 only. 274,920			
b	Total for prior years 20____, 20____, 20____ 0			
3	Excess distributions carryover, if any, to 2010			
a	From 2005.			
b	From 2006.			
c	From 2007.			
d	From 2008.			
e	From 2009.			
f	Total of lines 3a through e. 0			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 320,901			
a	Applied to 2009, but not more than line 2a 274,920			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions) 0			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . 0			
d	Applied to 2010 distributable amount. 45,981			
e	Remaining amount distributed out of corpus 0			
5	Excess distributions carryover applied to 2010 0			
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5 0			
b	Prior years' undistributed income Subtract line 4b from line 2b. 0			
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. 0			
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . . 0			
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions 0			
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. 293,178			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). 0			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions). 0			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a. 0			
10	Analysis of line 9			
a	Excess from 2006.			
b	Excess from 2007.			
c	Excess from 2008.			
d	Excess from 2009.			
e	Excess from 2010.			

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

See Additional Data Table

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

2

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

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

a

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

SYDNEY PARKER
1201 PACIFIC AVENUE SUITE 1475
TACOMA, WA 98402
(253) 383-7055

b

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

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

c

Any submission deadlines

NO

d

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

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	219,845
b Approved for future payment				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions on page 28 to verify calculations)

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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

Form **990-PF** (2010)

Part XVII

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

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.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

Yes

No

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

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
--------------------------	--------------------------	---------------------------------

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.

2011-11-15

Signature of officer or trustee

Date

Title

Paid Preparer's Use Only

Preparer's Signature	PAUL A REHBERGER	Date	Check if self-employed	PTIN
Firm's name	RSM MCGLADREY INC	Firm's EIN		
Firm's address	1145 BROADWAY PLAZA SUITE 900	Phone no	(253) 572-7111	
	TACOMA, WA 984023523			

Form 990-PF (2010)


Additional Data

Software ID:
Software Version:
EIN: 94-3027892
Name: THE BAKER FOUNDATION


Form 990PF Part XV Line 1a - 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).

ROBERT W BETHKE
MELISSA NELSON
JAY PRINCE
DEBRA PRINCE


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN CANCER SOCIETY PO BOX 22718 OKLAHOMA,OK 73123	NONE	501(C)(3)	EDUCATIONAL	5,000
ARTSFUND 10 HARRISON ST STE 200 SEATTLE,WA 98109	NONE	501(C)(3)	EDUCATIONAL	500
BELLARMINE PREPARATORY SCHOOL 2300 S WASHINGTON TACOMA,WA 98405	NONE	501(C)(3)	EDUCATIONAL	25,000
BIRTH TO THREE DEVELOPMENT CENTER PO BOX 24269 FEDERAL WAY,WA 98093	NONE	501(C)(3)	HEALTH CARE	4,000
BOYS & GIRLS CLUBS OF SOUTH PUGET SOUND 1501 PACIFIC AVE STE 301 TACOMA,WA 98402	NONE	501(C)(3)	EDUCATIONAL	1,000
BREAST CANCER RESOURCE CENTER 3502 S 12TH ST TACOMA,WA 98405	NONE	501(C)(3)	EDUCATIONAL	1,500
CENTRUM PO BOX 1158 PORT TOWNSEND,WA 98368	NONE	501(C)(3)	EDUCATIONAL	5,000
CHILDREN'S HOME SOCIETY 201 S 34TH STREET TACOMA,WA 98418	NONE	501(C)(3)	EDUCATIONAL	5,000
CHILDREN'S MUSEUM OF TACOMA 936 BROADWAY TACOMA,WA 98402	NONE	501(C)(3)	EDUCATIONAL	5,000
DIABETES ASSOC OF PIERCE COUNTY 1722 SOUTH J STREET TACOMA,WA 98405	NONE	501(C)(3)	HEALTH CARE	4,020
GIG HARBOR HIGH SCHOOL PO BOX 2674 GIG HARBOR,WA 98335	NONE	501(C)(3)	EDUCATIONAL	8,000
GOOD SAMARITAN FOUNDATION 1317 8TH ST NW WASHINGTON,DC 20001	NONE	501(C)(3)	EDUCATIONAL	5,000
GREATER METRO PARKS FOUNDATION PO BOX 64238 TACOMA,WA 98434	NONE	501(C)(3)	EDUCATIONAL	5,000
HELPING HAND HOUSE PO BOX 710 PUYALLUP,WA 98371	NONE	501(C)(3)	HEALTH CARE	5,000
HENRY FOSS HIGH SCHOOL 2112 S TYLER TACOMA,WA 98405	NONE	501(C)(3)	EDUCATIONAL	8,000
Total  3a				219,845

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
JUNIOR ACHIEVEMENT 212 PLAZA 600 BLDG 600 STEWART ST SEATTLE,WA 98101	NONE	501(C)(3)	EDUCATIONAL	7,225
LINCOLN HIGH SCHOOL 701 S 37TH STREET TACOMA,WA 98408	NONE	501(C)(3)	EDUCATIONAL	8,000
MARY BRIDGE CHILDRENS HOSPITAL PO BOX 5296 TACOMA,WA 98415	NONE	501(C)(3)	HEALTH CARE	1,600
MEDICAL TEAMS INTERNATIONAL 153RD AVENUE NE REDMOND,WA 98052	NONE	501(C)(3)	HEALTH CARE	3,000
MOUNT TAHOMA HIGH SCHOOL 6229 SOUTH TYLER STREET TACOMA,WA 98409	NONE	501(C)(3)	EDUCATIONAL	8,000
MUSCULAR DYSTROPHY ASSOCIATION 3300 E SUNRISE DRIVE TUCSON,AZ 85718	NONE	501(C)(3)	HEALTH CARE	5,000
MUSEUM OF GLASS 1801 DOCK STREET TACOMA,WA 98402	NONE	501(C)(3)	FINE ARTS	3,000
OUTWARD BOUND 100 MYSTERY POINT ROAD GARRISON,NY 10524	NONE	501(C)(3)	EDUCATIONAL	3,000
PEACE COMMUNITY CENTER 2106 S CUSHMAN AVE TACOMA,WA 98405	NONE	501(C)(3)	EDUCATIONAL	5,000
PENINSULA HIGH SCHOOL PO BOX 283 WAUNA,WA 98395	NONE	501(C)(3)	EDUCATIONAL	8,000
PHOENIX HOUSING 4050 SOUTH G STREET TACOMA,WA 98408	NONE	501(C)(3)	HEALTH CARE	5,000
PIERCE COUNTY PARKS & RECREATION 9112 LAKEWOOD DR SW LAKEWOOD,WA 98499	NONE	501(C)(3)	EDUCATIONAL	5,000
PT DEFIANCE ZOO & AQUARIUM 5400 N PEARL STREET TACOMA,WA 98407	NONE	501(C)(3)	EDUCATIONAL	5,000
RM PALMER MINORITY SCHOOL PO BOX 7119 TACOMA,WA 98417	NONE	501(C)(3)	EDUCATIONAL	5,000
REACH 309 SOUTH G STREET STE 3 TACOMA,WA 98405	NONE	501(C)(3)	EDUCATIONAL	5,000
Total  3a				219,845

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEXUAL ASSAULT CENTER OF PIERCE COUNTY 633 N MILDRED ST SUITE J TACOMA,WA 98406	NONE	501(C)(3)	EDUCATIONAL	5,000
STADIUM HIGH SCHOOL 111 N E STREET TACOMA,WA 98403	NONE	501(C)(3)	EDUCATIONAL	8,000
STARLIGHT CHILDREN'S FOUNDATION 4536 150TH AVE NE REDMOND,WA 98502	NONE	501(C)(3)	HEALTH CARE	5,000
TACOMA ART MUSEUM 1123 PACIFIC AVENUE TACOMA,WA 98402	NONE	501(C)(3)	FINE ARTS	5,000
TACOMA SYMPHONY ORCHESTRA 901 BROADWAY TACOMA,WA 98402	NONE	501(C)(3)	FINE ARTS	5,000
TOY RESCUE MISSION PO BOX 64547 TACOMA,WA 98464	NONE	501(C)(3)	EDUCATIONAL	3,000
UNIVERSITY OF PUGET SOUND UNION AVENUE TACOMA,WA 98402	NONE	501(C)(3)	EDUCATIONAL	5,000
WA STATE COURT APPOINTED ADVOCATES 603 STEWART AVE 206 SEATTLE,WA 98101	NONE	501(C)(3)	TRAINING	5,000
WASHINTON STATE HISTORY MUSEUM 1911 PACIFIC AVE TACOMA,WA 98402	NONE	501(C)(3)	FINE ARTS	2,000
WILSON HIGH SCHOOL 1202 NORTH ORCHARD STREET TACOMA,WA 984060119	NONE	501(C)(3)	EDUCATIONAL	8,000
ZEE SPEED 7840 N WOODWORTH AVE TACOMA,WA 98406	NONE	501(C)(3)	EDUCATIONAL	5,000
Total  3a				219,845

TY 2010 Accounting Fees Schedule

Name: THE BAKER FOUNDATION

EIN: 94-3027892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	6,495	0		6,495

**TY 2010 Investments Corporate
Bonds Schedule****Name:** THE BAKER FOUNDATION**EIN:** 94-3027892

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ELI LILLY & CO	51,045	53,238
BANK OF AMERICA CORP	24,657	26,104
CITIGROUP INC SENIOR NOTES	49,759	51,568
CISCO SYSTEMS INC.	50,316	50,314

TY 2010 Investments Corporate
Stock Schedule

Name: THE BAKER FOUNDATION
EIN: 94-3027892

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DRIEHAUS ACTIVE INCM FD	102,832	101,063
PIMCO DEVELOPING LOCAL	107,829	111,605
PIMCO TOTAL RETURN FD	1,100,080	1,088,978
HARBOR INT'FUND	234,194	234,235
MATTHEWS ASIA DIVIDEND	51,210	55,446
PIMCO COMMODITY REAL	332,803	259,536
T ROWE PRICE EQUITY INC FD	732,542	723,320
T. ROWE PRICE- INT'L DISCOVER	147,917	167,167
VANGUARD CAPITAL OPPORTUNITY	184,946	237,007
VANGUARD ENERGY FD	353,723	309,601
VANGUARD WINDSOR II	721,955	701,956
VANGUARD ST INVEST GRADE ADMIRAL	174,699	178,004
PIMCO HI YIELD FD	33,154	40,950
HARBOR FUND	67,879	85,331
JOHN HANCOCK RAINIER GROWTH	103,000	87,675
JP MORGAN SAMLL CAP GRO FD	55,340	51,148
T ROWE PRICE NEW HORIZONS FUND	50,000	56,552
MANNING & NAPIER EQUITY FUND	35,000	69,245
VICTORY SPECIAL VALUE FD	45,025	38,952
WESTCORE MID CAP VALUE FD	40,025	39,371
STRATTON FDS INC SMALL-CAP	20,000	20,619
EATON VANCE LARGE CAP	40,000	36,178
COLUMBIA SMALL CAP VALUE FD II	21,000	21,726
VANGUARD TOTAL INTL STK INDEX FD	46,000	54,859
HIGHMARK CORE EQUITY	63,321	87,631
HIGHMARK VALUE MOMENTUM FUND	109,007	88,405
SPDR S&P 500 ETF TR TR UNIT	71,532	73,564
ISHARES TR RUSSELL MIDCAP	7,661	10,175
ISHARES TR COHEN&ST RLTY	26,614	32,860
ISHARES TR MSCI EMERG MKT	65,865	83,373

TY 2010 Investments Government Obligations Schedule

Name: THE BAKER FOUNDATION

EIN: 94-3027892

**US Government Securities - End of
Year Book Value:**

786,951

**US Government Securities - End of
Year Fair Market Value:**

990,878

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2010 Investments - Other Schedule

Name: THE BAKER FOUNDATION

EIN: 94-3027892

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EVERBANK - CHINESE RENMINBI	AT COST	100,000	102,643
MARATHON	AT COST	200,000	200,000

TY 2010 Other Assets Schedule

Name: THE BAKER FOUNDATION

EIN: 94-3027892

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND/INTEREST INC RECEIVABLE	569	1,179	
PREPAID FEDERAL INCOME TAXES	1,040		

TY 2010 Other Expenses Schedule**Name:** THE BAKER FOUNDATION**EIN:** 94-3027892

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursement s for Charitable Purposes
TELEPHONE	3,085	1,543		1,542
DUES/LICENSES	385	0		385
EQUIPMENT RENTAL	2,196	1,098		1,098
POSTAGE	290	145		145
OFFICE EXPENSE	4,146	2,073		2,073
PARKING	3,478	1,739		1,739
LIABILITY INSURANCE	791	0		791

TY 2010 Other Income Schedule

Name: THE BAKER FOUNDATION

EIN: 94-3027892

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
NONDIVIDEND DISTRIBUTION	190	0	190
GRANTS RETURN	20,000		20,000

TY 2010 Other Liabilities Schedule

Name: THE BAKER FOUNDATION

EIN: 94-3027892

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES PAYABLE	0	2,465

TY 2010 Other Professional Fees Schedule

Name: THE BAKER FOUNDATION

EIN: 94-3027892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	42,536	42,536		0

TY 2010 Taxes Schedule

Name: THE BAKER FOUNDATION

EIN: 94-3027892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX ON INVESTMENTS	997	997		0
PAYROLL TAXES	11,033	5,516		5,517