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Return of Private Foundation

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Serviceor 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.

For calendar year 2010, or tax year beginning JUN 1, 2010, and ending MAY 31, 2011

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

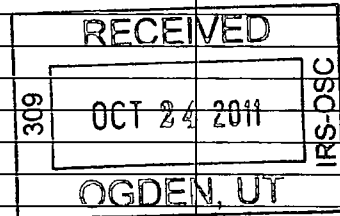
Name of foundation THE GEORGE T. BAKER FOUNDATION, INC.		A Employer identification number 59-6151202
Number and street (or P O box number if mail is not delivered to street address) 15911 NW 14TH ROAD	Room/suite	B Telephone number 954-443-6341
City or town, state, and ZIP code PEMBROKE PINES, FL 33028		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,961,149.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(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 <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		7,386.	7,386.		STATEMENT 1
4 Dividends and interest from securities		57,290.	57,290.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,311.			
b Gross sales price for all assets on line 6a 310,727.					
7 Capital gain net income (from Part IV, line 2)			6,311.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income			3,405.		STATEMENT 3
12 Total. Add lines 1 through 11		70,987.	74,392.		
13 Compensation of officers, directors, trustees, etc		31,174.	14,462.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		594.	297.		0.
b Accounting fees STMT 5		1,700.	850.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 6		5,211.	2,605.		0.
19 Depreciation and depletion					
20 Occupancy		1,217.	609.		0.
21 Travel, conferences, and meetings		2,556.	1,278.		0.
22 Printing and publications		231.	116.		0.
23 Other expenses STMT 7		28,554.	19,883.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		71,237.	40,100.		0.
25 Contributions, gifts, grants paid		71,000.			71,000.
26 Total expenses and disbursements. Add lines 24 and 25		142,237.	40,100.		71,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<71,250.>			
b Net investment income (if negative, enter -0-)			34,292.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED OCT 27 2011

Revenue

Operating and Administrative Expenses



P16

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		15,489.	1,768.	1,768.
	2	Savings and temporary cash investments		106,957.	111,877.	111,877.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 8	624,076.	532,204.	801,706.	
	c	Investments - corporate bonds STMT 9	125,841.	125,841.	138,752.	
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10	718,007.	747,247.	907,046.		
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)			1,590,370.	1,518,937.	1,961,149.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 11)	765.	582.		
23	Total liabilities (add lines 17 through 22)			765.	582.	
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	158,719.	158,719.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	1,430,886.	1,359,636.			
30	Total net assets or fund balances	1,589,605.	1,518,355.			
31	Total liabilities and net assets/fund balances			1,590,370.	1,518,937.	

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	1,589,605.
2	Enter amount from Part I, line 27a	2	<71,250.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,518,355.
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	1,518,355.

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 CREE INC	P	01/20/10	04/13/11
b FIDUCIARY TRUST ACCOUNT	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 20,599.		31,653.	<11,054.>
b 287,659.		272,763.	14,896.
c 2,469.			2,469.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<11,054.>
b			14,896.
c			2,469.
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	6,311.
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	61,650.	1,751,800.	.035192
2008	57,800.	1,716,362.	.033676
2007	137,282.	2,191,796.	.062634
2006	96,600.	2,181,282.	.044286
2005	108,250.	2,240,158.	.048322

2 Total of line 1, column (d)	2	.224110
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	.044822
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,834,512.
5 Multiply line 4 by line 3	5	82,226.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	343.
7 Add lines 5 and 6	7	82,569.
8 Enter qualifying distributions from Part XII, line 4	8	71,000.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	686.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	686.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	686.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 3,479.	7	3,479.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	2,793.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax 2,793. Refunded			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NONE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>GLADYS BLANCO</u> Telephone no. ► <u>954-443-6341</u> Located at ► <u>15911 NW 14TH ROAD, PEMBROKE PINES, FL</u> ZIP+4 ► <u>33028</u>			
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 ► <u>15</u> <u>N/A</u>			
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? 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 ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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
SEE STATEMENT 12		31,174.	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	
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.

Form 990-PF (2010)

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	1,797,200.
b	Average of monthly cash balances	1b	65,249.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,862,449.
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	1,862,449.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,937.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,834,512.
6	Minimum investment return. Enter 5% of line 5	6	91,726.

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	91,726.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	686.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	686.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	91,040.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	91,040.
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	91,040.

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	71,000.
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	71,000.
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	71,000.

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				91,040.
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				
b From 2006				
c From 2007	18,905.			
d From 2008				
e From 2009				
f Total of lines 3a through e	18,905.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 71,000.				
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				71,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	18,905.			18,905.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				1,135.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part 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 STATEMENT 13					
Total				▶ 3a	71,000.
b Approved for future payment					
NONE					
Total				▶ 3b	0.

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.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

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

**Sign
Here**

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if
self-employed

PTIN

George H. Knostman

Jose H. Kuster, Jr.

9-30-11

N/A

Firm's name ▶ SHARRARD, MCGEE & CO., P.A.

Firm's EIN ▶

Firm's address ► P.O. BOX 5869
HIGH POINT, NC 27262

Phone no. (336) 884-0410

Form **990-PF** (2010)

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

SOURCE	AMOUNT
FIDUCIARY TRUST	7,386.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7,386.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDUCIARY TRUST	21,387.	0.	21,387.
SENTINEL INVESTMENTS	22,537.	2,469.	20,068.
SMITH BARNEY	15,835.	0.	15,835.
TOTAL TO FM 990-PF, PART I, LN 4	59,759.	2,469.	57,290.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SMITH BARNEY - NONDIVIDEND	0.	3,405.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	3,405.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BERMAN RENNERT VOGEL	594.	297.		0.
TO FM 990-PF, PG 1, LN 16A	594.	297.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SHARRARD MCGEE & CO., P.A.	1,700.	850.		0.
TO FORM 990-PF, PG 1, LN 16B	1,700.	850.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DADE COUNTY PROPERTY TAXES	3,916.	1,958.		0.
PAYROLL TAXES	1,295.	647.		0.
TO FORM 990-PF, PG 1, LN 18	5,211.	2,605.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK & BROKER'S FEES	11,207.	11,207.		0.
SUPPLIES EXPENSE	397.	199.		0.
TELEPHONE EXPENSE	1,287.	644.		0.
INSURANCE EXPENSE	1,055.	528.		0.
BUILDING ASSOCIATION EXPENSE	9,012.	4,506.		0.
A/C MAINTENANCE	1,705.	853.		0.
OFFICE EXPENSE	2,177.	1,089.		0.
CLEANING EXPENSE	1,648.	824.		0.
LICENSE FEES	66.	33.		0.
TO FORM 990-PF, PG 1, LN 23	28,554.	19,883.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SUMMARY	532,204.	801,706.
TOTAL TO FORM 990-PF, PART II, LINE 10B	532,204.	801,706.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SUMMARY	125,841.	138,752.
TOTAL TO FORM 990-PF, PART II, LINE 10C	125,841.	138,752.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SUMMARY	COST	747,247.	907,046.
TOTAL TO FORM 990-PF, PART II, LINE 13		747,247.	907,046.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FIT PAYABLE	118.	207.
FICA	262.	118.
MEDICARE	61.	41.
EMPLOYER'S PAYROLL TAXES	324.	216.
TOTAL TO FORM 990-PF, PART II, LINE 22	765.	582.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BARBARA I BAKER BEAHN PO BOX 1379 LINVILLE, NC 28646	CHAIRMAN 1.00	3,000.	0.	0.
RAYMOND BEAHN PO BOX 1379 LINVILLE, NC 28646	PRESIDENTT 1.00	3,000.	0.	0.
GLADYS BLANCO 15911 NW 14TH ROAD PEMBROKE PINES, FL 33028	SECRETARY/TREASURER 40.00	16,924.	0.	0.
PATRICIA A. CORBETT 4613 SELKIRK DRIVE SNELLVILLE, GA 30039	TRUSTEE 1.00	3,000.	0.	0.
RAYMOND BEAHN, JR. 14924 SW 34TH STREET DAVIE, FL 33331	VICE-PRESIDENT 1.00	3,000.	0.	0.
HALEY BEAHN 100 SW 206 AVE PEMBROKE PINES, FL 30039	TRUSTEE 1.00	2,250.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		31,174.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN RED CROSS 842 W. KING STREET, STE. 18 BOONE, NC 28607	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	1,000.
APPALACHIAN REGIONAL HEALTHCARE FOUNDATION P.O. BOX 2600 BOONE, NC 28607	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	1,000.
APPALACHIAN STATE UNIVERSITY P.O. BOX 32014 BOONE, NC 28608-0001	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	10,000.
ATLANTA MISSION P.O. BOX 1807 ATLANTA, GA 30301-1807	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	500.
BLOWING ROCK COMMUNITY P.O. BOX 525 BANNER ELK, NC 28605	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	500.
AVERY COUNTY RESCUE SQUAD PO BOX 155 ELK PARK, NC 28622	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	1,000.
BANNER ELK VOLUNTEER FIRE DEPARTMENT PO BOX 175 BANNER ELK, NC 28604-0175	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	500.
BLOWING ROCK CHARITY HORSE SHOW FOUNDATION INC PO BOX 650 BLOWING ROCK, NC 28605	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	1,000.

CAMILLUS HOUSE PO BOX 011829 MIAMI, FL 33101-1829	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	500.
CENTER FOR GREAT APES P.O. BOX 488 WAUCHULA, FL 33873	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	500.
CROSSNORE SCHOOL PO BOX 249 CROSSNORE, NC 28616	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	1,500.
EMPTY STOCKING FUND PO BOX 2358 PINEHURST, NC 28370	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	250.
FIRST HEALTH HOSPICE FOUNDATION 150 APPECROSS ROAD PINEHURST, NC 28374	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	2,000.
FRESH AIR FUND 633 THIRD AVE, 14TH FLOOR NEW YORK, NY 10017	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	1,000.
GEORGIA PUBLIC TV PO BOX 101982 ATLANTA, GA 30392	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	400.
GRANDFATHER HOME FOR CHILDREN INC PO BOX 98 BANNER ELK, NC 28604-0098	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	1,500.
HIGH COUNTY UNITED WAY PO BOX 247 BOONE, NC 28607-0247	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	500.
HOSPICE OF WATAUGA COUNTY BIRCHTREE SQUARE #4, 136 FURMAN RD BOONE, NC 28607	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	500.

THE GEORGE T. BAKER FOUNDATION, INC.

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CHILDREN'S RESTORATION NETWORK 11285 ELKINS ROAD, SUITE E-1 ROSWELL, GA 30076	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	500.
INTERNATIONAL KIDS FUND 901 NW 17TH STREE STE G MIAMI, FL 33136-1038	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	500.
LINVILLE CENTRAL RESCUE SQUAD PO BOX 716 NEWLAND, NC 28657	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	2,000.
MARINE TOYS FOR TOTS FOUNDATION PO BOX 227 QUANTICO, VA 22134-0227	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	500.
MIAMI RESCUE MISSION 2159 N.W. 1ST COURT MIAMI, FL 33127	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	500.
MOFFITT CANCER CENTER FOUNDATION 12902 MAGNOLIA DR TAMPA, FL 33612-9497	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	3,000.
QUINN HOUSE PO BOX 847 LAWRENCEVILLE, NC 30034	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	500.
SALVATION ARMY PO BOX 350370 MIAMI, FL 33142	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	5,500.
SANDHILLS COMMUNITY COLLEGE FOUNDATION 3395 AIRPORT RD PINEHURST, NC 28374	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	1,500.
SMILE TRAIN PO BOX 96231 WASHINGTON, DC 20090	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	500.

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ST. JOSEPH'S CATHOLIC CHURCH 8670 BYRON AVE MIAMI BEACH, NC 33141	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	1,000.
ST. JUDE'S CHILDREN'S HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105-1942	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	500.
ST. MARK CATHOLIC CHURCH 5601 S. FLAMINGO RD SOUTHWEST RANCHES, FL 33330	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	500.
ST. PAUL LUTHERAN CHURCH 8001 NW 5TH ST PLANTATION, FL 33324	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	500.
UNITED NEGRO COLLEGE FUND 3550 BISCAYNE BLVD STE 603 MIAMI, FL 33137	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	500.
HAYES PERFORMING ARTS CENTER P.O. BOX 1009 BLOWING ROCK, NC 28605	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	500.
WALTHOUR-MOSS FOUNDATION 91A ALLEN'S POINT MARION, MA 02738	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	5,000.
WATAUGA COUNTY EMERGENCY RESCUE SQUAD PO BOX 3394 BOONE, NC 28607	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	1,000.
WATAUGA HUMANE SOCIETY 196 PAUL CRITCHER DR BOONE, NC 28607	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	12,500.
WPBT 2 PO BOX 227 MIAMI, FL 33261-8321	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	1,000.

THE GEORGE T. BAKER FOUNDATION, INC.

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YELLOW MOUNTAIN ENTERPRISES PO BOX 548 NEWLAND, NC 28657	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	500.
YMCA OF AVERY COUNTY PO BOX 707 LINVILLE, NC 28646	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	2,000.
HUMANE SOCIETY OF AVERY COUNTY 1824 STAMEY BRANCH ROAD NEWLAND, NC 28657	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	2,000.
OASIS P.O. BOX 1591 BOONE, NC 28607	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	500.
POLICE OFFICER ASSISTANCE TRUST INC 2634 NW 97 AVENUE MIAMI, FL 33172	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	1,000.
PROJECT MEDISHARE FOR HAITI, INCL 8260 NE 2ND AVENUE, SUITE B MIAMI, FL 33138	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	1,000.
PUBLIC BROADCASTING ATLANTA P.O. BOX 534776 ATLANTA, GA 30353	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	100.
WESTON RATTLERS 6859 EAST LONGBOW BEND DAVIE, FL 33331	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	750.
F.R.I.E.N.D.S. 1840 NE 65 COURT FORT LAUDERDALE, FL 33308	NONE IMPROVE QUALITY OF LIFE FOR INDIVIDUALS AND ANIMALS	IRC SECTION 501(C)(3)	1,000.

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

71,000.

THE GEORGE T. BAKER FOUNDATION INC
FYE: 5/31/11
EIN # 59-6151202

FORM 990-PF - PART II, LINE 10A, B & C - INVESTMENTS - CORPORATE STOCKS & BONDS

	<u>SHARES</u>	<u>INVESTMENT</u>	<u>COST BASIS</u>	<u>MARKET VALUE</u>
<u>LINE B - INVESTMENTS - CORPORATE STOCKS</u>				
	50	AMAZON.COM INC	8,739	9,835
	200	AMERICAN EXPRESS CRD CORP	8,466	10,320
	230	AMERICAN WATER WORKS CO INC	4,551	6,902
	150	ANADARKO PETROLEUM CORP	9,975	11,928
	50	APPLE INC	4,656	17,392
	35	BAIDU.COM ADR	4,908	4,750
	100	BERKSHIRE HATHAWAY INC	7,566	7,858
	50	BHP LIMITED	2,503	4,771
	1,100	BOMBARDIER INC	6,885	7,661
	150	CATEPRILLAR INC	9,051	15,870
	120	CHEBRON CORP	9,684	12,589
	125	CUMMINS INC	8,421	13,155
	1,550	DUKE ENERGY INC	25,306	29,063
	500	EMC CORP	9,423	14,235
	1,000	EXXON MOBIL CORPORATION	8,550	83,470
	200	FREEPORT-MCMORAN COPPER	7,375	10,328
	120	FRONTIER COMMUNICATIONS CORP	1,003	1,062
	400	GE CAP CORP	10,168	10,356
	20	GOOGLE INC	9,633	10,580
	1,000,000	HEALTHCARE REIT INC	34,739	53,190
	1,800,000	HENGAN INTERNATIONAL GROUP	9,596	15,519
	450	HYUNDAI MOTOR CO	7,503	16,031
	500	INDUSTRIVARDEN AB	6,986	8,833
	80	INTERNATIONAL BUSINESS MACHINE	9,187	13,514
	325	ITAU UNIBANCO HOLDINGS	7,138	7,420
	160	JP MORGAN	4,668	6,918
	400	KRAFT FOODS	11,572	13,988
	35	LOUIS VUITTON MOET HENNESSEY	5,533	6,090
	200	MEAD JOHNSON NUTRITION CO	8,685	13,558
	175	MCDONALDS CORP	9,527	14,270
	250	NATIONAL OILWELL VARCO	11,995	18,145
	150	NETAPP INC	7,561	8,277
	150	NIKE INC	7,666	12,668
	75	NOVO-NORDISK AS	7,687	9,404
	880	NUANCE COMMUNICATIONS	13,007	19,325
	400	OCEANEERING INTERNATIONAL INC	16,601	32,600
	1,000	ONEOK PARTNERS LP	60,481	83,340
	400	ORACLE CORP	7,651	13,688
	200	PACKAGING CORP	2,728	5,820
	170	PEPSICO INC	10,777	12,090
	150	ROCHE HOLDING LTD	4,715	6,588
	50	SALESFORCE.COM INC	7,230	7,613
	150	SCHLUMBERGER LTD	10,161	12,858
	200	SEADRILL LTD	3,413	3,593
	70	SIEMENS AG SPONS	9,771	9,370
	1,000	STRATS TR FOR BELLSOUTH	25,200	24,500

THE GEORGE T. BAKER FOUNDATION INC
FYE: 5/31/11
EIN # 59-6151202

FORM 990-PF - PART II, LINE 10A, B & C - INVESTMENTS - CORPORATE STOCKS & BONDS

<u>SHARES</u>	<u>INVESTMENT</u>	<u>COST BASIS</u>	<u>MARKET VALUE</u>
125	TERADATA CORP	5,646	6,974
150	TEVA PHARMACEUTICALS INDS LTD	8,072	7,635
250	THERMO FISHER SCIENTIFIC	8,331	16,363
100	UNITED TECHNOLOGIES CORP	6,802	8,777
500	VERIZON COMMUNICATIONS	16,170	18,465
150	VISA	8,542	12,159
		<u>532,204</u>	<u>801,706</u>

LINE B - INVESTMENTS - CORPORATE BONDS

25,000	AFLAC INC SR	26,000	31,054
25,000	AMERICAN EXPRESS CRD CORP	24,971	27,462
50,000	WALT DISNEY COMPANY	49,513	54,431
25,000	PFIZER INC	25,357	25,805
		<u>125,841</u>	<u>138,752</u>

LINE 13 - INVESTMENTS - OTHERS

570	EATON VANCE SMALL CAP	5,941	9,217
6727.52	FRANK LTD MATURITY	70,470	70,303
3625.81	FRANKLIN US GOVT	24,837	24,873
3200.0634	GABELLI EQUITY TRUST	25,023	19,744
39383.984	SENTINEL BALANCED FUND	567,499	710,093
100	SPDR GOLD TRUST	6,506	14,964
1,035.890	TEMPLETON EMERGING MKT	8,370	12,855
2,781.500	TEMPLETON INCOME	32,800	38,858
125.000	VANGUARD EMERGING MARKETS	5,800	6,139

		<u>747,247</u>	<u>907,046</u>
Grand Total		<u>1,405,291</u>	<u>1,847,503</u>