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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

**2011**

For calendar year 2011 or tax year beginning , and ending

Name of foundation <b>The Baker Foundation</b>		<b>A Employer identification number</b> 63-0843636
Number and street (or P O box number if mail is not delivered to street address) <b>P O Box 846</b>		<b>B Telephone number (see instructions)</b> (256) 350-5130
City or town, state, and ZIP code <b>Decatur AL 35602-0846</b>		<b>C If exemption application is pending, check here</b> <input type="checkbox"/>
<b>G Check all that apply</b> <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1. Foreign organizations, check here</b> <input type="checkbox"/> <b>2. Foreign organizations meeting the 85% test, check here and attach computation</b> <input type="checkbox"/>
<b>H Check type of organization</b> <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		<b>E If private foundation status was terminated under section 507(b)(1)(A), check here</b> <input type="checkbox"/>
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16)</b> <b>\$ 2,306,745</b>		<b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</b> <input type="checkbox"/>
<b>J Accounting method</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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 instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)		17			
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
<b>3</b> Interest on savings and temporary cash investments		2,311	2,311		
<b>4</b> Dividends and interest from securities		24,144	24,144		
<b>5 a</b> Gross rents			0		
<b>b</b> Net rental income or (loss)		0			
<b>6 a</b> Net gain or (loss) from sale of assets not on line 10		0			
<b>b</b> Gross sales price for all assets on line 6a		0			
<b>7</b> Capital gain net income (from Part IV, line 2)			0		
<b>8</b> Net short-term capital gain				0	
<b>9</b> Income modifications					
<b>10 a</b> Gross sales less returns and allowances		0			
<b>b</b> Less Cost of goods sold		0			
<b>c</b> Gross profit or (loss) (attach schedule)		0			
<b>11</b> Other income (attach schedule)		796	796	0	
<b>12 Total.</b> Add lines 1 through 11		27,268	27,251	0	
<b>13</b> Compensation of officers, directors, trustees, etc		30,000	6,000		24,000
<b>14</b> Other employee salaries and wages					
<b>15</b> Pension plans, employee benefits					
<b>16 a</b> Legal fees (attach schedule)		3,489	500		1,000
<b>b</b> Accounting fees (attach schedule)		0	0	0	0
<b>c</b> Other professional fees (attach schedule)		14,657	14,657	0	0
<b>17</b> Interest					
<b>18</b> Taxes (attach schedule) (see instructions)		127	127	0	0
<b>19</b> Depreciation (attach schedule) and depletion		0	0	0	
<b>20</b> Occupancy					
<b>21</b> Travel, conferences, and meetings					
<b>22</b> Printing and publications					
<b>23</b> Other expenses (attach schedule)		185	85	0	100
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23		48,458	21,369	0	25,100
<b>25</b> Contributions, gifts, grants paid		80,500			80,500
<b>26 Total expenses and disbursements</b> Add lines 24 and 25		128,958	21,369	0	105,600
<b>27 Subtract line 26 from line 12</b>					
<b>a Excess of revenue over expenses and disbursements</b>		-101,690			
<b>b Net investment income</b> (if negative, enter -0-)			5,882		
<b>c Adjusted net income</b> (if negative, enter -0-)				0	

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

7614

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	3,038	8,881	8,881
	2 Savings and temporary cash investments	500,034	392,533	392,533
	3 Accounts receivable <input type="checkbox"/> 0			
	Less allowance for doubtful accounts <input type="checkbox"/> 0	0	0	0
	4 Pledges receivable <input type="checkbox"/> 0			
	Less allowance for doubtful accounts <input type="checkbox"/> 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> 0			
	Less allowance for doubtful accounts <input type="checkbox"/> 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	1,295,435	1,297,826	1,905,331
	c Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> 0			
	Less accumulated depreciation (attach schedule) <input type="checkbox"/> 0	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment basis <input type="checkbox"/> 0			
	Less accumulated depreciation (attach schedule) <input type="checkbox"/> 0	0	0	0
	15 Other assets (describe <input type="checkbox"/> )	0	0	0
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,798,507	1,699,240	2,306,745
Net Assets or Fund Balances	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe <input type="checkbox"/> )	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
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 type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,798,507	1,699,240	
	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 (see instructions)	1,798,507	1,699,240	
Total	31 Total liabilities and net assets/fund balances (see instructions)	1,798,507	1,699,240	

## 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	1,798,507
2 Enter amount from Part I, line 27a	2	-101,690
3 Other increases not included in line 2 (itemize) <input type="checkbox"/> Dividend Reinvestment-2,463.00, Rounding 4.00	3	2,467
4 Add lines 1, 2, and 3	4	1,699,284
5 Decreases not included in line 2 (itemize) <input type="checkbox"/> Long Term Loss - Citigroup Inc	5	44
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,699,240

**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.)
<b>1a</b> 0 205 SHR. KONINKLIJKE PHILIPS ELEC	P	5/9/2011	5/9/2011
<b>b</b> 0 600 SHR. CITIGROUP INC COM NEW	P	7/11/1995	5/16/2011
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

(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)
<b>a</b> 6	0	6	0
<b>b</b> 26	0	70	-44
<b>c</b> 0	0	0	0
<b>d</b> 0	0	0	0
<b>e</b> 0	0	0	0

  

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b> 0	0	0	0
<b>b</b> 0	0	0	-44
<b>c</b> 0	0	0	0
<b>d</b> 0	0	0	0
<b>e</b> 0	0	0	0

  

<b>2</b> 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 }	<b>2</b>	-44
<b>3</b> 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 instructions). If (loss), enter -0- in Part I, line 8	<b>3</b>	0

**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 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))
2010	127,296	1,829,022	0.069598
2009	168,257	1,425,391	0.118043
2008	138,192	2,041,686	0.067685
2007	194,957	2,674,569	0.072893
2006	156,873	2,504,130	0.062646

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.390865
<b>3</b> 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	<b>3</b>	0.078173
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	2,346,459
<b>5</b> Multiply line 4 by line 3	<b>5</b>	183,430
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	59
<b>7</b> Add lines 5 and 6	<b>7</b>	183,489
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	105,600

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)**

1 a 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	118
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			
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	118
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	118
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 3,843		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 0		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	3,843
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	0
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	3,725
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 3,725 Refunded <input type="checkbox"/>		11	0

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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
b Did 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		X
c 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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
4 a 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?	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> AL		
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 2011 or the taxable year beginning in 2011 (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

**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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>►</b> N/A	13	X	
14	The books are in care of <b>►</b> Michael W. Curl Telephone no <b>►</b> (256) 350-5130 Located at <b>►</b> P.O. Box 846, Decatur, AL ZIP+4 <b>►</b> 35602-0846			
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 <b>►</b> 15			
16	At any time during calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>►</b>	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>►</b> <input type="checkbox"/>	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>►</b> 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 instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>►</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 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 2011)	3b	N/A
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 2011?	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)? (see instructions)

☐ 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)?▶ ☐**5b**

X

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?☐ 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**6b**

X

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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**7b****b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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 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
See Attached Statement	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

**2** Compensation of five highest-paid employees (other than those included on line 1—see 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 ▶

**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 instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0
<b>Total number of others receiving over \$50,000 for professional services</b>		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** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3	0
<b>Total. Add lines 1 through 3</b>	0



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,945,527
<b>b</b>	Average of monthly cash balances	<b>1b</b>	436,665
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	2,382,192
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,382,192
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	35,733
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,346,459
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	117,323

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	117,323
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	118
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI.)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	118
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	117,205
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	117,205
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	117,205

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	105,600
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	105,600
<b>5</b>	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 instructions)	<b>5</b>	0
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	105,600

**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 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				117,205
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	28,394			
<b>b</b> From 2007	64,725			
<b>c</b> From 2008	37,453			
<b>d</b> From 2009	97,125			
<b>e</b> From 2010	35,907			
<b>f</b> Total of lines 3a through e	263,604			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 105,600				
<b>a</b> Applied to 2010, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)	0			
<b>d</b> Applied to 2011 distributable amount				105,600
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )	11,605			11,605
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	251,999			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions		0		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	16,789			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	235,210			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007	64,725			
<b>b</b> Excess from 2008	37,453			
<b>c</b> Excess from 2009	97,125			
<b>d</b> Excess from 2010	35,907			
<b>e</b> Excess from 2011	0			

**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 2011, 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)

**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

Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008
	0			0
	0	0	0	0
	0			0
				0
	0	0	0	0
				0
	0			0
				0
				0
				0
				0

**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 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) )

**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 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
<b>a</b> <i>Paid during the year</i> See attached schedule.				80,500
<b>Total</b>			▶ <b>3a</b>	80,500
<b>b</b> <i>Approved for future payment</i> See attached schedule				33,750
<b>Total</b>			▶ <b>3b</b>	33,750

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions )
<b>1</b> Program service revenue					
<b>a</b> _____		0		0	0
<b>b</b> _____		0		0	0
<b>c</b> _____		0		0	0
<b>d</b> _____		0		0	0
<b>e</b> _____		0		0	0
<b>f</b> _____		0		0	0
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments			14	2,311	
<b>4</b> Dividends and interest from securities			14	24,144	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income			14	796	
<b>8</b> Gain or (loss) from sales of assets other than inventory				0	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue <b>a</b> _____		0		0	0
<b>b</b> _____		0		0	0
<b>c</b> _____		0		0	0
<b>d</b> _____		0		0	0
<b>e</b> _____		0		0	0
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0		27,251	0
<b>13</b> Total. Add line 12, columns (b), (d), and (e)					
(See worksheet in line 13 instructions to verify calculations )					

[illegible]



THE BAKER FOUNDATION  
2011 FORM 990-PF  
PART XV. LINE 3  
GRANTS AND  
CONTRIBUTIONS

<u>INSTITUTION</u>	<u>RELATIONSHIP</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
<u>Line 3a - Paid During the Year</u>				
St Vincent's Foundation	None	Public	Charitable-Religious	13,000 00
St Marks Episcopal Day School	None	Public	Charitable-Religious	1,000 00
Boy Scouts	None	Public	Charitable-Religious	500 00
Cathedral Arts Program	None	Public	Charitable-Religious	1,000 00
Cummer Museum	None	Public	Charitable-Religious	20,000 00
Decatur-Morgan County Entrepreneurial Center	None	Public	Charitable-Religious	5,000 00
United Way of Central Alabama	None	Public	Charitable-Religious	5,000 00
Search Ministries	None	Public	Charitable-Religious	1,000 00
Decatur City Schools Foundation	None	Public	Charitable-Religious	5,000 00
Morgan County Mental Health	None	Public	Charitable-Religious	500 00
Community Foundation of Greater Decatur	None	Public	Charitable-Religious	20,000 00
American Cancer Society	None	Public	Charitable-Religious	2,500 00
Decatur Youth Symphony	None	Public	Charitable-Religious	1,000 00
University of North Alabama	None	Public	Scholarship FBO Alan Boozer	<u>5,000 00</u>
Total Paid During Year				80,500 00
<u>Line 3b - Approved for Future Payment</u>				
Cummer Museum	None	Public	Charitable-Religious	4,000 00
Alabama Archives & History	None	Public	Charitable-Religious	10,000 00
Phillips Brooks House Association	None	Public	Charitable-Religious	2,000 00
Campus Crusade for Christ	None	Public	Charitable-Religious	500 00
Benedictine Sisters	None	Public	Charitable-Religious	2,000 00
Decatur General Hospital Foundation	None	Public	Charitable-Religious	5,000 00
Community Foundation of Greater Decatur - Frazier Park	None	Public	Charitable-Religious	250 00
Decatur Youth Symphony	None	Public	Charitable-Religious	500 00
Rebuilding Together	None	Public	Charitable-Religious	1,500 00
Mental Health Association of Morgan County	None	Public	Charitable-Religious	500 00
Hospice of the Valley	None	Public	Charitable-Religious	1,000 00
American Red Cross of Morgan County	None	Public	Charitable-Religious	1,000 00
United Way of Morgan County	None	Public	Charitable-Religious	2,500 00
PACT	None	Public	Charitable-Religious	500 00
University of North Alabama	None	Public	Scholarship FBO Alan Boozer	<u>2,500 00</u>
Total				33,750 00

THE BAKER FOUNDATION  
 EIN: 63-0843636  
 2011 FORM 990-PF  
 PART VIII

INFORMATION ABOUT OFFICERS, DIRECTORS, TRUSTEES,  
 FOUNDATION MANAGERS, HIGHLY PAID EMPLOYEES, AND CONTRACTORS

OFFICERS AND BOARD OF DIRECTORS

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted to Position</u>	<u>Compensation</u>	<u>Contributions Employee Benefit Plan &amp; Deferred Compensation</u>	<u>Expense Account Other Allowances</u>
Michael W. Curl P.O. Box 846 Decatur, AL 35602	President Director 5 hours	\$15,000.00	-0-	-0-
Patty McAnnally P.O. Box 846 Decatur, AL 35602	Director 5 hours	\$15,000.00	-0-	-0-
Cindy Strickland P.O. Box 846 Decatur, AL 35602	Secretary Director -0- hours	-0-	-0-	-0-
Becky Wachholz 5051 Yacht Club Rd. Jacksonville, FL 32210	Chair of Board Director -0- hours	-0-	-0-	-0-
Charles R. Paler P.O. Box 846 Decatur, AL 35602	Director -0- hours	-0-	-0-	-0-
Calvin J. Brown P.O. Box 846 Decatur, AL 35602	Director -0- hours	-0-	-0-	-0-



Account Number: 60 00 0158 3 01

Date: JANUARY 1, 2011 - DECEMBER 31, 2011

## Portfolio Assets Detail



### CASH

Description	Shares	Date Acquired	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
INCOME CASH			370.95		370.95	.02			
PRINCIPAL CASH			.00		.00	.00			
<b>TOTAL CASH</b>			<b>370.95</b>		<b>370.95</b>				

### CASH EQUIVALENTS

Description	Shares	Date Acquired	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
LIQUIDITY INCOME - OAKWORTH MONEY MARKET	34,055.51	11/15/2010	34,055.51	1.000	34,055.51	1.48	.00	152.57	.45
LIQUIDITY PRIN - OAKWORTH MONEY MARKET	358,106.43	11/15/2010	358,106.43 ✓	1.000	358,106.43	15.58	.00	1,604.32	.45
<b>TOTAL CASH EQUIVALENTS</b>			<b>392,161.94</b>		<b>392,161.94</b>		<b>.00</b>	<b>1,756.89</b>	<b>.45</b>

### EQUITIES

Description	Shares	Date Acquired	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
APPLE INC. COMMON (AAPL)	650.0000	06/07/2007	82,076.07	405.000	263,250.00	11.46	181,173.93	.00	.00
BANK OF AMERICA (BAC)	1,660.0000	09/26/2007	83,348.60	5.560	9,229.60	.40	-74,119.00	66.40	72
BERKSHIRE HATHAWAY INC CL B (BRK B)	1,000.0000	08/18/2006	63,601.20	76.300	76,300.00	3.32	12,698.80	.00	.00
CEPHEID INC (CPHD)	3,770.0000	03/29/2007	45,190.23	34.410	129,725.70	5.65	84,535.47	.00	.00

Account Number: 60 00 0158 3 01

Date: JANUARY 1, 2011 - DECEMBER 31, 2011

## Portfolio Assets Detail

### EQUITIES

Description	Shares	Date Acquired	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
CISCO SYSTEMS INC (CSCO)	3,140.0000 2,200.0000 430.0000 5,770.0000	06/26/1996 06/27/1996 06/26/1996	18,622.83 13,046.00 2,549.90 34,218.73	18.080 18.080 18.080	56,771.20 39,776.00 7,774.40 104,321.60	2.47 1.73 .34 4.54	38,148.37 26,730.00 5,224.50 70,102.87	753.60 528.00 103.20 1,384.80	.15 2.31 1.33
TAX LOT TOTAL									
CITIGROUP INC COM NEW (C)	375.0000	07/11/1995	43,483.36	26.310	9,866.25	.43	-33,617.11	15.00	.15
CORNING INC (GLW)	3,440.0000	09/26/2007	83,230.11	12.980	44,651.20	1.94	-38,578.91	1,032.00	2.31
DIRECTV CLASS A (DTV)	1,330.0000	08/18/2006	24,206.00	42.760	56,870.80	2.47	32,664.80	.00	.00
EXELIS INC	1,360.0000	12/13/2002	9,342.82	9.050	12,308.00	.54	2,965.18	.00	.00
SPIN OFF ITT CORP (XLS)	570.0000	05/29/2003	4,176.72	9.050	5,158.50	.22	981.78	.00	.00
TAX LOT TOTAL	1,930.0000		13,519.54		17,466.50	.76	3,946.96	.00	.00
GENERAL ELECTRIC CO (GE)	4,800.0000	06/26/1996	69,780.00	17.910	85,968.00	3.74	16,188.00	3,264.00	3.80
HOME DEPOT INC (HD)	4,300.0000	03/26/1997	53,487.22	42.040	180,772.00	7.87	127,284.78	4,988.00	2.76
INGERSOLL-RAND PLC (IR)	1,850.0000	02/21/2007	82,011.79	30.470	56,369.50	2.45	-25,642.29	1,184.00	2.10
INTEL CORP (INTC)	6,140.0000 165.0000 6,305.0000	06/26/1996 10/19/2000	55,931.56 6,939.90 62,871.46	24.250 24.250	148,895.00 4,001.25 152,896.25	6.48 .17 6.65	92,963.44 -2,938.65 90,024.79	5,157.60 138.60 5,296.20	3.46
TAX LOT TOTAL									
ITT CORPORATION NEW (ITT)	680.0000 285.0000	12/13/2002 05/29/2003	7,698.58 3,441.66	19.330 19.330	13,144.40 5,509.05	.57 .24	5,445.82 2,067.39	247.52 103.74	

For the Account of: **THE BAKER FOUNDATION - CUSTODY ACCOUNT**

Account Number: 60 00 0158 3 01

Date: JANUARY 1, 2011 - DECEMBER 31, 2011

# Portfolio Assets Detail



## EQUITIES

Description	Shares	Date Acquired	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
<b>TAX LOT TOTAL</b>	<b>965.0000</b>		<b>11,140.24</b>		<b>18,653.45</b>	<b>.81</b>	<b>7,513.21</b>	<b>351.26</b>	<b>1.88</b>
JOHNSON & JOHNSON (JNJ)	1,200.0000	11/30/2004	72,505.44	65.580	78,696.00	3.42	6,190.56	2,736.00	3.48
JP MORGAN CHASE & COMPANY (JPM)	1,825.0000	09/17/2004	72,667.30	33.250	60,681.25	2.64	-11,986.05	1,825.00	3.01
KONINKLJKE PHILIPS ELEC. (PHG)	2,850.0000	11/30/2004	74,903.99	20.950	59,707.50	2.60	-15,196.49	2,696.10	
	109.0000	04/04/2011	2,460.72	20.950	2,283.55	.10	-177.17	103.11	
<b>TAX LOT TOTAL</b>	<b>2,959.0000</b>		<b>77,364.71</b>		<b>61,991.05</b>	<b>2.70</b>	<b>-15,373.66</b>	<b>2,799.21</b>	<b>4.52</b>
L-3 COMMUNICATIONS HOLDINGS INC (LLL)	715.0000	02/13/2002	29,987.24	66.680	47,676.20	2.07	17,688.96	1,287.00	2.70
MONSANTO CO (MON)	575.0000	07/23/2008	64,370.56	70.070	40,290.25	1.75	-24,080.31	690.00	1.71
POTASH CORP OF SASKATCHEWAN (POT)	975.0000	07/23/2008	64,694.99	41.280	40,248.00	1.75	-24,446.99	273.00	
	1,290.0000	11/13/2008	31,149.42	41.280	53,251.20	2.32	22,101.78	361.20	
<b>TAX LOT TOTAL</b>	<b>2,265.0000</b>		<b>95,844.41</b>		<b>93,499.20</b>	<b>4.07</b>	<b>-2,345.21</b>	<b>634.20</b>	<b>.68</b>
PROASSURANCE CORP (PRA)	1,361.0000	06/27/1996	16,854.35	79.820	108,635.02	4.73	91,780.67	1,361.00	
	39.0000	04/28/2000	482.82	79.820	3,112.98	.14	2,630.16	39.00	
<b>TAX LOT TOTAL</b>	<b>1,400.0000</b>		<b>17,337.17</b>		<b>111,748.00</b>	<b>4.87</b>	<b>94,410.83</b>	<b>1,400.00</b>	<b>1.25</b>
VARIAN MEDICAL SYSTEMS INC (VAR)	455.0000	10/29/2003	14,656.16	67.130	30,544.15	1.33	15,887.99	00	
	790.0000	09/19/2007	31,279.73	67.130	53,032.70	2.31	21,752.97	00	
<b>TAX LOT TOTAL</b>	<b>1,245.0000</b>		<b>45,935.89</b>		<b>83,576.85</b>	<b>3.64</b>	<b>37,640.96</b>	<b>00</b>	<b>.00</b>
WALT DISNEY PRODUCTIONS (DIS)	1,900.0000	11/15/1995	36,134.63	37.500	71,250.00	3.10	35,115.37	1,140.00	1.60

Account Number: 60 00 0158 3 01

Date: JANUARY 1, 2011 - DECEMBER 31, 2011

## Portfolio Assets Detail

### EQUITIES

Description	Shares	Date Acquired	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
XYLEM INC	1,360.0000	12/13/2002	23,160.06	25.690	34,938.40	1.52	11,778.34	.00	
SPIN OFF ITT CORP (XYL)	570.0000	05/29/2003	10,353.73	25.690	14,643.30	.65	4,289.57	.00	
TAX LOT TOTAL	1,930.0000		33,513.79		49,581.70	2.17	16,067.91	.00	.00
<b>TOTAL EQUITIES</b>			<b>1,297,825.69</b>		<b>1,905,331.35</b>		<b>607,505.66</b>	<b>30,093.07</b>	<b>1.58</b>
<b>TOTAL ASSETS</b>					<b>2,297,864.24</b>		<b>607,505.66</b>	<b>31,849.96</b>	<b>1.39</b>

THE BAKER FOUNDATION  
EIN: 63-0843636

2011 FORM 990-PF  
PART II, BALANCE SHEET  
LINE 16(c) FAIR MARKET VALUE  
TOTAL ASSETS

Oakworth Capital Bank Custody  
Account Number 60 00 0158 3 01,  
Schedule Attached:

Oakworth Money Market Account-  
(Liquidity Income): \$ 34,426.46

Oakworth Money Market Account-  
(Liquidity Principal): \$ 358,106.43

Equities: \$ 1,905,331.35

Total \$ 2,297,864.24

Oakworth Capital Bank Checking  
Account Number 200007225: \$ 8,880.77

Total \$ 2,306,745.01

THE BAKER FOUNDATION  
EIN: 63-0843636

2011 FORM 990-PF  
PART I, LINE 11  
OTHER INCOME

Ingersoll-Rand PLC -

Non-dividend Distribution:

\$795.50

THE BAKER FOUNDATION

EIN: 63-0843636

2011 FORM 990-PF

PART I, LINE 16C  
OTHER PROFESSIONAL FEES

	(a) <u>Total</u>	(b) Net <u>Investment</u>	(d) <u>Charitable</u>
Bluecreek Investment:	\$13,391	\$13,391	\$ -0-
Oakworth Capital:	<u>\$ 1,266</u>	<u>\$ 1,266</u>	<u>\$ -0-</u>
Total	<u>\$14,657</u>	<u>\$14,657</u>	<u>\$ -0-</u>

**Application for Extension of Time To File an  
Exempt Organization Return**► **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return. See instructions	The Baker Foundation	<input checked="" type="checkbox"/> 63-0843636
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	P.O. Box 846	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Decatur	AL 35602-0846

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

**04**

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

- The books are in the care of ► Michael W. Curl

Telephone No. ► (256) 350-5130

FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for ☒ calendar year 2011 or

► ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	156
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	3,843
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)