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Form **990-PF**
**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning **, and ending**

Name of foundation

NADINE L. BAUM CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

P.O. BOX 1327

Room/suite

City or town, state, and ZIP code

FAYETTEVILLE**AR 72702-1327**

G Check all that apply

<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

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col (c),
line 16) ► **\$ 825,101**J Accounting method Cash Accrual
 Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number

71-6156274

B Telephone number (see instructions)

479-575-1124

C If exemption application is pending, check here ► <input type="checkbox"/>
D 1. Foreign organizations, check here ► <input type="checkbox"/>
2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
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) (see instructions))

		(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 (attach schedule)				
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	19,039	18,960		
4	Dividends and interest from securities	7,932	7,932		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	9,701			
b	Gross sales price for all assets on line 6a	12,546			
7	Capital gain net income (from Part IV, line 2)		9,701		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	36,672	36,593	0	
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1,425	1,425		
c	Other professional fees (attach schedule)	10,505	10,505		
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch)				
24	Total operating and administrative expenses.				
	Add lines 13 through 23	11,930	11,930	0	0
25	Contributions, gifts, grants paid	39,945			39,945
26	Total expenses and disbursements. Add lines 24 and 25	51,875	11,930	0	39,945
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-15,203			
b	Net investment income (if negative, enter -0-)		24,663		
c	Adjusted net income (if negative, enter -0-)		+		0

For Paperwork Reduction Act Notice, see instructions.

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Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing				
2	Savings and temporary cash investments		9,488	10,338	10,038
3	Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7	Other notes and loans receivable (att schedule) ►	0			
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments—U S and state government obligations (attach schedule)	Stmt 4	396	356	429
b	Investments—corporate stock (attach schedule)	See Stmt 5	400,232	371,037	396,085
c	Investments—corporate bonds (attach schedule)	See Stmt 6	376,563	375,670	418,466
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
15	Other assets (describe ►	See Statement 7)	45	83	83
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		786,724	757,484	825,101
17	Accounts payable and accrued expenses				
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ►)	0	0	
23	Total liabilities (add lines 17 through 22)				
24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input type="checkbox"/>			
25	Unrestricted				
26	Temporarily restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <input checked="" type="checkbox"/>			
27	Permanently restricted				
28	Capital stock, trust principal, or current funds		1,116	1,116	
29	Paid-in or capital surplus, or land, bldg , and equipment fund				
30	Retained earnings, accumulated income, endowment, or other funds		785,608	756,368	
31	Total net assets or fund balances (see instructions)		786,724	757,484	
	Total liabilities and net assets/fund balances (see instructions)		786,724	757,484	

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	786,724
2	Enter amount from Part I, line 27a	2	-15,203
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	771,521
5	Decreases not included in line 2 (itemize) ► See Statement 8	5	14,037
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	757,484

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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 ST LOSS CTF			P	Various	12/31/11
b LT GAIN			P	Various	12/31/11
c LT GSIN CTF			P	Various	12/31/11
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 59		2,845	-2,786		
b 2,034			2,034		
c 10,453			10,453		
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			
a					-2,786
b					2,034
c					10,453
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	9,701	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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	24,150	799,741	0.030197
2009	34,500	737,224	0.046797
2008	37,050	822,574	0.045042
2007	35,140	869,010	0.040437
2006	57,200	861,390	0.066404

2 Total of line 1, column (d)

2 0.228877

3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 0.045775

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 824,338

5 Multiply line 4 by line 3

5 37,734

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

6 247

7 Add lines 5 and 6

7 37,981

8 Enter qualifying distributions from Part XII, line 4

8 39,945

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

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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	247
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" 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-)		
3	Add lines 1 and 2		
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	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 6b 6c 6d	330
b	Exempt foreign organizations—tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d	7 8 9 10	330
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 2012 estimated tax ► 83	Refunded	► 11

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a 1b 1c	Yes X X 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				
c	Did the foundation file Form 1120-POL for this year?			
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ► \$ _____ (2) On foundation managers ► \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2 3 4a 4b 5 6 7 8a 8b 9	X X X X X X X N/A X 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			
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			
b	If "Yes," has it filed a tax return on Form 990-T for this year?			
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?			
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			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► AR			
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			
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			
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			

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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	13	<input checked="" type="checkbox"/>
14	The books are in care of ► MARY ELLA EARLE PO BOX 1327	Telephone no. ► 479-575-1086	
	Located at ► FAYETTEVILLE	AR	ZIP+4 ► 72702-1327
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	<input type="checkbox"/>
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 ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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
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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A
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?	N/A
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? If "Yes," list the years ► 20 , 20 , 20 , 20	<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
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20	2b
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.)	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b
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?	4a
		4b

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

5a	During the year did the foundation pay or incur any amount to:				
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here			N/A	5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d)			N/A	6b
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.				X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			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 (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
APRIL SHY PO BOX 1327	FAYETTEVILLE AR 72702-1327	DIRECTOR 1.00	0	0
DONNA HAYDEN LYLES PO BOX 1327	FAYETTEVILLE AR 72702-1327	DIRECTOR 1.00	0	0
TOM JONES PO BOX 1327	FAYETTEVILLE AR 72702-1327	DIRECTOR 1.00	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

▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ►

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 N/A

2

All other program-related investments. See instructions

3

Total. Add lines 1 through 3 ►

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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	827,704	
b	Average of monthly cash balances	1b	9,187	
c	Fair market value of all other assets (see instructions)	1c	0	
d	Total (add lines 1a, b, and c)	1d	836,891	
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	836,891	
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,553	
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	824,338	
6	Minimum investment return. Enter 5% of line 5	6	41,217	

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	41,217
2a	Tax on investment income for 2011 from Part VI, line 5	2a	247
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	247
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	40,970
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	40,970
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	40,970

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	39,945
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	39,945
b	Cash distribution test (attach the required schedule)	5	247
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	39,698
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				40,970
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years: 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2011				
a From 2006	3,210			
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	3,210			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 39,945				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				39,945
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,025			1,025
6 Enter the net total of each column as indicated below:	2,185			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	2,185			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling				► <input type="checkbox"/>
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
	Tax year				Prior 3 years
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities				
	Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon:				
a	"Assets" alternative test—enter:				
	(1) Value of all assets				
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	"Support" alternative test—enter:				
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
	(3) Largest amount of support from an exempt organization				
	(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

Check here ► 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.

JACKIE STITES 479-575-1124

ARVEST BANK FAYETTEVILLE AR 72702-1327

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

NO SPECIFIC FORMAT REQUIRED

c Any submission deadlines:

MAY 31 AND NOVEMBER 30 FOR CALENDAR YEAR DISTRIBUTIONS

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

RECIPIENTS MUST BE IRC SEC 501(C) (3) OR PUBLIC CHARITIES

Form 990-PF (2011) NADINE L. BAUM CHARITABLE FOUNDATION 71-6156274

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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 9				39,945
Total			► 3a	39,945
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	19,039	
4 Dividends and interest from securities			14	7,932	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					9,701
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a _____					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		26,971	9,701
13 Total. Add line 12, columns (b), (d), and (e)				13	36,672

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
Indirect Accounting Fees	\$ 1,425	\$ 1,425	\$ 0	\$ 0
Total	\$ 1,425	\$ 1,425	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
TRUSTEE FEES	\$ 10,505	\$ 10,505	\$ 0	\$ 0
Total	\$ 10,505	\$ 10,505	\$ 0	\$ 0

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
1,000					2/16/11
1,500					2/16/11
1,500					8/09/11
1,000					8/09/11
1,000					2/16/11
2,500					8/09/11
2,250					8/09/11
1,350					8/09/11
1,200					2/16/11
1,000					2/17/11
1,200					8/09/11
5,000					8/09/11
1,200					8/09/11
1,950					2/17/11
945					8/09/11
2,000					8/09/11
2,500					8/09/11
2,000					8/09/11
1,000					2/16/11
1,500					2/17/11
1,500					8/09/11
1,000					8/09/11
1,500					2/16/11
1,250					2/17/11
1,100					2/16/11

Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FHIMC	\$ 396	\$ 356	Cost	\$ 429
Total	\$ 396	\$ 356		\$ 429

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ABG EQUITY FUND	\$ 400,232	\$ 371,037	Cost	\$ 396,085
Total	\$ 400,232	\$ 371,037		\$ 396,085

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ABG BOND FUND	\$ 376,563	\$ 375,670	Cost	\$ 418,466
Total	\$ 376,563	\$ 375,670		\$ 418,466

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Federal Statements

Statement 7 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
PREPAID TAXES	\$ 45	\$ 83	\$ 83
Total	\$ 45	\$ 83	\$ 83

Statement 8 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
CURRENT YEAR CORRECTION TO COST	\$ 13,790
2011 TAX ON INVESTMENT INCOME	247
Total	\$ 14,037

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Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
NONE	\$ _____
Total	\$ _____ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	\$ _____
Total	\$ _____ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
NO SPECIFIC FORMAT REQUIRED

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
MAY 31 AND NOVEMBER 30 FOR CALENDAR YEAR DISTRIBUTIONS

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
RECIPIENTS MUST BE IRC SEC 501(C) (3) OR PUBLIC CHARITIES

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
AETN CONWAY AR 72033	NONE	PO BOX 1250		PROGRAM	1,000
AMERICAN RED CROSS TONTITOWN AR 72770	NONE	PO BOX 789		PROGRAM	1,500
AR SHERIFFS' YOUTH RANCH BATESVILLE AR 72503	NONE	PO BOX 3964		PROGRAM	1,500
BIG BROTHERS/SISTERS NWA SPRINGDALE AR 72764	NONE	610 E EMMA AVE, SUITE D		PROGRAM	1,000
CANCER SUPPORT FOUNDATION FORT SMITH AR 72903	NONE	3324 SOUTH M STREET		PROGRAM	1,000
BOST FORT SMITH AR 72917	NONE	PO BOX 11495		EQUIPMENT	2,500
CIRCLE OF LIFE HOSPICE SPRINGDALE AR 72762	NONE	901 JONES ROAD		PROGRAM	2,250
ELIZABETH RICHARDSON CENTER APRINGDALE AR 72764	NONE	3917 S OLD MISSOURI ROAD		PROGRAM	1,350
FAYETTEVILLE PUB EDUCATION FDN FAYETTEVILLE AR 72702	NONE	PO BOX 571		PROGRAM	1,200
FORT SMITH SYMPHONY FORT SMITH AR 72913	NONE	PO BOX 3151		PROGRAM	1,000
WAGGONER AREA NEIGHBORS WAGGONER OK 74477	NONE	100 NW 8TH ST, PO BOX 993		PROGRAM	1,200
WASHINGTON REGIONAL FDN YOUTH BRIDGE FAYETTEVILLE AR 72703	NONE	3215 N HILLS BLVD		EQUIPMENT	5,000
BENTON COUNTY SUNSHINE SCHOOL ROGERS AR 72756	NONE	2153 EAST JOYCE, STE 201		PROGRAM	1,200
BENTON COUNTY SUNSHINE SCHOOL ROGERS AR 72756	NONE	3400 WOODS LANE		SCHOLARSHIP	1,950
JOHN BROWN UNIVERSITY SILOAM SPRINGS AR 72761	NONE	3400 WOODS LANE		EQUIPMENT	945
LIFE STYLES FAYETTEVILLE AR 72702	NONE	2000 W UNIVERSITY ST		SCHOLARSHIP	2,000
		PO BOX 1114		EQUIPMENT	2,500

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Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
LOVING CHOICES FAYETTEVILLE AR 72701	275 S DUNCAN AVE	NONE		PROGRAM	2,000
PHILLIPS THEOLOGICAL SEMINARY TULSA OK 74116	901 N MINGO ROAD	NONE		SCHOLARSHIP	1,000
SINGLE PARENT-WASHINGTON CTY FAYETTEVILLE AR 72701	601 W DICKSON, #2	NONE		SCHOLARSHIP	1,500
SINGLE PARENT-BENTON CTY BENTONVILLE AR 72712	2601 SW D STREET	NONE		SCHOLARSHIP	1,500
SYMPHONY OF NW AR (SONA) FAYETTEVILLE AR 72702	PO BOX 1243	NONE		PROGRAM	1,000
THEATRE SQUARED FAYETTEVILLE AR 72702	PO BOX 4188	NONE		SCHOLARSHIP	1,500
TWIN LAKES LITERACY COUNCIL MOUNTAIN HOME AR 72653	1318 BRADLEYDR, #4	NONE		PROGRAM	1,250
WALTON ARTS CENTER FAYETTEVILLE AR 72702	PO BOX 3547	NONE		PROGRAM	1,100
Total					<u>39,945</u>

71-6156274 Form 990-T Estimates

NADINE L. BAUM CHARITABLE FOUNDATION

Form **990-W**

(Worksheet)

Department of the Treasury
Internal Revenue Service
**Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**
 (and on Investment Income for Private Foundations)
 (Keep for your records. Do not send to the Internal Revenue Service.)

OMB No 1545-0976

2012

1 Unrelated business taxable income expected in the tax year

1

2 Tax on the amount on line 1. See instructions for tax computation

2

3 Alternative minimum tax (see instructions)

3

4 Total Add lines 2 and 3

4

5 Estimated tax credits (see instructions)

5

6 Subtract line 5 from line 4

6

7 Other taxes (see instructions)

7

8 Total Add lines 6 and 7

8

9 Credit for federal tax paid on fuels (see instructions)

9

10a Subtract line 9 from line 8. Note. If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions

10a

b Enter the tax shown on the 2011 return (see instructions). Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c

10b

c 2012 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c

10c

		(a)	(b)	(c)	(d)
11	Installment due dates (see instructions)	11	05/15/12	06/15/12	09/17/12
12	Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12			
13	2011 Overpayment (see instructions)	13			
14	Payment due. (Subtract line 13 from line 12)	14			

For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2012)

NADINE L. BAUM CHARITABLE FOUNDATION

Form **990-W**

(Worksheet)

Department of the Treasury
Internal Revenue Service

**Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**
(and on Investment Income for Private Foundations)
(Keep for your records. Do not send to the Internal Revenue Service.)

OMB No 1545-0976

2012

1 Unrelated business taxable income expected in the tax year

1

2 Tax on the amount on line 1. See instructions for tax computation

2

3 Alternative minimum tax (see instructions)

3

4 Total Add lines 2 and 3

4

5 Estimated tax credits (see instructions)

5

6 Subtract line 5 from line 4

6

7 Other taxes (see instructions)

7

8 Total. Add lines 6 and 7

8

9 Credit for federal tax paid on fuels (see instructions)

9

10a Subtract line 9 from line 8. Note. If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions

10a

247

b Enter the tax shown on the 2011 return (see instructions) Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c

10b

247

c 2012 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c

10c

247

		(a)	(b)	(c)	(d)
11	Installment due dates (see instructions)	11	05/15/12	06/15/12	09/17/12
12	Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12	250		
13	2011 Overpayment (see instructions)	13	83		
14	Payment due. (Subtract line 13 from line 12)	14	167		

For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2012)

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Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
ABG EQUITY FD CTF	\$ 3			14	
ABG BOND FD CTF	15,322			14	
FED HOME LN MTG	20			14	
ABG BOND FD CTF US	3,602			14	100.000%
FED HOME LN MTG	13			14	
Total	\$ 18,960				

Tax-Exempt Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	InState Muni (\$ or %)
ABG BOND FD CTF MUNI	\$ 79			14	
Total	\$ 79				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
AIM ST GOVT & AGENCY	\$ 1			14	100.000%
ABG EQUITY FD CTF	7,929			14	
AIM ST GOVT & AGENCY	2			14	
Total	\$ 7,932				