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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 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
THE BAKER FOUNDATION

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

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

A Employer identification number
94-3027892

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

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

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







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










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


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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 6,503,822

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	156,917			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	26,839	26,839		
	4 Dividends and interest from securities.	130,063	130,063		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-51,740			
	b Gross sales price for all assets on line 6a _____ 1,130,408				
	7 Capital gain net income (from Part IV , line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 5,074	0		
	12 Total. Add lines 1 through 11	267,153	156,902		
	13 Compensation of officers, directors, trustees, etc	40,000	20,000		20,000
	14 Other employee salaries and wages	44,200	22,100		22,100
	15 Pension plans, employee benefits	44,356	22,178		22,178
	16a Legal fees (attach schedule).	 105	0		105
	b Accounting fees (attach schedule).	 6,950	0		6,950
	c Other professional fees (attach schedule)	 48,066	48,066		0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	 18,091	6,459		11,632
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	30,469	15,235		15,234
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	 15,059	6,796		8,263
	24 Total operating and administrative expenses. Add lines 13 through 23	247,296	140,834		106,462
	25 Contributions, gifts, grants paid	204,895			204,895
	26 Total expenses and disbursements. Add lines 24 and 25	452,191	140,834		311,357
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-185,038			
	b Net investment income (if negative, enter -0-)		16,068		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	165,658	153,751	153,751
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	786,951	 786,951	1,012,396
	b	Investments—corporate stock (attach schedule)	5,145,153	 5,074,339	4,993,869
	c	Investments—corporate bonds (attach schedule).	175,777	 91,810	93,209
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	300,000	 250,000	250,000
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	 1,179	 597	 597	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,574,718	6,357,448	6,503,822	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	 2,465	 5,899	
	23	Total liabilities (add lines 17 through 22)	2,465	5,899	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	6,572,253	6,351,549	
	30	Total net assets or fund balances (see page 17 of the instructions)	6,572,253	6,351,549	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,574,718	6,357,448	

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1 6,572,253
2	Enter amount from Part I, line 27a	2 -185,038
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 6,387,215
5	Decreases not included in line 2 (itemize) ▶ _____ 	5 35,666
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 6,351,549

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	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
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	-51,740
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	320,901	6,438,331	0 049842
2009	351,078	6,092,825	0 057622
2008	396,462	7,597,151	0 052186
2007	435,822	8,849,798	0 049247
2006	440,839	8,498,586	0 051872

2	Total of line 1, column (d).	2	0 260769
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 052154
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	6,757,699
5	Multiply line 4 by line 3.	5	352,441
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	161
7	Add lines 5 and 6.	7	352,602
8	Enter qualifying distributions from Part XII, line 4.	8	311,357

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

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

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)			
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		1	321
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	321
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	321
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,666	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	2,666
8		Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	2,345
11		Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 2,345	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements 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?		Yes	No
		1a		No
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)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	Yes	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of SYDNEY PARKER Telephone no (253) 383-7055 Located at 1201 PACIFIC AVENUE SUITE 1475 TACOMA WA ZIP +4 98402			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>	5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT W BETHKE 1201 PACIFIC AVENUE SUITE 1475 TACOMA, WA 98402	EXECUTIVE DIR 30 00	40,000	25,021	0
MELISSA NELSON 1201 PACIFIC AVENUE SUITE 1475 TACOMA, WA 98402	DIRECTOR 0 12	0	0	0
JAY PRINCE 1201 PACIFIC AVENUE SUITE 1475 TACOMA, WA 98402	DIRECTOR 0 12	0	0	0
DEBRA PRINCE 1201 PACIFIC AVENUE SUITE 1475 TACOMA, WA 98402	DIRECTOR 0 12	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	6,466,785
b	Average of monthly cash balances.	1b	393,823
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,860,608
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	6,860,608
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	102,909
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,757,699
6	Minimum investment return. Enter 5% of line 5.	6	337,885

Part XI

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

1	Minimum investment return from Part X, line 6.	1	337,885
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	321
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	321
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	337,564
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	337,564
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	337,564

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	311,357
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	311,357
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	311,357
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				337,564
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			293,178	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 311,357				
a Applied to 2010, but not more than line 2a			293,178	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				18,179
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				319,385
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	0			
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 XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

b

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

2

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

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

a

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

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

b

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

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

c

Any submission deadlines

NO

d

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

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	204,895
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	26,839	
4	Dividends and interest from securities. . . .			14	130,063	
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.			14	5,074	
8	Gain or (loss) from sales of assets other than inventory			18	-51,740	
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		110,236	0
13	Total. Add line 12, columns (b), (d), and (e).			13		110,236

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

(a) Name of organization	(b) Type of organization	(c) Description of relationship
--------------------------	--------------------------	---------------------------------

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Additional Data

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

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
EVERBANK - CHINESE REMNIBI		2010-01-01	2011-11-01
56 18 HARBOR INTERNATIONAL FUND		2010-12-17	2011-05-09
2,823 526 PIMCO COMMODITY REAL RETURN STRAT		2011-01-01	2011-05-09
1,466 544 PIMCO TOTAL RETURN FUND		2011-01-01	2011-04-04
7,436 521 PIMCO TOTAL RETURN FUND		2011-01-01	2011-10-12
461 365 HARBOR INTERNATIONAL FUND		2010-01-01	2011-04-08
3,350 903 HARBOR INTERNATIONAL FUND		2010-01-01	2011-05-09
25,877 339 PIMCO COMMODITY REAL RETURN STRAT		2010-01-01	2011-05-09
1,918 016 PIMCO TOTAL RETURN FUND		2010-01-01	2011-10-12
50,000 CISCO SYSTEMS INC		2006-11-17	2011-02-22
50,000 CITIGROUP INC		2007-02-06	2011-09-29
1980 198 EATON VANCE LARGE CAP		2008-08-15	2011-10-04
459 137 HANCOCK J RAINIER GROWTH		2007-12-10	2011-02-10
3,774 32 HANCOCK J RAINIER GROWTH		2007-12-10	2011-10-04
205 391 HARBOR CAPITAL APPRECIATION		2005-06-09	2011-02-10
1,262 916 HIGHMARK L/C CORE EQUITY		2002-08-14	2011-02-10
2,564 102 HIGHMARK L/C CORE EQUITY		2010-01-01	2011-08-26
795 107 HIGHMARK VALUE MOMENTUM		2010-01-01	2011-02-10
582 751 MANNING & NAPIER FUND		2009-03-05	2011-08-26
306 936 T ROWE PRICE NEW HORIZONS FUND		2005-06-09	2011-08-26
2,388 424 VICTORY SPECIAL VALUE FUND		2007-12-10	2011-08-26
2,156 154 WESTCORE MIDCAP VALUE FUND		2008-08-15	2011-08-26
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
105,950		100,042	5,908
3,643		3,323	320
26,706		24,004	2,702
15,980		16,872	-892
79,457		81,047	-1,590
30,000		29,774	226
217,290		201,097	16,193
244,755		315,500	-70,745
20,493		21,208	-715
50,000		50,316	-316
50,000		49,759	241
30,515		40,000	-9,485
10,000		11,171	-1,171
68,617		91,829	-23,212
8,000		5,999	2,001
11,000		7,906	3,094
20,000		16,005	3,995
13,000		16,482	-3,482
10,000		5,676	4,324
10,000		9,088	912
33,175		45,025	-11,850
36,762		40,025	-3,263
35,065			35,065

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			5,908
			320
			2,702
			-892
			-1,590
			226
			16,193
			-70,745
			-715
			-316
			241
			-9,485
			-1,171
			-23,212
			2,001
			3,094
			3,995
			-3,482
			4,324
			912
			-11,850
			-3,263
			35,065


Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

ROBERT W BETHKE
MELISSA NELSON
JAY PRINCE
DEBRA PRINCE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN CANCER SOCIETYPO BOX 22718 OKLAHOMA,OK 73123	NONE	501(C)(3)	EDUCATIONAL	5,000
ARTSFUND10 HARRISON ST STE 200 SEATTLE,WA 98109	NONE	501(C)(3)	EDUCATIONAL	500
BIRTH TO THREE DEVELOPMENT CENTERPO BOX 24269 FEDERAL WAY,WA 98093	NONE	501(C)(3)	HEALTH CARE	4,000
BOYS & GIRLS CLUBS OF SOUTH PUGET SOUND1501 PACIFIC AVE STE 301 TACOMA,WA 98402	NONE	501(C)(3)	EDUCATIONAL	6,500
BREAST CANCER RESOURCE CENTER3502 S 12TH ST TACOMA,WA 98405	NONE	501(C)(3)	EDUCATIONAL	1,000
CENTRUMPO BOX 1158 PORT TOWNSEND,WA 98368	NONE	501(C)(3)	EDUCATIONAL	2,500
CHILDREN'S HOME SOCIETY201 S 34TH STREET TACOMA,WA 98418	NONE	501(C)(3)	EDUCATIONAL	5,000
CHILDREN'S MUSEUM OF TACOMA936 BROADWAY TACOMA,WA 98402	NONE	501(C)(3)	EDUCATIONAL	5,000
DIABETES ASSOC OF PIERCE COUNTY1722 SOUTH J STREET TACOMA,WA 98405	NONE	501(C)(3)	HEALTH CARE	4,020
EMERGENCY FOOD NETWORK 3318 92ND STREET SOUTH TACOMA,WA 98499	NONE	501(C)(3)	HEALTH CARE	3,275
FIRST TEE OF SOUTH PUGET SOUND717 SOUTH TACOMA AVENUE TACOMA,WA 98402	NONE	501(C)(3)	EDUCATIONAL	600
GIG HARBOR HIGH SCHOOLPO BOX 2674 GIG HARBOR,WA 98335	NONE	501(C)(3)	EDUCATIONAL	8,000
GREATER METRO PARKS FOUNDATIONPO BOX 64238 TACOMA,WA 98434	NONE	501(C)(3)	EDUCATIONAL	5,000
HELPING HAND HOUSEPO BOX 710 PUYALLUP,WA 98371	NONE	501(C)(3)	HEALTH CARE	5,000
HENRY FOSS HIGH SCHOOL2112 STYLER TACOMA,WA 98405	NONE	501(C)(3)	EDUCATIONAL	8,000
HILLTOP ARTISTS IN RESIDENCE PO BOX 6829 TACOMA,WA 98417	NONE	501(C)(3)	FINE ARTS	5,000
JUNIOR ACHIEVEMENT212 PLAZA 600 BLDG 600 STEWART ST SEATTLE,WA 98101	NONE	501(C)(3)	EDUCATIONAL	6,300
LINCOLN HIGH SCHOOL701 S 37TH STREET TACOMA,WA 98408	NONE	501(C)(3)	EDUCATIONAL	8,000
MARY BRIDGE CHILDRENS HOSPITALPO BOX 5296 TACOMA,WA 98415	NONE	501(C)(3)	HEALTH CARE	7,000
MEDICAL TEAMS INTERNATIONAL153RD AVENUE NE REDMOND,WA 98052	NONE	501(C)(3)	HEALTH CARE	3,200
MOUNT TAHOMA HIGH SCHOOL 6229 SOUTH TYLER STREET TACOMA,WA 98409	NONE	501(C)(3)	EDUCATIONAL	8,000
MUSCULAR DYSTROPHY ASSOCIATION3300 E SUNRISE DRIVE TUCSON,AZ 85718	NONE	501(C)(3)	HEALTH CARE	3,750
PEACE COMMUNITY CENTER2106 S CUSHMAN AVE TACOMA,WA 98405	NONE	501(C)(3)	EDUCATIONAL	3,750
PENINSULA HIGH SCHOOLPO BOX 283 WAUNA,WA 98395	NONE	501(C)(3)	EDUCATIONAL	8,000
PIERCE COUNTY PARKS & RECREATION9112 LAKEWOOD DR SW LAKEWOOD,WA 98499	NONE	501(C)(3)	EDUCATIONAL	4,000
PT DEFIANCE ZOO & AQUARIUM 5400 N PEARL STREET TACOMA,WA 98407	NONE	501(C)(3)	EDUCATIONAL	5,000
RM PALMER MINORITY SCHOOL PO BOX 7119 TACOMA,WA 98417	NONE	501(C)(3)	EDUCATIONAL	5,000
REACH309 SOUTH G STREET STE 3 TACOMA,WA 98405	NONE	501(C)(3)	EDUCATIONAL	5,000
STADIUM HIGH SCHOOL111 N E STREET TACOMA,WA 98403	NONE	501(C)(3)	EDUCATIONAL	8,000
STARLIGHT CHILDREN'S FOUNDATION4536 150TH AVE NE REDMOND,WA 98502	NONE	501(C)(3)	HEALTH CARE	4,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TACOMA ART MUSEUM1123 PACIFIC AVENUE TACOMA,WA 98402	NONE	501(C)(3)	FINE ARTS	5,000
TACOMA SYMPHONY ORCHESTRA 901 BROADWAY TACOMA,WA 98402	NONE	501(C)(3)	FINE ARTS	5,000
THE NEWS TRIBUNEPO BOX 110000 TACOMA,WA 98411	NONE	501(C)(3)	EDUCATIONAL	1,500
TOY RESCUE MISSIONPO BOX 64547 TACOMA,WA 98464	NONE	501(C)(3)	EDUCATIONAL	3,000
UNIVERSITY OF PUGET SOUND UNION AVENUE TACOMA,WA 98402	NONE	501(C)(3)	EDUCATIONAL	5,000
WILSON HIGH SCHOOL1202 NORTH ORCHARD STREET TACOMA,WA 98406	NONE	501(C)(3)	EDUCATIONAL	8,000
YWCA OF PIERCE COUNTY405 BROADWAY TACOMA,WA 98402	NONE	501(C)(3)	EDUCATIONAL	25,000
ZEE SPEED7840 N WOODWORTH AVE TACOMA,WA 98406	NONE	501(C)(3)	EDUCATIONAL	5,000
Total  3a				204,895

TY 2011 Accounting Fees Schedule

Name: THE BAKER FOUNDATION

EIN: 94-3027892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	6,950	0		6,950

**TY 2011 Investments Corporate
Bonds Schedule****Name:** THE BAKER FOUNDATION**EIN:** 94-3027892

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ELI LILLY & CO	51,045	50,544
BANK OF AMERICA CORP	24,657	25,161
CITIGROUP INC SENIOR NOTES	0	0
CISCO SYSTEMS INC.	0	0
ISHARES TR BARCLYS TIPS	16,108	17,504

TY 2011 Investments Corporate
Stock Schedule

Name: THE BAKER FOUNDATION
EIN: 94-3027892

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DRIEHAUS ACTIVE INCM FD	391,161	348,355
PIMCO DEVELOPING LOCAL	0	0
PIMCO TOTAL RETURN FD	1,053,245	1,045,131
HARBOR INT'FUND	0	0
MATTHEWS ASIA DIVIDEND	52,900	49,892
PIMCO COMMODITY REAL	0	0
T ROWE PRICE EQUITY INC FD	746,380	718,082
T. ROWE PRICE- INT'L DISCOVER	149,441	143,623
VANGUARD CAPITAL OPPORTUNITY	160,880	222,350
VANGUARD ENERGY FD	371,595	304,200
VANGUARD WINDSOR II	738,891	721,443
VANGUARD ST INVEST GRADE ADMIRAL	247,605	247,971
PIMCO HI YIELD FD	33,198	39,586
HARBOR FUND	61,880	78,171
JOHN HANCOCK RAINIER GROWTH	0	0
JP MORGAN SMALL CAP GRO FD	56,284	49,525
T ROWE PRICE NEW HORIZONS FUND	40,912	42,874
MANNING & NAPIER EQUITY FUND	31,281	54,377
VICTORY SPECIAL VALUE FD	0	0
WESTCORE MID CAP VALUE FD	0	0
STRATTON FDS INC SMALL-CAP	20,000	20,690
EATON VANCE LARGE CAP	0	0
COLUMBIA SMALL CAP VALUE FD II	21,000	21,126
VANGUARD TOTAL INTL STK INDEX FD	46,000	45,429
HIGHMARK CORE EQUITY	39,410	56,126
HIGHMARK VALUE MOMENTUM FUND	95,760	75,260
SPDR S&P 500 ETF TR TR UNIT	83,317	85,968
ISHARES TR RUSSELL MIDCAP	26,307	29,526
ISHARES TR COHEN&ST RLTY	26,614	35,110
ISHARES TR MSCI EMERG MKT	65,866	66,395

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EATON VANCE EMERGING MARKETS	25,000	23,099
T ROWE GROWTH STOCK FUND	60,000	66,590
BLACKROCK EQUITY DIVIDEND FUND	40,018	42,843
DODGE & COX STOCK FUND	30,000	33,357
TIAA-CREF MID CAP VALUE INSTL FUND	30,000	31,776
EATON VANCE GLOBAL MACRO ABSOLUTE RETURN FUND	6,000	5,890
AQR MANAGED FUTURES STRATEGY FUND	6,022	5,735
FORUM FUNDS ABSOLUTE STRATEGIES FUND	6,027	6,033
PIMCO EMERGING MARKETS	109,468	106,084
HARDING LOEVNER INTL	201,877	171,252

TY 2011 Investments Government Obligations Schedule

Name: THE BAKER FOUNDATION

EIN: 94-3027892

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

786,951

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

1,012,396

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

0

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

0

TY 2011 Investments - Other Schedule

Name: THE BAKER FOUNDATION

EIN: 94-3027892

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EVERBANK - CHINESE RENMINBI	AT COST	0	0
MARATHON	AT COST	250,000	250,000

TY 2011 Legal Fees Schedule

Name: THE BAKER FOUNDATION

EIN: 94-3027892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	105	0		105

TY 2011 Other Assets Schedule

Name: THE BAKER FOUNDATION

EIN: 94-3027892

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND/INTEREST INC RECEIVABLE	1,179	597	597

TY 2011 Other Decreases Schedule

Name: THE BAKER FOUNDATION

EIN: 94-3027892

Description	Amount
CHARLES SCHWAB - SECURITIES COST BASIS ADJUSTMENT	35,666

TY 2011 Other Expenses Schedule**Name:** THE BAKER FOUNDATION**EIN:** 94-3027892

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELEPHONE	3,222	1,611		1,611
DUES/LICENSES	664	0		664
EQUIPMENT RENTAL	2,561	1,281		1,280
POSTAGE	279	140		139
OFFICE EXPENSE	3,784	1,892		1,892
PARKING	3,511	1,756		1,755
MISCELLANEOUS EXPENSE	232	116		116
LIABILITY INSURANCE	806	0		806

TY 2011 Other Income Schedule**Name:** THE BAKER FOUNDATION**EIN:** 94-3027892

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NONDIVIDEND DISTRIBUTION	118	0	118
MISCELLANEOUS INCOME	4,956	0	4,956

TY 2011 Other Liabilities Schedule

Name: THE BAKER FOUNDATION

EIN: 94-3027892

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES PAYABLE	2,465	5,899

TY 2011 Other Professional Fees Schedule

Name: THE BAKER FOUNDATION

EIN: 94-3027892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	48,066	48,066		0

TY 2011 Substantial Contributors Schedule

Name: THE BAKER FOUNDATION

EIN: 94-3027892

Name	Address
SUZANNE BETHKE	1201 PACIFIC AVENUE SUITE 1475 TACOMA, WA 98402

TY 2011 Taxes Schedule

Name: THE BAKER FOUNDATION

EIN: 94-3027892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX ON INVESTMENTS	881	881		0
PAYROLL TAXES	11,155	5,578		5,577
PERSONAL PROPERTY TAX	22	0		22
FEDERAL TAX	6,033	0		6,033