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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 05-01-2011 , and ending 04-30-2012

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
LOUIS W BAEHR AND DOLPHA BAEHR CHARITABLE TRUST

A Employer identification number
48-6129741

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
FIRST OPTION TRUST DEPT PO BOX B

B Telephone number (see page 10 of the instructions)
(913) 294-3811

City or town, state, and ZIP code
PAOLA, KS 66071

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)* ▶$ 4,316,090

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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	7	7	7	
	4	Dividends and interest from securities	132,682	132,682	132,682	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		242,547		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	132,689	375,236	132,689	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	42,799	8,560	8,560	34,239
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,050			2,050
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	1,555			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	46,404	8,560	8,560	36,289
	25	Contributions, gifts, grants paid	150,903			150,903
	26	**Total expenses and disbursements.** Add lines 24 and 25	197,307	8,560	8,560	187,192
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-64,618			
	b	**Net investment income** (if negative, enter -0-)		366,676		
	c	**Adjusted net income** (if negative, enter -0-)			124,129	

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	1		
2	Savings and temporary cash investments	5,963	28,968	28,968
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)	52,450	71,673	72,219
b	Investments—corporate stock (attach schedule)	1,130,475	1,251,176	4,214,903
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,188,889	1,351,817	4,316,090
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 ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **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 ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	3,198,977	3,441,524	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	-2,010,088	-2,089,707	
30	**Total net assets or fund balances** (see page 17 of the instructions)	1,188,889	1,351,817	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,188,889	1,351,817	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,188,889
2	Enter amount from Part I, line 27a	2	-64,618
3	Other increases not included in line 2 (itemize) ▶	3	242,547
4	Add lines 1, 2, and 3	4	1,366,818
5	Decreases not included in line 2 (itemize) ▶	5	15,001
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,351,817

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				(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	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	242,547
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	284,431	4,035,505	0 070482
2009	172,270	3,970,644	0 043386
2008	196,856	4,070,604	0 048360
2007	225,960	5,161,193	0 043781
2006	236,798	4,827,393	0 049053

2	**Total** of line 1, column (d).	2	0 255062
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 051012
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	4,125,449
5	Multiply line 4 by line 3.	5	210,447
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,667
7	Add lines 5 and 6.	7	214,114
8	Enter qualifying distributions from Part XII, line 4.	8	187,192

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 VI Excise 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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	7,334
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	7,334
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	7,334
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,200		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,134		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	7,334
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 0	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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)?	1b		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 ▶ $ ________ **(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		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) ▶KS			
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		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶FIRST OPTION BANK TRUST DEPT Telephone no ▶(913) 294-3811

Located at ▶702 BAPTISTE PAOLA KS ZIP+4 ▶66071

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 |

			Yes	No
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		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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☑ 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? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
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))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☑ Yes ☐ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**	Yes	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☑ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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
FIRST OPTION BANK PO BOX B PAOLA,KS 66071	TRUSTEE 4 00	42,799	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. . . . . ▶	

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	4,146,949
b	Average of monthly cash balances		1b	41,324
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	4,188,273
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	4,188,273
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)		4	62,824
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	4,125,449
6	**Minimum investment return.** Enter 5% of line 5		6	206,272

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	206,272
2a	Tax on investment income for 2011 from Part VI, line 5	2a 7,334		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	7,334
3	Distributable amount before adjustments Subtract line 2c from line 1		3	198,938
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	198,938
6	Deduction from distributable amount (see page 25 of the instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	198,938

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	187,192
b	Program-related investments—total from Part IX-B	1b	
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	187,192
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	187,192

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					198,938
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.					
b From 2007.					
c From 2008.					
d From 2009.					
e From 2010.	25,653				
f **Total** of lines 3a through e.		25,653			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 187,192					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .					
d Applied to 2011 distributable amount.					187,192
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).)*		11,746			11,746
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		13,907			
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 page 27 of the instructions . . .					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0
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)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		13,907			
10 Analysis of line 9					
a Excess from 2007. . . .					
b Excess from 2008. . . .					
c Excess from 2009. . . .					
d Excess from 2010. . . .	13,907				
e Excess from 2011. . . .					

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

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 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

BOARD OF TRUSTEES BAEHR CHARITABLE
FIRST OPTION BANK TRUST DEPARTMENT
PAOLA,KS 66071
(913) 294-3811

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

SEE ATTACHED APPLICATION

c Any submission deadlines

SEE ATTACHED APPLICATION

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

SEE ATTACHED APPLICATION

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE OF CHARITABLE ORGANIZATIONS PAOLA,KS 66071		N/A	Charitable	150,903
Total . . . . ▶ **3a**				150,903
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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	7	
4 Dividends and interest from securities. . . .			14	132,682	
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 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a EXCISE TAX REFUND			1		
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				132,689	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 132,689

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2013-03-13 | ******
Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
LUCILLE L HINDERLITER			

Firm's name ▶ AGLER & GAEDDERT CHARTERED — Firm's EIN ▶

Firm's address ▶ PO BOX 1020 OTTAWA, KS 66067 — Phone no (785) 242-3170

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

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)
GNMA/FHLMC PRINCIPAL	P	1987-08-12	2011-05-16
COMMON STOCK, 225 SH EXXON MOBIL	P	1996-05-07	2011-06-16
COMMON STOCK, 250 SH JOHSON & JOHNSON	P	2000-03-07	2011-06-16
COMMON STOCK, 260 SH PROCTOR & GAMBLE	P	1992-05-19	2011-06-16
COMMON STOCK, 1000 SH INTEL CORP	P	2003-01-27	2011-11-18
COMMON STOCK, 3600 SH GENL ELEC	P	1990-09-25	2011-11-18
COMMON STOCK, 150 SH GENL ELEC	P	1993-06-22	2011-11-18
COMMON STOCK, 1450 SH BRISTOL MYERS	P	1989-10-24	2011-11-18
COMMON STOCK, 1000 SH JOHNSON & JOHNSON	P	2000-03-07	2011-11-18
COMMON STOCK, 1465 SH PROCTER & GAMBLE	P	1992-05-19	2011-11-18
COMMON STOCK, 1000 SH ALTRIA GROUP	P	1991-06-17	2011-11-18

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)
30,051	0	30,645	-594
17,727	0	4,709	13,018
16,485	0	8,510	7,975
16,617	0	3,354	13,263
24,040	0	15,860	8,180
56,608	0	16,797	39,811
2,358	0	1,197	1,161
44,476	0	10,420	34,056
63,989	0	34,041	29,948
92,263	0	18,896	73,367
27,560	0	5,198	22,362

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) 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	
0	0	0	-594
0	0	0	13,018
0	0	0	7,975
0	0	0	13,263
0	0	0	8,180
0	0	0	39,811
0	0	0	1,161
0	0	0	34,056
0	0	0	29,948
0	0	0	73,367
0	0	0	22,362

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491074003033

TY 2011 Other Decreases Schedule

Name: LOUIS W BAEHR AND DOLPHA BAEHR CHARITABLE TRUST

EIN: 48-6129741

Description	Amount
ROUNDING	1
TAXABLE EXPENDITURE W/O EXPENDITURE RESPONSIBILITY	15,000

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491074003033

TY 2011 Other Increases Schedule

Name: LOUIS W BAEHR AND DOLPHA BAEHR CHARITABLE TRUST

EIN: 48-6129741

Description	Amount
NET CAPITAL GAINS	242,547

TY 2011 Taxes Schedule

Name: LOUIS W BAEHR AND DOLPHA BAEHR CHARITABLE TRUST

EIN: 48-6129741

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	1,555			

THE LOUIS W. AND DOLPHA BAEHR CHARITABLE FOUNDATION TRUST
APPLICATION GUIDELINES
Revised February 22, 2013

HISTORY
The Louis W. and Dolpha Baehr Charitable Foundation Trust was founded in 1967 by Mr. and Mrs. L. W. Baehr, longtime residents of Paola, Kansas. After coming to Paola in the early 1900's, they spent the balance of their lives working toward the growth and well-being of the Paola Community. The Baehr's were generous in their giving. Though they gave to many worthy causes, their greatest joy came from helping people—especially young people.

RESOURCES
The corporate trustee of the funds is First Option Bank Trust Department of Paola, Kansas. Current Trustees are: **Kathy Lovig, Chairman**, Dr. Robert E. Banks, Carl W. Hartley, Artie Stuteville, Gregg Lewis, Phil McLaughlin and Blake Heid.

EVALUATION GUIDELINES
1. The requesting organization must qualify for tax exempt status under Section 501(C) 3 of the Internal Revenue Code of 1954, for such purposes as constitutes public charitable purposes
2. The requesting organization's structure and management, including establishing of objectives, budget and board of directors and staff responsibilities
3. Possible duplication of government or private sector efforts
4. Whether, and how, the success or failure of the program can be effectively measured
5. The programs' impact on the community

LIMITATIONS
Because we cannot fund every worthwhile endeavor, we direct our resources to those areas where we feel the most critical needs exist and where our support can have the greatest impact. ***In general*****, the Foundation does *NOT* consider funding the following:**

1. Organizations and causes outside the Kansas City area and the eastern half of Kansas
2. Organizations and programs designed to influence legislation or elect candidates to public office
3. Agencies which are operating as chapters of a state or national organization
4. Individuals
5. Sectarian or religious organizations whose services are limited to members of any one religious group
6. Tickets or tables for benefit purposes
7. Advertising for benefit purposes
8. Loans or investments

RECIPIENT ACCOUNTABILITY

It is the responsibility of the grant recipient to ensure that the grant is used for the purpose indicated in the grant request. In certain cases, the recipient may be asked to sign a statement to this effect. If for any reason the grant is used for other than the stated purpose, the Foundation reserves the right to withdraw funding.

HOW TO APPLY

All requests for grants from not-for-profit, tax exempt organizations should be submitted on the organization's stationery and must include the following information:

A. Description of the project
B. Specific amount requested
C. Verification of community need
D. Challenge to be addressed
E. Name, address & phone number of organization
F. Target group for project
G. Project goals, timetable & method of achieving the goals
H. Itemized budget for the project
I. Brief history of the organization and its prior accomplishments, or a copy of its most recent annual report
J. Audit report for the latest completed fiscal year and a statement of current operating budget, including fund-raising costs
K. Copy of the IRS Determination Letter
L. Statement of whether proposal has been submitted to other sources for support, including a listing of those sources and amounts
M. Listing of board of directors and officers of the organization and their affiliations
N. Agreement to report to the Baehr Foundation evaluation procedures and final results of programs to which we have offered support
O. Name, address & phone number of a primary contact person

Meetings are currently scheduled for April and September. However, applying organizations should confirm meeting dates prior to submitting requests by contacting either **Kathy Lovig at (913) 294-3811 or Betty Hewitt at (913) 294-3811.** Eight copies of the proposal must be received at least four weeks prior to the month in which the request is to be reviewed. Following receipt of a proposal, final decision can be given within a period of twelve weeks, at which time the requesting organization will be sent written notification of the status of the request. Multiple proposals in a single calendar year from one organization are discouraged.

The rejection of a proposal should not be construed as a negative reaction to a particular organization or project, but rather as a selective choice on the part of the Baehr Foundation Trustees to use limited resources in an alternative fashion.

WHERE TO APPLY

All inquiries regarding Baehr Foundation Grants should be directed to:

Board of Trustees, Baehr Charitable Foundation
First Option Bank Trust Department
Attn: Kathy Lovig, Chairman or Betty Hewitt, Secretary
P. O. Box B, 702 Baptiste Drive
Paola, KS 66071

Louis W. & Dolpha Baehr
Charitable Foundation Trust
48-6129741

Balance Sheet
April 30,2012

Schedule 2

Description		Book Value Beginning of Year		End of Year		Market Value
CASH	$	1	$	-	$	-
SAVINGS & TEMPORARY CASH INVESTMENTS						
Northern Inst Diversified	$	5,963	$	28968	$	28,968
Bank Money Market		0		0		0
		5,963		28,968		28,968
INVESTMENTS - U.S. OBLIGATIONS						
FHLMC 5.0%, due 1-15-2032		51,000		20,678		20,559
GNMA'S						
10.00%, due 03-15-2016	$	759	$	626		626
10.50%, due 12-15-2016		79		0		0
9.00%, due 12-15-2019		338		293		354
9.00%, due 11-20-2024		150		142		157
8.50%, due 01-20-2025		124		59		61
3.00% due 06-16-2041		0		49,875		50,462
	$	52,450	$	71,673	$	72,219
INVESTMENTS - CORPORATE STOCKS						
AT&T, Inc		19,921		19,921		87,211
Abbott Laboratories		68,187		68,187		434,420
Bristol Myers Squibb Company		10,780		359		1,668
Coca Cola Company		13,593		13,593		228,960
Emerson Electric		50,800		50,800		210,160
Exxon Mobil Corporation		92,007		87,298		510,701
General Electric Company		62,360		44,366		234,960
Hewlett Packard Company		34,477		34,477		139,894
Illinois Tool Wks Inc.		65,325		65,325		114,760
Johnson & Johnson		98,650		56,099		550,095
Medtronic Inc		98,982		98,982		152,800
Merck & Company, Inc.		53,053		53,053		62,784
Microsoft Corp		69,102		69,102		64,030
Pepsico Inc.		27,314		27,314		198,000
Pfizer Inc.		93,668		93,668		164,880
Philip Morris Intl Inc		11,844		11,844		89,510
Proctor & Gamble		89,878		67,629		381,840
3M Company		26,907		26,907		178,720
Altria Group Inc		5,198		0		0
WalMart Stores Inc		96,163		96,163		117,820
Walgreen Co.		26,406		26,406		52,590

Description	Book Value Beginning of Year	End of Year	Market Value
INVESTMENTS - CORPORATE STOCKS (cont.)			
Entergy La LLC first Mtg Pfd	0	41807	41520
Entergy La LLC Pfd	0	41040	40815
Goldman Sachs Grp Ser D Note 6.5%Pfd	0	37505	38670
Goldman Sachs Grp Note 6.125% pfd	0	37234	37515
Gulf Power Sr Note Series 2011A Pfd	0	43517	42690
JPMorgan Chase Cap XXIV pfd	0	38580	37890
Intel Corp	15,860	0	0
	$ 1,130,475	$ 1,251,176	$ 4,214,903
Due from broker	$ 0	$ 0	$ 0
GRAND TOTAL	$ 1,188,889	$ 1,351,817	$ 4,316,090

L W Baehr & Dolpha Baehr
Charitable Foundation Trust
48-6129741

Charitable Contributions
April 30,2012

Schedule 4

Name	Address	Purpose	Amount
Paola American Legion Post 156	c/o Jim Johnson American Legion Baseball Chrm 5 West Delaware, Paola, KS 66071	Summer baseball program	3,000 00
Paola Piranhas Swim Club	24916 Sunset Lane, Paola, KS 66071	Program funds	3,000 00
Miami County YMCA - Vipers	300 11th Street Osawatomie, KS 66064	Program funds	3,000 00
USD #368 Endowment Fund	202 East Wea, Paola, KS 66071	Scholarship program	30,000 00
USD #368 Youth Friends	Carol Knoch, Coordinator 1401 East 303rd Street Paola, KS 66071	Program funds	5,000 00
Paola Community Center	c/o City of Paola 905 E Wea, Paola, KS 66071	Presentation by Pearl Harbor survivor & elec work	5,192 00
Paola High School Robotics	401 N Angela, Paola, Ks 66071	Help fund trip to St Louis	5,000 00
Miami County Historical Museum	12 East Peoria, Paola, KS 66071	For work on displays	18,380 00
K-State Research & Extension	c/o Kansas State University 104 S Brayman, Paola, KS 66071	New materials on gluten free	1,000 00
Mid-America Nutrition Program, Inc.	1538 Industrial Ave, Ottawa, KS66067	Kitchen project	6,500 00
Girl Scouts of NE Kansas & NW Missouri	8383 Blue Parkway, Ks City,MO 64133	Program funds	1,000 00
Miami County Veterans Memorial	305 North Pearl, Paola, KS 66071	Complete Top Honors	1,500 00
Paola Girls Softball	RR#2, Paola, KS 66071	Program funds	6,000 00
Lakemary Center, Inc.	100 Lakemary Drive, Paola, KS 66071	Capital Campaign	10,000 00
USD #368	Paola Adult Education Center 1710 Industrial Park Dr, Paola, KS 66071	Program funds	7,560 00
Osawatomie Fire Department	c/o City of Osawatomie 439 Main, Osawatomie, KS 66064	Underwater rescue team	5,500 00
Wildwood Outdoor Education Center	7095 West 399th St, LaCygne, KS 66040	Summer adventure programs	10,000 00
My Father's House	1004 North Pearl, Paola, KS 66071	Capital campaign	20,212 00
Heads Up, Inc	29490 Cedar Niles Rd, Paola, KS 66071	Presentation brain injury awareness	1,200 00
Fort Scott Community College	2108 South Horton, Fort Scott, KS 66701	Ipad lab	7,859 00
			150,903 00