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# 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

Dentar	tment	of the Treasury	foundatio	n mav t	reated as a Privat be able to use a copy of this	e Founda	ition	rtina requirements	2011
		dar year 2011 or tax year beginning		JUN		, and e		MAY 31, 2012	
		foundation	•	<del></del>			<b></b>	A Employer identification	<del></del>
_T	HE	GEORGE T. BAKER	FOU	NDA	TION, INC.			59-6151202	
Num	bera	nd street (or PO box number if mail is no	t delivered t	to street	address)		Room/suite	B Telephone number	
_ P	.0	<u>BOX 5869</u>						336-884-04	.10
•		own, state, and ZIP code						C If exemption application is p	ending, check here
		H POINT, NC 272			<u> </u>	<del></del> -			
G C	heck	all that apply: Initial re			Initial return of a fo	ormer public o	harity	D 1. Foreign organizations	s, check here
		Final ret			Amended return			Foreign organizations me 2. check here and attach co	eting the 85% test,
	haala	X Address		2)(2) 24	Name change empt private foundation				
	_	type of organization: LX Sec ction 4947(a)(1) nonexempt charita		$\overline{}$	Other taxable private founda	ation		E If private foundation sta under section 507(b)(1)	
L Fa		rket value of all assets at end of year			ng method: X Cash	Accr	ual	1	• •
		Part II, col. (c), line 16)	֓֟֞֟֞֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓	_	her (specify)		oui	F If the foundation is in a under section 507(b)(1)	
	\$	1,892,236	(Part	I, colui	mn (d) must be on cash l	basis)			/( <i>D</i> ), 61166K 11616
	rt I	Analysis of Revenue and Expens	es		(a) Revenue and		vestment	(c) Adjusted net	(d) Disbursements
_		(The total of amounts in columns (b), (c) necessarily equal the amounts in columns	, and (d) ma in (a) )	y not	expenses per books		ome	income	for charitable purposes (cash basis only)
	1	Contributions, gifts, grants, etc., re	ceived					N/A	
	2	Check X If the foundation is not requi	red to attach S	ch B					
	3	Interest on savings and temporary cash investments			5,839.		<u>5,839.</u>		STATEMENT 1
	4	Dividends and interest from securi	ties		34,578.	3	<u>4,578.</u>		STATEMENT 2
	5a	Gross rents							
	b	Net rental income or (loss)							
ē	6a	Net gain or (loss) from sale of assets not Gross sales price for all			23,849.				
Ğ	b	assets on line 6a	8,99	0.			2 040		
Revenue	7	Capital gain net income (from Part IV, line	e 2)			2	<u>3,849.</u>	H RE	CEIVED
	8	Net short-term capital gain			<del></del>			0	က္က
	10-	Income modifications Gross sales less returns					n n	S OCT	1 9 2012
		and allowances Less Cost of goods sold						<b>▼</b>	
		Gross profit or (loss)				<del></del>		OG	DEN UT
	11	Other income							
	12	Total. Add lines 1 through 11			64,266.	6	4,266.		
	13	Compensation of officers, directors, trus	tees, etc		26,290.		1,645.		0.
	14	Other employee salaries and wage	s						
	15	Pension plans, employee benefits							
Ses	16a	Legal fees							
ben	b	Accounting fees S	TMT	3	1,700.		850.		0.
Ä	C	Other professional fees							
UC! 鉴赏 2012 Operating and Administrative Expenses	17	Interest	·			ļ,	4 400		
itra	18		TMT	4	2,855.		1,428.		0.
ä	19	Depreciation and depletion						ļ	<del></del>
臣	20	Occupancy			<u> </u>				
<u>₫</u>	21	Travel, conferences, and meetings Printing and publications			-				
201 3 an	22		TMT	5	35,635.	2	3,013.	<del> </del>	0.
E C	23	Total operating and administrativ		,	33,033.		J, UIJ.	<del> </del>	1
ĕä		expenses Add lines 13 through 2			66,480.	3	6,936.		_ 0.
- 0	25	Contributions, gifts, grants paid	•		50,800.		<del>,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</del>		50,800.
$\preceq$	26	Total expenses and disbursemen	ts.		20,000		·		30,000.
<u>_</u> ;	-	Add lines 24 and 25			117,280.	3	6,936.	1	50,800.
CANNED	27	Subtract line 26 from line 12:	_						
<u>/</u>	ŀ	Excess of revenue over expenses and de	sbursement	ts	<53,014.			<u></u>	
Ŕ	l	Net investment income (if negative,					7,330.		
گ_	C	Adjusted net income (if negative, en	ter -0-)					N/A	

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only Beginning of year End of year (a) Book Value (b) Book Value (c) Fair Market Value 1,768 1 Cash - non-interest-bearing 107,296. 2 Savings and temporary cash investments 111,877. 107,296. 3 Accounts receivable ► Less: allowance for doubtful accounts 4 Pledges receivable ► Less: allowance for doubtful accounts 5 Grants receivable 6 Receivables due from officers, directors, trustees, and other disqualified persons 7 Other notes and loans receivable Less: allowance for doubtful accounts | 8 Inventories for sale or use 9 Prepaid expenses and deferred charges 10a Investments - U.S. and state government obligations b Investments - corporate stock 532,204. 466,036. 762,300. STMT 6 125,841. 100,484. STMT 7 113,007. c Investments - corporate bonds 11 Investments - land, buildings, and equipment: basis Less accumulated depreciation 12 Investments - mortgage loans 13 Investments - other STMT 8 747,247. 791,525. 909,633. 14 Land, buildings, and equipment basis Less accumulated depreciation 15 Other assets (describe ▶ 16 Total assets (to be completed by all filers) 1.518.937. 1,465,341. 1,892,236. 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue 20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (describe 582. 0. 23 Total liabilities (add lines 17 through 22) 582 Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. Net Assets or Fund Balances 24 Unrestricted 25 Temporarily restricted 26 Permanently restricted  $\triangleright x$ Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 27 Capital stock, trust principal, or current funds 158,719 28 Paid-in or capital surplus, or land, bldg., and equipment fund 0. ,359,636. 29 Retained earnings, accumulated income, endowment, or other funds 1,306,622 1,518,355. 30 Total net assets or fund balances 1,465,341 1,518,937. 31 Total liabilities and net assets/fund balances 1,465,341 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) 1,518,355. 2 Enter amount from Part I, line 27a <53,014.> 3 Other increases not included in line 2 (itemize) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30

THE GEORGE T. BAKER FOUNDATION, INC.

59-6151202

Form **990-PF** (2011)

Form 990-PF (2011)

		GE T. BAKER ses for Tax on In			NC.	<u>.                                    </u>		59-615	1202	Page 3
(a) List and desc	ribe the kind	(s) of property sold (e.g. common stock, 200 shs	, real estate,		(b) F	low acquired - Purchase - Donation		ate acquired o., day, yr.)	(d) Dat (mo., d	
1a SMITH BARNEY A					"	P	VA	RIOUS	01/3	
b FIDUCIARY TRUS		r		<del></del>	<u> </u>	P		RIOUS	VARI	
c CAPITAL GAINS						<del></del>	1			
d										-
е					<u> </u>					
(e) Gross sales price		preciation allowed or allowable)		st or other basis expense of sale				h) Gain or (loss) plus (f) minus (		
a 15,909.			·	25,02	3.				<9	,114.
b 154,143.				150,11	8.				4	,025. ,938.
<u>c</u> 28,938.									28	<u>,938.</u>
<u>d</u>										
<u>e</u>				10.001.00				· <del>-</del> ·		
Complete only for assets showing	r	· · · · · · · · · · · · · · · · · · ·						ıs (Col. (h) gaın but not less thaı		
(i) F.M.V. as of 12/31/69		Adjusted basis s of 12/31/69		cess of col. (i) col. (j), if any				sses (from col. (		
_a										<u>,114.</u>
<u>b</u>									4	,025.
<u>c</u>									28	<u>,938.</u>
<u>d</u>										
<u>e</u>	1				$\overline{}$					
2 Capital gain net income or (net ca	apıtal loss)	If gain, also enter If (loss), enter -0-			}	2			23	,849.
3 Net short-term capital gain or (lo			d (6):		٦					
If gain, also enter in Part I, line 8,					<b> </b>			37 / 3		
If (loss), enter -0- in Part I, line 8  Part V Qualification U		ction 4940(e) for	Reduced	Tax on Net	Inv	_3 ↓ estment l	ncom	N/A	_	
(For optional use by domestic private										
			0 10(4) 421 011	THOSE INTRODUCTIONS II	1001110	•,				
If section 4940(d)(2) applies, leave t	his part blan	k.								
Was the foundation liable for the sec If "Yes," the foundation does not qua				•	rıod?				Yes	X No
Enter the appropriate amount in					es.					
(a) Base period years Calendar year (or tax year beginni	ina in)	(b) Adjusted qualifying dist	ributions	Net value of no	(c) onchar	ıtable-use ass	ets	Distrib (col. (b) div	(d) oution ratio oded by col.	(c))
2010	<u>y</u> /	7	1,000.		1	,834,53	12.	(333)	-	<del>38</del> 702
2009			1,650.	-		,751,80				35192
2008			7,800.			,716,36				33676
2007		13	7,282.			,191,79				62634
2006		9	6,600.		2	,181,28	32.			44286
2 Total of line 1, column (d)								2	. 2	<b>14490</b>
3 Average distribution ratio for the	5-year base	period - divide the total of	n line 2 by 5,	or by the number	of year	ars				
the foundation has been in existe	nce if less th	nan 5 years						3	.0	<u>42898</u>
4 Enter the net value of noncharital	ble-use asse	ts for 2011 from Part X, I	ine 5					4	1,884	,670.
5 Multiply line 4 by line 3								5	80	,849.
								-		
6 Enter 1% of net investment incor	ne (1% of Pa	art I, line 27b)						6		273.
7 Add lines 5 and 6							-	7	81	,122.
8 Enter qualifying distributions from	n Part XII, lıı	ne 4						8	50	,800.
If line 8 is equal to or greater that	n line 7, che	ck the box in Part VI, line	1b, and comp	olete that part usin	ng a 19	% tax rate.				
See the Part VI instructions.	<del></del>		_						orm <b>990-</b> 1	DE (0044)

	rt VI L Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 49		151202		Page 4
		<del>740 -</del> 5	ee msu	uctio	15)
1·a	Exempt operating foundations described in section 4940(d)(2), check here  under "N/A" on line 1.				
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)			_	4 17
D	Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1%	1			<u>47.</u>
	of Part I, line 27b	i			
	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				^
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2			<u>0.</u>
3	Add lines 1 and 2	3			<u>47.</u>
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4			$\frac{0.}{47.}$
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5			4/.
	Credits/Payments:				
	2011 estimated tax payments and 2010 overpayment credited to 2011  6a 2,473.				
	Exempt foreign organizations - tax withheld at source  6b	- 1			
	Tax paid with application for extension of time to file (Form 8868)  Calling with bolding approach with bold.	ŀ			
	Backup withholding erroneously withhold  Tatal and the end payments. Add least Catherine Col.	.		2 4	72
	Total credits and payments. Add lines 6a through 6d	7		2,4	/3.
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	8			
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1 0	26
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid  Enter the amount of line 10 to be: Credited to 2012 estimated tax	10		1,9	
	Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 1,926. Refunded ► Int VII-A Statements Regarding Activities	11	-	_	0.
	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene i	n	-	Yes	No
Ia	any political campaign?		1a	+	
ь	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		1b	+	X
U	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published	d or	10	+	
	distributed by the foundation in connection with the activities.	u 0,			
r	Did the foundation file Form 1120-POL for this year?		10		x
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:				
·	(1) On the foundation. $\triangleright$ \$ (2) On foundation managers. $\triangleright$ \$				
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation		ŀ		1
Ĭ	managers. ►\$ 0.				
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		x
-	If "Yes," attach a detailed description of the activities.				
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or		1		
-	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		X
	If "Yes," has it filed a tax return on Form 990-T for this year?	N/2			
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	•	5		Х
	If "Yes," attach the statement required by General Instruction T.				
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:				
	By language in the governing instrument, or				
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state	law			
	remain in the governing instrument?		6		X
7	Did the foundation have at least \$5,000 in assets at any time during the year?		7	X	
	If "Yes," complete Part II, col. (c), and Part XV				
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)   NONE				
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)				
	of each state as required by General Instruction G? If "No," attach explanation		8b	X	<u> </u>
9	Is the foundation claiming status as a private operating foundation within the meaning of section $4942(j)(3)$ or $4942(j)(5)$ for caler	ndar			
	year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		9	1	X
10	Did any persons become substantial contributors during the tax year? it "yes," attach a schedule listing their names and addresses		10		X

	990-PF (2011) THE GEORGE T. BAKER FOUNDATION, INC. 59-6151	<u> 202</u>	F	Page <b>5</b>
	rt 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		T	
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	_	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?			
	If "Yes," attach statement (see instructions)	12	_	_X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ► N/A			
14	The books are in care of ▶ PATRICIA WALSH  Telephone no. ▶ 336-88	4-04	10	
	Located at ▶ P.O. BOX 5869, HIGH POINT, NC ZIP+4 ▶27			
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	N/	Α	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank,	Y	'es	No
	securities, or other financial account in a foreign country?	16		X_
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign			
	country	l .		
Pa	rt 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.	Y	es	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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	1	1	
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		- 1	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		- 1	
	(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)?		1	
	(6) Agree to pay money or property to a government official? (Exception. Check "No"			
	ıf 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.)	1 1		
ŧ	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations		- {	
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? $N/A$	1b		
	Organizations relying on a current notice regarding disaster assistance check here	]	İ	
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		ı	
	before the first day of the tax year beginning in 2011?	1c		_X_
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation			
	defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
	before 2011?			
	If "Yes," list the years $\blacktriangleright$ ,,,,,,,	1	ŀ	
t	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect		1	
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach			
	statement - see instructions.) N/A	2b		
(	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.	l i	- 1	
	<u> </u>			
38	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time	1 1	Ì	
	during the year?	1 1		
t	of "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,	1		
	Form 4720, to determine if the foundation had excess business holdings in 2011.)  N/A	3b		
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	$\dashv$	<u>X</u>
ı	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 jeonardy before the first day of the tax year beginning in 2011?	I 4h I	- 1	X

Form 990-PF (2011) THE GEORGE T. BAKER FOUN			<u>59-6151</u> 2	<u> 202</u>	Page 6		
Part VII-B   Statements Regarding Activities for Which I	orm 4720 May Be I	Required (contin	ued)				
5a During the year did the foundation pay or incur any amount to:					Ì		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	* **		es 🗶 No		1		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly,							
any voter registration drive?							
(3) Provide a grant to an individual for travel, study, or other similar purposes?							
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section			-			
509(a)(1), (2), or (3), or section 4940(d)(2)?		Ye	es 🗶 No 📗	1			
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or t			]			
the prevention of cruelty to children or animals?		Ye	es 🗓 No				
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	der the exceptions described:	ın Regulations		l			
section 53.4945 or in a current notice regarding disaster assistance (see instru	ctions)?		N/A	5b			
Organizations relying on a current notice regarding disaster assistance check h	ere						
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fi	rom the tax because it mainta	ined	Į.	1			
expenditure responsibility for the grant?	N	I/A 🔲 Ye	es 🔲 No	1	ŀ		
If "Yes," attach the statement required by Regulations section 53.494				1	l		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	• •			1			
a personal benefit contract?	e e n i i iii <del>e</del> ii		es X No	1			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?			6b	x		
If "Yes" to 6b, file Form 8870.				-			
7a At any time during the tax year, was the foundation a party to a prohibited tax s	helter transaction?	□ v <sub>4</sub>	es X No		-		
b If "Yes," did the foundation receive any proceeds or have any net income attribu		· · ·	N/A	7b			
Information About Officers Directors Truck		nagers Highl		70			
Part VIII Paid Employees, and Contractors	ccs, i oundation we	inagers, riigin	,				
1 List all officers, directors, trustees, foundation managers and their	compensation.						
	(b) Title, and average	(c) Compensation	(d) Contributions to	1 6	e) Expense		
(a) Name and address	hours per week devoted to position	(If not paid,	(d) Contributions to employee benefit plans and deterred	ac	e) Expense count, other allowances		
	to position	enter -0-)	compensation	+-	illowalices		
			1				
SEE STATEMENT 9		26 200	1	1	^		
SEE STATEMENT 9		26,290.	0.	+	0.		
				╀			
***************************************							
				1			
				⊥			
2 Compensation of five highest-paid employees (other than those inc	· · · · · · · · · · · · · · · · · · ·	enter "NONE."	(d) Cantabathana		<b>.</b>		
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	(d) Contributions to employee benefit plans and deferred	ac (e	e) Expense count, other		
(4)	devoted to position	(c) compensation	compensation	2	allowances		
NONE							
				_[			
· · · · · · · · · · · · · · · · · · ·				1			
				T			
			· <del>-</del>	T			
Total number of other employees paid over \$50,000	· · · · · · · · · · · · · · · · · · ·			ь	0		

Form 990-PF (2011) THE GEORGE T. BAKER FOUNDATION, I	NC. 59-0	5151202 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundati Paid Employees, and Contractors (continued)	on Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter "	NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		,
	1	
Total number of others receiving over \$50,000 for professional services		<u>▶</u> 0
Part IX-A Summary of Direct Charitable Activities	·····	
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistic number of organizations and other beneficiaries served, conferences convened, research papers produced.		Expenses
	ceu, etc.	
1 <u>N/A</u>		
2		
2	· -	
3		
· · · · · · · · · · · · · · · · · · ·		
4		
Part IX-B   Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on lin	nes 1 and 2.	Amount
1 <u>N/A</u>		
	<u></u>	
2		
All about the second of the se	<del></del>	
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3	<b>•</b>	0.

P	art X ) Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndations	, see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
	Average monthly fair market value of securities	1a	1,825,012.
	Average of monthly cash balances	1b	1,825,012. 88,359.
	Fair market value of all other assets	1c	
	Total (add lines 1a, b, and c)	1d	1,913,371.
	Reduction claimed for blockage or other factors reported on lines 1a and		=10=010120
•	1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,913,371.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,701.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,884,670.
6	Minimum investment return. Enter 5% of line 5	6	94,234.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.)	ıd certaın	
1	Minimum investment return from Part X, line 6	1	94,234.
	Tax on investment income for 2011 from Part VI, line 5		
b	Income tax for 2011. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	547.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	93,687.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	93,687.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	93,687.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	50,800.
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	50,800.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
	income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	50,800.
	Note. The amount on line 6 will be used in Part V. column (b), in subsequent years when calculating whether the foundation of	malifies f	or the section

Form **990-PF** (2011)

4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI,				<del></del> .
line 7				93,687.
2 Undistributed income, if any, as of the end of 2011	····			
a Enter amount for 2010 only			1,135.	
<b>b</b> Total for prior years:				<del></del>
		0.		
3 Excess distributions carryover, if any, to 2011:		<u> </u>	· · · · · ·	
<b>a</b> From 2006				
<b>b</b> From 2007				
<b>c</b> From 2008				
<b>d</b> From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from	0.			
Part XII, line 4: > \$ 50, 800.				
a Applied to 2010, but not more than line 2a			1,135.	
b Applied to undistributed income of prior			1,133.	
		0.		
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus				
(Election required - see instructions)	0.			40 665
d Applied to 2011 distributable amount				49,665.
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:				
& Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract				
line 4b from line 2b		0.		
c Enter the amount of prior years'	<del></del>			
undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable				
amount - see instructions		0.		
e Undistributed income for 2010. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract			<u> </u>	· <del>····</del>
lines 4d and 5 from line 1. This amount must				
be distributed in 2012				44,022.
7 Amounts treated as distributions out of			· · · · · · · · · · · · · · · · · · ·	11/0220
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012.				<del></del>
Subtract lines 7 and 8 from line 6a	0.			
	U•			
Analysis of line 9: a Excess from 2007				
b Excess from 2008				
c Excess from 2009 d Excess from 2010				
e Excess from 2011				

Part XIV   Private Operating F		otructions and Dort VII			L51202 Page 10
<del></del>	<del></del>	· · · · · · · · · · · · · · · · · · ·	A, question 9)	N/A	
1 a If the foundation has received a ruling o					
foundation, and the ruling is effective for		_	▶ ∟	<del></del>	
<b>b</b> Check box to indicate whether the found		ng foundation described i			942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year	(6) 0010	Prior 3 years		(-) 7.1.1
income from Part I or the minimum	(a) 2011	<b>(b)</b> 2010	(c) 2009	(d) 2008	(e) Total
investment return from Part X for					
each year listed					
<b>b</b> 85% of line 2a					
<ul> <li>Qualifying distributions from Part XII,</li> </ul>					
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					<del></del>
alternative test relied upon:					
<ul><li>a "Assets" alternative test - enter:</li><li>(1) Value of all assets</li></ul>					
, ,					
(2) Value of assets qualifying under section 4942(1)(3)(B)(1)					
<b>b</b> "Endowment" alternative test - enter		<u> </u>		<del></del>	<del>                                     </del>
2/3 of minimum investment return					
shown in Part X, line 6 for each year					
listed					<del> </del>
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 Info	rmation (Comple	ete this part only	if the founda	tion had \$5,000 or m	ore in assets
at any time during t	he year-see inst	ructions.)			
1 Information Regarding Foundation	n Managers:		•		· ··-
a List any managers of the foundation wh	o have contributed more	than 2% of the total conti	ributions received l	by the foundation before the clo	ose of any tax
year (but only if they have contributed n	nore than \$5,000). (See s	section 507(d)(2).)		•	•
NONE					
<b>b</b> List any managers of the foundation wh	o own 10% or more of th	ne stock of a corporation (	or an equally large	portion of the ownership of a r	partnership or
other entity) of which the foundation has	s a 10% or greater intere	st.		,	
NONE					
2 Information Regarding Contributi	on, Grant, Gift, Loan	. Scholarship, etc., Pr	ograms:		
Check here ► X if the foundation o				does not accept upsolicited rea	uests for funds. If
the foundation makes gifts, grants, etc.	(see instructions) to indi-	viduals or organizations u	nder other condition	ons, complete items 2a, b, c, an	d d.
a The name, address, and telephone num					
a mo namo, addreso, and telephone nam	sor or the person to union	m applications should be	addicooco.		
b The form in which applications should b	e cubmitted and informa	tion and materials they sh	nould include:		
b The form in which applications should b	e Submitted and informa	mon and materials mey si	iodia iliciade.		
e Any submission deadliness					
c Any submission deadlines:					
d Any restrictions or limitations on awards	e cuch ac hy geographic	al areas, charitable fields	kinde of inctitution	is ar other factors:	<del></del>
• Any resultations of infinitations off awal as	, soon as by geographic	ai ai cas, chai ilabic iicius,	หแนง บา เกรแนนไปก	is, or utiler facitits.	

3. Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient show any relationship to any foundation manager Foundation Purpose of grant or Amount status of contribution Name and address (home or business) or substantial contributor recipient a Paid during the year APPALACHIAN STATE UNIVERSITY NONE IRC SECTION IMPROVE QUALITY OF P.O. BOX 32014 501(C)(3) LIFE FOR INDIVIDUALS BOONE NC 28608-0001 AND ANIMALS 5,000. ATLANTA MISSION NONE IRC SECTION IMPROVE QUALITY OF 501(C)(3) P.O. BOX 1807 LIFE FOR INDIVIDUALS ATLANTA GA 30301-1807 AND ANIMALS 1,000. BLOWING ROCK COMMUNITY NONE IRC SECTION IMPROVE QUALITY OF 501(C)(3) LIFE FOR INDIVIDUALS P.O. BOX 525 AND ANIMALS BANNER ELK, NC 28605 1,000. CAMILLUS HOUSE IRC SECTION NONE IMPROVE QUALITY OF 501(C)(3) PO BOX 011829 LIFE FOR INDIVIDUALS MIAMI FL 33101-1829 AND ANIMALS 500. CENTER FOR GREAT APES NONE IMPROVE QUALITY OF IRC SECTION P.O. BOX 488 501(C)(3) LIFE FOR INDIVIDUALS WAUCHULA, FL 33873 AND ANIMALS 500. SEE CONTINUATION SHEET(S) ➤ 3a Total 50,800. b Approved for future payment NONE **≥** 3b Total

### Part XVI-A **Analysis of Income-Producing Activities**

nter gross amounts unless otherwise indicated.	Unrelate	d business income		ed by section 512, 513, or 514	(e)
1 Program service revenue:	(a) Business code	(b) Amount	Exclu- sion code	(d) Amount	Related or exempt function income
•	COUC				<del></del> ,
a b					<u> </u>
c			1 1		
d			1 1		
e				7'	
1		· · · · · ·	† †		
g Fees and contracts from government agencies			1		· -
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments			14	5,839.	
4 Dividends and interest from securities			14	5,839. 34,578.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					===
<b>b</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		-	18	23,849.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					7.
11 Other revenue:					
a					<del></del>
b			ļ		<del></del>
C			<u> </u>		
d					
e			+	C1 055	
12 Subtotal. Add columns (b), (d), and (e)		0.	<u>.l</u>	64,266.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	64,266.
See worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities to	o the Acc	omplishment of E	xempt	Purposes	
Line No. Explain below how each activity for which incor	ne is reported	ın column (e) of Part XVI-	A contribu	ted importantly to the accomp	olishment of
the foundation's exempt purposes (other than					
		· · · · · · · · · · · · · · · · · · ·			
					1-7-1 Ballet - 200 - 1-1-1
			· ·		
123621	<del></del>			··	Farm 000 DE (0044)

	•				•	•
orm 990 Part X			KER FOUNDATION, I		-6151202 Ioncharitable	
•	Exempt Organ		, To una manazza.	To Hold Hold Hold Hold Hold Hold Hold Hol		
			following with any other organization	• •		Yes No
			ction 527, relating to political organiza	ations?		,
	nsfers from the reporting founda Cash	ation to a noncharitable exe	mpt organization of:		12/1)	•
` '	Other assets				1a(1) 1a(2)	X X
• •	er transactions;				10,-,	<del></del>
	Sales of assets to a noncharital	able exempt organization			1b(1)	x
	Purchases of assets from a nor		ation		1b(2)	X
	Rental of facilities, equipment,				1b(3)	X
٠.	Reimbursement arrangements	,			1b(4)	X
	Loans or loan guarantees				1b(5)	X
	Performance of services or me				1b(6)	X
	ring of facilities, equipment, mai se answer to any of the above is		paid employees ing schedule. Column (b) should alwa;	ahaw the four market value of th	1c	X
			ing schedule. Column (b) should alwaj n received less than fair market value i			ets,
	umn (d) the value of the goods, (			Ill dily transaction or onaining and an	yomong onon	
(a) Line no		·	haritable exempt organization	(d) Description of transfers, transaction	ictions, and sharing an	rangements
		N	N/A			
<del></del>					<del> </del>	
		+				
	+					
	1		· <del></del>			
	1					
		+				
				-		
9a Isti	l ne foundation directly or indirec	the affiliated with, or related	i to, one or more tax-exempt organizat	ations described	<del></del>	
	ection 501(c) of the Code (other	•	•	illulia described	Yes	X No
	es," complete the following sch					
	(a) Name of org	janization	(b) Type of organization	(c) Description of	f relationship	
	N/A					
			+			
			n, including accompanying schedules and sta			· - Alexa
Sign	and belief, it is true, correct, and cor	implete Declaration of preparer (r	(other than taxpayer) is based on all information	101	e May the IRS d return with the shown below	e preparer
Here	1/2/se 1/5.	I Bent	10/12/12	Charmo	X Yes	

	Signa	ature of officer or trustee	Date	Title		
		Print/Type preparer's name	Preparer's signature	Date	Check if	PTIN
Paid		PATRICIA L. WALSH	Patricia Lualish	10-8-12	self- employed	P00012605
Prepai Use O		Firm's name ► SHARRARD, MC	GEE & CO., P.A.		Firm's EIN ► 5	6-1146197
	-	Firm's address ▶ P.O. BOX 58	169	· ·		<del>-</del>
		HIGH POINT,	NC 27262		Phone no. (	336)884-0410
						Form <b>990-PF</b> (2011)

Part XV Supplementary Information			<del></del>	<del></del>
3 Grants and Contributions Paid During the			<del></del>	
Recipient  Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
name and address (nome of positions)	or substantial contributor	recipient		<del></del>
CROSSNORE SCHOOL	NONE	IRC SECTION	IMPROVE QUALITY OF	
PO BOX 249		501(C)(3)	LIFE FOR INDIVIDUALS	
CROSSNORE, NC 28616			AND ANIMALS	1,00
MPTY STOCKING FUND	NONE	IRC SECTION	IMPROVE QUALITY OF	
O BOX 2358	NONE	501(C)(3)	LIFE FOR INDIVIDUALS	
PINEHURST NC 28370		501(0)(3)	AND ANIMALS	1.00
220000000000000000000000000000000000000			THE THEFT HE STATE OF THE STATE	1,00
F.R.I.E.N.D.S.	NONE	IRC SECTION	IMPROVE QUALITY OF	
1840 NE 65 COURT		501(C)(3)	LIFE FOR INDIVIDUALS	
FORT LAUDERDALE, FL 33308			AND ANIMALS	1,00
FIRST HEALTH HOSPICE FOUNDATION	NONE	IRC SECTION	IMPROVE QUALITY OF	
150 APPLECROSS ROAD	NONE	501(C)(3)	LIFE FOR INDIVIDUALS	
PINEHURST NC 28374		501(0)(3)	AND ANIMALS	1.00
INDIONSI, NC 20374			AND ANTEALS	1,00
GEORGIA PUBLIC TV	NONE	IRC SECTION	IMPROVE QUALITY OF	
PO BOX 101982		501(C)(3)	LIFE FOR INDIVIDUALS	
ATLANTA, GA 30392			AND ANIMALS	50
GRANDFATHER HOME FOR CHILDREN INC	NONE	IRC SECTION	IMPROVE QUALITY OF	
PO BOX 98	NONE	501(C)(3)	LIFE FOR INDIVIDUALS	
BANNER ELK, NC 28604-0098	*********	501(0)(3)	AND ANIMALS	1,00
HIGH COUNTY UNITED WAY	NONE	IRC SECTION	IMPROVE QUALITY OF	
PO BOX 247		501(C)(3)	LIFE FOR INDIVIDUALS	
BOONE, NC 28607-0247			AND ANIMALS	50
HOSPICE OF WATAUGA COUNTY	NONE	TRC SECUTION	TMPPOVE OUALTER OF	
BIRCHTREE SQUARE #4 136 FURMAN RD	NONE	IRC SECTION 501(C)(3)	IMPROVE QUALITY OF	
BOONE NC 28607		501(0)(3)	LIFE FOR INDIVIDUALS AND ANIMALS	50
NO ZOOT			IND UNITEDIO	
HUMANE SOCIETY OF AVERY COUNTY	NONE	IRC SECTION	IMPROVE QUALITY OF	
824 STAMEY BRANCH ROAD		501(C)(3)	LIFE FOR INDIVIDUALS	
NEWLAND, NC 28657			AND ANIMALS	1,00
INMEDNIAMIONAL MIDG DIDID	NONE	TDG GDGTC	TANDROVE OVER THE OF	
INTERNATIONAL KIDS FUND	NONE	IRC SECTION	IMPROVE QUALITY OF	
901 NW 17TH STREE STE G MIAMI		501(C)(3)	LIFE FOR INDIVIDUALS	<b>5</b> 0
Total from continuation sheets		. l	AND ANIMALS	50 42,80

THE GEORGE T. BAKER FOUNDATION, INC. 59-6151202

Part XV | Supplementary Information

Part XV Supplementary Information	on			
3 Grants and Contributions Paid During the	Year (Continuation)			
• Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	Contribution	
MARINE TOYS FOR TOTS FOUNDATION	NONE	IRC SECTION	IMPROVE QUALITY OF	
PO BOX 227		501(C)(3)	LIFE FOR INDIVIDUALS	
QUANTICO VA 22134-0227			AND ANIMALS	500.
MIAMI RESCUE MISSION	NONE	IRC SECTION	IMPROVE QUALITY OF	
2159 N.W. 1ST COURT		501(C)(3)	LIFE FOR INDIVIDUALS	
MIAMI, FL 33127			AND ANIMALS	500.
MOFFITT CANCER CENTER FOUNDATION	NONE	IRC SECTION	IMPROVE QUALITY OF	
12902 MAGNOLIA DR		501(C)(3)	LIFE FOR INDIVIDUALS	
TAMPA, FL 33612-9497			AND ANIMALS	1,500.
OASIS	NONE	IRC SECTION	IMPROVE QUALITY OF	
P.O. BOX 1591		501(C)(3)	LIFE FOR INDIVIDUALS	
BOONE NC 28607			AND ANIMALS	500.
QUINN HOUSE	NONE	IRC SECTION	IMPROVE QUALITY OF	
PO BOX 847		501(C)(3)	LIFE FOR INDIVIDUALS	
LAWRENCEVILLE, NC 30034			AND ANIMALS	500.
SALVATION ARMY	NONE	IRC SECTION	IMPROVE QUALITY OF	
PO BOX 350370		501(C)(3)	LIFE FOR INDIVIDUALS	
MIAMI, FL 33142		<del> </del>	AND ANIMALS	1,000.
SMILE TRAIN	NONE	IRC SECTION	IMPROVE QUALITY OF	
PO BOX 96231		501(C)(3)	LIFE FOR INDIVIDUALS	
WASHINGTON, DC 20090			AND ANIMALS	500.
ST. JOSEPH'S CATHOLIC CHURCH	NONE	IRC SECTION	IMPROVE QUALITY OF	
8670 BYRON AVE		501(C)(3)	LIFE FOR INDIVIDUALS	
MIAMI BEACH, NC 33141			AND ANIMALS	1,000.
OUR SAVIOR LUTHERAN CHURCH	NONE	IRC SECTION	IMPROVE QUALITY OF	
8001 NW 5TH ST		501(C)(3)	LIFE FOR INDIVIDUALS	
PLANTATION, FL 33324			AND ANIMALS	500.
UNITED NEGRO COLLEGE FUND	NONE	IRC SECTION	IMPROVE QUALITY OF	
3550 BISCAYNE BLVD STE 603		501(C)(3)	LIFE FOR INDIVIDUALS	
MIAMI FL 33137	1	_l	AND ANIMALS	500.
Total from continuation sheets	<del> </del>			

THE GEORGE T. BAKER FOUNDATION, INC. 59-6151202

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Y		<del></del>		
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
VALTHOUR-MOSS FOUNDATION	NONE	IRC SECTION	IMPROVE QUALITY OF	
PIA ALLEN'S POINT		501(C)(3)	LIFE FOR INDIVIDUALS	
MARION MA 02738			AND ANIMALS	2,500
NATAUGA COUNTY EMERGENCY RESCUE SQUAD	NONE	IRC SECTION	IMPROVE QUALITY OF	
PO BOX 3394		501(C)(3)	LIFE FOR INDIVIDUALS	
BOONE, NC 28607			AND ANIMALS	2,000
WATAUGA HUMANE SOCIETY	NONE	IRC SECTION	IMPROVE QUALITY OF	
196 PAUL CRITCHER DR		501(C)(3)	LIFE FOR INDIVIDUALS	
BOONE, NC 28607			AND ANIMALS	7,250
NPBT 2	NONE	IRC SECTION	IMPROVE QUALITY OF	
PO BOX 227	NONE	501(C)(3)	LIFE FOR INDIVIDUALS	
IIAMI FL 33261-8321		501(0)(3)	AND ANIMALS	500
			THE	300
TELLOW MOUNTAIN ENTERPRISES	NONE	IRC SECTION	IMPROVE QUALITY OF	
PO BOX 548		501(C)(3)	LIFE FOR INDIVIDUALS	
NEWLAND, NC 28657			AND ANIMALS	500
ARHS FOUNDATION	NONE	IRC SECTION	IMPROVE QUALITY OF	
249 KIMBERLY DRIVE		501(C)(3)	LIFE FOR INDIVIDUALS	
BOONE NC 28607-5044			AND ANIMALS	5,000
ATLANTA COMMUNITY FOOD BANK	NONE	IRC SECTION	IMPROVE QUALITY OF	
732 JOSEPH E. LOWERY BLVD, NW	NOME	501(C)(3)	LIFE FOR INDIVIDUALS	
ATLANTA, GA 30318			AND ANIMALS	500
ATLANTA HUMANE SOCIETY	NONE	IRC SECTION	IMPROVE QUALITY OF	
981 HOWELL MILL ROAD NW		501(C)(3)	LIFE FOR INDIVIDUALS	
ATLANTA, GA 30318		-	AND ANIMALS	500
ATARDMEC RECEARCH THOMTON	NONE	TDO OROMION	TANDONE ON THE OF	
DIABETES RESEARCH INSTITUE	NONE	IRC SECTION 501(C)(3)	IMPROVE QUALITY OF	
200 S. PARK ROAD, STE 100 HOLLYWOOD, FL 33021		201(0)(3)	LIFE FOR INDIVIDUALS AND ANIMALS	500
SOURCE SU SOUR			IND WITHIN	
OCTORS WITHOUT BORDERS USA	NONE	IRC SECTION	IMPROVE QUALITY OF	
333 7TH AVENUE, 2ND FLOOR		501(C)(3)	LIFE FOR INDIVIDUALS	
NEW YORK, NY 10001-5004			AND ANIMALS	500
Total from continuation sheets				

THE GEORGE T. BAKER FOUNDATION, INC.

59-6151202

Part XV **Supplementary Information** Grants and Contributions Paid During the Year (Continuation) 3 If recipient is an individual, Foundation Purpose of grant or show any relationship to contribution Amount status of any foundation manager Name and address (home or business) recipient or substantial contributor HORSE HELPERS OF THE HIGH COUNTRY NONE IRC SECTION IMPROVE QUALITY OF 501(C)(3) 1199 ODES WILSON RD LIFE FOR INDIVIDUALS ZIONVILLE NC 28698-9483 AND ANIMALS 1,000. LEES-MCRAE COLLEGE NONE IRC SECTION IMPROVE QUALITY OF 501(C)(3) LIFE FOR INDIVIDUALS PO BOX 128 BANNER ELK, NC 28604 AND ANIMALS 1,000. TEMPLE OF THE HIGH COUNTRY NONE IRC SECTION IMPROVE QUALITY OF PO BOX 2895 501(C)(3) LIFE FOR INDIVIDUALS BOONE NC 28607 AND ANIMALS <u>2,500.</u> THE BICYCLEMAN NONE IRC SECTION IMPROVE QUALITY OF 624 PLATINUM STREET 501(C)(3) LIFE FOR INDIVIDUALS 1,000. FAYETTEVILLE NC 28311 AND ANIMALS THE UNIVERSITY OF NC NONE IRC SECTION IMPROVE QUALITY OF PO BOX 2688 501(C)(3) LIFE FOR INDIVIDUALS CHAPEL HILL NC 27514 AND ANIMALS 1,000. NCHJA NONE IRC SECTION IMPROVE QUALITY OF PO BOX 33790 501(C)(3) LIFE FOR INDIVIDUALS RALEIGH, NC 27636 AND ANIMALS 300. ALLIANCE THEATRE NONE IRC SECTION IMPROVE QUALITY OF 501(C)(3) 1280 PEACHTREE STREET NE LIFE FOR INDIVIDUALS ATLANTA, GA 30309 AND ANIMALS 250. ARBORDALE PRESBYTERIAN CHURCH NONE IRC SECTION IMPROVE QUALITY OF PO BOX 2358 LIFE FOR INDIVIDUALS 501(C)(3) BANNER ELK, NC 28604 AND ANIMALS 1.000. Total from continuation sheets

FORM 990-PF INTEREST ON SAVI	NGS A	ND TEM	PORARY C	ASH IN	IVESTMENTS	STATEMENT	1
SOURCE						AMOUNT	
FIDUCIARY TRUST					•	5,	839.
TOTAL TO FORM 990-PF, PART I,	LINE	3, CO	LUMIN A			5,	839.
FORM 990-PF DIVIDEND	S AND	INTER	EST FROM	SECUE	RITIES	STATEMENT	. 2
SOURCE		GROSS	AMOUNT		TAL GAINS	COLUMN (	
FIDUCIARY TRUST SENTINEL INVESTMENTS SMITH BARNEY TOTAL TO FM 990-PF, PART I, LN 4		13,383. 466. 40,644. 28,472. 9,489. 0. 4 63,516. 28,938.		28,472.	. 12,172. . 9,489.		
				28,938.			
FORM 990-PF	AC	COUNTI	NG FEES			STATEMENT	. 3
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INV MENT IN		(C) ADJUSTED NET INCOM		ABLE
SHARRARD, MCGEE & CO., PA	·	1,700.		850.			0.
TO FORM 990-PF, PG 1, LN 16B	-	1,700.		850.			0.
FORM 990-PF	· · · · · ·	TAX	ES			STATEMENT	ւ 4
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INV MENT IN		(C) ADJUSTED NET INCOM		ABLE
PAYROLL TAXES		2,855.	1	,428.		<del></del>	0.
TO FORM 990-PF, PG 1, LN 18		2,855.	1	,428.			0.

FORM 990-PF	OTHER E	XPENSES			STATEMENT	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(C) ADJUSTED NET INCOM		
BANK & BROKER'S FEES POSTAGE & SHIPPING TELEPHONE EXPENSE INSURANCE EXPENSE BUILDING ASSOCIATION EXPENSE INTEREST EXPENSES OFFICE EXPENSE REPAIR & MAINTENANCE	10,386. 991. 989. 1,053. 10,254. 123. 10,072. 1,767.	5, 5,	386. 496. 495. 527. 127. 62. 036. 884.			0.0.0.0.0.0.
TO FORM 990-PF, PG 1, LN 23	35,635.	=======================================	013.			0.
FORM 990-PF	CORPORAT	E STOCK			STATEMENT	6
DESCRIPTION			вос	OK VALUE	FAIR MARKET	
SEE ATTACHED SUMMARY				466,036.	762,30	0.
TOTAL TO FORM 990-PF, PART II	, LINE 10B			466,036.	762,30	0.
FORM 990-PF	CORPORAT	E BONDS			STATEMENT	7
					FAIR MARKET	7
DESCRIPTION			вос	OK VALUE	VALUE	
DESCRIPTION SEE ATTACHED SUMMARY			BO0	100,484.	VALUE 113,00	7.

FORM 990-PF	OTHER	INVESTMENTS		STAT	EMENT 8	
DESCRIPTION		VALUATION METHOD	BOOK VALU		FAIR MARKET VALUE	
SEE ATTACHED SUMMARY		COST	791,5	25.	909,633.	
TOTAL TO FORM 990-PF, PART I	I, LINE 1	- 3 =	791,5	25.	909,633.	
		OFFICERS, DI		STAT	ement 9	
NAME AND ADDRESS		TITLE AND VRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB		
BARBARA I BAKER BEAHN PO BOX 1379 LINVILLE, NC 28646	CH	AIRMAN 1.00	3,000.	0.	0.	
RAYMOND BEAHN PO BOX 1379 LINVILLE, NC 28646	PR	ESIDENTT 1.00	3,000.	0.	0.	
GLADYS BLANCO 15911 NW 14TH ROAD PEMBROKE PINES, FL 33028	SE	CRETARY/TREAS	SURER 11,290.	0.	0.	
PATRICIA A. CORBETT 4613 SELKIRK DRIVE SNELLVILLE, GA 30039	TR	USTEE 1.00	3,000.	0.	0.	
RAYMOND BEAHN, JR. 14924 SW 34TH STREET DAVIE, FL 33331	VI	CE-PRESIDENT 1.00	3,000.	0.	0.	
HALEY BEAHN 100 SW 206 AVE PEMBROKE PINES, FL 30039	TR	USTEE 1.00	3,000.	0.	0.	
TOTALS INCLUDED ON 990-PF, PA	AGE 6, PA	RT VIII	26,290.	0.	0.	

## THE GEORGE T BAKER FOUNDATION INC FYE: 5/31/12 EIN # 59-6151202

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

50 AMAZON.COM INC		<u>SHARES</u>	INVESTMENT	COST <u>BASIS</u>	MARKET <u>VALUE</u>
AMERICAN ELECTRIC POWER CO   16,612   15,404	LINE B - INVESTMENTS - CORPORATE STOCKS				
AMERICAN ELECTRIC POWER CO   16,612   15,404		50	AMAZON.COM INC	8,739	10,646
AMERICAN EXPRESS CRD CORP		400	AMERICAN FLECTRIC POWER CO		
AMERICAN WATER WORKS CO INC ADADRKO PETROLEUM CORP APPLE INC APPLE APPLE INC APPLE APPL APPL		200			
100				*	
50 APPLE INC 4666 28.887 5 BHP LIMITED 2.533 3.077 150 CATEPRILLAR INC 9,051 13,143 120 CHEVRON CORP 9,864 11,797 125 CUMMINS INC 8,421 12,119 75 DU PONT 3,624 3,620 1,555 DUKE ENERGY INC 25,306 34,660 500 EMC CORP 9,423 11,925 1,000 EXXON MOBIL CORPORATION 8,550 78,630 120 FRONTIER COMMUNICATIONS CORP 933 14,91 400 GE CAP CORP 10,168 10,624 20 GOOGLE INC 9,633 11,617 1,800.000 HEALTHCARE REIT INC 9,633 11,617 1,800.000 HEALTHCARE REIT INC 9,633 11,617 1,800.000 HEALTHCARE REIT INC 33,316 55,470 1,800.000 HEALTHCARE REIT INC 13,3316 55,470 1,800.000 HEALTHCARE REIT INC 13,000 HEALTHCARE REIT INC 14,000 HEALTHCARE REIT INC 15,000 HEALT					
50					
150		50			
120		150			
1,550   DU PONT   3,624   3,620   1,550   EMC CORP   9,423   11,925   1,000   EXXON MOBIL CORPORATION   8,550   78,630   120   FRONTIER COMMUNICATIONS CORP   93   3449   400   GE CAP CORP   10,168   10,624   20   GOOGLE INC   9,633   11,617   1,000.00   HEALTHCARE REIT INC   33,316   55,470   1,800.000   HENGAN INTERNATIONAL GROUP   9,596   17,185   400   HYUNDAI MOTOR CO   6,667   11,740   1,740   1,800.000   HENGAN INTERNATIONAL BUSINESS MACHINE   9,187   15,432   160   JP MORGAN   4,668   5,304   400   KRAFT FOODS   11,572   15,308   35   LOUIS VUITTON MOET HENNESSEY   5,634   5,165   150   MEAD JOHNSON NUTRITION CO   6,513   12,111   175   MCDONALDS CORP   9,527   15,635   200   NATIONAL OILWELL VARCO   9,398   13,350   150   NIKE INC   5,097   10,818   75   NOVO-NORDISK AS   7,621   9,975   680   NUANCE COMMUNICATIONS   10,011   14,069   36,000   3		120	CHEVRON CORP	·	
1,550 DUKE ENERGY INC 25,306 34,069 500 EMC CORP 9,423 11,925 EXCON MOBIL CORPORATION 8,550 78,630 120 EXXON MOBIL CORPORATION 8,550 78,630 120 FRONTIER COMMUNICATIONS CORP 933 449 400 GE CAP CORP 10,168 10,624 20 GOOGLE INC 9,633 11,617 1,000,000 HEALTHCARE REIT INC 33,316 55,470 1,800,000 HENGAN INTERNATIONAL GROUP 9,596 17,168 400 HYUNDAI MOTOR CO 6,667 11,740 80 INTERNATIONAL BUSINESS MACHINE 9,187 15,432 10,400 HYUNDAI MOTOR CO 6,667 11,740 1,000 MRAPH 10,000 MRAP		125	CUMMINS INC	8,421	12,119
1,000   EMC CORP   9,423   11,925     1,000   EXXON MOBIL CORPORATION   8,550   76,630     120   FRONTIER COMMUNICATIONS CORP   933   449     400   GE CAP CORP   10,168   10,624     20   GOOGLE INC   9,633   11,617     1,000.000   HEALTHCARE REIT INC   33,316   55,470     1,800.000   HENGAN INTERNATIONAL GROUP   9,596   17,185     400   HYUNDAI MOTOR CO   6,667   11,740     80   INTERNATIONAL BUSINESS MACHINE   9,187   15,432     160   JP MORGAN   4,668   5,304     400   KRAFT FOODS   11,572   15,308     35   LOUIS VUITTON MOET HENNESSEY   5,634   5,165     150   MEAD JOHNSON NUTRITION CO   6,513   12,111     175   MCDONALDS CORP   9,527   15,635     200   NATIONAL OILWELL VARCO   9,398   13,350     150   NIKE INC   5,097   10,818     75   NOVO-NORDISK AS   7,621   9,975     680   NUANCE COMMUNICATIONS   10,011   4,069     800   OCEANBERING INTERNATIONAL INC   16,601   36,976     2,000   ONEOK PARTINERS LP   55,631   109,200     400   ORACLE CORP   7,651   10,588     76   ROCHE HOLDING LTD   4,715   5,876     50   SALES-FORCE-COM INC   7,230   6,931     150   SCHLUMBERGER LTD   10,161   9,488     100   SEADRILL LTD   3,413   3,344     1,000   STRATS TR FOR BELLSOUTH   25,200   25,500     100   VERIZON COMMUNICATIONS   16,170   20,820     101   VINITEO TECHNOLOGIES CORP   6,602   7,411     500   VERIZON COMMUNICATIONS   5,426   6,246     150   VISA   8,542   17,280		75	DU PONT	3,624	3,620
1,000   EXXON MOBIL CORPORATION   3,550   78,630   120   FRONTIER COMMUNICATIONS CORP   933   449   440   GE CAP CORP   10,168   10,624   20   GOOGLE INC   9,633   11,617   1,000.000   HEALTHCARE REIT INC   33,316   55,470   1,800.000   HENGAN INTERNATIONAL GROUP   9,596   17,185   400   HYUNDAI MOTOR CO   6,667   11,740   80   INTERNATIONAL BUSINESS MACHINE   9,187   15,432   160   JP MORGAN   4,668   5,304   400   KRAFT FOODS   11,572   15,308   35   LOUIS VUITTON MOET HENNESSEY   5,634   5,165   150   MEAD JOHNSON NUTRITION CO   6,513   12,111   175   MCDONALDS CORP   9,527   15,635   150   NIKE INC   5,097   10,818   150   NIKE INC   5,097   10,818   150   NIKE INC   5,097   10,818   150   NIWALE COMMUNICATIONS   10,011   14,069   200   ONEOK PARTNERS LP   55,631   109,200   OROKE		1,550	DUKE ENERGY INC	25,306	34,069
120			EMC CORP	9,423	11,925
400   GE CAP CORP   10,168   10,624   20   GOOGLE INC   9,633   11,617   1,000.000   HEALTHCARE REIT INC   33,316   55,470   1,800.000   HENGAN INTERNATIONAL GROUP   9,596   17,185   400   HYUNDAI MOTOR CO   6,667   11,740   1					78,630
COOGLE INC   9,633   11,617     1,000.000   HEALTHCARE REIT INC   33,316   55,470     1,800.000   HEALTHCARE REIT INC   33,316   55,470     1,800.000   HEALTHCARE REIT INC   33,316   55,470     1,800.000   HEALTHCARE REIT INC   9,596   17,185     100   HYUNDAI MOTOR CO   6,667   11,740     1,000   HYUNDAI MOTOR CO   6,667   11,740     1,000   HORGAN   4,668   5,304     400   KRAFT FOODS   11,572   15,308     35   LOUIS VUITTON MOET HENNESSEY   5,634   5,165     150   MEAD JOHNSON NUTRITION CO   6,513   12,111     175   MCDONALDS CORP   9,527   15,635     200   NATIONAL OILWELL VARCO   9,398   13,350     150   NIKE INC   5,097   10,818     75   NOVO-NORDISK AS   7,621   9,975     680   NUANCE COMMUNICATIONS   10,011   14,069     800   OCEANEERING INTERNATIONAL INC   16,601   36,976     2,000   ONEOK PARTNERS LP   55,631   109,200     400   ORACLE CORP   7,651   10,588     170   PEPSICO INC   10,777   11,535     150   SCHLUMBERGER LTD   10,161   9,488     150   SCHLUMBERGER LTD   10,161   9,488     150   SCHLUMBERGER LTD   3,413   3,344     1,000   STRATS TR FOR BELLSOUTH   25,200   25,500     125   TERADATA CORP   5,646   8,310     140   THERMO FISHER SCIENTIFIC   6,637   10,096     100   UNITED TECHNOLOGIES CORP   6,802   7,411     VERIZON COMMUNICATIONS   16,170   20,820     150   VERIZON COMMUNICATIONS   16,170   20,820     17,280   17,280   17,280     17,280   17,280   17,280   17,280     17,280   17,280   17,280   17,280     17,280   17,280   17,280   17,280   17,280   17,280   17,280   17,280   17,280   17,280   17,280   17,280   17,280   17,280   17,280					
1,000.000   HEALTHCARE REIT INC   33,316   55,470   1,800.000   HENGAN INTERNATIONAL GROUP   9,596   17,185   1,800.001   HENGAN INTERNATIONAL GROUP   9,596   17,185   1,800.001   1,80					The second secon
1,800.000   HENGAN INTERNATIONAL GROUP   9,596   17,185					
HYUNDAI MOTOR CO					
80   INTERNATIONAL BUSINESS MACHINE   9,187   15,432   160   JP MORGAN   4,668   5,304   400   KRAFT FOODS   11,572   15,308   35   LOUIS VUITTON MOET HENNESSEY   5,634   5,165   150   MEAD JOHNSON NUTRITION CO   6,513   12,111   175   MCDONALDS CORP   9,527   15,635   200   NATIONAL OILWELL VARCO   9,398   13,350   NIKE INC   5,097   10,818   75   NOVO-NORDISK AS   7,621   9,975   1680   NUANCE COMMUNICATIONS   10,011   14,069   800   OCEANEERING INTERNATIONAL INC   16,601   36,976   2,000   ONEOK PARTNERS LP   55,631   109,200   400   ORACLE CORP   7,651   10,588   170   PEPSICO INC   10,777   11,535   150   ROCHE HOLDING LTD   4,715   5,876   50   SALESFORCE.COM INC   7,230   6,931   150   SCHLUMBERGER LTD   10,161   9,488   100   SEADRILL LTD   3,413   3,344   1,000   STRATS TR FOR BELLSOUTH   25,200   25,500   125   TERADATA CORP   5,646   8,310   200   THERMO FISHER SCIENTIFIC   6,637   10,096   100   UNITED TECHNOLOGIES CORP   6,802   7,411   500   VERIZON COMMUNICATIONS   16,170   20,820   150   VERIZON COMMUNICATIONS   16,170   20,820   150   VERIZON COMMUNICATIONS   5,420   6,246   150   VISA   8,542   17,280   150   VISA   1					
160					
400 KRAFT FOODS 11,572 15,308 35 LOUIS VUITTON MOET HENNESSEY 5,634 5,165 150 MEAD JOHNSON NUTRITION CO 6,513 12,111 175 MCDONALDS CORP 9,527 15,635 200 NATIONAL OILWELL VARCO 9,398 13,350 150 NIKE INC 5,097 10,818 75 NOVO-NORDISK AS 7,621 9,975 680 NUANCE COMMUNICATIONS 10,011 14,069 800 OCEANEERING INTERNATIONAL INC 16,601 36,976 2,000 ONEOK PARTNERS LP 55,631 109,200 400 ORACLE CORP 7,651 10,588 170 PEPSICO INC 10,777 11,535 150 ROCHE HOLDING LTD 4,715 5,876 50 SALESFORCE.COM INC 7,230 6,931 150 SCHLUMBERGER LTD 10,161 9,488 100 SEADRILL LTD 3,413 3,344 1,000 STRATS TR FOR BELLSOUTH 25,200 25,500 125 TERADATA CORP 5,646 8,310 200 THERMO FISHER SCIENTIFIC 6,637 10,096 100 UNITED TECHNOLOGIES CORP 6,802 7,411 500 VERIZON COMMUNICATIONS 16,170 20,820 150 VERIZON COMMUNICATIONS 5,420 6,246 150 VERIZON COMMUNICATIONS 5,420 6,246					
35   LOUIS VUITTON MOET HENNESSEY   5,634   5,165     150   MEAD JOHNSON NUTRITION CO   6,513   12,111     175   MCDONALDS CORP   9,527   15,635     200   NATIONAL OILWELL VARCO   9,398   13,350     150   NIKE INC   5,097   10,818     75   NOVO-NORDISK AS   7,621   9,975     680   NUANCE COMMUNICATIONS   10,011   14,069     800   OCEANEERING INTERNATIONAL INC   16,601   36,976     2,000   ONEOK PARTNERS LP   55,631   109,200     400   ORACLE CORP   7,651   10,588     170   PEPSICO INC   10,777   11,535     150   ROCHE HOLDING LTD   4,715   5,876     50   SALESFORCE. COM INC   7,230   6,931     150   SCHLUMBERGER LTD   10,161   9,488     100   SEADRILL LTD   3,413   3,344     1,000   STRATS TR FOR BELLSOUTH   25,200   25,500     125   TERADATA CORP   5,646   8,310     100   VIRATS TR FOR BELLSOUTH   25,200   25,500     125   TERADATA CORP   5,646   8,310     100   UNITED TECHNOLOGIES CORP   6,802   7,411     500   VERIZON COMMUNICATIONS   16,170   20,820     150   VERIZON COMMUNICATIONS   5,420   6,246     150   VISA   8,542   17,280					
150 MEAD JOHNSON NUTRITION CO 6,513 12,111 175 MCDONALDS CORP 9,527 15,635 200 NATIONAL OILWELL VARCO 9,398 13,350 150 NIKE INC 5,097 10,818 75 NOVO-NORDISK AS 7,621 9,975 680 NUANCE COMMUNICATIONS 10,011 14,069 800 OCEANEERING INTERNATIONAL INC 16,601 36,976 2,000 ONEOK PARTNERS LP 55,631 109,200 400 ORACLE CORP 7,651 10,588 170 PEPSICO INC 10,777 11,535 150 ROCHE HOLDING LTD 4,715 5,876 50 SALESFORCE COM INC 7,230 6,931 150 SCHLUMBEGER LTD 10,161 9,488 100 SEADRILL LTD 3,413 3,344 1,000 STRATS TR FOR BELLSOUTH 25,200 25,500 125 TERADATA CORP 5,646 8,310 200 THERMO FISHER SCIENTIFIC 6,637 10,096 100 UNITED TECHNOLOGIES CORP 6,802 7,411 5500 VERIZON COMMUNICATIONS 16,170 20,820 150 VERIZON COMMUNICATIONS 5,420 6,246 150 VISA 8,542 17,280					
175 MCDONALDS CORP 9,527 15,635 200 NATIONAL OILWELL VARCO 9,398 13,350 150 NIKE INC 5,097 10,818 75 NOVO-NORDISK AS 7,621 9,975 680 NUANCE COMMUNICATIONS 10,011 14,069 800 OCEANEERING INTERNATIONAL INC 16,601 36,976 2,000 ONEOK PARTNERS LP 55,631 109,200 400 ORACLE CORP 7,651 10,588 170 PEPSICO INC 10,777 11,535 150 ROCHE HOLDING LTD 4,715 5,876 50 SALESFORCE.COM INC 7,230 6,931 150 SCHLUMBERGER LTD 10,161 9,488 100 SEADRILL LTD 3,413 3,344 1,000 STRATS TR FOR BELLSOUTH 25,200 25,500 125 TERADATA CORP 5,646 8,310 200 THERMO FISHER SCIENTIFIC 6,637 10,096 100 UNITED TECHNOLOGIES CORP 6,802 7,411 500 VERIZON COMMUNICATIONS 16,170 20,820 150 VERIZON COMMUNICATIONS 5,420 6,246 150 VISA 8,542 17,280					
200 NATIONAL OILWELL VARCO   9,398   13,350   150 NIKE INC   5,097   10,818   75 NOVO-NORDISK AS   7,621   9,975   680 NUANCE COMMUNICATIONS   10,011   14,069   800 OCEANEERING INTERNATIONAL INC   16,601   36,976   2,000 ONEOK PARTNERS LP   55,631   109,200   400 ORACLE CORP   7,651   10,588   170 PEPSICO INC   10,777   11,535   150 ROCHE HOLDING LTD   4,715   5,876   50 SALESFORCE.COM INC   7,230   6,931   150 SCHLUMBERGER LTD   10,161   9,488   100 SEADRILL LTD   3,413   3,344   1,000 STRATS TR FOR BELLSOUTH   25,200   25,500   125 TERADATA CORP   5,646   8,310   200 THERMO FISHER SCIENTIFIC   6,637   10,096   100 UNITED TECHNOLOGIES CORP   6,802   7,411   500 VERIZON COMMUNICATIONS   16,170   20,820   150 VERIZON COMMUNICATIONS   5,420   6,246   150 VISA   8,542   17,280   17,280   17,280   150 VERIZON COMMUNICATIONS   5,420   6,246   150 VISA   8,542   17,280   17,280   17,280   17,280   150 VERIZON COMMUNICATIONS   5,420   6,246   150 VISA   8,542   17,280   17,2					
150 NIKE INC 75 NOVO-NORDISK AS 76 NOVO-NORDISK AS 7621 9,975 680 NUANCE COMMUNICATIONS 800 OCEANEERING INTERNATIONAL INC 2,000 ONEOK PARTNERS LP 55,631 109,200 400 ORACLE CORP 7,651 10,588 170 PEPSICO INC 10,777 11,535 150 ROCHE HOLDING LTD 4,715 5,876 50 SALESFORCE.COM INC 7,230 6,931 150 SCHLUMBERGER LTD 10,161 9,488 100 SEADRILL LTD 3,413 3,344 1,000 STRATS TR FOR BELLSOUTH 25,200 25,500 125 TERADATA CORP 100 UNITED TECHNOLOGIES CORP 100 VERIZON COMMUNICATIONS 16,170 20,820 150 VERIZON COMMUNICATIONS 5,420 6,246 150 VISA 8,542 17,280					
75 NOVO-NORDISK AS 7,621 9,975 680 NUANCE COMMUNICATIONS 10,011 14,069 800 OCEANEERING INTERNATIONAL INC 16,601 36,976 2,000 ONEOK PARTNERS LP 55,631 109,200 400 ORACLE CORP 7,651 10,588 170 PEPSICO INC 10,777 11,535 150 ROCHE HOLDING LTD 4,715 5,876 50 SALESFORCE.COM INC 7,230 6,931 150 SCHLUMBERGER LTD 10,161 9,488 100 SEADRILL LTD 3,413 3,344 1,000 STRATS TR FOR BELLSOUTH 25,200 25,500 125 TERADATA CORP 5,646 8,310 200 THERMO FISHER SCIENTIFIC 6,637 10,096 100 UNITED TECHNOLOGIES CORP 6,802 7,411 500 VERIZON COMMUNICATIONS 16,170 20,820 150 VERIZON COMMUNICATIONS 5,420 6,246 150 VISA 8,542 17,280					
680       NUANCE COMMUNICATIONS       10,011       14,069         800       OCEANEERING INTERNATIONAL INC       16,601       36,976         2,000       ONEOK PARTNERS LP       55,631       109,200         400       ORACLE CORP       7,651       10,588         170       PEPSICO INC       10,777       11,535         150       ROCHE HOLDING LTD       4,715       5,876         50       SALESFORCE.COM INC       7,230       6,931         150       SCHLUMBERGER LTD       10,161       9,488         100       SEADRILL LTD       3,413       3,344         1,000       STRATS TR FOR BELLSOUTH       25,200       25,500         125       TERADATA CORP       5,646       8,310         200       THERMO FISHER SCIENTIFIC       6,637       10,096         100       UNITED TECHNOLOGIES CORP       6,802       7,411         500       VERIZON COMMUNICATIONS       16,170       20,820         150       VERIZON COMMUNICATIONS       5,420       6,246         150       VISA       8,542       17,280					
800       OCEANEERING INTERNATIONAL INC       16,601       36,976         2,000       ONEOK PARTNERS LP       55,631       109,200         400       ORACLE CORP       7,651       10,588         170       PEPSICO INC       10,777       11,535         150       ROCHE HOLDING LTD       4,715       5,876         50       SALESFORCE.COM INC       7,230       6,931         150       SCHLUMBERGER LTD       10,161       9,488         100       SEADRILL LTD       3,413       3,344         1,000       STRATS TR FOR BELLSOUTH       25,200       25,500         125       TERADATA CORP       5,646       8,310         200       THERMO FISHER SCIENTIFIC       6,637       10,096         100       UNITED TECHNOLOGIES CORP       6,802       7,411         500       VERIZON COMMUNICATIONS       16,170       20,820         150       VERIZON COMMUNICATIONS       5,420       6,246         150       VISA       8,542       17,280					
2,000       ONEOK PARTNERS LP       55,631       109,200         400       ORACLE CORP       7,651       10,588         170       PEPSICO INC       10,777       11,535         150       ROCHE HOLDING LTD       4,715       5,876         50       SALESFORCE.COM INC       7,230       6,931         150       SCHLUMBERGER LTD       10,161       9,488         100       SEADRILL LTD       3,413       3,344         1,000       STRATS TR FOR BELLSOUTH       25,200       25,500         125       TERADATA CORP       5,646       8,310         200       THERMO FISHER SCIENTIFIC       6,637       10,096         100       UNITED TECHNOLOGIES CORP       6,802       7,411         500       VERIZON COMMUNICATIONS       16,170       20,820         150       VERIZON COMMUNICATIONS       5,420       6,246         150       VISA       8,542       17,280					
400       ORACLE CORP       7,651       10,588         170       PEPSICO INC       10,777       11,535         150       ROCHE HOLDING LTD       4,715       5,876         50       SALESFORCE.COM INC       7,230       6,931         150       SCHLUMBERGER LTD       10,161       9,488         100       SEADRILL LTD       3,413       3,344         1,000       STRATS TR FOR BELLSOUTH       25,200       25,500         125       TERADATA CORP       5,646       8,310         200       THERMO FISHER SCIENTIFIC       6,637       10,096         100       UNITED TECHNOLOGIES CORP       6,802       7,411         500       VERIZON COMMUNICATIONS       16,170       20,820         150       VERIZON COMMUNICATIONS       5,420       6,246         150       VISA       8,542       17,280					
170 PEPSICO INC 10,777 11,535 150 ROCHE HOLDING LTD 4,715 5,876 50 SALESFORCE.COM INC 7,230 6,931 150 SCHLUMBERGER LTD 10,161 9,488 100 SEADRILL LTD 3,413 3,344 1,000 STRATS TR FOR BELLSOUTH 25,200 25,500 125 TERADATA CORP 5,646 8,310 200 THERMO FISHER SCIENTIFIC 6,637 10,096 100 UNITED TECHNOLOGIES CORP 6,802 7,411 500 VERIZON COMMUNICATIONS 16,170 20,820 150 VERIZON COMMUNICATIONS 5,420 6,246 150 VISA 8,542 17,280		•			
150       ROCHE HOLDING LTD       4,715       5,876         50       SALESFORCE.COM INC       7,230       6,931         150       SCHLUMBERGER LTD       10,161       9,488         100       SEADRILL LTD       3,413       3,344         1,000       STRATS TR FOR BELLSOUTH       25,200       25,500         125       TERADATA CORP       5,646       8,310         200       THERMO FISHER SCIENTIFIC       6,637       10,096         100       UNITED TECHNOLOGIES CORP       6,802       7,411         500       VERIZON COMMUNICATIONS       16,170       20,820         150       VERIZON COMMUNICATIONS       5,420       6,246         150       VISA       8,542       17,280	,				
50       SALESFORCE.COM INC       7,230       6,931         150       SCHLUMBERGER LTD       10,161       9,488         100       SEADRILL LTD       3,413       3,344         1,000       STRATS TR FOR BELLSOUTH       25,200       25,500         125       TERADATA CORP       5,646       8,310         200       THERMO FISHER SCIENTIFIC       6,637       10,096         100       UNITED TECHNOLOGIES CORP       6,802       7,411         500       VERIZON COMMUNICATIONS       16,170       20,820         150       VERIZON COMMUNICATIONS       5,420       6,246         150       VISA       8,542       17,280					
150       SCHLUMBERGER LTD       10,161       9,488         100       SEADRILL LTD       3,413       3,344         1,000       STRATS TR FOR BELLSOUTH       25,200       25,500         125       TERADATA CORP       5,646       8,310         200       THERMO FISHER SCIENTIFIC       6,637       10,096         100       UNITED TECHNOLOGIES CORP       6,802       7,411         500       VERIZON COMMUNICATIONS       16,170       20,820         150       VERIZON COMMUNICATIONS       5,420       6,246         150       VISA       8,542       17,280					
100       SEADRILL LTD       3,413       3,344         1,000       STRATS TR FOR BELLSOUTH       25,200       25,500         125       TERADATA CORP       5,646       8,310         200       THERMO FISHER SCIENTIFIC       6,637       10,096         100       UNITED TECHNOLOGIES CORP       6,802       7,411         500       VERIZON COMMUNICATIONS       16,170       20,820         150       VERIZON COMMUNICATIONS       5,420       6,246         150       VISA       8,542       17,280					
1,000       STRATS TR FOR BELLSOUTH       25,200       25,500         125       TERADATA CORP       5,646       8,310         200       THERMO FISHER SCIENTIFIC       6,637       10,096         100       UNITED TECHNOLOGIES CORP       6,802       7,411         500       VERIZON COMMUNICATIONS       16,170       20,820         150       VERIZON COMMUNICATIONS       5,420       6,246         150       VISA       8,542       17,280					
125       TERADATA CORP       5,646       8,310         200       THERMO FISHER SCIENTIFIC       6,637       10,096         100       UNITED TECHNOLOGIES CORP       6,802       7,411         500       VERIZON COMMUNICATIONS       16,170       20,820         150       VERIZON COMMUNICATIONS       5,420       6,246         150       VISA       8,542       17,280					
200       THERMO FISHER SCIENTIFIC       6,637       10,096         100       UNITED TECHNOLOGIES CORP       6,802       7,411         500       VERIZON COMMUNICATIONS       16,170       20,820         150       VERIZON COMMUNICATIONS       5,420       6,246         150       VISA       8,542       17,280					
100       UNITED TECHNOLOGIES CORP       6,802       7,411         500       VERIZON COMMUNICATIONS       16,170       20,820         150       VERIZON COMMUNICATIONS       5,420       6,246         150       VISA       8,542       17,280					
500       VERIZON COMMUNICATIONS       16,170       20,820         150       VERIZON COMMUNICATIONS       5,420       6,246         150       VISA       8,542       17,280					
150       VERIZON COMMUNICATIONS       5,420       6,246         150       VISA       8,542       17,280					
150 VISA <u>8,542</u> 17,280					
<del></del>			VISA		
				466,036	762,300

THE GEORGE T. BAKER FOUNDATION INC FYE: 5/31/12 EIN # 59-6151202

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

	<u>SHARES</u>	INVESTMENT	COST <u>BASIS</u>	MARKET <u>VALUE</u>
LINE B - INVESTMENTS - CORPORATE BONDS				
	25,000	AFLAC INC SR	26,000	33,127
	25,000	AMERICAN EXPRESS CRD CORP	24,971	26,967
	50,000	WALT DISNEY COMPANY	49,513	52,913
			100,484	113,007
LINE 13 - INVESTMENTS - OTHERS				
	570	EATON VANCE SMALL CAP	5,941	7,763
	9595.59	FRANK LTD MATURITY	100,470	99,314
	5070.90	FRANKLIN US GOV'T	34,837	35,141
	41831.94	SENTINEL BALANCED FUND	598,308	705,287
	100	SPDR GOLD TRUST	6,506	15,162
	822.220	TEMPLETON EMERGING MKT	6,644	7,836
	2,799.420	TEMPLETON INCOME	33,020	34,377
	125.000	VANGUARD EMERGING MARKETS	5,800	4,753
			791,525	909,633
		Grand Total	1,358,045	1,784,940