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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
Dexter F and Dorothy H Foundation

A Employer identification number
23-2453230

Number and street (or P O box number if mail is not delivered to street address) Room/suite
3440 Lehigh Street Box 290

B Telephone number (see instructions)

City or town, state, and ZIP code
Allentown, PA 18103

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☑ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 16,978,703

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(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				
	4	Dividends and interest from securities	377,952	377,952		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,728,788			
	b	Gross sales price for all assets on line 6a 3,142,583				
	7	Capital gain net income (from Part IV, line 2)		1,728,788		
	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)	2,166	2,166		
	12	**Total.** Add lines 1 through 11	2,108,906	2,108,906		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	26,274			26,274
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	11,115			11,115
	c	Other professional fees (attach schedule)	20,000	20,000		
	17	Interest	66	66		
	18	Taxes (attach schedule) (see instructions)	5,464	5,464		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	838			838
	22	Printing and publications				
	23	Other expenses (attach schedule)	33,000	930		32,070
	24	**Total operating and administrative expenses.** Add lines 13 through 23	96,757	26,460		70,297
	25	Contributions, gifts, grants paid	783,375			783,375
	26	**Total expenses and disbursements.** Add lines 24 and 25	880,132	26,460		853,672
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,228,774			
	b	**Net investment income** (if negative, enter -0-)		2,082,446		
	c	**Adjusted net income** (if negative, enter -0-)			0	

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	346,873	-27,884	-27,884
	2	Savings and temporary cash investments			
	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)			
	b	Investments—corporate stock (attach schedule)	2,444,068	4,069,961	6,359,222
	c	Investments—corporate bonds (attach schedule)	14	0	
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	9,331,672	9,307,652	10,647,365
	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)	12,122,627	13,349,729	16,978,703
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	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	12,122,627	13,349,729	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	12,122,627	13,349,729	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	12,122,627	13,349,729	

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	12,122,627
2	Enter amount from Part I, line 27a	2	1,228,774
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,351,401
5	Decreases not included in line 2 (itemize) ▶	5	1,672
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,349,729

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	1,728,788
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	-15,952

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))
2011	812,289	17,479,422	0 046471
2010	756,778	16,582,784	0 045636
2009	972,522	15,681,914	0 062016
2008	835,221	18,986,322	0 043991
2007	706,769	20,576,782	0 034348

2	**Total** of line 1, column (d).	2	0 232462
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 046492
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	16,866,029
5	Multiply line 4 by line 3.	5	784,135
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	20,824
7	Add lines 5 and 6.	7	804,959
8	Enter qualifying distributions from Part XII, line 4.	8	853,672

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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	20,824
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	20,824
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	20,824
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,500		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	18,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	25,500
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	4,676
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 4,676	**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 instructions) ▶ PA			
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *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 instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶Dorothy H Baker Chairperson Telephone no ▶(610) 553-0837

Located at ▶3440 Lehigh Street Box 290 Allentown PA ZIP +4 ▶18103

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 |

16	At any time during calendar year 2012, 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 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 instructions)	2b		No
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 2012 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 2012.)*	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 2012?	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 instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	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 instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation

Total number of others receiving over $50,000 for professional services. . . . . ▶	

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N A	0
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N A	0
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 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	16,981,022
b	Average of monthly cash balances	1b	141,850
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	17,122,872
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	0
3	Subtract line 2 from line 1d	3	17,122,872
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	256,843
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,866,029
6	**Minimum investment return.** Enter 5% of line 5	6	843,301

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	843,301
2a	Tax on investment income for 2012 from Part VI, line 5	2a	20,824		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	20,824
3	Distributable amount before adjustments Subtract line 2c from line 1			3	822,477
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	822,477
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	822,477

Part XII Qualifying Distributions (see 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	853,672
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	853,672
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	20,824
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	832,848

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				822,477
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			839,104	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 853,672				
a Applied to 2011, but not more than line 2a			839,104	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				14,568
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				807,909
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
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 instructions.)**

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

Ellen Baker Ghelardi
3340 Lehigh Street
Allentown, PA 18103
(610) 533-2837
baker1ebbaol com

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

2a Ellen Baker Ghelardi at baker1ebb@aol com 2b Contact E Ghelardi at baker1ebb@aol com before applicants are given access to our guidelines and Microedge URL 2c Speak with Ellen Baker Ghelardi OR a Baker Foundation regional trustee 1st Then after given URL access the deadlines are 3/15 annually for stage 1 letter of intent, and 7/15 invitation to complete stage 2

c Any submission deadlines

Annual-315Invited-715

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

2d Before contacting us an applicant should have filed at least 1 IRS 990, conduct programming in Arts and Culture, Entrepreneurship, Social Service Initiatives, or Youth Development Primarily, we fund regionally where the trustees reside in CA, PA, SC,TX and Southwest FL

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 Additional Data Table				
Total . . . . ▶ **3a**				783,375
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				1,461,500

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 instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4 Dividends and interest from securities	900001	377,952	14		
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	523000	2,166	18		
8 Gain or (loss) from sales of assets other than inventory	523000	1,728,788	18		
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		2,108,906			

13 Total. Add line 12, columns (b), (d), and (e) 13 2,108,906

(See worksheet in line 13 instructions 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 foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
4	For funding charitable contributions
7	For funding charitable contributions
8	For funding charitable contributions

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

****** 2013-09-12 ******

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed	PTIN
Michael J Gallagher CPA	Michael J Gallagher CPA	2013-09-12	☑	P00844957

Firm's name ▶ MICHAEL J GALLAGHER CPA

Firm's EIN ▶

Firm's address ▶ 2321 Fox Meadow Drive Allentown, PA 18104

Phone no (484) 553-4111

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)
Air Products and Chemicals Inc	P	1998-06-30	2012-10-15
Mutual Funds - capital gain distrib	P	1998-06-15	2012-12-31
Matthews India Fund	P	2012-03-09	2012-08-03
Templeton China World D fund	P	2012-03-09	2012-08-03
FNMA GTD MTG Pass Thru - CTFS Pool	P	2001-10-15	2012-11-26
Harbor Capital Appre Ciation Fund	P	2009-06-10	2012-08-03
PIMCO Total Return Fnd Institutiona	P	2010-06-18	2012-12-12
Templeton Global Bond Fund - Adviso	P	2010-03-02	2012-12-12

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)
1,880,487		255,769	1,624,718
90,136			90,136
77,205		85,000	-7,795
76,843		85,000	-8,157
12		12	
47,975		31,774	16,201
669,925		668,896	1,029
300,000		287,344	12,656

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	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
Dexter F Baker - died 11-1-2012 3440 Lehigh Street Box 290 Allentown, PA 18103	Trustee - Chairman 5 00	0	0	0
Dorothy H Baker 3440 Lehigh Street Box 290 Allentown, PA 18103	Trustee - Chairperson 3 00	0	0	0
Ellen Baker Ghelardi 3440 Lehigh Street Box 290 Allentown, PA 18103	Trustee - Extcutive Director 20 00	26,274	0	0
Susan B Royal 3440 Lehigh Box 290 Allentown, PA 18103	Trustee 3 00	0	0	0
Leslie Baker Boris 3440 Lehigh Street Box 290 Allentown, PA 18103	Trustee 3 00	0	0	0
Carolyn Baker 3440 Lehigh Steet Box 290 Allentown, PA 18103	Trustee 3 00	0	0	0

Form 990PF Part XV Line 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*				
1st Presbyterian Church 9751 Bonita Beach Road Bonita Springs, FL 34135	none	501c3	YouthMusic	5,000
Boys and Girls Club-Collier Ct 7500 Davis Boulvard Naples, FL 34104	none	501 c3	Youth	1,000
Minsi TrailCouncil Boys Scouts 991 Portal Road Allentown, PA 18109	none	501 c3	Youth -Award	500
Lehigh Valley Childrens Center 1501 Lehigh Street Allentown, PA 18103	none	501c3	Summer Instruction-2013	6,000
MD Anderson Cancer Cener 1515 Holcombe Blvd Houston, TX 77030	none	501 c3	Bladder Cancer Research	100,000
Lehigh University 203 E Packer Avenue Allentown, PA 18105	none	501c3	Baker Institute Support	125,000
Lehigh University 203 E Packer Avenue Allentown, PA 18105	none	501c3	Baker Creativity Professor	50,000
Lehigh University 203 E Packer Avenue Allentown, PA 18105	none	501c3	Baker Scholars -2013	21,000
Lehigh University 203 E Packer Avenue Bethlehem, PA 18015	none	501c3	Zoellner Guest Artists	5,000
LehighUniversity 203 E Packer Avenue Bethlehem, PA 18015	none	501c3	Baker Institue-Spring Semester	125,000
Muhlenberg College 2400 Chew Street Allentown, PA 18104	none	501c3	Baker Artists - 2013	30,000
Muhlenberg College 2400 Chew Street Allentown, PA 18104	none	501c3	Baker Scholars - 2013	33,000
Syracuse University Sky Top Office Building Syracuse, NY 13244	none	501c3	Baker Scholars	5,500
Syracuse University Skytop Office Building Syracuse, NY 13244	3	501c	Baker Artsts -2013	25,000
Cradle of Liberty Boy School 1485 Valley Forge Road Wayne, PA 19087	none	501c3	Scout Leadership	15,000

Form 990PF Part XV Line 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*				
Boys and Girls Club-Collier Cy P O Box 20624 Naples, FL 34101	none	501c3	Stem Instruction - 2013	25,000
Koresh Dance Company 2002 Rittenhouse Square Philadelphia, PA 19103	none	501c3	I school Dance Education	10,000
Boys and Girls Club-Collier Ct PO Box 8896 Naples, FL 34101	none	501c3	Performing Arts Instruction	25,000
New Horizions of S Flordia PO Box 111833 Naples, FL 34101	none	501c3	Super Kids - 2013	10,000
Cafe of Life PO Box 367794 Bonita Springs, FL 34136	none	501c3	Operations -2013	5,000
Baum School of Art 501 Linden Street Allentown, PA 18101	none	501c3	Fashion Dsign Program	3,500
Bach Choir of Bethlehem 440 Hechewelder Place Bethlehem, PA 18106	none	501c3	School Outreach Program	15,000
Community Music School 23 n 6th Street Allentown, PA 18101	none	501c3	Baker Scholarships	10,000
Lafayette College 702 High Street Easton, PA 18042	none	501c3	Guest Dance Series	8,000
Repertory Dance Theatre 1402 Linden Street Allentown, PA 18102	none	505c3	TIP and Outreach	5,000
SATORI 2985 Fairfield Drive North Allentown, PA 18102	none	501c3	Outreach Performances	4,000
WDIY - Public Radio 301 Broadway Bethlehem, PA 18105	none	501c3	Arts and Teen Radio	4,000
CADGA -Division of CACLV 1337 E 5th Street Bethlehem, PA 18105	none	501c3	Business Workshop	10,000
Presbyterian Homes Inc Trinity Drive East Dillsburg, PA 17019	none	501c3	Alzheimer Education	2,375
United Way of the Lehigh Valle 1110 American Parkway NE Allentown, PA 18109	none	501c3	Good Shepard Pediatrics	15,000

Form 990PF Part XV Line 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*				
United Way of Lehigh Valley 1110 American Parkway Allentown, PA 18109	none	501c3	2nd Harvest- Produce	10,000
United Way of Lehigh Valley 1110 American Parkway Allentown, PA 18109	none	501c3	Boys and Girls Club of Allentown -Youth Education	7,000
Good Sheperd Penn Partners 100 Lombard Street Philadelphia, PA 19146	none	501c3	Outrach	5,000
Lehigh University 203 E Pcker Avenue Bethlehem, PA 18015	none	501c3	Baker Creativity Professor	50,000
CACLV 1337 E 5th Street Allentown, PA 18105	none	501c3	6th Street Shelter	12,500
Total . . . . ▶ **3a**				783,375

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
b *Approved for future payment*				
BGCC7500 Davis Blvd Naples, FL 34104	none	501c3	Scholars - 2013	2,000
Big Thought1409 S Lamar Dallas, TX 75215	none	501 c3	Summer Education	30,000
Bonita Springs YMCA27200 Kent road Bonita Springs, FL 34135	none	501c3	Operations	100,000
Lehigh Valley Arts Council840 Hamilton Street Suite 201 Allentown, PA 18101	none	501c3	Seminar	6,000
Lehigh Co Council of Churches534 Chew Street Allentown, PA 18106	none	501c3	Veterans job Support	8,000
Lehigh University203 E Packer Avenue Allentown, PA 18105	none	501c3	Baker Institute Support	500,000
Lehigh University203 E Packer Avenue Allentown, PA 18105	none	501 c3	Baker Creativity Professor - Fall	400,000
Lehigh Valley Childrens Center1501 Leh St Suite 208 Allentown, PA 18103	none	501c3	Summer Operations	6,000
Cradle of Liberty Boys Scouts1485 Valley Forge Road Wayne, PA 19087	none	501c3	Operations	30,000
MD Anderson Cancer Center27 Memoral Drive West Houston, TX 77030	none	501c3	Bladder Cancer Research	100,000
Meals on Wheels4234 Dorney Park Road Allentown, PA 18104	none	501c3	Operations	10,000
Minsi Trail Council Boy Scouts991 Portal Road Allentown, PA 18109	none	501c3	Scout Outreach	15,000
Minsi Trail Boy Scout991 Portal Road Allentown, PA 18109	none	501c3	Camperships	15,000
Muhlenberg College2400 Chew Street Allentown, PA 18104	none	501c3	Summer Theatre-2013	5,000
Muhlenberg College2400 Chew Street Allentown, PA 18104	none	501c3	Baker Artists -2013	15,000
Parlando School of Arts2590 Walnut Street Boulder, CO 80301	none	501c	Operations	2,500
Pennsylvina Sinfonia1550 Hamilton Street Allentown, PA 18104	none	501c3	Operations	5,000
Syracuse UniversitySky Top Office Building Syracuse, NY 13244	none	501c3	Baker Artists	75,000
Lehigh University203 E Parker Avenue Bethlehem, PA 18015	none	501c3	Baker Scholars	18,000
Muhlenberg College2400 Chew Street Allentown, PA 18104	none	501c3	Baker Scholars	99,000
Syracuse UniversitySkytop Office Building Syracuse, NY 13244	none	501c3	Baker Scholars	15,000
1st Pres Church of Bonita Spr9751 Bonita Beach Rd Bonita Springs, FL 34135	none	501c3	Music Scholarships	5,000
Total . . . . ▶ **3b**				1,461,500

TY 2012 Accounting Fees Schedule

Name: Dexter F and Dorothy H Foundation

EIN: 23-2453230

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting	11,115	0	0	11,115

TY 2012 Compensation Explanation

Name: Dexter F and Dorothy H Foundation

EIN: 23-2453230

Person Name	Explanation
Ellen Baker Ghelardi	Compensation paid on an hourly basis as approved by the board

TY 2012 Investments Corporate Bonds Schedule

Name: Dexter F and Dorothy H Foundation

EIN: 23-2453230

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Bonds	0	0

TY 2012 Investments Corporate Stock Schedule

Name: Dexter F and Dorothy H Foundation

EIN: 23-2453230

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Air Products and Chemicals	4,069,961	6,359,222

TY 2012 Investments - Other Schedule

Name: Dexter F and Dorothy H Foundation

EIN: 23-2453230

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Bay Resourses		1,715,214	2,628,251
Exchange Traded		390,189	433,277
Mutual Funds		7,002,249	7,304,378
Radcliff Internat9l Ultra St Fund		200,000	281,459

TY 2012 Other Decreases Schedule

Name: Dexter F and Dorothy H Foundation

EIN: 23-2453230

Description	Amount
Federal excise tax	1,672

TY 2012 Other Expenses Schedule

Name: Dexter F and Dorothy H Foundation

EIN: 23-2453230

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bookkeeping	930	930	0	0
Dues	1,225	0	0	1,225
Administrative expenses	7,089	0	0	7,089
Insurance	1,744	0	0	1,744
Public relations	10,977	0	0	10,977
Computer services	11,035	0	0	11,035

TY 2012 Other Income Schedule

Name: Dexter F and Dorothy H Foundation

EIN: 23-2453230

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Miscellaneous	2,166	2,166	0

TY 2012 Other Professional Fees Schedule

Name: Dexter F and Dorothy H Foundation

EIN: 23-2453230

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment management fees	20,000	20,000	0	0

TY 2012 Taxes Schedule

Name: Dexter F and Dorothy H Foundation

EIN: 23-2453230

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign taxes paid	5,464	5,464	0	0