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Form **990-PF**

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

Department of the Treasury Internal Revenue Service For calendar year 2012 or tax year beginning and ending Name of foundation A Employer identification number THE BAXTER FOUNDATION 25-6603101 Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number 606 POST ROAD EAST 480 203-226-1904 City or town, state, and ZIP code C If exemption application is pending, check here 06880 WESTPORT, CT Initial return G Check all that apply: Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return 2. Foreign organizations meeting the 85% test, check here and attach computation Address change Name change Section 501(c)(3) exempt private foundation Check type of organization: E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J Accounting method: | X | Cash Accrual If the foundation is in a 60-month termination (from Part II, col. (c), line 16) Other (specify) under section 507(b)(1)(B), check here 401,764. (Part I, column (d) must be on cash basis.) ▶\$ Part I Analysis of Revenue and Expenses (d) Disbursements for charitable purposes (cash basis only) (b) Net investment (c) Adjusted net (a) Revenue and (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) expenses per books ıncome income N/A Contributions, gifts, grants, etc., received Check If the foundation is not required to attach Sch B Interest on savings and temporary cash investments 8 8 STATEMENT 10,517. 10,517 STATEMENT Dividends and interest from securities 5a Gross rents b Net rental income or (loss) <6,832.b 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 16,897. 0 7 Capital gain net income (from Part IV, line 2) Net short-term capital gain Income modifications b Less Cost of goods sold c Gross profit or (loss) 51 0 STATEMENT 11 Other income 3,744 10,525 12 Total. Add lines 1 through 11 0. 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees 2,600 1,690 **b** Accounting fees STMT 4 910. STMT 2,947 2,947 c Other professional fees 5 and Administrative 17 Interest 47 STMT 6 224 18 0. Depreciation and depletion 19 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications STMT 7 521 0 521 23 Other expenses 24 Total operating and administrative 6,292 4,684 1,431. expenses. Add lines 13 through 23 16,450 16,450. 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. 22,742 4,684 <u>17,881.</u> Add lines 24 and 25 27 Subtract line 26 from line 12: <18,998. 8 Excess of revenue over expenses and disbursements 5.841 b Net investment income (if negative, enter -0-) N/A c Adjusted net income (if negative, enter -0-) 223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

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31 Total liabilities and net assets/fund balances 422,359. 403,361. 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) 2 Enter amount from Part I, line 27a 2 <18,998.	2 Ce	1	ŀ			
31 Total liabilities and net assets/fund balances 422,359. 403,361. Part III Analysis of Changes in Net Assets or Fund Balances 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	<u>a</u>	ι	· · ·			
31 Total liabilities and net assets/fund balances 422,359. 403,361. Part III Analysis of Changes in Net Assets or Fund Balances 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	d B	26	·			
31 Total liabilities and net assets/fund balances 422,359. 403,361. Part III Analysis of Changes in Net Assets or Fund Balances 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	Ē		•			
31 Total liabilities and net assets/fund balances 422,359. 403,361. Part III Analysis of Changes in Net Assets or Fund Balances 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	F	_				
31 Total liabilities and net assets/fund balances 422,359. 403,361. Part III Analysis of Changes in Net Assets or Fund Balances 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	şţ	ι				
31 Total liabilities and net assets/fund balances 422,359. 403,361. Part III Analysis of Changes in Net Assets or Fund Balances 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	SSE	1				
31 Total liabilities and net assets/fund balances 422,359. 403,361. Part III Analysis of Changes in Net Assets or Fund Balances 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	ΪA	Ι.			403,361.	
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) 2 Enter amount from Part I, line 27a 1 422,359. 2 <18,998.	ž	30	Total net assets or fund balances	422,359.	403,361.	
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) 2 Enter amount from Part I, line 27a 1 422,359. 2 <18,998.				400 050	400 064	
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) 1 422,359. 2 Enter amount from Part I, line 27a 2 <18,998.	_	31			403,361.	
(must agree with end-of-year figure reported on prior year's return) 2 Enter amount from Part I, line 27a 1 422,359. 2 <18,998.	P	art	III Analysis of Changes in Net Assets or Fund B	alances		
(must agree with end-of-year figure reported on prior year's return) 2 Enter amount from Part I, line 27a 1 422,359. 2 <18,998.	-	Total	not accepte or fund halanege at haginning of year. Dort II. solvens (-) line	20		
2 Enter amount from Part I, line 27a 2 <18,998.	1		· · · · · · · · · · · · · · · · · · ·	JU		/177 250
· · · · · · · · · · · · · · · · · · ·	•	•		•	$\cdot \cdot \cdot \cdot \mid \frac{1}{2} \mid$	
2. Litting increased not included in line 2 (item/26).					· · · —	
100 074						403 361
			•		••••	403,361.
	_			olumo /h) line 20		403,361.
	0_	rola	i riet assets ur fund Dalances at end ur year (fine 4 millus ilite 5) - Part II, CC	numm (u), mie ou		Form 990-PF (2012)

	ribe the kind(s) of property sold (e.		t income	(b) Ho	w acquired	(c) Date	acquired	(d) Date sold
2-story brick wa	rehouse; or common stock, 200 sh	is. MLC Co.)		D-1	Purchase Donation	`(mo., c	lay, yr.)	(mo., day, yr.)
18 PENTIAR LTD CO		J		<u> </u>	P	VARI		10/04/12
b 374 SHS ARIBA CAPITAL GAINS				 	P	VARI	ous	10/05/12
d d	DIAIDENDS	-			-			
e								
(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale		-		ain or (loss s (f) minus	
a 44.				9.				5.
b 16,830.		<u> </u>	23,69	0.				<6,860.
<u>c</u> 23.					-			23.
d e	·	 				 -		
	g gain in column (h) and owned by	the foundation	n on 12/31/69			Gains (C	Col. (h) gain	n minus
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Ex	cess of col. (i)		col	(k), but i	not less tha (from col. (ın -0-) or
a								5.
Ь								<6,860.
<u>c</u>								23.
<u>d</u>		 						
e Contol can not many or (not on	If gain, also ente	r ın Part I, line	7_	3	_			.6.020
2 Capital gain net income or (net ca	. (. (: 7	JH	2			<6,832.
3 Net short-term capital gain or (los if gain, also enter in Part I, line 8, in		nd (6):		٦				
If (loss), enter -0- in Part I, line 8	column (c).			 	3		N/A	
Part V Qualification U	nder Section 4940(e) for	r Reduced	Tax on Net	Inves	stment Inc	ome		
(For optional use by domestic private	foundations subject to the section	4940(a) tax or	net investment in	come.)				
If section 4940(d)(2) applies, leave th	us nart hlank							
Was the foundation liable for the sect			•	riod?				Yes X No
If "Yes," the foundation does not quali 1 Enter the appropriate amount in e				ntries				
(a) Base period years	(b)	instructions bo	-	(c)				(d) bution ratio
Base periód years Calendar year (or tax year beginnir	Administration of the Company of the	stributions	Net value of no	ncharita	ble-use assets	İ	Dıstrit (col. (b) dıv	bùtión ratio vided by col. (c))
2011	1	8,455.			384,135		, , , ,	.048043
2010		7,107.	-		352,252			.048565
2009		0,474.			<u>327,085</u>			.062595
2008		4,472.	_		<u>396,340</u>			.036514
2007		0,793.			<u>169,124</u>	•		.044323
2 Total of line 1, column (d)								240040
3 Average distribution ratio for the 5	i-vear hase period - divide the total	on line 2 by 5	or by the number	of vears		2		.240040
the foundation has been in existen		on mic 2 by 5,	or by the number	Oi years	•	3		.048008
	oo ii iooo ii idii o youlo					•		
4 Enter the net value of noncharitable	le-use assets for 2012 from Part X,	line 5				4		388,833.
5 Multiply line 4 by line 3						5		18,667.
							ı	
6 Enter 1% of net investment incom	e (1% of Part I, line 27b)					6		58.
7 Add lines 5 and 6						_	ı	10 705
7 Add lines 5 and 6	•					7		18,725.
8 Enter qualifying distributions from	Part XII. line 4					8	ı	17,881.
	line 7, check the box in Part VI, line	th and come	lete that part using	n a 1% 1	ax rate	ر پ		
See the Part VI instructions.		, and comp	mat puit uolil	g u 1/0 l				
223521 12-05-12							F	orm 990-PF (2012)

	m 990-PR (2012) THE BAXTER FOUNDATION		<u> 25-</u>	6603	<u> 101</u>	<u>. </u>	Page 4
	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 494	Ю(e), or 4	948	- see ii	nstr	ıctio	ns)
18	a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1.)	ļ				
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions	s) [
b	b Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕒 🔲 and enter 1%	•	1			1	<u> 17.</u>
	of Part I, line 27b						
	c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). ノ					_
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2				<u>0.</u>
_	Add lines 1 and 2		3	.		1	17.
4	() () () () () () () () () ()		4				<u>0.</u>
_	· · · · · · · · · · · · · · · · · · ·	•	5			1	<u>17.</u>
6							
	a 2012 estimated tax payments and 2011 overpayment credited to 2012 6a		ł				
	b Exempt foreign organizations - tax withheld at source 6b		ł				
	Tax paid with application for extension of time to file (Form 8868) 6c		ł				
	1 Backup withholding erroneously withheld Total could be and appropriate Add lines for through Cd		١				_
	Total credits and payments. Add lines 6a through 6d		7				<u>0.</u>
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		8			1	17.
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		9				<u> </u>
	_ ' '	e du a da el d	10				
	art VII-A Statements Regarding Activities	efunded ►	11				
	a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate	or intervene	ın	_ :		Yes	No
	any political campaign?	or million verile	""	•	1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for	definition\2		ł	1b		X
_	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materi		ed or	Ì			
	distributed by the foundation in connection with the activities.						
c	Did the foundation file Form 1120-POL for this year?				1c		х
	f Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			Ì			
	(1) On the foundation. ▶ \$ \$ \$	0.					
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on four		•				1
	managers. ▶ \$ 0 .						
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?			ŀ	2		х
	If "Yes," attach a detailed description of the activities.			Ī			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of inc	corporation, c	r				
	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
b	o If "Yes," has it filed a tax return on Form 990-T for this year?		Ņ	/A [4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?				5		X
	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?			1	7	X	
	If "Yes," complete Part II, col. (c), and Part XV.			i			İ
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)						
	CT	<u>. </u>					
b	of the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or design	ınate)		l			
_	of each state as required by General Instruction G? If "No," attach explanation			[8b	X	
	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942((j)(5) for cale	ndar				
	year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV			ļ	9	-	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and ado	resses			10		X

orm	990-PF ₁ (2012) THE BAXTER FOUNDATION 25-660	3101		Page 5
Pξ	irt 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		х
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		х
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 ► THE FOUNDATION Telephone no. ► 203-2	26-1	904	
	Located at ▶606 POST ROAD EAST SUITE 480, WESTPORT, CT ZIP+4 ▶0			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		. >	$\overline{\mathbf{X}}$
	and enter the amount of tax-exempt interest received or accrued during the year		•	0.
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16		Х
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign			
	country			
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.	T	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?		Ì	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person? Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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.)			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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		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)):			
8	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?			
	If "Yes," list the years >,,,,,,,			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect			
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach			
	statement - see instructions.) N/A	2b		
	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
3a				
	during the year?			
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.) N/A	3b		
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		<u>X</u>
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		X

Form 990-PF (2012) THE BAXTER FOUNDATION			25-66031	.01 Pag	je 6
Part VII-B Statements Regarding Activities for Which	Form 4720 May Be	Required (contin	ued)		
5a During the year did the foundation pay or incur any amount to:		·			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section			es X No		
(2) Influence the outcome of any specific public election (see section 4955);	or to carry on, directly or indir			1 1	
any voter registration drive?	•		s X No		
(3) Provide a grant to an individual for travel, study, or other similar purpose		Ye	s X No	1 1	
(4) Provide a grant to an organization other than a charitable, etc., organization	on described in section				
509(a)(1), (2), or (3), or section 4940(d)(2)?	·	Ye	es X No		
(5) Provide for any purpose other than religious, charitable, scientific, literary	, or educational purposes, or				
the prevention of cruelty to children or animals?		Ye	es X No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify ur	ider the exceptions described	ın Regulations			
section 53.4945 or in a current notice regarding disaster assistance (see instr	uctions)?		N/A	5b	
Organizations relying on a current notice regarding disaster assistance check	here			1 1	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption	from the tax because it mainta	uned		1 1	
expenditure responsibility for the grant?	Ŋ	1/A 🔲 Ye	s No		
If "Yes," attach the statement required by Regulations section 53.494	15-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on				
a personal benefit contract?		Ye	s X No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a	personal benefit contract?			6b 2	<u>X_</u>
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?	Ye	s 🗶 No 📙	•	
b If "Yes," did the foundation receive any proceeds or have any net income attrib	utable to the transaction?		N/A	7b	
Part VIII Information About Officers, Directors, Trus	tees, Foundation Ma	anagers, Highly	y		
1 List all officers, directors, trustees, foundation managers and their	· ·	1,,0	(al) Contributions to		
(a) Name and address	(b) Title, and average hours per week devoted	(c) Compensation (If not paid,	(d) Contributions to employee benefit plans and deferred	(e) Expens account, oth	se her
	to position	enter -0-)	compensation	allowance	
THOMAS G. BAXTER	TRUSTEE				
606 POST ROAD EAST SUITE 480					
WESTPORT, CT 06880	2.00	0.	0.	(0.
VIRGINIA T. BAXTER	TRUSTEE				
606 POST ROAD EAST SUITE 480					
WESTPORT, CT 06880	2.00	0.	0.	(<u>o.</u>
	_				
		<u> </u>			
2 Compensation of five highest-paid employees (other than those in	T	enter "NONE."	(cf) Contributions to	(-) Eymana	
(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	(e) Expens account, oth allowance	ie ner
	devoted to position		compensation	allowance	<u>s_</u>
NONE	1				
	 ·		·		
	4				
	ļ				
	4				
	+			_	
	1				
	4				
		<u></u>	<u> </u>		
Total number of other employees paid over \$50,000		·	_		_0
			Form	990-PF (20	12)

223551 12-05-12

Form 990-PF (2012) THE BAXTER FOUNDATION	25-	6603101 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)	n Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter "N	ONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities		▶ 0
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical number of organizations and other beneficiaries served, conferences convened, research papers produced	information such as the d, etc.	Expenses
1 N/A		
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 lines	1 and 2.	Amount
1N/A		
2		
All other program-related investments. See instructions. 3		
Total. Add lines 1 through 3		0 . Form 990-PF (2012)
		10/11/000-11 (2012)

223561 12-05-12

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				19,325.
2 Undistributed income, if any, as of the end of 2012				15,545.
a Enter amount for 2011 only			16,519.	
b Total for prior years:			10,317.	
g rounter prior yours.		0.		
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	0.			
4 Qualifying distributions for 2012 from				
Part XII, line 4: ▶\$ 17,881.				
a Applied to 2011, but not more than line 2a			16,519.	
b Applied to undistributed income of prior	-,		10,313.	
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus		0.		
(Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,362.
e Remaining amount distributed out of corpus	0.			1,302.
5 Excess distributions carryover applied to 2012	0.			0.
(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:				
8 Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract				
line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable				
amount - see instructions		0.		
e Undistributed income for 2011. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2013				<u>17,963.</u>
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013.				
Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009		1		
c Excess from 2010				
d Excess from 2011		,		
e Excess from 2012				
				Form 990-PF (2012)

Part XIV Private Operating Fo				N/A	03101
1 a If the foundation has received a ruling or			ing		
foundation, and the ruling is effective for	•	_	. ▶ ∟		
F		ng foundation describ		4942(j)(3) or 49	342(j)(5)
		(b) 2011		(4) 2000	(a) Tata
	(4) 2012	(8) 2017	(6) 2010	(u) 2009	(e) 1018
•					
					
, ,					
· · · · · · · · · · · · · · · · · · ·					
· ·					
' -					
·					
		ļ ·			
alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets		ļ			
(2) Value of assets qualifying					
· · · · · · · · · · · · · · · · · · ·					
shown in Part X, line 6 for each year					
listed					
• • • • • • • • • • • • • • • • • • • •					
(1) Total support other than gross					
securities loans (section					
512(a)(5)), or royalties)					
(2) Support from general public					
section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from					
an exempt organization					
(4) Gross investment income					
Part XV Supplementary Infor	mation (Comple	te this part on	ly if the foundati	on had \$5,000 or mo	ore in asset
at any time during th	e year-see insti	ructions.)			
Information Regarding Foundation	Managers:				_
a List any managers of the foundation who	have contributed more	than 2% of the total of	contributions received by	the foundation before the clos	se of any tax
year (but only if they have contributed mo	ore than \$5,000). (See s	ection 507(d)(2).)			•
EE STATEMENT 9					
b List any managers of the foundation who	own 10% or more of th	e stock of a corporati	on (or an equally large po	ortion of the ownership of a pa	artnership or
other entity) of which the foundation has	a 10% or greater intere:	st.			•
ONE					
Information Regarding Contributio	n, Grant, Gift, Loan,	Scholarship, etc.	Programs:		
Check here 🕨 🗶 if the foundation on	ly makes contributions	to preselected charita	ble organizations and doe	es not accept unsolicited requ	ests for funds. If
the foundation makes gifts, grants, etc. (s	ee instructions) to indiv	iduals or organizatioi	ns under other conditions	, complete items 2a, b, c, and	d.
a The name, address, and telephone number	er or e-mail of the perso	n to whom applicatio	ns should be addressed:		
b The form in which applications should be	submitted and informa	tion and materials the	y should include:	1,2	
b Check box to indicate whather the foundation is a private operating foundation described in section 2 a first the lass of the dapated and largerial common to the monitum measurement return from Part x for the monitum measurement return from Part x for the monitum measurement return from Part x for each year lated 5 65% of line 2a 6 0 lashlying distributions from Part XII, line 4 for each year lasted 8 65% of line 2a 6 0 lashlying distributions from Part XII, line 4 for each year lasted 8 4 Monorals makeded in line 2c not used directly for active conduct of exempt activities 9 classifying distributions made directly for active conduct of exempt activities 9 classifying distributions made directly for active conduct of exempt activities 9 classifying distributions made directly for active conduct of exempt activities 10 classifying distributions made directly for active conduct of exempt activities 10 classifying distributions made directly for active conduct of exempt activities 10 classifying distributions made directly for active conduct of exempt activities 10 classifying distributions made directly for active conduct of exempt activities 10 classifying distributions made directly for active conduct of exempt activities 10 classifying distributions made directly for active conduct of exempt activities 10 classifying distributions made directly for active conduct of exempt activities 10 classifying distributions made freetly for activities 10 classifying distributions made freetly for activities 10 classifying distributions made freetly for activities 11 classifying distributions made freetly for activities 12 classifying distributions freetly for activities 13 classifying distributions freetly for activities activit					
Annual barrana da 19					
c Any submission deadlines:					
· · · · · · · · · · · · · · · · · · ·	such as by geographica	al areas, charitable fie	lds, kinds of institutions,	or other factors:	
d Any restrictions or limitations on awards,	such as by geographica	al areas, charitable fie	lds, kinds of institutions,		
	such as by geographica		lds, kinds of institutions,		Form 990-PF

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

Enter gross amounts unless otherwise indicated.	Unrelate	d business income	Excluded	by section 512, 513, or 514	(e)
•	(a) Business	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:	code		COOLE	741104111	
8		-			
b	<u> </u>				
C					
d			+		
e	 				
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments			\bot		
3 Interest on savings and temporary cash					
investments	ļ		14	8.	
4 Dividends and interest from securities			14	10,517.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property		· -	\perp		
b Not debt-financed property					
6 Net rental income or (loss) from personal	1				
property					
7 Other investment income		·- · · · · · · · · · · · · · · · · · ·	14	51.	
8 Gain or (loss) from sales of assets other					
than inventory			18	<6,832.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b			\bot		
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0	•	3,744.	<u>0.</u> 3,744.
13 Total. Add line 12, columns (b), (d), and (e)				13	3,744.
(See worksheet in line 13 instructions to verify calculations.)				,	
Part XVI-B Relationship of Activities	to the Acco	mplishment of E	Exempt I	Purposes	
Line No. Explain below how each activity for which income	ome is reported i	n column (e) of Part XVI-	-A contribute	ed importantly to the accomp	lishment of
the foundation's exempt purposes (other than					
		" -			

		BAXTER FOUND		25-66		Pa	age 13
Part	Information R Exempt Organ	egarding Transfe	rs To and Transactions ar	nd Relationships With Nonch	aritable)	
1 Di			e following with any other organization	n described in section 501(c) of		Yes	No
			section 527, relating to political organiz	` *		-	
	ansfers from the reporting found	lation to a noncharitable e	xempt organization of:				
•) Cash				1a(1)		X
-	Other assets				1a(2)		X
	her transactions:						l
	Sales of assets to a noncharita				1b(1)		X
•	Purchases of assets from a no		nization	•	1b(2)		X
	 Rental of facilities, equipment, Reimbursement arrangements 				15(3)		X
	Loans or loan guarantees	•		•	1b(4) 1b(5)		X
	Performance of services or me	embership or fundraising:	solicitations		1b(6)		X
	aring of facilities, equipment, ma			·	10		X
		-	· ·	ays show the fair market value of the goods		ets.	
				in any transaction or sharing arrangement,		•	
	lumn (d) the value of the goods,						
(a) Line i	10 (b) Amount involved	 	charitable exempt organization	(d) Description of transfers, transactions, an	d sharing arra	ngeme	nts
		 	N/A				
						-	
		-					
							
	_						
		1					
		·					
			- 10-40-4				
	,,	<u> </u>					
			d to, one or more tax-exempt organiza	itions described			_
	section 501(c) of the Code (othe		or in section 527?	l	Yes	LX	No
b If	Yes," complete the following sch		(h) Type of green vetter	(a) Danamakan af salahan	_ h		
	(a) Name of org	janization	(b) Type of organization	(c) Description of relation	Snip		
	N/A						
				. 370 00 00			
	Under penalties of perjury, I declare	that I have examined this retur	n, including accompanying schedules and st	atements, and to the best of my knowledge	av the IDC =	001100 41	
Sign	and belief this true, correct, and cor	riplete Déclaration of preparer	(other than taxpayer) is based on all informat	re	lay the IRS di turn with the nown below (a	prepare	3 7
Here	DUMMAN	1 KYUUU	12-13-13		X Yes	inst]″No
	Signature of officer or trustee		Date	Title			

P00361493

203 944-2100

Paid

Preparer

Use Only

Preparer's signature

Firm's name ► BLUM, SHAPIRO & COMPANY), P.C.,

SHELTON, CT 06484-4640

Print Type preparer's name

CHRISTINE GONZALEZ

Firm's address ▶ 2 ENTERPRISE DRIVE

Date

Check If

self- employed

Phone no.

PTIN

Firm's EIN ► 06-1009205

FORM 990-PF INTEREST ON SAVI	NGS AND TE	MPORARY C	ASH :	INVESTMENTS	STATEMENT	1
SOURCE					AMOUNT	
FIDELITY MORGAN STANLEY				-		1. 7.
TOTAL TO FORM 990-PF, PART I,	LINE 3, CO	OLUMN A		=		8.
FORM 990-PF DIVIDEND	S AND INTE	REST FROM	SEC	URITIES	STATEMENT	2
SOURCE	GROS	S AMOUNT		PITAL GAINS DIVIDENDS	COLUMN (A AMOUNT)
FIDELITY MORGAN STANLEY		5,224. 5,316.		23.	5,2 5,3	
TOTAL TO FM 990-PF, PART I, L	N 4	10,540.		23.	10,5	17.
FORM 990-PF	OTHER :	INCOME			STATEMENT	3
DESCRIPTION		(A) REVENUE PER BOOK	S	(B) NET INVEST- MENT INCOME	(C) ADJUSTE NET INCO	
NON-TAXABLE DISTRIBUTION			51.	0	•	
TOTAL TO FORM 990-PF, PART I,	LINE 11 =		51.	0		
FORM 990-PF	ACCOUNT	ING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INV MENT IN	EST-	(C) ADJUSTED NET INCOM		
ACCOUNTING	2,600	1	,690	•	9	10.
TO FORM 990-PF, PG 1, LN 16B	2,600	. 1	,690	•		10.

FORM 990-PF O	OTHER PROFESSIONAL FEES		STATEMENT 5		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM		
INVESTMENT FEES	2,947.	2,947.		0.	
TO FORM 990-PF, PG 1, LN 16C =	2,947.	2,947.		0.	
FORM 990-PF	PF TAXES			STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME			
EXCISE TAX FOREIGN TAX	177. 47.	0. 47.		0.	
TO FORM 990-PF, PG 1, LN 18 =	224.	47.		0.	
	OTHER EXPENSES		STATEMENT 7		
FORM 990-PF	OTHER E	XPENSES		STATEMENT 7	
	OTHER E (A) EXPENSES PER BOOKS	XPENSES (B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE	
DESCRIPTION	(A) EXPENSES	(B) NET INVEST-	ADJUSTED	(D) CHARITABLE	
FORM 990-PF DESCRIPTION OFFICE EXPENSE TO FORM 990-PF, PG 1, LN 23	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	ADJUSTED	(D) CHARITABLE PURPOSES	
DESCRIPTION OFFICE EXPENSE TO FORM 990-PF, PG 1, LN 23	(A) EXPENSES PER BOOKS 521.	(B) NET INVEST- MENT INCOME 0.	ADJUSTED	(D) CHARITABLE PURPOSES 521.	
DESCRIPTION OFFICE EXPENSE	(A) EXPENSES PER BOOKS 521.	(B) NET INVEST- MENT INCOME 0. 0.	ADJUSTED	(D) CHARITABLE PURPOSES 521.	
DESCRIPTION OFFICE EXPENSE TO FORM 990-PF, PG 1, LN 23 FORM 990-PF	(A) EXPENSES PER BOOKS 521.	(B) NET INVEST- MENT INCOME 0. 0.	ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES 521. 521. STATEMENT 8 FAIR MARKET	

FORM 990-PF

PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT

NAME OF MANAGER

THOMAS G. BAXTER VIRGINIA T. BAXTER

THE BAXTER FOUNDATION SUMMARY OF INVESTMENTS EIN: # 25-6603101 12/31/2012

-		-	
	-	Book -	Market
Quantity	Description.	Value	Value
250	AT&T	8,927.50	8,427.50
425	Bristol Myers Squibb	9,638.15	13,850.75
500	Cisco Sys Inc	7,739.00	9,824.50
250	Covidien LTD	11,067.50	14,435.00
400	Dow Chemical Co	13,304.00	12,931.60
1,000	Dycom Ind Inc	24,812.00	19,800.00
60	Frontier Communications Inc.	583.46	256.80
500	General Electric Co	19,029.00	10,495.00
573	Ishares Barclay Agg.Bd Fd	57,797.28	63,648.84
87	Ishares Barclay 1 - 3 yr TSY BD	7,147.68	7,344.54
712	Ishares MSCI Japan Index	9,999.29	6,942.00
29	Ishares S&P Mid Cap 400 Value	2,376.84	2,556.06
26	Ishares S&P Mid Cap 400 Growth	2,379.70	2,974.66
34	Ishares S&P Small Cap 600 Val	2,437.35	2,750.94
614	Ishares S&P 500 Grwth Index	43,549.53	46,504.36
492	Ishares S&P 500 Value Index	38,872.40	32,663.88
34	Ishares Small Cap 600 Growth	2,337.46	2,857.36
342	Las Vegas Sands Corporation	14,642.73	15,786.72
68	Ishares Barclay Tips BD FD	7,123.76	8,255.88
600	Microsoft Corp	16,093.00	16,026.00
619	Nuveen Multi Strat Inc	9,209.36	5,973.35
500	Oracle Corp	7,082.50	16,660.00
108	S&P North Amer Nat Res Sector	4,730.95	4,121.28
250	Tyco International	6,761.80	7,312.50
59	Pentair Ltd	2,378.78	2,899.85
125	ADT Corp com	4,422.18	5,811.25
90	Vanguard EMRG Mkts	4,910.60	4,007.70
312	Vanguard European	24,711.58	15,238.08
	Vanguard REIT	4,985.14	4,935.00
250	Verizon Communications	8,655.92	10,817.50
		377,706.44	376,108.90

THE BAXTER FOUNDATION SUMMARY OF CONTRIBUTIONS PAID

EIN: 25-6603101 12/31/2012

NAME	STATUS OF RECIPIENT	PURPOSE OF CONTRIBUTION	AMOUNT
Yellowstone Recovery 154 E. Bay Street Costa Mesa, CA 92627	Public Charity	To fund the recipients operating budget	200.00
Wounded Warrior Project 4899 Belfort Road Suite 300 Jacksonville, FL 32256	Public Charity	To fund the recipients operating budget	1,000.00
Bridgeport Rescue Mission P.O. Box 9057 Bridgeport, CT 06605	Public Charity	To fund the recipients operating budget	250.00
Our Lady of the Angels Church Building Fund 1222 Main Street Worcester, MA 01603	Public Charity	To fund the recipients operating budget	100.00
Sisters, Servants of the Immaculate Heart of Mary Office of Mission Advancement 1140 King Road Immaculata, PA 19345	Public Charity	To fund the recipients operating budget	13,500.00
Bennett Cancer Center Stamford Hospital 30 Shelburne Street Stamford, CT 06904	Public Charity	To fund the recipients operating budget	50.00
Education and Hope PO Box 486 Norwalk, CT 06856	Public Charity	To fund the recipients operating budget	250.00
Westport Historical Society 25 Avery Place Westport CT 06880	Public Charity	To fund the recipients operating budget	100.00
House of Hope 2484 SE Bonita Street Stuart, FL 34997	Public Charity	To fund the recipients operating budget	500.00
St. Joseph Catholic Church 1200 SE 10th Street Stuart, FL 34996	Public Charity	To fund the recipients operating budget	500.00
		- -	16,450.00