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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

2012

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

THE BAKER HOSTETLER FOUNDATION
C/O WILLIAM J. CULBERTSON, ESQ.

Number and street (or P O box number if mail is not delivered to street address)

PNC CENTER 1900 E. 9TH STREET

Room/suite

3200

City or town, state, and ZIP code

CLEVELAND, OH 44114-3485

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization

<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust
<input type="checkbox"/> Other taxable private foundation

I Fair market value of all assets at end of year
(from Part II, col (c), line 16)

► \$ 478,034.

J Accounting method
 Cash Accrual
 Other (specify) _____

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		196,080.		N/A	
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		41.	41.		STATEMENT 1
4 Dividends and interest from securities		15,469.	15,469.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		16,828.			
b Gross sales price for all assets on line 6a	49,114.				
7 Capital gain net income (from Part IV, line 2)			16,828.		
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)	3013				
d Other income	RSO				
12 Total Add lines 1 through 11		228,418.	32,338.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees	STMT 3				
b Accounting fees		1,875.	938.		937.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 4	4,224.	2,062.		2,162.
24 Total operating and administrative expenses Add lines 13 through 23		6,099.	3,000.		3,099.
25 Contributions, gifts, grants paid		90,000.			90,000.
26 Total expenses and disbursements Add lines 24 and 25		96,099.	3,000.		93,099.
27 Subtract line 26 from line 12		132,319.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			29,338.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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 Cash - non-interest-bearing	343,063.	50,700.	50,700.
	2 Savings and temporary cash investments	324.	170.	170.
	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			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ►			
	Less: accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other	STMT 6	0.	423,851.
	14 Land, buildings, and equipment basis ►			
	Less: accumulated depreciation ►			
	15 Other assets (describe ►	STATEMENT 7	0.	985.
	16 Total assets (to be completed by all filers)		343,387.	475,706.
				478,034.
	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 ►)		
	23 Total liabilities (add lines 17 through 22)		0.	0.
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds		343,387.	475,706.
	28 Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.
	30 Total net assets or fund balances		343,387.	475,706.
	31 Total liabilities and net assets/fund balances		343,387.	475,706.

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

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

1	343,387.
2	132,319.
3	0.
4	475,706.
5	0.
6	475,706.

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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 KEYBANK, NOM INDEX-1 ATTACHED			P		
b CAPITAL GAINS DIVIDENDS					
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 33,209.		32,286.			923.
b 15,905.					15,905.
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					923.
b					15,905.
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		16,828.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)					N/A
If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8					

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 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	41,717.	244,882.	.170356
2010	72,500.	3,560.	20.365169
2009	84,175.	130,331.	.645856
2008	60,000.	18,205.	3.295798
2007			

2 Total of line 1, column (d)	2	24.477179
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	6.119295
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	431,304.
5 Multiply line 4 by line 3	5	2,639,276.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	293.
7 Add lines 5 and 6	7	2,639,569.
8 Enter qualifying distributions from Part XII, line 4	8	93,099.

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

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	587.			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b						
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-)						
3 Add lines 1 and 2	4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	587.			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-						
6 Credits/Payments						
a 2012 estimated tax payments and 2011 overpayment credited to 2012				6a	6b	6c
b Exempt foreign organizations - tax withheld at source						
c Tax paid with application for extension of time to file (Form 8868)						
d Backup withholding erroneously withheld						
7 Total credits and payments Add lines 6a through 6d	7	8	9	10	11	0.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached						
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed						
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid						
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►	Refunded					

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	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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</i>	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ 0. (2) On foundation managers ► \$ _____ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	X
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	4b	X
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?	5	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	6	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>OH</u>	7	X
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? <i>If "No," attach explanation</i>	8b	X
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)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

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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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	<input checked="" type="checkbox"/>
14 The books are in care of ► GENE ELCONIN, CPA Located at ► 23240 CHAGRIN BLVD SUITE 632, BEACHWOOD, OH	Telephone no ► (216) 292-8116 ZIP+4 ► 44122	
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	N/A
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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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.

1a During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ►	1b
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 <input checked="" type="checkbox"/>
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 <input checked="" type="checkbox"/>

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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)? 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)?

N/A

►

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? N/A

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A

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.

(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
R. STEVEN KESTNER 3200 PNC CENTER CLEVELAND, OH 44114	PRES, DIR 0.02	0.	0.	0.
G. THOMAS BALL SUN TRUST CENTER SUITE 2300 ORLANDO, FL 32801	VP, DIR 0.01	0.	0.	0.
HEWITT B. SHAW 3200 PNC CENTER CLEVELAND, OH 44114	SEC, TREAS. DIR 0.01	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

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		

Total number of others receiving over \$50,000 for professional services ► 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	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
1	N/A	
2		
3	All other program-related investments. See instructions	
Total. Add lines 1 through 3		► 0.

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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	437,872.	
b Average of monthly cash balances	1b		
c Fair market value of all other assets	1c		
d Total (add lines 1a, b, and c)	1d	437,872.	
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.	
2 Acquisition indebtedness applicable to line 1 assets	2	0.	
3 Subtract line 2 from line 1d	3	437,872.	
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,568.	
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	431,304.	
6 Minimum investment return. Enter 5% of line 5	6	21,565.	

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	21,565.
2a Tax on investment income for 2012 from Part VI, line 5	2a	587.	
b Income tax for 2012 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c	587.	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	20,978.	
4 Recoveries of amounts treated as qualifying distributions	4	0.	
5 Add lines 3 and 4	5	20,978.	
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	20,978.	

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		1a	93,099.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b		0.
b Program-related investments - total from Part IX-B	2		
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes			
3 Amounts set aside for specific charitable projects that satisfy the		3a	
a Suitability test (prior IRS approval required)	3b		
b Cash distribution test (attach the required schedule)	4	93,099.	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4			
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	93,099.

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

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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				20,978.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	59,531.			
b From 2008	77,658.			
c From 2009	72,322.			
d From 2010	29,473.			
e Total of lines 3a through e	238,984.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 93,099.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				20,978.
e Remaining amount distributed out of corpus	72,121.			
5 Excess distributions carryover applied to 2012 (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:	311,105.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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		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				0.
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	311,105.			
10 Analysis of line 9				
a Excess from 2008	59,531.			
b Excess from 2009	77,658.			
c Excess from 2010	72,322.			
d Excess from 2011	29,473.			
e Excess from 2012	72,121.			

THE BAKER HOSTETLER FOUNDATION
C/O WILLIAM J. CULBERTSON, ESQ.

Form 990-PF (2012)

26-3495996 Page 11

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				
AMERICAN RED CROSS 2025 E STREET NW WASHINGTON, DC 20006	NONE	PUBLIC	2012 HURRICANE FUND	25,000.
MUSEUM OF ART 11150 EUCLID AVE CLEVELAND, OH 44106	NONE	PUBLIC	NEW BUILDING FUND	20,000.
OHIO STATE UNIV. MORITZ COLLEGE OF LAW 55 W 12 ST. DRINKO HALL COLUMBUS, OH 43210	NONE	PUBLIC	EDWARD J. BERNERT	5,000.
UCLA DEVELOPMENT 10920 WILSHIRE BLVD #1400 LOS ANGELES, CA 90024	NONE	PUBLIC	HONOR OF BRUCE R. GREENE	5,000.
CAPITAL UNIVERSITY LAW SCHOOL 303 E BROAD ST COLUMBUS, OH 43215	NONE	PUBLIC	GEORGEANN G. PETERS WOMEN'S LAW SCHOLARSHIP FUND	5,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 90,000.
b Approved for future payment				
NONE				
Total				► 3b 0.

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
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	41.	
5 Net rental income or (loss) from real estate			14	15,469.	
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	16,828.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		32,338.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	32,338.

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

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012**Name of the organization**THE BAKER HOSTETLER FOUNDATION
C/O WILLIAM J. CULBERTSON, ESQ.**Employer identification number**

26-3495996

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

THE BAKER HOSTETLER FOUNDATION
C/O WILLIAM J. CULBERTSON, ESQ.

Employer identification number

26-3495996

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BAKER & HOSTETLER LLP 3200 PNC CENTER CLEVELAND, OH 44114	\$ 135,530.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)

Name of organization

THE BAKER HOSTETLER FOUNDATION
C/O WILLIAM J. CULBERTSON, ESQ.

Employer identification number

26-3495996

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

THE BAKER HOSTETLER FOUNDATION
C/O WILLIAM J. CULBERTSON, ESQ.

Employer identification number

26-3495996

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year* Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

BAKER HOSTETLER FOUNDATION T/A 20
Schedule D Detail of Short-term Capital Gains and Losses

61-6421695

10/24/11 990 PR /WDET-1

Description	Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
25.514 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	11/30/2012	12/06/2012	297.24	296.47	0.77
24.882 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	10/31/2012	12/06/2012	289.88	288.38	1.50
16.937 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	09/28/2012	12/06/2012	197.32	196.13	1.19
21.046 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	08/31/2012	12/06/2012	245.19	242.03	3.16
19.538 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	07/31/2012	12/06/2012	227.62	224.10	3.52
24.4 PIMCO FUNDS-TOTAL RETURN					
FUND OPEN-END FUND INSTL C	06/29/2012	12/06/2012	284.26	275.72	8.54
27.313 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	05/31/2012	12/06/2012	318.20	308.09	10.11
24.676 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	04/30/2012	12/06/2012	287.48	276.87	10.61
21.698 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	02/29/2012	12/06/2012	252.78	241.28	11.50
21.663 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	01/31/2012	12/06/2012	252.37	240.89	11.48
26.891 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	03/30/2012	12/06/2012	313.28	298.22	15.06
1502.524 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	01/04/2012	12/06/2012	17,504.39	16,317.41	1,186.98
288.683 VICTORY FD FOR INCOME					
FUND CL I	05/01/2012	12/06/2012	3,244.80	3,290.99	-46.19
209.94403 VICTORY FD FOR INCOME					
FUND CL I	03/28/2012	12/06/2012	2,359.77	2,389.16	-29.39
536.87522 CHARITABLE MULTI					
ASSET FUND	03/28/2012	12/06/2012	7,134.91	7,400.66	-265.75
Totals			33,209.00	32,286.00	923.00

JS
200911 1.000

THE BAKER HOSTETLER FOUNDATION
C/O WILLIAM J. CULBERTSON, ESQ.

26-3495996

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MONEY MARKET FUNDS	41.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	41.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
KEY BANK, NOM	31,374.	15,905.	15,469.
TOTAL TO FM 990-PF, PART I, LN 4	31,374.	15,905.	15,469.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GENE ELCONIN, CPA, INC.	1,875.	938.		937.
TO FORM 990-PF, PG 1, LN 16B	1,875.	938.		937.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE OH FILING FEE INVESTMENT FEES	100. 4,124.	0. 2,062.		100. 2,062.
TO FORM 990-PF, PG 1, LN 23	4,224.	2,062.		2,162.



Portfolio Summary

Principal Assets		Value on 12/31	Value on 12/31	Estimated annual income	Unrealized gain/loss
Equities	\$322,119.86	\$315,673.11		\$6,345	\$276.88
Fixed Income	140,966.71	110,506.21		4,097	2,051.73
Cash equivalents	2,260.95	50,700.28		65	
Total principal assets	\$465,347.52	\$476,879.60		\$10,507	\$2,328.61
Income Assets					
Cash equivalents	2,505.01		169.45	0	
Total income assets	\$2,505.01		\$169.45	\$0	\$0.00
Total portfolio value	\$467,852.53		\$477,049.05	\$10,507	\$2,328.61

ADD: DIVISIONS
PARABLE

100% FAIR MARKET VALUE

985.00

Activity Summary

Total portfolio value on 12/1 \$467,852.53

Cash and securities transferred in	99,828.81
Dividends, interest and other income	3,079.67
Cash and securities transferred out	-93,474.08
Administrative expenses	-1,104.77
Net change in market value of securities	866.89

Total portfolio value on 12/31 **\$477,049.05**



SCHEDULE OF ASSETS

INVEST-A

FORM 920 AF 2012

**Account Statement**

BAKER HOSTETLER FOUNDATION T/A 20-24-200-1779620

December 1, 2012 - December 31, 2012

E1# 26 - 3495996

Holdings Detail-Principal Assets

EQUITIES	<i>Description</i>	<i>Quantity</i>	<i>Unit price</i>	<i>Market value</i>	<i>Cost per unit</i>	<i>Tax cost</i>	<i>Unrealized gain/loss</i>	<i>Estimated annual income</i>	<i>Current market yield (%)</i>
EQUITY FUNDS									
COMMON/COLLECTIVE FUNDS									
KT DIVERSIFIED EQUITY FUND		70.752	198.71	14,059.02	191.29	13,534.32	524.70	257	1.83
<i>Original Investment: \$13,353.81</i>									
TOTAL COMMON/COLLECTIVE FUNDS				\$14,059.02		\$13,534.32	\$524.70	\$257	1.83
TOTAL EQUITY FUNDS				\$14,059.02		\$13,534.32	\$524.70	\$257	1.83
BALANCED/OTHER FUNDS									
COMMON/COLLECTIVE FUNDS		22,458.402	13.43	301,614.09	13.44	301,861.91	-247.82	6,088	2.02
CHARITABLE MULTI ASSET FUND									
<i>Original Investment: \$287,098.91</i>									
TOTAL COMMON/COLLECTIVE FUNDS				\$301,614.09		\$301,861.91	-\$247.82	\$6,088	2.02
TOTAL BALANCED/OTHER FUNDS				\$301,614.09		\$301,861.91	-\$247.82	\$6,088	2.02
TOTAL EQUITIES				\$315,673.11		\$315,396.23	\$276.88	\$6,345	2.01



Account Statement

BAKER HOSTETLER FOUNDATION T/A 20-24-200-1779620

December 1, 2012 - December 31, 2012

ET# 26 - 3451996

Holdings Detail-Principal Assets

FIXED INCOME-PRINCIPAL ASSETS									
FIXED INCOME <i>Description</i>		Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
FIXED INCOME FUNDS									
MUTUAL FUNDS									
PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL		7,321.667	11.24	82,295.54	10.88	79,624.99	2,670.55	\$2,628	3.19
PTTRX		2,530.105	11.15	28,210.67	11.39	28,829.49	-618.82	\$1,468	5.20
VICTORY FD FOR INCOME FUND CL I VFFX									
TOTAL MUTUAL FUNDS		\$110,506.21				\$108,454.48		\$2,051.73	\$4,097
TOTAL FIXED INCOME FUNDS		\$110,506.21				\$108,454.48		\$2,051.73	\$4,097
TOTAL FIXED INCOME		\$110,506.21				\$108,454.48		\$2,051.73	\$4,097
TOTAL FIXED INCOME		\$110,506.21				\$108,454.48		\$2,051.73	3.71
CASH EQUIVALENTS <i>Description</i>									
Money market instruments									
KT SHORT TERM DEPOSIT FUND MMFPT		50,700.28	1.00	50,700.28	1.00	50,700.28	0.00	65	0.13
Total Money market instruments		\$50,700.28				\$50,700.28		\$0.00	\$65
TOTAL CASH EQUIVALENTS		\$50,700.28				\$50,700.28		\$0.00	\$65
TOTAL CASH EQUIVALENTS		\$50,700.28				\$50,700.28		\$0.00	0.13



SCHEDULE OF ASSETS

INVEST-A



Account Statement

BAKER HOSTETLER FOUNDATION T/A 20-24-200-1779620

December 1, 2012 - December 31, 2012

~~\$7,426 - \$4,954~~

Holdings Detail-Income Assets

CASH EQUIVALENTS	Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
Money market instruments									
KT SHORT TERM DEPOSIT FUND	MMFPT	169.45	1.00	169.45	1.00	169.45	0.00	0	0.13
Total Money market instruments				\$169.45		\$169.45	\$0.00	\$0	0.13
TOTAL CASH EQUIVALENTS									
Total Income Assets				\$169.45		\$169.45	\$0.00	\$0	0.13
<i>Also: Dividends payable from value and costs</i>									
					\$78,034.05	985.00	\$78,034.05	\$0	0.13

FOOTNOTES

STATEMENT 5

PART 1, LINES 16(A) AND 16(B)
THESE EXPENSES ARE ALLOCATED BASED
ON AN ESTIMATE OF TIME EXPENDED
FOR EACH FUNCTION.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
	COST	423,851.	426,179.
TOTAL TO FORM 990-PF, PART II, LINE 13		423,851.	426,179.

FORM 990-PF

OTHER ASSETS

STATEMENT 7

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
	0.	985.	985.
TO FORM 990-PF, PART II, LINE 15	0.	985.	985.

FORM 990-PF

EXPLANATION CONCERNING PART VII-A, LINE 8B

STATEMENT 8

EXPLANATION

COPY OF FORM 990 PF NOT REQUIRED BY THE STATE OF OHIO