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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
BAUGHMAN FOUNDATION

A Employer identification number
48-6108797

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P O BOX 1356

B Telephone number (see instructions)
(620) 624-1371

City or town, state, and ZIP code
LIBERAL, KS 67905

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)* ▶$ 25,889,264

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))*

			(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	704	704		
	4	Dividends and interest from securities.	551,903	551,903		
	5a	Gross rents	865,829	865,829		
	b	Net rental income or (loss) 791,763				
	6a	Net gain or (loss) from sale of assets not on line 10	1,288,874			
	b	Gross sales price for all assets on line 6a 9,092,749				
	7	Capital gain net income (from Part IV, line 2) . . .		1,288,874		
	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)	604			
	12	**Total.** Add lines 1 through 11	2,707,914	2,707,310		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	84,000	42,000		42,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).	11,278	5,639		5,639
	b	Accounting fees (attach schedule).	5,721	2,861		2,860
	c	Other professional fees (attach schedule)	52,600	52,600		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	68,046	14,010		1,147
	19	Depreciation (attach schedule) and depletion . . .	577	577		
	20	Occupancy	1,887	944		943
	21	Travel, conferences, and meetings	341	171		170
	22	Printing and publications				
	23	Other expenses (attach schedule)	141,328	136,716		4,612
	24	**Total operating and administrative expenses.** Add lines 13 through 23	365,778	255,518		57,371
	25	Contributions, gifts, grants paid	1,168,323			1,168,323
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,534,101	255,518		1,225,694
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,173,813			
	b	**Net investment income** (if negative, enter -0-)		2,451,792		
	c	**Adjusted net income** (if negative, enter -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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	245,720	866,635	866,635
	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)	10,980,286	8,865,819	9,878,643
	c	Investments—corporate bonds (attach schedule)	5,200,005	7,867,947	8,061,401
	11	Investments—land, buildings, and equipment basis ▶ 1,161,255 Less accumulated depreciation (attach schedule) ▶ 54,045	1,107,210	1,107,210	7,082,585
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 32,471 Less accumulated depreciation (attach schedule) ▶ 30,645	2,403	1,826	
	15	Other assets (describe ▶)	6,846	6,846	
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	17,542,470	18,716,283	25,889,264
Liabilities	17	Accounts payable and accrued expenses	748	748	
	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)	748	748	
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	17,541,722	18,715,535	
	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			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	17,541,722	18,715,535	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	17,542,470	18,716,283	

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	17,541,722
2	Enter amount from Part I, line 27a	2	1,173,813
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	18,715,535
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	18,715,535

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)
1 a	WELLS FARGO CAPITAL GAIN DISTRIBUTIONS	P	2001-01-01	2012-01-01
b	WELLS FARGO	P	2011-11-25	2012-05-22
c	WELLS FARGO	P	2001-01-01	2012-01-01
d	WELLS FARGO	P	2001-01-01	2012-01-01
e	WELLS FARGO	P	2012-01-01	2012-12-31

	(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	54,874			54,874
b	19,995		19,294	701
c	4,378,877		3,796,888	581,989
d	806,391		739,693	66,698
e	3,832,612		3,248,000	584,612

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				54,874
b				701
c				581,989
d				66,698
e				584,612

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	1,288,874
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	585,313

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	1,328,276	24,974,692	0 05319
2010	1,303,195	24,371,161	0 05347
2009	1,079,798	21,399,620	0 05046
2008	1,303,450	23,298,019	0 05595
2007	1,574,669	27,823,944	0 05659

2	**Total** of line 1, column (d).	2	0 26966
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 05393
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	25,257,761
5	Multiply line 4 by line 3.	5	1,362,202
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	24,518
7	Add lines 5 and 6.	7	1,386,720
8	Enter qualifying distributions from Part XII, line 4.	8	1,225,694

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	49,036
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	
3	Add lines 1 and 2	3	49,036
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	49,036
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 32,000		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 17,401		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	49,401
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	365
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ — **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		No
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) ▶ OK, KS, CO			
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		No
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 ▶N/A

14 The books are in care of ▶CAROL FEATHER-FRANCIS Telephone no ▶(620) 624-1371

Located at ▶112 W THIRD LIBERAL KS ZIP +4 ▶67901

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		No
	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		No
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**		**No**
	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**		**No**

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
RICHARD R YOXALL 101 WEST FOURTH STREET LIBERAL, KS 67901	Vice President 3 00	18,000		
JAMES R YOXALL 101 WEST FOURTH STREET LIBERAL, KS 67901	Sec/Treas 3 00	18,000		
CAROL FEATHER-FRANCIS 1501 TUCKER COURT LIBERAL, KS 67901	President 20 00	48,000		

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 ▶

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
WELLS FARGO ADVISORS 13625 CALIFORNIA ST STE 100 OMAHA,NE 68154	INVESTMENT MANAGER	52,600

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	
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	
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	17,867,797
b	Average of monthly cash balances	1b	692,015
c	Fair market value of all other assets (see instructions)	1c	7,082,585
d	**Total** (add lines 1a, b, and c)	1d	25,642,397
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	
3	Subtract line 2 from line 1d	3	25,642,397
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	384,636
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,257,761
6	**Minimum investment return.** Enter 5% of line 5	6	1,262,888

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	1,262,888
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 49,036		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	49,036
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,213,852
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,213,852
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	1,213,852

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	1,225,694
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	1,225,694
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,225,694

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				1,213,852
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			101,773	
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 ▶ $ 1,225,694				
a Applied to 2011, but not more than line 2a			101,773	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				1,123,921
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				89,931
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))

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

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

Carol Feather - Francis
PO Box 1356
Liberal,KS 679051356
(620) 624-1371

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

Proposal concerning needs, afailability of other funding, amount requested

c Any submission deadlines

Monthly Board Meeting

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

Must meed criteria specified in original Trust

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULES VARIOUS CITY STATES, KS 67901	NONE	P & Gov't	SEE ATTACHED SCHEDULE	1,168,323
Total . . . . ▶ **3a**				1,168,323
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	704	
4 Dividends and interest from securities. . . .			14	551,903	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			15	791,763	
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	1,288,874	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a MISCELLANEOUS			1	604	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				2,633,848	

13 Total. Add line 12, columns (b), (d), and (e). 13 2,633,848

(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)

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

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?

		Yes	No
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

****** | 2013-06-11 | ******

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
Stephanie Urban	Stephanie Urban			P00578169

Firm's name ▶ Byron Bird & Associates Chtd

Firm's EIN ▶

Firm's address ▶ 224 N Lincoln Ave, Liberal, KS 67901

Phone no (620) 624-1994

TY 2012 Accounting Fees Schedule

Name: BAUGHMAN FOUNDATION

EIN: 48-6108797

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BBAC	5,721	2,861	0	2,860

TY 2012 Contractor Compensation Explanation

Name: BAUGHMAN FOUNDATION

EIN: 48-6108797

Software ID: 12000229

Software Version: 2012v2.0

Contractor	Explanation
WELLS FARGO ADVISORS	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: BAUGHMAN FOUNDATION

EIN: 48-6108797

Software ID: 12000229

Software Version: 2012v2.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BATHROOM FLOORING	2010-05-05	287	48	91	10 0000	29			
CHROMCRAFT TABLE & CHAIRS	2009-07-23	1,990	481	91	10 0000	199			
HP LAPTOP COMPUTER	2006-12-07	2,444	1,789	58	14 29 %	349			

TY 2012 Explanation of Non-Filing with Attorney General Statement

Name:	BAUGHMAN FOUNDATION
EIN:	48-6108797
Software ID:	12000229
Software Version:	2012v2.0
Statement:	PUBLIC DISCLOSURE FILE IS AVAILABLE

TY 2012 Investments - Land Schedule

Name: BAUGHMAN FOUNDATION

EIN: 48-6108797

Software ID: 12000229

Software Version: 2012v2.0

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Miscellaneous	239,538		239,538	2,064,735
Land	867,333		867,333	4,966,850
Buildings	40,482	40,143	339	51,000
Furniture and Fixtures	13,902	13,902		

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491162007053

TY 2012 Land, Etc. Schedule

Name: BAUGHMAN FOUNDATION

EIN: 48-6108797

Software ID: 12000229

Software Version: 2012v2.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Improvements	27,750	27,750		
Buildings	287	77	210	
Furniture and Fixtures	4,434	2,818	1,616	

TY 2012 Legal Fees Schedule

Name: BAUGHMAN FOUNDATION

EIN: 48-6108797

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	11,278	5,639	0	5,639

TY 2012 Other Assets Schedule

Name: BAUGHMAN FOUNDATION

EIN: 48-6108797

Software ID: 12000229

Software Version: 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Net Intangible Assets	6,846	6,846	

TY 2012 Other Expenses Schedule

Name: BAUGHMAN FOUNDATION

EIN: 48-6108797

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Rental Expenses	74,066	74,066		
POSTAGE/TELEPHONE	2,074	1,037		1,037
OFFICE SUPPLIES	1,062	531		531
OFFICE EXPENSE	103	52		51
INSURANCE	5,683	2,842		2,841
DUES & SUBSCRIPTIONS	304	152		152
AD VALOREM TAXES	58,036	58,036		

TY 2012 Other Income Schedule

Name: BAUGHMAN FOUNDATION

EIN: 48-6108797

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS	604		

TY 2012 Other Professional Fees Schedule

Name: BAUGHMAN FOUNDATION

EIN: 48-6108797

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WELLS FARGO	52,600	52,600	0	0

TY 2012 Taxes Schedule

Name: BAUGHMAN FOUNDATION

EIN: 48-6108797

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	2,295	1,148		1,147
OTHER	12,862	12,862		
KANSAS ANNUAL REPORT	40			
FEDERAL EXCISE ESTIMATES	36,000			
2011 FEDERAL EXCISE	16,849			

Baughman Foundation

2012 990 PF

Entity	Status	Purpose	Amount
Babe Ruth Baseball Association, Liberal KS 67901	P	Summer Baseball Program	20,000 00
Baker Arts Center, Inc Liberal KS 67901	P	Art Exhibit, Op Expenses	26,725 00
BeeJays, Inc - Operating Exp , Uniforms	P	Op Exp, Uniforms	20,565 00
Christian Record Service McPherson KS 67460	P	Serv to People w/Blind	500 00
City of Cimarron Library Cimarron, KS 67835	P	Computers	1,400 00
City of Liberal Liberal KS 67901	Gvt	Air Museum Program	22,993 00
City of Liberal Liberal KS 67901	Gvt	Arkalon Park Program	20,000 00
City of Liberal Liberal KS 67901	Gvt	Fire Dept	26,989 00
City of Liberal Liberal KS 67901	Gvt	Human Resources	66,000 00
City of Liberal Liberal KS 67901	Gvt	Municipal Court Computer	45,000 00
City of Liberal Liberal KS 67901	Gvt	Parks Equip	9,138 00
City of Liberal Liberal KS 67901	Gvt	Recreation Program	12,416 00
Crossroads Center, Inc Liberal KS 67901	P	Thera Riding Program	10,000 00
Dudley Township Public Library Satanta KS 67870	Gvt	Computer	1,600 00
Ft Hays State U Foundation Hays Ks 67601	P	Scholarships	30,000 00
Greeley Co Health Services Tribune KS 67879	Gvt	School Health Program	2,100 00
Heartspring Wichita KS 67226	P	Hearing Assist	20,000 00
Kansas Pediatric Foundation Shawnee KS 66286	P	Reading Sites	5,000 00
Kiowa County Commision Eads CO 81036	Gvt	Senior Center	10,000 00
Kit Carson County Health Services Burlington CO 80807	Gvt	Hospital Equip	18,000 00
Kit Carson High School Kit Carson Co 80825	Gvt	Kindles, I-Pods	13,100 00
KS Independent College FundTopeka, KS 66603	P	Scholarships	20,000 00
KSDS, Inc Washington, KS 66968	P	Assist Dog Train	7,000 00
Liberal Swim Team, Inc Liberal KS 67901	P	Op Exp	7,000 00
Liberal Area Rape Crisis Liberal KS 67901	P	Op Exp	15,000 00
Liberal CoC Foundation Liberal KS 67901	P	Leadership Train, Scholarships	6,000 00
Liberal Memorial Library Liberal KS 67901	P	Desk	6,000 00
Meade Public Library Meade KS 67864	Gvt	Computers	2,700 00
Morton County Library Elkhart Ks 67950	Gvt	Computers	1,375 00
O T L R , Inc Liberal KS 67901	P	Handi Ramp,Tree Remove	5,400 00
Panhandle State Foundation Goodwell OK 73939	P	Endowment, Scholar, Train	30,000 00
Plains Community Library Plains KS 67869	Gvt	Computers	1,400 00
Project Dream Inc Hays 67601	P	Camp/ Troubled Families	500 00
Santa Fe Council #194 GardenCity 67846	P	Boy Scout Ranch	40,000 00
SCCC Development Foundation Liberal KS 67901	P	Scholarships,PR, Ins	228,000 00
Seward Co United Way Liberal KS 67901	P	2013 Campaign	8,000 00
Seward County Council on Aging Liberal KS 67901	P	Roof	5,000 00
Southwest Medical Center Liberal KS 67901	P	Health Fair	5,000 00
St Francis Community Services Salina 67402-1342	P	Child Welfare Serv	25,000 00
The Stepping Stone Shelter Liberal KS 67901	P	Homeless Shelter OpFunds	65,000 00
Tyrone Public School Tyrone OK 73951	Gvt	Robotic Kit	1,714 00
USD 480 Liberal KS 67901	Gvt	Demographer	30,000 00
USD 480 Liberal KS 67901	Gvt	Program,Scholar Equip Sign	175,000 00
USD 480 Liberal KS 67901	Gvt	Uniforms/Equipment	11,708 00
USD 483 Plains 67869	Gvt	Playground Equip	15,000 00
Washburn U Foundation Topeka, KS 66604	P	School of Law Build	75,000 00
			1,168,323 00