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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No. 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation CLAYTON BAKER TRUST		A Employer identification number 52-6054237
Number and street (or P.O. box number if mail is not delivered to street address) 2 EAST READ STREET - SUITE 100		B Telephone number (see instructions) 410- 837-3555
City or town, state, and ZIP code BALTIMORE, MD 21202		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address 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) \$ 33,460,014.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

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)
1 Contributions, gifts, grants, etc., received (attach schedule) ☐ if the foundation is not required to attach Sch. B					
2 Check ☐ Interest on savings and temporary cash investments					
3 Dividends and interest from securities		612,570.	577,429.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,408,624.			
b Gross sales price for all assets on line 6a 17,359,013.					
7 Capital gain net income (from Part IV, line 2)			1,408,624.		
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)		406.	177,036.		STMT 10
12 Total. Add lines 1 through 11		2,021,600.	2,163,089.		
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages		8,750.	NONE	NONE	8,750.
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule) STMT 11		138,394.	138,394.		
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 12		24,724.	10,007.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy		9,084.			9,084.
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule) STMT 13		4,008.			4,008.
24 Total operating and administrative expenses. Add lines 13 through 23		184,960.	148,401.	NONE	21,842.
25 Contributions, gifts, grants paid		1,634,075.			1,634,075.
26 Total expenses and disbursements. Add lines 24 and 25		1,819,035.	148,401.	NONE	1,655,917.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		202,565.			
b Net investment income (if negative, enter -0-)			2,014,688.		
c Adjusted net income (if negative, enter -0-)					

JSA For Paperwork Reduction Act Notice, see instructions.

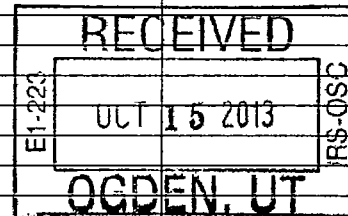
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	48,644.	87,902.	87,902.
	2	Savings and temporary cash investments	933,967.	710,652.	710,652.
	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 instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule) STMT 14	5,431,401.	6,142,681.	6,348,656.
	b	Investments - corporate stock (attach schedule) STMT 15	16,845,941.	15,371,487.	19,481,251.
	c	Investments - corporate bonds (attach schedule) STMT 16	4,508,228.	5,639,466.	5,840,378.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 17	925,000.	925,000.	991,175.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶ (attach schedule)			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	28,693,181.	28,877,188.	33,460,014.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	28,693,181.	28,877,188.	
	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 instructions)	28,693,181.	28,877,188.	
	31	Total liabilities and net assets/fund balances (see instructions)	28,693,181.	28,877,188.	

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	28,693,181.
2	Enter amount from Part I, line 27a	2	202,565.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 18	3	7,588.
4	Add lines 1, 2, and 3	4	28,903,334.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 19	5	26,146.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,877,188.

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 PUBLICLY TRADED SECURITIES						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a 17,359,013.		15,950,389.	1,408,624.			
b						
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
a			1,408,624.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)			2	1,408,624.		
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3			
If gain, also enter in Part I, line 8, column (c) (see instructions). 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	1,631,585.	32,453,708.	0.050274
2010	1,456,360.	30,185,278.	0.048247
2009	1,265,727.	26,434,018.	0.047883
2008	1,540,471.	32,059,530.	0.048050
2007	1,858,953.	37,693,867.	0.049317
2 Total of line 1, column (d)			2 0.243771
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 0.048754
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 32,542,899.
5 Multiply line 4 by line 3			5 1,586,596.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 20,147.
7 Add lines 5 and 6			7 1,606,743.
8 Enter qualifying distributions from Part XII, line 4			8 1,655,917.

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 instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	20,147.
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	20,147.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	20,147.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	32,667.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	23,287.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	55,954.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	35,807.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 20,148. Refunded ☒ 15,659.	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
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?		X
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?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		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?	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MD		
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	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ JOHN B. POWELL, JR Telephone no. ☐ (410) 837-3555			
Located at ☐ 2 EAST READ STREET - SUITE 100, BALTIMORE, MD ZIP+4 ☐ 21202				
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	Yes	No
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ☐				

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 instructions)?	1b	X
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))		
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 ☐		
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	X
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?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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

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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)? (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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ 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? ☐ Yes ☒ 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
JOHN B POWELL JR 2 EAST READ STREET - SUITE 100, BALTIMORE, MD 21202	TRUSTEE 15	-0-	-0-	-0-
WILLIAM C BAKER 2 EAST READ STREET - SUITE 100, BALTIMORE, MD 21202	TRUSTEE 0			

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐

NONE

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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 (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

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 NONE	
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 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	

Total. Add lines 1 through 3

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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	31,982,560.
b	Average of monthly cash balances	1b	1,055,916.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	33,038,476.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	33,038,476.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	495,577.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,542,899.
6	Minimum investment return. Enter 5% of line 5	6	1,627,145.

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	1,627,145.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	20,147.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	20,147.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,606,998.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,606,998.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,606,998.

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	1,655,917.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,655,917.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	20,147.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,635,770.

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				1,606,998.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			571,147.	
b Total for prior years: 20 <u>10</u> , 20 <u>20</u> , 20 <u>20</u>		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>1,655,917.</u>				
a Applied to 2011, but not more than line 2a			571,147.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				1,084,770.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
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				522,228.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

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 foundation 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 foundation 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).)

N/A

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.

N/A

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:

SEE STATEMENT 21

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE STATEMENT 46				1,634,075.
Total			▶ 3a	1,634,075.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Form 990-PF (2012)

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) | | X |
| (2) | Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) | Reimbursement arrangements | 1b(4) | | X |
| (5) | Loans or loan guarantees | 1b(5) | | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| 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. | | | |

[illegible]

- 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) is based on all information of which preparer has any knowledge

Signature of officer or trustee

10/02/2013
Date

	TRUSTEE
Title _____	

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

JOHN BRETNALL POWELL JR

**Paid
Preparer
Use Only**

Print/Type preparer's name

BROWN INVESTMENT ADVISOR

Preparer's signature

Date _____

10/02/2013

Check ☐ if self-employed	PTIN
---	------

Firm's name ► BROWN INVESTMENT ADVISORY & TRUST

Firm's EIN ►

Firm's address ► 901 SOUTH BOND STREET

BALTIMORE, MD

21231

Phone no. 410-537-5484

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ATT INC	2,628.	2,628.
ABBOTT LABORATORIES	2,373.	2,373.
ACTUANT CORP CL A NEW	30.	30.
ACUITY BRANDS INC	340.	340.
AGREE RLTY CORP	536.	436.
AIR METHODS CORP	1,575.	1,575.
ALTRIA GROUP INC	6,169.	6,169.
AMERICA MOVIL SAB DE 5.000% 3/30/20	3,712.	3,712.
AMERICAN EAGLE OUTFITTERS INC NEW COM	729.	729.
AMERICAN EQUITY INVT LIFE HL	205.	205.
AMERICAN EXPRESS CO.	436.	436.
AMERICAN EXPRESS 7.000% 3/19/18	577.	577.
AMERICAN GREETINGS CORP CL A	68.	68.
AMPHENOL CORP - CL A	498.	498.
APPLE COMPUTER INC.	2,878.	2,878.
ARM HLDGS PLC A D R	276.	276.
ASSURANT INC	63.	63.
AUTOMATIC DATA PROCESSING INC.	2,288.	2,288.
BANK OF AMER MTN 2.209% 3/23/17	504.	504.
BARRICK NA FIN 6.800% 9/15/18	5,006.	5,006.
BECTON DICKINSON & CO.	464.	464.
BERKLEY CORP 5.600% 5/15/15	3,653.	3,653.
BERKSHIRE HATHWAY 3.200% 2/11/15	2,400.	2,400.
BOSTON PROP LP 5.625% 11/15/20	4,644.	4,644.
BRADY CORPORATION CL A	262.	262.
THE BRINKS CO	91.	91.
BROADRIDGE FINANCIAL SOLUTIONS INC	1,421.	1,421.
BROWN ADVISORY INTERMEDIATE INCOME	2,083.	2,083.
CYS INVESTMENTS INC	5,696.	5,696.
CA INC	1,531.	1,531.
CALAVO GROWERS INC	455.	455.
CALIFORNIA ST HLTH 5.000% 8/15/20	236.	

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
CALIFORNIA ST STWD 5.000% 8/15/24	233.	
CANADIAN NATL RAILWAY CO	1,122.	1,122.
CANADIAN NATURAL RESOURCES LTD	918.	918.
CAPITALSOURCE INC	3,675.	3,675.
CAPITOL FEDERAL FINANCIAL INC	1,162.	1,162.
CARBO CERAMICS INC	680.	680.
CASEYS GEN STORES INC	158.	158.
CASH AMERICA INTL INC	77.	77.
CATO CORP CL A	1,347.	1,347.
CENTURYTEL INC	5,098.	5,098.
CHUBB CORP.	1,326.	1,326.
CHURCH & DWIGHT CO. INC.	1,082.	1,082.
CIMAREX ENERGY CO	321.	321.
CINNINNATI FINANCIAL CORP	2,866.	2,866.
CINEMARK HLDGS INC	42.	42.
CITIGROUP INC 4.450% 1/10/17	1,146.	1,146.
COACH INC	2,088.	2,088.
COCA COLA CO.	1,835.	1,835.
COMCAST CORP 6.500% 1/15/17	4,875.	4,875.
CONSOLIDATED EDISON INC	1,451.	1,451.
CONSOLIDATED NAT GAS 5.000% 12/01/14	2,751.	2,751.
CONSTELLATION ENERGY 5.150% 12/01/20	3,131.	3,131.
CONVERGYS CORP	199.	199.
CORE MARK HLDG CO INC	360.	360.
CORPORATE EXECUTIVE BRD CO	62.	62.
COSTCO WHOLESALE CORPORATION	5,588.	5,588.
CUMMINS INC COM	613.	613.
DST SYSTEMS INC-DEL	232.	232.
DALLAS FORT TX 5.000% 11/01/38	1,538.	1,538.
DANAHER CORP	431.	431.
DEERE & CO.	410.	410.
DELL INC	228.	228.
DELL INC 5.875% 6/15/19	1,221.	1,221.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DEVON ENERGY CORP 3.250% 5/15/22	1,211.	1,211.
DIAGEO PLC-SPONSORED ADR NEW REPSTG 4 OR	1,535.	1,535.
DOMINION RES INC VA NEW	1,565.	1,565.
R R DONNELLEY & SONS CO.	234.	234.
E I DU PONT DE NEMOURS & CO.	4,323.	4,323.
DUKE CAPITAL CORP 6.750% 7/15/18	2,648.	2,648.
EATON CORP.	1,826.	1,826.
ECOLAB INC	1,773.	1,773.
ELLINGTON FINANCIAL LLC	420.	420.
EMERSON ELECTRIC CO.	1,866.	1,866.
ENTERPRISE PRODUCTS 5.200% 9/01/20	4,105.	4,105.
ENTERTAINMENT PPTYS TR	1,105.	685.
ERIE INDEMNITY CO	3,916.	3,916.
EXPRESS SCRIPTS INC 7.250% 6/15/19	174.	174.
EXXON MOBIL CORP	147.	147.
F H L M C GD G11778 5.500% 10/01/20	1,735.	1,735.
F H L M C GD G11649 4.500% 2/01/20	2,191.	2,191.
F H L M C GD G02274 5.000% 7/01/36	1,671.	1,671.
F H L M C GD G13876 4.000% 7/01/25	6,295.	6,295.
F H L M C GD C90993 5.500% 10/01/26	1,773.	1,773.
F H L M C GD J09470 4.500% 4/01/24	3,546.	3,546.
F H L M C GD J16447 3.500% 8/01/26	2,000.	2,000.
F H L M C GD C03796 3.500% 4/01/42	1,324.	1,324.
F H L M C GD C09015 3.000% 10/01/42	509.	509.
F H L M C GD Q08903 3.500% 6/01/42	1,649.	1,649.
F H L B DEB 3.125% 12/13/13	1,402.	1,402.
F H L M C M T N 0.375% 2/27/14	687.	687.
F H L M C M T N 1.450% 4/12/17	1,630.	1,630.
F N M A #256752 6.000% 6/01/27	5,709.	5,709.
F N M A #257048 6.000% 1/01/28	8,479.	8,479.
F H L M C MLTCL MTG 3.500% 2/15/26	5,706.	5,706.
F N M A #AH3431 3.500% 1/01/26	6,281.	6,281.
F N M A #AH6783 4.000% 3/01/41	7,802.	7,802.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
F N M A #AJ1441	3.500%	1,122.
F N M A #AJ5336	3.000%	3,082.
F N M A #663238	5.500%	1,941.
F N M A GTD REMIC	4.000%	2,221.
F H L M C MLTCL MTG	4.000%	3,226.
F N M A #725185	5.000%	2,050.
F N M A #744805	2.017%	968.
F N M A #AB6278	2.500%	822.
F N M A #AC4824	3.568%	4,153.
F N M A #MA0073	4.500%	1,302.
F N M A #MA0971	4.000%	4,880.
FIRST UN NATL BK MTN	6.180%	2,376.
FLUOR CORP NEW COM		2,400.
FLY LEASING LTD A D R		755.
FREEMPORT-MCMORAN COPPER & GOLD B		2,433.
GFI GROUP INC		741.
GTE CORP	6.840%	4,316.
GAMESTOP CORP CL A		2,418.
GARDNER DENVER INC		241.
GEN ELEC CAP CRP MTN	5.500%	716.
GEN ELEC CAP CRP MTN	2.500%	234.
GLOBAL PMTS INC COM W/RIGHTS ATTACHED EX		74.
GOLDMAN SACHS GP	1.30139%	1,008.
GOVERNMENT PROPERTIES INCOME		338.
G N M A GTD REMIC	2.719%	2,682.
GUESS INC		5,868.
GULF IS FABRICATION INC		282.
HSN INC		125.
HARMAN INTERNATIONAL		363.
OAKMARK INTL SMALL CAP CL I		11,134.
HARRIS CORP.		1,604.
HATTERAS FINANCIAL CORP		2,108.
HEALTHCARE SVCS GROUP INC		1,937.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
HEICO CORP	572.	572.
HERCULES TECHNOLOGY GROWTH	1,660.	1,660.
HOME DEPOT INC 4.400% 4/01/21	908.	908.
HORIZON TECHNOLOGY FIN CORP	157.	157.
HUNT J B TRANS SVCS INC	508.	508.
IAC INTERACTIVECORP	468.	468.
ICI WILMINGTON 5.625% 12/01/13	2,771.	2,771.
IDEX CORP	585.	585.
ILLINOIS TOOL WORKS	1,659.	1,659.
INTERDIGITAL INC	1,170.	1,170.
INTERNATIONAL BUSINESS MACHINES CORP.	1,309.	1,309.
INTUIT INC.	573.	573.
DWS INVESTOR CASH TR TREASURY PT	117.	117.
JP MORGAN CHASE MTN 1.053% 1/24/14	215.	215.
JPMORGAN CHASE 6.300% 4/23/19	1,396.	1,396.
JOHNSON & JOHNSON	4,979.	4,979.
JOHNSON CONTROLS	1,800.	1,800.
J2 GLOBAL INC	960.	960.
KAR AUCTION SERVICES INC	285.	285.
K M G CHEMICALS INC	120.	120.
KAMAN CORP	678.	678.
KEMPER CORP	162.	162.
KINDER MORGAN INC	4,595.	4,595.
KNIGHT TRANSN INC	1,626.	1,626.
KOHL'S CORPORATION 4.000% 11/01/21	2,529.	2,529.
KRAFT FOODS INC	2,209.	2,209.
LANDSTAR SYS INC.	282.	282.
ESTEE LAUDER COMPANIES CL A	858.	858.
LAUDUS MONDRIAN EMG MKT INS	33,906.	33,906.
LB UBS COML MTG TR 4.064% 9/15/27	6.	6.
LORAL SPACE & COMMUNICATIONS INC	15,860.	15,860.
LOWES COS INC	1,438.	1,438.
M & T BK CORP COM	3,702.	3,702.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MDC PARTNERS INC CL A	1,253.	1,253.
MFA FINANCIAL INC	2,699.	2,699.
MSC INDL DIRECT CO INC CL A	209.	209.
MANUF TRADERS 1.96815% 4/01/13	973.	973.
MARKEL CORP 5.350% 6/01/21	1,507.	1,507.
MASIMO CORP	1,132.	1,132.
MASTERCARD INC	222.	222.
MAXIMUS INC	428.	428.
MCCORMICK & CO. INC. (NON-VOTING)	298.	298.
MCDONALDS CORP.	2,115.	2,115.
M C G CAPITAL CORPORATION	130.	
MEAD JOHNSON NUTRITION CO	1,442.	1,442.
MEDICAL PROPERTIES TRUST INC	1,211.	1,067.
MERCK AND CO INC	7,962.	7,962.
METLIFE INC COM	1,903.	1,903.
MICROSOFT CORP.	5,270.	5,270.
MICROCHIP TECHNOLOGY INC	3,735.	
MONRO MUFFLER BRAKE INC	253.	253.
MORGAN STANLEY 3.800% 4/29/16	2,480.	2,480.
NATIONAL INSTRS CORP	1,269.	1,269.
NATIONAL-OILWELL INC	307.	307.
NELNET INC CL A	1,906.	1,906.
NEW JERSEY ST HLTH 5.000% 7/01/23	165.	
NIKE INC	1,223.	1,223.
NORTHERN TR CORP	2,274.	2,274.
NORTHWEST BANCSHARES INC MD	831.	831.
NOVARTIS AG ADR	6,173.	6,173.
OCCIDENTAL PETROLEUM CORP.	3,215.	3,215.
OCEANEERING INTERNATIONAL INC	97.	97.
OCEANFIRST FINL CORP	461.	461.
ONEOK INC 4.250% 2/01/22	2,094.	2,094.
ONEOK PARTNERS 6.150% 10/01/16	1,334.	1,334.
ORACLE SYSTEMS	1,079.	1,079.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORITANI FINL CORP	886.	886.
PACCAR INC	5,034.	5,034.
PALL CORP.	1,107.	1,107.
PARTNERS HEALTHCARE 3.443% 7/01/21	1,107.	1,107.
PEGASYSYSTEMS INC	210.	210.
PEPSICO INC.	4,215.	4,215.
PFIZER INC.	2,764.	2,764.
PHILIP MORRIS INTL	2,351.	2,351.
POTASH CORP 5.250% 5/15/14	3,774.	3,774.
PRAXAIR INC.	2,638.	2,638.
T. ROWE PRICE GROUP INC	2,154.	2,154.
PRICE SMART INC	185.	185.
BROWN ADVISORY INTERMED 115233744	7,654.	7,654.
PRUDENTIAL FINANCIAL INC	1,904.	1,904.
PUBLIC STORAGE 6.875% PFD	3,175.	3,175.
PUBLIC STORAGE 5.9% PFD	2,936.	2,936.
QUALCOMM CORP.	3,330.	3,330.
QUANEX BLDG PRODS CORP	220.	220.
RENASANT CORP	609.	609.
ROCKWOOD HLDGS INC	537.	
ROPER INDUSTRIES INC NEW	615.	615.
SCHLUMBERGER LTD.	2,336.	2,336.
CHARLES SCHWAB CORP.	1,199.	1,199.
CHARLES SCHWAB CORP 4.950% 6/01/14	3,320.	3,320.
SIGMA-ALDRICH CORP.	619.	619.
SILGAN HLDGS INC COM	487.	487.
SIX FLAGS ENTERTAINMENT	1,980.	1,980.
SPARTAN STORES INC	20.	20.
STAGE STORES INC	30.	30.
STARBUCKS CORP.	1,382.	1,382.
STARBUCKS CORP 6.250% 8/15/17	2,878.	2,878.
STARWOOD PROPERTY TRUST INC	2,128.	2,128.
TJX COS INC	574.	574.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TELEFLEX INC.	408.	408.
3M COMPANY	1,783.	1,783.
TIFFANY & CO	483.	483.
TIME WARNER CABLE INC	2,238.	2,238.
TOTAL FINA ELF S.A. ADS REPSTG 1/2 OF A	8,665.	8,665.
TOTAL SYSTEM SERVICES INC	368.	368.
US BANCORP DEL COM NEW	1,658.	1,658.
UNILEVER N V - NY SHARES	1,242.	1,242.
U S TREASURY NT 2.750% 2/15/19	1,052.	1,052.
U S TREASURY NT 3.625% 8/15/19	41,048.	41,048.
U S TREASURY NT 1.250% 10/31/15	285.	285.
U S TREASURY I P S 1.125% 1/15/21	1,923.	1,923.
U S TREASURY NT 1.000% 1/15/14	105.	105.
U S TREASURY I P S 0.125% 4/15/16	165.	165.
U S TREASURY NT 2.000% 4/30/16	1,804.	1,804.
U S TREASURY NT 3.125% 5/15/21	2,098.	2,098.
U S TREASURY I P S 0.125% 1/15/22	107.	107.
U S TREASURY NT 2.000% 2/15/22	3,380.	3,380.
U S TREASURY I P S 0.125% 7/15/22	10.	10.
UNITED TECHNOLOGIES CORP.	1,576.	1,576.
V F CORP.	1,145.	1,145.
VALLEY NATL BANCORP	1,928.	1,928.
VALMONT INDS INC	241.	241.
VAN ECK GLOBAL HARD ASSETS I	3,602.	3,602.
VANGUARD INFLATION PROTECTED SECS AD	6,045.	6,045.
VANGUARD LTD TERM TE FD ADM	23,531.	
WABTEC COM	144.	144.
WAL MART STORES INC.	1,926.	1,926.
WASATCH FDS INC	2,123.	2,123.
WASTE CONNECTIONS INC	409.	409.
WHOLE FOODS MARKET INC	1,206.	1,206.
WINDSTREAM CORP	5,344.	1,795.
WISCONSIN ENERGY CORP.	1,284.	1,284.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
WORLD FUEL SVCS CORP	414.	414.
ACCENTURE PLC CL A	5,960.	5,960.
GENPACT LIMITED	9,435.	9,435.
MAIDEN HOLDINGS LTD	859.	859.
ONEBEACON INSURANCE GROUP LT CL A	2,114.	2,114.
U T I WORLDWIDE INC	120.	120.
ACE LTD	2,214.	2,214.
CORE LABORATORIES N V	725.	725.
-----	-----	-----
TOTAL	612,570.	577,429.
=====	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP K-1S REIMBURSEMENT OF TAX PENALTY	406.	177,036.
TOTALS	406. =====	177,036. =====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT FEES-PRIN	138,394.	138,394.
	-----	-----
TOTALS	138,394.	138,394.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES		
QUARTERLY TAX DEPOSIT	4,174.	4,174.
FOREIGN TAXES ON QUALIFIED FOR	14,717.	
FOREIGN TAXES ON NONQUALIFIED	5,547.	5,547.
	286.	286.
	-----	-----
TOTALS	24,724.	10,007.
	=====	=====

CLAYTON BAKER TRUST

52-6054237

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
BANK FEES	35.	35.
EDUCATIONAL SEMINAR	21.	21.
EMPLOYEE PARKING	429.	429.
INTERNET	375.	375.
MAINTENANCE	229.	229.
MEALS AND ENTERTAINMENT	40.	40.
MISC EXPENSE	108.	108.
OFFICE EQUIPMENT AND FURNISHIN	504.	504.
PARKING - J B POWELL	880.	880.
POSTAGE AND DELIVERY	305.	305.
OFFICE SUPPLIES	390.	390.
TELEPHONE	692.	692.

TOTALS

4,008.
=====

4,008.
=====

CLAYTON BAKER TRUST

52-6054237

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
U.S. GOVT OBLIGATIONS	5,431,401.	6,142,681.	6,348,656.
	-----	-----	-----
TOTALS	5,431,401.	6,142,681.	6,348,656.
	=====	=====	=====

CLAYTON BAKER TRUST

52-6054237

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
COMMON STOCK			
EQUITY MUTUAL FUNDS	11,818,584.	10,805,288.	13,974,609.
PRIVATE EQUITY	2,550,129.	2,557,891.	3,065,424.
PREFERRED STOCK	1,093,282.	727,226.	888,591.
FOREIGN STOCK	84,989.	96,684.	100,943.
	1,298,957.	1,184,398.	1,451,684.
	-----	-----	-----
TOTALS	16,845,941.	15,371,487.	19,481,251.
	=====	=====	=====

CLAYTON BAKER TRUST

52-6054237

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
CORPORATE BONDS			
MORTGAGE BACKED SECURITIES	1,703,165.	2,416,407.	2,543,615.
ASSET BACKED SECURITIES			
FIXED INCOME FUNDS	2,297,940.	2,421,047.	2,443,099.
FOREIGN BONDS	158,847.	156,484.	166,892.
TAXABLE MUNI ISSUES	160,336.	499,837.	519,880.
NON TAXABLE MUNI ISSUES	187,940.	145,691.	166,892.
	-----	-----	-----
TOTALS	4,508,228.	5,639,466.	5,840,378.
	=====	=====	=====

CLAYTON BAKER TRUST

52-6054237

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
CDK GLOBAL SELECT SERIES 6/07	C	500,000.	500,000.	543,868.
CDK GLOBAL SELECT SERIES 7/07	C	250,000.	250,000.	268,789.
CDK GLOBAL SELECT SERIES 3/08	C	175,000.	175,000.	178,518.
		-----	-----	-----
TOTALS		925,000.	925,000.	991,175.
		=====	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

ACCRUED INT PAID IN 2011
ADJUST BASIS ON TIPS1,469.
6,119.

TOTAL

7,588.

=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

ACCRUED INT ATTRIBUTED TO 2013

8,581.

OTHER BOOK VALUE ADJUSTMENTS

7,087.

BOND AMORTIZATION

10,478.

TOTAL

26,146.

=====

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	31,240,197.	1,053,519.	
FEBRUARY	31,918,396.	1,137,182.	
MARCH	32,508,091.	1,134,891.	
APRIL	32,651,190.	1,178,441.	
MAY	31,661,748.	1,309,150.	
JUNE	31,176,606.	1,130,913.	
JULY	31,300,758.	1,285,885.	
AUGUST	31,658,372.	1,258,743.	
SEPTEMBER	32,346,525.	831,095.	
OCTOBER	32,278,533.	872,222.	
NOVEMBER	32,398,748.	774,432.	
DECEMBER	32,651,551.	704,524.	
	-----	-----	-----
TOTAL	383,790,715.	12,670,997.	
	=====	=====	=====
AVERAGE FMV	31,982,560.	1,055,916.	
	=====	=====	=====

CLAYTON BAKER TRUST
FORM 990PF, PART XV - LINES 2a - 2d
=====

52-6054237

RECIPIENT NAME:

John B Powell Jr Executive Director

ADDRESS:

2 East Read St #100
Baltimore, MD 21202

RECIPIENT'S PHONE NUMBER: 410-837-3555

FORM, INFORMATION AND MATERIALS:

A cover letter, a proposal narrative, and attachments all as
outlined in the ABAG Common Grant Application Format
Only one copy is required

SUBMISSION DEADLINES:

April 5th, August 5th and December 5th by 5:00 pm that day
If deadline falls on a weekend or holiday, then next business day

RESTRICTIONS OR LIMITATIONS ON AWARDS:

Must fit within the purposes of the Clayton Baker Trust, which
are Education, Environment and Community Development
The Trust must have adequate funds

CLAYTON BAKER TRUST

52-6054237

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

Association of Baltimore Area
Grantmakers

ADDRESS:

2 EAST READ STREET, 2ND FL.
Baltimore, MD 21202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY DEVELOPMENT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 4,200.

RECIPIENT NAME:

1000 Friends of Maryland

ADDRESS:

1209 NORTH CALVERT STREET
Baltimore, MD 21202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ENVIRONMENT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:

Advocates for Children and Youth

ADDRESS:

8 MARKET PLACE -5TH FLOOR
Baltimore, MD 21202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:

Children's Scholarship Fund

ADDRESS:

2300 NORTH CHARLES STREET; 2ND FL.

Baltimore, MD 21218

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:

Dyslexia Tutoring Program

ADDRESS:

711 W. 40TH STREET, SUITE 310

Baltimore, MD 21211

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

MD League of Conservation Voters

ADDRESS:

NINE STATE CIRCLE, SUITE 202

Annapolis, MD 21401

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ENVIRONMENT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
Maryland Nonprofits
ADDRESS:
190 WEST OSTEND STREET, STE. 201
Baltimore, MD 21230
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY DEVELOPMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
Neighborhood Design Center
ADDRESS:
1401 HOLLINS STREET
Baltimore, MD 21223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY DEVELOPMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 12,500.

RECIPIENT NAME:
New Leaders, Inc.
ADDRESS:
1 EAST MOUNT ROYAL AVENUE
Baltimore, MD 21202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 45,000.

RECIPIENT NAME:
South Baltimore Learning Center
ADDRESS:
28 EAST OSTEND STREET
Baltimore, MD 21230
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
Women's Housing Coalition
ADDRESS:
119 E. 25TH STREET
Baltimore, MD 21218
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
Teach for America, Inc.
ADDRESS:
2601 N. HOWARD ST., STE. 300
Baltimore, MD 21218
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

Cristo Rey Jesuit High School

ADDRESS:

420 S. CHESTER STREET

Baltimore, MD 21231

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 85,000.

RECIPIENT NAME:

American Logistics Aid Network

ADDRESS:

555 THIRTEENTH STREET, NW

Washington, DC 20004

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MAJOR DISASTER RECOVERY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 20,375.

RECIPIENT NAME:

St. Paul's School

ADDRESS:

11152 FALLS ROAD-PO BOX 8100

Brooklandville, MD 21022-8100

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
Arts Education in MD Schools Alliance
ADDRESS:
175 W. OSTEND STREET
Baltimore, MD 21230
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 13,000.

RECIPIENT NAME:
Baltimore Urban Debate League
ADDRESS:
2601 NORTH HOWARD STREET
Baltimore, MD 21218
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
Baltimore Youth Alliance, Inc.
ADDRESS:
6101 LOCH RAVEN BOULEVARD, STE. 408
Baltimore, MD 21239
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 12,500.

RECIPIENT NAME:

Big Brothers Big Sisters

ADDRESS:

3600 CLIPPER MILL ROAD, SUITE 250
Baltimore, MD 21211

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

Community Law Center

ADDRESS:

3355 KESWICK ROAD, SUITE 200
Baltimore, MD 21211

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY DEVELOPMENT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

Creative Alliance at the Patterson

ADDRESS:

3134 EASTERN AVENUE
Baltimore, MD 21224

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY DEVELOPMENT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
Irvine Nature Center
ADDRESS:
11201 GARRISON FOREST ROAD
Owings Mills, MD 21117
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ENVIRONMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
National Audubon Society, Inc.
ADDRESS:
2901 EAST BALTIMORE STREET
Baltimore, MD 21224
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ENVIRONMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 12,500.

RECIPIENT NAME:
Open Society Institute-Baltimore
ADDRESS:
201 NORTH CHARLES STREET, STE. 1300
Baltimore, MD 21201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY DEVELOPMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
Parks & People Foundation
ADDRESS:
800 WYMAN PARK DRIVE, STE 010
Baltimore, MD 21211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
American Civil Liberties Union -MD
ADDRESS:
3600 CLIPPER MILL ROAD, SUITE 350
Baltimore, MD 21211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
Baltimore Community Foundation
ADDRESS:
2 EAST READ STREET
Baltimore, MD 21202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY DEVELOPMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
Central MD Transportation Alliance
Baltimore Community Foundation
ADDRESS:
2 EAST READ STREET, SUITE 200
Baltimore, MD 21202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ENVIRONMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
Baltimore Symphony Orchestra
ADDRESS:
1212 CATHEDRAL STREET
Baltimore, MD 21201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
BELL Foundation, Inc.
ADDRESS:
60 CLAYTON STREET
Dorchester, MA 02122
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
Chesapeake Bay Foundation
ADDRESS:
6 HERNDON AVENUE
Annapolis, MD 21403
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ENVIRONMENT/LEGAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
Chesapeake Bay Foundation
ADDRESS:
6 HERNDON AVENUE
Annapolis, MD 21403
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
WATER BLUEPRINT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:
CollegeBound Foundation
ADDRESS:
300 WATER STREET, SUITE 300
Baltimore, MD 21202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
FreeState Legal Project, Inc.
ADDRESS:
241 WEST CHASE STREET
Baltimore, MD 21201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY DEVELOPMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
Friends of Patterson Park, Inc.
ADDRESS:
27 SOUTH PATTERSON PARK AVENUE
Baltimore, MD 21231
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY DEVELOPMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
Hampden Family Center
ADDRESS:
1104-1108 WEST 36TH STREET
Baltimore, MD 21211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

CLAYTON BAKER TRUST 52-6054237
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
Baltimore CASH Campaign
ADDRESS:
111 WATER STREET, SUITE 201
Baltimore, MD 21202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY DEVELOPMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 18,000.

RECIPIENT NAME:
Institute of Notre Dame
ADDRESS:
901 AISQUITH STREET
Baltimore, MD 21202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
Baltimore School for the Arts Fdn.
ADDRESS:
712 CATHEDRAL STREET
Baltimore, MD 21201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 30,000.

CLAYTON BAKER TRUST 52-6054237
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
Hearing and Speech Agency
ADDRESS:
5900 METRO DRIVE
Baltimore, MD 21215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
JHU-Child/Adolescent Psychiatry Program Fund
ADDRESS:
100 NORTH CHARLES STREET
Baltimore, MD 21201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 65,000.

RECIPIENT NAME:
Maryland Food Bank
ADDRESS:
2200 HALETHORPE FARMS ROAD
Baltimore, MD 21227
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:
SEED School of Maryland
ADDRESS:
200 FONT HILL AVENUE
Baltimore, MD 21223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
Blue Water Baltimore, Herring Run
Watershed Association
ADDRESS:
3545 BELAIR ROAD
Baltimore, MD 21213
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ENVIRONMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 40,000.

RECIPIENT NAME:
Boys Hope Girls Hope of Baltimore
ADDRESS:
3700 E. NORTHERN PKWY., 2ND FLOOR
Baltimore, MD 21206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 40,000.

RECIPIENT NAME:
Cylburn Aboretum Association
ADDRESS:
4915 GREENSPRING AVENUE
Baltimore, MD 21209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY DEVELOPMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
Downtown Baltimore Family Alliance
ADDRESS:
P.O. BOX 38917
Baltimore, MD 21231
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY DEVELOPMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
Downtown Sailing Center, Inc.
ADDRESS:
1425 KEY HIGHWAY
Baltimore, MD 21230
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

Enoch Pratt Free Library

ADDRESS:

400 CATHEDRAL STREET

Baltimore, MD 21201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY DEVELOPMENT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

Maryland Pesticide Network,

Beyond Pesticides

ADDRESS:

544 EPPING FOREST RD.

Annapolis, MD 21401

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ENVIRONMENT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

Middle Grades Partnership,

Baltimore Community Foundation

ADDRESS:

2 EAST READ ST., 9TH FLOOR

Baltimore, MD 21202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:
Midshore Riverkeeper Conservancy
ADDRESS:
23 NORTH HARRISON STREET
Easton, MD 21601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ENVIRONMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
Playworks Baltimore
ADDRESS:
2601 NORTH HOWARD STREET #310
Baltimore, MD 21218
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 40,000.

RECIPIENT NAME:
Samaritan Community
ADDRESS:
1407 BOLTON STREET
Baltimore, MD 21217
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
Spotlighters Theatre
ADDRESS:
817 SAINT PAUL STREET
Baltimore, MD 21202-2472
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
St. Vincent de Paul of Baltimore
ADDRESS:
2305 N CHARLES STREET, STE. 300
Baltimore, MD 21218
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
Supporting Public Schools of Choice
ABAG
ADDRESS:
2 EAST READ ST., 2ND FLOOR
Baltimore, MD 21202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
Village Learning Place
ADDRESS:
2521 ST. PAUL STREET
Baltimore, MD 21218
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
V-LINC
ADDRESS:
2301 ARGONNE DRIVE
Baltimore, MD 21218
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
OUTWARD BOUND BALTIMORE
CHESAPEAKE BAY CENTER
ADDRESS:
1900 EAGLE DRIVE
Baltimore, MD 21207
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION - GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
FUND FOR EDUCATIONAL EXCELLENCE
ADDRESS:
800 N CHARLES STREET
BALTIMORE, MD 21201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTING PUBLIC SCHOOLS OF CHOICE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
FOUNDATIONS CHARTER SCHOOL INC
ADDRESS:
7030 BELLONA AVE
BALTIMORE, MD 21212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
LITERACY AND LEADERSHIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 8,500.

RECIPIENT NAME:
PRESERVATION MARYLAND
ADDRESS:
24 WEST SARATOGA STREET
BALTIMORE, MD 21201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RESTORATION AND RENOVATION FAIR
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
YOUR PUBLIC RADIO CORP
ADDRESS:
2216 NORTH CHARLES STREET
BALTIMORE, DE 21218
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
THE ENVIRONMENT IN FOCUS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC SUPPORT
AMOUNT OF GRANT PAID 12,000.

RECIPIENT NAME:
KIPP BALTIMORE INC
ADDRESS:
4701 GREENSPRING AVENUE
BALTIMORE, MD 21209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
GIVECORPS FOUNDATION
ADDRESS:
111 S CALVERT STREET
BALTIMORE, MD 21201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ELECTRIC VEHICLE INITIATIVE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:
THE NATURE CONSERVANCY
ADDRESS:
5410 GROSVENOR LANE, SUITE 100
Bethesda, MD
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ENVIRONMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
INSTITUTE FOR JEWISH & CHRISTIAN
STUDIES
ADDRESS:
956 DULANEY VALLEY ROAD
BALTIMORE, MD 21204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION: 25TH ANNIVERSARY PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
YOUNG VICTORIAN THEATER CO
ADDRESS:
901 DULANEY VALLEY ROAD
TOWSON, MD 21204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAMP[AIGN TODEVELOP DIVERSE & YOUNG AUDIENCES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
WYE RIVER UPPER SCHOOL
ADDRESS:
P.O. BOX 36
Wye Mills, MD 21679
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION: CAPITAL CAMPAIGN FOR NEW SCHOOL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC SUPPORT
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
EPISCOPAL COMMUNITY SERVICES
OF MARYLAND
ADDRESS:
1014 WEST OSTEND STREET
BALTIMORE, MD 21230
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION: ARK PRESCHOOL FOR HOMLESS CHILDREN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:
Chesapeake Bay Foundation
ADDRESS:
6 HERNDON AVE
Annapolis, MD 21401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING EXPENSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 75,000.

CLAYTON BAKER TRUST 52-6054237
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
SUCCESSFUL TEACHING SOLUTIONS
ADDRESS:
800 N CHARLES STREET
BALTIMORE, MD 21201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION: SHOWING TEACHERS SUCCESS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

TOTAL GRANTS PAID: 1,634,075.
=====

Clayton Baker Trust
Statement of Purposes

The Clayton Baker Trust focuses its grants in three areas:

- Education: The Clayton Baker Trust seeks to improve the learning opportunities for Baltimore City children through: reading readiness in pre-k and kindergarten, programs that challenge motivated students in Baltimore's public schools, school-based after-school programs, and summer learning.
- Environment: The Clayton Baker Trust supports organizations that work to protect and improve the natural environment of the Baltimore region but does not fund local land trusts.
- Community Development: The Clayton Baker Trust supports community organizations in Baltimore City that have a record of attracting financial investments to their neighborhood revitalization efforts.

Grant Application

The Clayton Baker Trust has adopted the Association of Baltimore Area Grantmakers ("ABAG") Common Grant Application Format, which can be found at www.abagmd.org. If you cannot access these materials, you may call us at 410-837-3555 and we will send a copy.

A Grant Application should include a cover letter, a proposal narrative, and attachments, all as outlined in the ABAG Common Grant Application Format. Only one copy is required.

If you believe that your proposal fits within the purposes of the Clayton Baker Trust, a completed grant application may be sent to:

John B. Powell, Jr., Executive Director
Clayton Baker Trust
2 East Read Street, Suite 100
Baltimore, MD 21202

Deadlines for submission of grant applications are **April 5th**, **August 5th**, and **December 5th**. If the deadline falls on a weekend or a holiday, the deadline is the following business day. Grant Applications must be received before 5:00 p.m. on the deadline date.

An initial review is made of every Grant Application that is received. If it is determined that a Grant Application is not within the purposes of the Clayton Baker Trust or that the Trust does not have adequate funds, the organization will be notified as soon as possible. Otherwise, the Trust will endeavor to inform each organization that submitted a Grant Application of its decision within sixty (60) days following the deadline date.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	CLAYTON BAKER TRUST	52-6054237
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	2 EAST READ STREET - SUITE 100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	BALTIMORE, MD 21202	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► JOHN B. POWELL, JR

Telephone No ► (410) 837-3555

FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year 2012 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	55,954.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	32,667.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	23,287.

Caution If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions

Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**.
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions Employer identification number (EIN) or
	CLAYTON BAKER TRUST	52-6054237
	Number, street, and room or suite no. If a P.O. box, see instructions. 2 EAST READ STREET - SUITE 100	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BALTIMORE, MD 21202	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

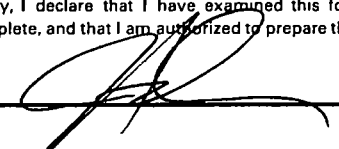
- The books are in the care of JOHN B. POWELL, JR
Telephone No. (410) 837-3555 FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 11/15, 2013.
- 5 For calendar year 2012, or other tax year beginning , 20 , and ending , 20 .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER OUTSIDE DATA REQUIRED TO PREPARE AN ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	55,954.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	55,954.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  Title Date 08/06/2013

Form 8868 (Rev. 1-2013)