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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
THE LENOX D AND FRANCES W BAKER FOUNDATION

A Employer identification number
54-1788401

Number and street (or P O box number if mail is not delivered to street address) 901 SOUTH BOND STREET | Room/suite

B Telephone number (see instructions)
(410) 537-5450

City or town, state, and ZIP code
BALTIMORE, MD 21231

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)* ▶$ 2,044,642

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				
	4	Dividends and interest from securities	16,561	16,561		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	140,695			
	b	Gross sales price for all assets on line 6a 937,897				
	7	Capital gain net income (from Part IV, line 2)		140,695		
	8	Net short-term capital gain			0	
	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)				
	12	**Total.** Add lines 1 through 11	157,256	157,256		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	7,652	7,652		0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	2,814	338		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	10,466	7,990	0	0
	25	Contributions, gifts, grants paid	213,747			213,747
	26	**Total expenses and disbursements.** Add lines 24 and 25	224,213	7,990	0	213,747
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-66,957			
	b	**Net investment income** (if negative, enter -0-)		149,266		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

			Beginning of year (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	40,767	44,576	44,576
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	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 ▶ 0			
	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)	1,562,211	1,461,034	1,978,624
	c	Investments—corporate bonds (attach schedule)		20,256	21,442
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	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)	1,602,978	1,525,866	2,044,642
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
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	1,602,978	1,525,866	
	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)	1,602,978	1,525,866	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,602,978	1,525,866	

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	1,602,978
2	Enter amount from Part I, line 27a	2	-66,957
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1,536,021
5	Decreases not included in line 2 (itemize) ▶	5	10,155
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,525,866

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

	(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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	140,695
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	

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	160,000	2,185,731	0 073202
2010	471,811	2,029,331	0 232496
2009	98,310	1,914,151	0 05136
2008	157,241	2,623,878	0 059927
2007	106,148	3,241,053	0 032751

2	**Total** of line 1, column (d)	2	0 449736
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 089947
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,134,681
5	Multiply line 4 by line 3	5	192,008
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,493
7	Add lines 5 and 6	7	193,501
8	Enter qualifying distributions from Part XII, line 4	8	213,747

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	1,493
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	1,493
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,493
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	824		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	824
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	10
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	679
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	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶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*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶BROWN ADVISORY Telephone no ▶(410) 537-5450

Located at ▶901 S BOND STREET SUITE 400 BALTIMORE MD ZIP+4 ▶21231

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ | 15 | |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20___, 20___, 20___, 20___				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions).		2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20___, 20___, 20___, 20___				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
FRANCES W BAKER 400 W BRAMBLETON AVE SUITE 200 NORFOLK, VA 23510	OFFICER 0	0		
LENOX D BAKER JR 400 W BRAMBLETON AVE SUITE 200 NORFOLK, VA 23510	OFFICER 0	0		
SARA F BAKER 400 W BRAMBLETON AVE SUITE 200 NORFOLK, VA 23510	OFFICER 0	0		
MARGARET W BAKER 400 W BRAMBLETON AVE SUITE 200 NORFOLK, VA 23510	OFFICER 0	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				

Total number of other employees paid over $50,000 ▶	0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	2,136,965
b	Average of monthly cash balances	1b	30,224
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,167,189
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,167,189
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	32,508
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,134,681
6	**Minimum investment return.** Enter 5% of line 5	6	106,734

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	106,734
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1,493		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,493
3	Distributable amount before adjustments Subtract line 2c from line 1	3	105,241
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	105,241
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	105,241

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	213,747
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	213,747
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	1,493
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	212,254

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					105,241
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 2010 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.	0				
b From 2008.	0				
c From 2009.	0				
d From 2010.	287,853				
e From 2011.	52,359				
f Total of lines 3a through e.		340,212			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 213,747					
a Applied to 2011, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2012 distributable amount.					105,241
e Remaining amount distributed out of corpus		108,506			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		448,718			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		448,718			
10 Analysis of line 9					
a Excess from 2008. . . .	0				
b Excess from 2009. . . .	0				
c Excess from 2010. . . .	287,853				
d Excess from 2011. . . .	52,359				
e Excess from 2012. . . .	108,506				

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				213,747
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					
4 Dividends and interest from securities. . . .			14	16,561	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	140,695	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				157,256	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 157,256

(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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	**1a(1)**		No
	(2) Other assets	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
	(4) Reimbursement arrangements	**1b(4)**		No
	(5) Loans or loan guarantees	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2013-04-22	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
BROWN INVESTMENT ADVISORY	BROWN INVESTMENT ADVISORY	2013-04-22		
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 IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1 INTUITIVE SURGICAL INC		2010-11-30	2012-01-06
3 INTUITIVE SURGICAL INC		2010-11-30	2012-01-09
3 GOOGLE INC CL A		2011-05-05	2012-01-10
3 INTUITIVE SURGICAL INC		2009-02-27	2012-01-10
3 GOOGLE INC CL A		2011-05-05	2012-01-11
13 COVANCE INC		2009-07-16	2012-01-12
1 COVANCE INC		2009-04-29	2012-01-13
8 COVANCE INC		2009-04-29	2012-01-13
15 COVANCE INC		2009-04-29	2012-01-13
2 COVANCE INC		2009-04-29	2012-01-17
16 COVANCE INC		2009-04-29	2012-01-17
31 COACH INC		2011-08-19	2012-01-19
1 COACH INC		2008-09-11	2012-01-20
17 COACH INC		2011-08-19	2012-01-20
19 COACH INC		2008-09-11	2012-01-23
310 ABB LTD SPON ADR		2009-12-31	2012-01-30
311 ABB LTD SPON ADR		2010-02-16	2012-01-31
4858 3 BROWN ADVISORY VALUE 115233801		2008-03-18	2012-01-31
23 SCHLUMBERGER LTD		2011-06-23	2012-02-07
36 EXPRESS SCRIPTS INC-CL A		2011-04-05	2012-02-13
17 EXPRESS SCRIPTS INC-CL A		2011-04-05	2012-02-13
27 FOSSIL INC		2011-09-21	2012-02-13
20 FOSSIL INC		2011-09-21	2012-02-14
3 COACH INC		2008-09-11	2012-03-12
3 FOSSIL INC		2011-08-25	2012-03-12
1 MASTERCARD INC		2008-09-25	2012-03-12
2 MEAD JOHNSON NUTRITION CO		2012-01-31	2012-03-12
1 SALESFORCE COM INC		2011-09-22	2012-03-12
1 APPLE COMPUTER INC		2008-10-08	2012-03-13
10 COACH INC		2008-09-11	2012-03-13

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8 FOSSIL INC		2011-08-25	2012-03-13
5 FOSSIL INC		2011-08-25	2012-03-13
2 MASTERCARD INC		2008-09-25	2012-03-13
9 MEAD JOHNSON NUTRITION CO		2012-01-31	2012-03-13
5 SALESFORCE COM INC		2011-09-22	2012-03-13
1 APPLE COMPUTER INC		2008-10-08	2012-03-14
10 COACH INC		2008-09-11	2012-03-14
13 FOSSIL INC		2011-09-22	2012-03-14
2 MASTERCARD INC		2008-09-25	2012-03-14
9 MEAD JOHNSON NUTRITION CO		2012-01-31	2012-03-14
5 SALESFORCE COM INC		2011-09-22	2012-03-14
1 APPLE COMPUTER INC		2008-10-08	2012-03-15
8 COACH INC		2008-09-11	2012-03-15
2 FOSSIL INC		2011-09-22	2012-03-15
7 FOSSIL INC		2011-09-22	2012-03-15
2 MASTERCARD INC		2008-09-25	2012-03-15
7 MEAD JOHNSON NUTRITION CO		2012-01-30	2012-03-15
4 SALESFORCE COM INC		2011-09-22	2012-03-15
3 APPLE COMPUTER INC		2008-10-08	2012-03-16
23 COACH INC		2008-09-11	2012-03-16
28 FOSSIL INC		2011-11-09	2012-03-16
4 MASTERCARD INC		2008-09-25	2012-03-16
17 MEAD JOHNSON NUTRITION CO		2012-01-30	2012-03-16
2 MEAD JOHNSON NUTRITION CO		2012-01-19	2012-03-16
11 SALESFORCE COM INC		2012-01-31	2012-03-16
20 ROPER INDUSTRIES INC NEW		2008-10-20	2012-03-29
20 ROPER INDUSTRIES INC NEW		2008-10-15	2012-03-30
3 APPLE COMPUTER INC		2008-10-08	2012-04-11
28 QUALCOMM CORP		2009-09-04	2012-04-11
1 INTUITIVE SURGICAL INC		2009-02-27	2012-04-23

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3 INTUITIVE SURGICAL INC		2009-02-27	2012-04-24
3 INTUITIVE SURGICAL INC		2009-02-27	2012-05-03
10 SALESFORCE COM INC		2012-01-31	2012-05-03
3 INTUITIVE SURGICAL INC		2007-01-16	2012-05-04
9 SALESFORCE COM INC		2012-01-30	2012-05-04
3 AMPHENOL CORP - CL A		2011-10-28	2012-05-07
25 AMPHENOL CORP - CL A		2011-10-28	2012-05-07
7 MASTERCARD INC		2008-09-25	2012-05-07
8 AMPHENOL CORP - CL A		2010-04-21	2012-05-08
16 AMPHENOL CORP - CL A		2011-10-28	2012-05-08
5 AMPHENOL CORP - CL A		2010-04-21	2012-05-10
2 AMPHENOL CORP - CL A		2010-04-21	2012-05-10
24 AMPHENOL CORP - CL A		2010-04-21	2012-05-10
3 DAVITA INC		2011-03-01	2012-05-10
16 DAVITA INC		2011-03-01	2012-05-10
50 EXPRESS SCRIPTS HLDGS C		2011-04-05	2012-05-10
5 SALESFORCE COM INC		2012-01-30	2012-05-10
19 AMPHENOL CORP - CL A		2010-04-21	2012-05-11
3 DAVITA INC		2011-02-28	2012-05-11
8 DAVITA INC		2011-10-21	2012-05-11
1 SALESFORCE COM INC		2011-11-21	2012-05-11
10 DAVITA INC		2011-10-21	2012-06-07
13 MEAD JOHNSON NUTRITION CO		2012-01-20	2012-06-07
10 DAVITA INC		2011-10-21	2012-06-08
12 MEAD JOHNSON NUTRITION CO		2012-01-20	2012-06-08
25 COSTCO WHOLESALE CORPORATION		2009-05-29	2012-06-29
6 COSTCO WHOLESALE CORPORATION		2009-05-29	2012-07-02
17 COSTCO WHOLESALE CORPORATION		2009-05-29	2012-07-02
3 STERICYCLE INC		2012-02-14	2012-07-16
1 STERICYCLE INC		2012-02-14	2012-07-16

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(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)
10 STERICYCLE INC		2012-02-14	2012-07-17
5 STERICYCLE INC		2012-02-14	2012-07-17
23 STERICYCLE INC		2012-02-13	2012-07-18
1 STERICYCLE INC		2012-01-30	2012-07-18
3 APPLE COMPUTER INC		2008-10-08	2012-07-19
3 DAVITA INC		2011-10-21	2012-07-20
2 DAVITA INC		2011-10-21	2012-07-20
32 EXPRESS SCRIPTS HLDGS C		2011-03-02	2012-07-20
7 DAVITA INC		2011-10-21	2012-07-23
1 DAVITA INC		2011-10-06	2012-07-23
5 DAVITA INC		2011-10-06	2012-07-24
7 ANSYS INC		2012-05-04	2012-08-06
5 ANSYS INC		2012-05-04	2012-08-06
5 GOOGLE INC CL A		2012-02-13	2012-08-06
24 ANSYS INC		2012-05-04	2012-08-07
7 ANSYS INC		2012-05-03	2012-08-07
3 ANSYS INC		2012-05-03	2012-08-08
14 ANSYS INC		2011-03-16	2012-08-08
10 ANSYS INC		2012-05-03	2012-08-08
13 ANSYS INC		2011-03-16	2012-08-09
20 DANAHER CORP		2012-03-30	2012-08-14
6 FOSSIL INC		2011-11-09	2012-08-14
50 DANAHER CORP		2012-03-29	2012-08-15
28 FOSSIL INC		2011-11-09	2012-08-15
4 APPLE COMPUTER INC		2008-10-08	2012-09-21
2 GOOGLE INC CL A		2010-04-26	2012-09-21
3 GOOGLE INC CL A		2012-01-31	2012-09-21
4 NATIONAL INSTRS CORP		2011-05-03	2012-09-21
9 ANSYS INC		2011-03-16	2012-09-24
1 ANSYS INC		2011-03-16	2012-09-24

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11 NATIONAL INSTRS CORP		2011-05-03	2012-09-24
1 NATIONAL INSTRS CORP		2011-05-03	2012-09-24
6024 096 BROWN ADVISORY VALUE 115233801		2008-03-18	2012-09-24
18 ANSYS INC		2011-03-16	2012-09-25
10 NATIONAL INSTRS CORP		2011-05-03	2012-09-25
7 ANSYS INC		2011-03-15	2012-09-26
10 NATIONAL INSTRS CORP		2011-05-03	2012-09-26
9 ANSYS INC		2010-10-18	2012-09-27
22 NATIONAL INSTRS CORP		2011-05-03	2012-09-27
2 NATIONAL INSTRS CORP		2011-05-03	2012-09-27
20 NATIONAL INSTRS CORP		2011-05-03	2012-09-28
13 NATIONAL INSTRS CORP		2011-04-29	2012-10-01
3 NATIONAL INSTRS CORP		2011-04-29	2012-10-02
33 CANADIAN NATURAL RESOURCES LTD		2011-06-23	2012-10-03
5 NATIONAL INSTRS CORP		2011-04-29	2012-10-03
29 CANADIAN NATURAL RESOURCES LTD		2011-06-23	2012-10-04
6 NATIONAL INSTRS CORP		2011-04-29	2012-10-04
2 CANADIAN NATURAL RESOURCES LTD		2011-06-23	2012-10-05
40 CANADIAN NATURAL RESOURCES LTD		2012-02-07	2012-10-05
15 NATIONAL INSTRS CORP		2011-04-29	2012-10-05
27 CANADIAN NATURAL RESOURCES LTD		2012-05-03	2012-10-08
3 NATIONAL INSTRS CORP		2011-04-29	2012-10-08
7 NATIONAL INSTRS CORP		2011-04-29	2012-10-09
8 NATIONAL INSTRS CORP		2011-04-29	2012-10-10
15 DAVITA INC		2011-10-06	2012-10-12
17 DAVITA INC		2011-10-06	2012-10-15
15 COACH INC		2012-06-08	2012-10-24
19 COSTCO WHOLESALE CORPORATION		2009-05-29	2012-10-24
10 DAVITA INC		2008-01-14	2012-10-24
3 FOSSIL INC		2011-08-24	2012-10-24

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3 IDEXX LABORATORIES CORP		2009-03-17	2012-10-24
10 ESTEE LAUDER COMPANIES CL A		2012-03-15	2012-10-24
11 ACCENTURE PLC CL A		2012-02-14	2012-10-24
31 COACH INC		2012-06-08	2012-10-25
19 COSTCO WHOLESALE CORPORATION		2009-05-29	2012-10-25
9 DAVITA INC		2008-01-14	2012-10-25
11 FOSSIL INC		2011-08-24	2012-10-25
3 IDEXX LABORATORIES CORP		2009-03-17	2012-10-25
9 ESTEE LAUDER COMPANIES CL A		2012-03-15	2012-10-25
32 ACCENTURE PLC CL A		2012-02-14	2012-10-25
12 ACCENTURE PLC CL A		2007-11-29	2012-10-25
28 COACH INC		2012-06-07	2012-10-26
6 DAVITA INC		2008-01-14	2012-10-26
10 FOSSIL INC		2011-08-24	2012-10-26
5 IDEXX LABORATORIES CORP		2009-03-17	2012-10-26
38 ESTEE LAUDER COMPANIES CL A		2012-03-15	2012-10-26
9 ESTEE LAUDER COMPANIES CL A		2012-03-15	2012-10-26
10 COACH INC		2012-08-07	2012-10-31
21 DAVITA INC		2008-01-14	2012-10-31
2 99893 FOSSIL INC		2011-08-24	2012-10-31
14 00107 FOSSIL INC		2011-08-24	2012-10-31
1 IDEXX LABORATORIES CORP		2009-03-17	2012-10-31
7 DAVITA INC		2008-01-14	2012-11-01
10 FOSSIL INC		2011-08-24	2012-11-01
9 IDEXX LABORATORIES CORP		2009-03-17	2012-11-01
2 IDEXX LABORATORIES CORP		2009-03-17	2012-11-02
1 NATIONAL INSTRS CORP		2011-04-29	2012-11-02
3 IDEXX LABORATORIES CORP		2009-03-17	2012-11-05
18 AMPHENOL CORP - CL A		2010-04-21	2012-11-06
8 IDEXX LABORATORIES CORP		2009-03-17	2012-11-06

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2 IDEXX LABORATORIES CORP		2009-03-17	2012-11-06
3 NATIONAL INSTRS CORP		2011-04-29	2012-11-06
5 STERICYCLE INC		2012-01-30	2012-11-06
14 AMPHENOL CORP - CL A		2010-04-21	2012-11-07
4 IDEXX LABORATORIES CORP		2009-03-17	2012-11-07
7 STERICYCLE INC		2012-01-30	2012-11-07
3 STERICYCLE INC		2011-08-03	2012-11-07
13 AMPHENOL CORP - CL A		2010-04-20	2012-11-08
8 IDEXX LABORATORIES CORP		2009-03-17	2012-11-08
18 STERICYCLE INC		2011-08-03	2012-11-08
6 IDEXX LABORATORIES CORP		2009-03-17	2012-11-09
95 AMPHENOL CORP - CL A		2011-10-21	2012-11-12
63 ANSYS INC		2010-10-18	2012-11-12
11 APPLE COMPUTER INC		2008-10-08	2012-11-12
6 APPLE COMPUTER INC		2012-10-15	2012-11-12
116 CANADIAN NATURAL RESOURCES LTD		2012-05-04	2012-11-12
39 CANADIAN NATURAL RESOURCES LTD		2009-04-21	2012-11-12
64 CITRIX SYSTEMS INC		2008-07-24	2012-11-12
129 COACH INC		2012-09-21	2012-11-12
101 COGNIZANT TECH SOLUTIONS CRP COM		2012-05-10	2012-11-12
56 COSTCO WHOLESALE CORPORATION		2009-06-23	2012-11-12
93 COVANCE INC		2009-04-29	2012-11-12
55 DANAHER CORP		2011-10-28	2012-11-12
72 DANAHER CORP		2012-01-30	2012-11-12
46 DAVITA INC		2008-01-14	2012-11-12
46 99812 EXPRESS SCRIPTS HLDGS C		2011-03-02	2012-11-12
116 00188 EXPRESS SCRIPTS HLDGS C		2011-03-02	2012-11-12
49 FMC TECHNOLOGIES INC		2010-05-27	2012-11-12
102 FMC TECHNOLOGIES INC		2012-05-10	2012-11-12
129 FLUOR CORP NEW COM		2011-06-13	2012-11-12

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63 FOSSIL INC		2011-09-06	2012-11-12
15 GOOGLE INC CL A		2011-10-04	2012-11-12
51 IDEXX LABORATORIES CORP		2009-03-17	2012-11-12
13 INTUITIVE SURGICAL INC		2012-08-15	2012-11-12
101 ESTEE LAUDER COMPANIES CL A		2012-03-16	2012-11-12
6 MASTERCARD INC		2012-09-24	2012-11-12
9 MASTERCARD INC		2008-09-29	2012-11-12
94 MEAD JOHNSON NUTRITION CO		2012-07-18	2012-11-12
141 NATIONAL INSTRS CORP		2011-05-06	2012-11-12
38 NETAPP INC		2012-04-11	2012-11-12
140 NETAPP INC		2011-08-03	2012-11-12
121 QUALCOMM CORP		2009-09-23	2012-11-12
62 ROPER INDUSTRIES INC NEW		2008-10-15	2012-11-12
42 SALESFORCE COM INC		2012-08-06	2012-11-12
45 SCHLUMBERGER LTD		2011-12-12	2012-11-12
56 SCHLUMBERGER LTD		2011-10-31	2012-11-12
425 CHARLES SCHWAB CORP		2008-07-01	2012-11-12
145 STARBUCKS CORP		2012-10-25	2012-11-12
28 STERICYCLE INC		2011-08-03	2012-11-12
48 STERICYCLE INC		2012-01-10	2012-11-12
94 ACCENTURE PLC CL A		2008-02-20	2012-11-12
229 GENPACT LIMITED		2010-10-19	2012-11-12
30 CORE LABORATORIES N V		2012-10-08	2012-11-12
24 CORE LABORATORIES N V		2011-09-16	2012-11-12
1742 342 LAUDUS MONDRIAN EMG MKT INS		2010-12-15	2012-11-15
1720 032 LAUDUS MONDRIAN EMG MKT INS		2010-12-15	2012-11-16
1727 502 LAUDUS MONDRIAN EMG MKT INS		2010-12-15	2012-11-19
1722 655 LAUDUS MONDRIAN EMG MKT INS		2008-08-05	2012-11-20
69 947 LAUDUS MONDRIAN EMG MKT INS		2011-12-15	2012-11-21
1812 016 LAUDUS MONDRIAN EMG MKT INS		2010-06-15	2012-11-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1 NATIONAL INSTRS CORP		2011-05-02	2012-11-23
54 CANADIAN NATURAL RESOURCES LTD		2009-04-21	2012-11-26
5 NATIONAL INSTRS CORP		2011-05-02	2012-11-26
84 CANADIAN NATURAL RESOURCES LTD		2009-04-21	2012-11-27
9 NATIONAL INSTRS CORP		2011-05-02	2012-11-27
5 SALESFORCE COM INC		2011-11-21	2012-11-27
18 SALESFORCE COM INC		2011-12-22	2012-11-27
65 CANADIAN NATURAL RESOURCES LTD		2009-04-21	2012-11-28
8 NATIONAL INSTRS CORP		2011-05-03	2012-11-28
54 CANADIAN NATURAL RESOURCES LTD		2009-04-21	2012-11-29
1 NATIONAL INSTRS CORP		2011-04-29	2012-11-29
45 CANADIAN NATURAL RESOURCES LTD		2009-04-21	2012-11-30
105 CANADIAN NATURAL RESOURCES LTD		2009-04-21	2012-12-03
93 CANADIAN NATURAL RESOURCES LTD		2009-04-21	2012-12-04
45 CANADIAN NATURAL RESOURCES LTD		2009-04-21	2012-12-05
1560 WISDOMTREE EMERGING MKTS EQ INCOME		2012-11-21	2012-12-11
21 SALESFORCE COM INC		2009-02-12	2012-12-17
1 SALESFORCE COM INC		2011-12-22	2012-12-17
17 ROPER INDUSTRIES INC NEW		2008-10-16	2012-12-19
17 STERICYCLE INC		2010-02-04	2012-12-19
36 AMPHENOL CORP - CL A		2011-10-21	2012-12-21
24 ANSYS INC		2010-10-13	2012-12-21
1 APPLE COMPUTER INC		2008-10-08	2012-12-21
6 APPLE COMPUTER INC		2012-11-09	2012-12-21
1707 456 BROWN ADVISORY SM CP FUNDAMENTAL VAL		2012-11-14	2012-12-21
7639 419 BROWN ADVISORY VALUE EQUITY INV		2008-03-18	2012-12-21
13 11755 BROWN ADVISORY SMALL CAP GROWTH INV		2012-11-14	2012-12-21
1790 63445 BROWN ADVISORY SMALL CAP GROWTH INV		2012-11-14	2012-12-21
25 CITRIX SYSTEMS INC		2008-07-24	2012-12-21
48 COACH INC		2012-08-14	2012-12-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
22 COGNIZANT TECH SOLUTIONS CRP COM		2008-12-05	2012-12-21
16 COGNIZANT TECH SOLUTIONS CRP COM		2012-05-07	2012-12-21
22 COSTCO WHOLESALE CORPORATION		2009-06-23	2012-12-21
36 COVANCE INC		2009-04-29	2012-12-21
11 DANAHER CORP		2011-12-23	2012-12-21
37 DANAHER CORP		2008-03-18	2012-12-21
17 DAVITA INC		2007-12-13	2012-12-21
24 ECOLAB INC		2012-12-04	2012-12-21
67 EXPRESS SCRIPTS HLDGS C		2011-02-26	2012-12-21
58 FMC TECHNOLOGIES INC		2010-05-27	2012-12-21
48 FLUOR CORP NEW COM		2011-06-13	2012-12-21
24 FOSSIL INC		2011-09-05	2012-12-21
5 GOOGLE INC CL A		2010-07-21	2012-12-21
20 IDEXX LABORATORIES CORP		2008-10-24	2012-12-21
5 INTUITIVE SURGICAL INC		2012-12-19	2012-12-21
38 ESTEE LAUDER COMPANIES CL A		2012-03-16	2012-12-21
6 MASTERCARD INC		2008-09-29	2012-12-21
24 00043 MEAD JOHNSON NUTRITION CO		2012-01-23	2012-12-21
11 99957 MEAD JOHNSON NUTRITION CO		2012-07-16	2012-12-21
57 NATIONAL INSTRS CORP		2011-05-04	2012-12-21
68 NETAPP INC		2012-09-21	2012-12-21
51 QUALCOMM CORP		2012-12-17	2012-12-21
22 ROPER INDUSTRIES INC NEW		2008-10-16	2012-12-21
10 SALESFORCE COM INC		2009-02-12	2012-12-21
38 SCHLUMBERGER LTD		2011-12-12	2012-12-21
190 CHARLES SCHWAB CORP		2011-04-05	2012-12-21
55 STARBUCKS CORP		2012-10-25	2012-12-21
26 STERICYCLE INC		2010-02-04	2012-12-21
35 ACCENTURE PLC CL A		2008-02-20	2012-12-21
86 GENPACT LIMITED		2010-06-02	2012-12-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
20 CORE LABORATORIES N V		2011-08-05	2012-12-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
465		256	209
1,357		604	753
1,870		1,613	257
1,350		280	1,070
1,879		1,613	266
586		609	-23
45		40	5
353		323	30
654		605	49
89		81	8
714		646	68
2,017		1,495	522
65		30	35
1,100		813	287
1,217		575	642
6,376		6,019	357
6,467		5,747	720
60,000		60,875	-875
1,815		1,905	-90
1,796		2,055	-259
846		970	-124
2,766		2,656	110
2,364		1,913	451
231		91	140
383		279	104
419		196	223
160		148	12
147		117	30
561		93	468
778		302	476

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,022		745	277
648		465	183
841		393	448
721		668	53
750		585	165
584		93	491
787		302	485
1,663		1,210	453
843		393	450
722		668	54
754		585	169
588		93	495
622		242	380
255		186	69
888		649	239
839		393	446
557		517	40
611		468	143
1,755		279	1,476
1,798		695	1,103
3,512		2,591	921
1,680		786	894
1,357		1,255	102
160		147	13
1,665		1,285	380
1,974		890	1,084
1,984		885	1,099
1,879		279	1,600
1,859		1,271	588
567		93	474

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,684		280	1,404
1,735		280	1,455
1,584		1,165	419
1,701		280	1,421
1,382		1,041	341
165		147	18
1,373		1,226	147
3,071		1,375	1,696
433		378	55
866		785	81
273		236	37
109		95	14
1,306		1,135	171
255		240	15
1,350		1,270	80
2,694		2,848	-154
720		566	154
1,032		898	134
249		238	11
663		553	110
140		110	30
849		692	157
1,056		956	100
850		690	160
968		882	86
2,369		1,194	1,175
568		287	281
1,606		812	794
279		262	17
93		87	6

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
930		873	57
464		431	33
2,142		1,938	204
93		83	10
1,839		279	1,560
292		205	87
195		137	58
1,838		1,812	26
667		462	205
96		64	32
473		321	152
473		435	38
339		310	29
3,235		3,030	205
1,627		1,487	140
476		432	44
201		185	16
932		731	201
665		617	48
870		674	196
1,070		1,112	-42
508		552	-44
2,675		2,670	5
2,422		2,559	-137
2,807		373	2,434
1,465		1,067	398
2,197		1,733	464
106		121	-15
661		466	195
74		52	22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
287		333	-46
26		30	-4
80,000		75,482	4,518
1,314		927	387
260		302	-42
503		332	171
255		302	-47
650		413	237
561		665	-104
51		60	-9
505		603	-98
325		392	-67
75		90	-15
1,009		1,308	-299
123		151	-28
899		1,149	-250
148		181	-33
62		79	-17
1,237		1,547	-310
370		452	-82
827		929	-102
73		90	-17
169		211	-42
189		241	-52
1,653		962	691
1,857		1,069	788
861		949	-88
1,819		908	911
1,110		587	523
265		273	-8

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
289		98	191
621		638	-17
734		631	103
1,764		1,951	-187
1,824		908	916
1,002		528	474
967		1,001	-34
290		98	192
551		572	-21
2,138		1,835	303
802		415	387
1,570		1,740	-170
666		352	314
874		910	-36
480		163	317
2,314		2,407	-93
549		570	-21
558		567	-9
2,357		1,232	1,125
261		273	-12
1,220		1,274	-54
97		33	64
786		411	375
919		907	12
862		293	569
191		65	126
25		30	-5
282		98	184
1,119		851	268
752		260	492

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
188		65	123
74		90	-16
475		414	61
859		661	198
371		130	241
657		579	78
281		244	37
784		610	174
726		260	466
1,668		1,465	203
539		194	345
5,822		4,414	1,408
4,278		2,860	1,418
5,999		1,024	4,975
3,272		3,788	-516
3,260		3,779	-519
1,096		866	230
3,805		1,692	2,113
7,052		7,257	-205
6,641		6,186	455
5,356		2,554	2,802
4,951		3,752	1,199
2,869		2,788	81
3,755		3,532	223
5,191		2,613	2,578
2,466		2,660	-194
6,086		6,568	-482
2,007		1,531	476
4,178		4,709	-531
6,792		8,781	-1,989

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
5,065		5,632	-567
10,009		7,619	2,390
4,565		1,639	2,926
6,912		6,581	331
5,816		6,385	-569
2,805		2,730	75
4,207		1,517	2,690
6,167		6,889	-722
3,291		4,246	-955
1,023		1,555	-532
3,770		6,946	-3,176
7,486		5,444	2,042
6,738		2,732	4,006
5,961		5,008	953
3,071		3,215	-144
3,821		4,157	-336
5,517		8,818	-3,301
7,376		6,715	661
2,588		1,973	615
4,436		3,764	672
6,234		3,226	3,008
3,618		3,964	-346
2,952		3,065	-113
2,361		2,548	-187
15,960		16,744	-784
15,790		16,530	-740
15,997		15,944	53
15,883		15,452	431
648		568	80
16,779		15,331	1,448

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
25		30	-5
1,537		1,200	337
123		150	-27
2,363		1,866	497
220		271	-51
788		538	250
2,835		1,796	1,039
1,816		1,444	372
196		241	-45
1,554		1,200	354
24		30	-6
1,288		1,000	288
2,981		2,333	648
2,583		2,063	520
1,254		989	265
85,345		81,023	4,322
3,539		556	2,983
169		100	69
1,874		742	1,132
1,577		922	655
2,343		1,611	732
1,652		1,087	565
515		93	422
3,092		3,893	-801
30,000		27,729	2,271
100,000		95,722	4,278
182		186	-4
24,818		25,427	-609
1,652		661	991
2,758		2,636	122

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,613		375	1,238
1,173		940	233
2,171		999	1,172
2,104		1,453	651
616		523	93
2,072		1,387	685
1,906		965	941
1,720		1,728	-8
3,639		3,960	-321
2,427		1,172	1,255
2,817		2,807	10
2,214		2,064	150
3,577		2,421	1,156
1,920		641	1,279
2,444		2,576	-132
2,277		2,402	-125
2,970		1,011	1,959
1,580		1,740	-160
790		873	-83
1,453		1,697	-244
2,287		2,739	-452
3,176		3,138	38
2,438		921	1,517
1,686		265	1,421
2,645		1,548	1,097
2,721		3,563	-842
2,929		2,547	382
2,382		1,410	972
2,394		1,181	1,213
1,352		1,467	-115

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,190		2,012	178

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			209
			753
			257
			1,070
			266
			-23
			5
			30
			49
			8
			68
			522
			35
			287
			642
			357
			720
			-875
			-90
			-259
			-124
			110
			451
			140
			104
			223
			12
			30
			468
			476

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			277
			183
			448
			53
			165
			491
			485
			453
			450
			54
			169
			495
			380
			69
			239
			446
			40
			143
			1,476
			1,103
			921
			894
			102
			13
			380
			1,084
			1,099
			1,600
			588
			474

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,404
			1,455
			419
			1,421
			341
			18
			147
			1,696
			55
			81
			37
			14
			171
			15
			80
			-154
			154
			134
			11
			110
			30
			157
			100
			160
			86
			1,175
			281
			794
			17
			6

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			57
			33
			204
			10
			1,560
			87
			58
			26
			205
			32
			152
			38
			29
			205
			140
			44
			16
			201
			48
			196
			-42
			-44
			5
			-137
			2,434
			398
			464
			-15
			195
			22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-46
			-4
			4,518
			387
			-42
			171
			-47
			237
			-104
			-9
			-98
			-67
			-15
			-299
			-28
			-250
			-33
			-17
			-310
			-82
			-102
			-17
			-42
			-52
			691
			788
			-88
			911
			523
			-8

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			191
			-17
			103
			-187
			916
			474
			-34
			192
			-21
			303
			387
			-170
			314
			-36
			317
			-93
			-21
			-9
			1,125
			-12
			-54
			64
			375
			12
			569
			126
			-5
			184
			268
			492

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			123
			-16
			61
			198
			241
			78
			37
			174
			466
			203
			345
			1,408
			1,418
			4,975
			-516
			-519
			230
			2,113
			-205
			455
			2,802
			1,199
			81
			223
			2,578
			-194
			-482
			476
			-531
			-1,989

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-567
			2,390
			2,926
			331
			-569
			75
			2,690
			-722
			-955
			-532
			-3,176
			2,042
			4,006
			953
			-144
			-336
			-3,301
			661
			615
			672
			3,008
			-346
			-113
			-187
			-784
			-740
			53
			431
			80
			1,448

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-5
			337
			-27
			497
			-51
			250
			1,039
			372
			-45
			354
			-6
			288
			648
			520
			265
			4,322
			2,983
			69
			1,132
			655
			732
			565
			422
			-801
			2,271
			4,278
			-4
			-609
			991
			122

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,238
			233
			1,172
			651
			93
			685
			941
			-8
			-321
			1,255
			10
			150
			1,156
			1,279
			-132
			-125
			1,959
			-160
			-83
			-244
			-452
			38
			1,517
			1,421
			1,097
			-842
			382
			972
			1,213
			-115

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			178

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CHESAPEAKE BAY FOUNDATION SIX HERNDON CENTER ANNAPOLIS,MD 21403	NONE	PUBLIC CHARITY	GENERAL	25,000
JOHNS HOPKINS MEDICINE 600 NORTH WOLFE STREET BALTIMORE,MD 21287	NONE	PUBLIC CHARITY	GENERAL	40,000
DAVIDSON COLLEGE BOX 7170 DAVIDSON,NC 280357170	NONE	PUBLIC CHARITY	GENERAL	13,000
OLD DOMINION UNIVERSITY 5115 HAMPTON BOULEVARD NORFOLK,VA 23529	NONE	PUBLIC CHARITY	GENERAL	15,000
VIRGINIA ARTS FESTIVAL 440 BANK STREET NORFOLK,VA 23510	NONE	PUBLIC CHARITY	ANNUAL FUND	15,000
NORTHWEST WYOMING FAMILY PLANNING 1231 RUMSEY AVENUE Cody,WY 82414	NONE	PUBLIC CHARITY	GENERAL	10,000
YELLOWSTONE BEHAVIORAL HEALTH FDN 2538 BIG HORN AVE Cody,WY 82414	NONE	PUBLIC CHARITY	GENERAL	5,000
BUFFALO BILL MUSEUM & GRAVE 987 1/2 LOOKOUT MOUNTAIN ROAD GOLDEN,CO 80401	NONE	PUBLIC CHARITY	GENERAL	10,000
NWC FOUNDATION 231 W 6TH STREET BUILDING 1 POWELL,WY 824359917	NONE	PUBLIC CHARITY	GENERAL	10,000
BRIGHT FUTURES MENTORING PROGRAM 961 12TH STREET CODY,WY 80218	NONE	PUBLIC CHARITY	GENERAL	5,000
NORFOLK COLLEGIATE SCHOOL 7336 GRANBY STREET NORFOLK,VA 23505	NONE	PUBLIC CHARITY	GENERAL	30,747
WEST PARK HOSPITAL FOUNDATION 707 SHERIDAN AVENUE CODY,WY 82414	NONE	PUBLIC CHARITY	GENERAL	25,000
CHILDRENS HARBOR FOUNDATION SOCIETY 1 OUR CHILDRENS HIGHWAY ALEXANDER CITY,AL 35010	NONE	PUBLIC CHARITY	GENERAL	10,000
Total . . . . ▶ **3a**				213,747

TY 2012 Investments Corporate Bonds Schedule

Name: THE LENOX D AND FRANCES W BAKER FOUNDATION

EIN: 54-1788401

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DOUBLELINE EMG MARKTS	20,256	21,442

TY 2012 Investments Corporate Stock Schedule

Name: THE LENOX D AND FRANCES W BAKER FOUNDATION

EIN: 54-1788401

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCK	346,734	593,917
EQUITY MUTUAL FUNDS	1,071,665	1,313,796
FOREIGN STOCKS	42,635	70,911

TY 2012 Other Decreases Schedule

Name: THE LENOX D AND FRANCES W BAKER FOUNDATION

EIN: 54-1788401

Description	Amount
OFFSET 2011 ADJUSTMENT	155
GIFT CHECK REVERSED	10,000

TY 2012 Other Professional Fees Schedule

Name: THE LENOX D AND FRANCES W BAKER FOUNDATION

EIN: 54-1788401

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES-PRIN	7,652	7,652		

TY 2012 Taxes Schedule

Name: THE LENOX D AND FRANCES W BAKER FOUNDATION

EIN: 54-1788401

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	82	82		0
FEDERAL EXCISE TAX	1,652	0		0
QUARTERLY TAX DEPOSIT	824	0		0
FOREIGN TAXES ON QUALIFIED FOR	256	256		0