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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 , 2012, and ending , 20

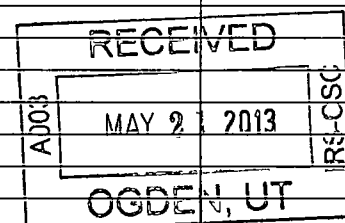
Name of foundation The Baker Foundation		A Employer identification number 63-0843636
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 846		B Telephone number (see instructions) 256-350-5130
City or town, state, and ZIP code Decatur, AL 35602		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,354,849.00 (Part I, column (d) must be on cash basis)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	463.00	463.00		
4	Dividends and interest from securities	38,841.00	38,841.00		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		16,795.00		
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)				
12	Total. Add lines 1 through 11	39,304.00	56,099.00		
13	Compensation of officers, directors, trustees, etc.	30,000.00	6,000.00		24,000.00
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	3,915.00	500.00		1,000.00
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	17,095.00	16,845.00		250.00
17	Interest				
18	Taxes (attach schedule) (see instructions)	71.00	71.00		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	131.00	100.00		31.00
24	Total operating and administrative expenses. Add lines 13 through 23	51,212.00	23,516.00		25,281.00
25	Contributions, gifts, grants paid	88,250.00			88,250.00
26	Total expenses and disbursements. Add lines 24 and 25	139,462.00	23,516.00		113,531.00
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-100,158.00			
b	Net investment income (if negative, enter -0-)		32,583.00		
c	Adjusted net income (if negative, enter -0-)				

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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	8,881.00	36,435.00	36,435.00
	2 Savings and temporary cash investments	392,533.00	60,601.00	60,601.00
	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 ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	1,297,826.00	1,518,841.00	2,257,813.00
	c Investments - corporate bonds (attach schedule)			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶ (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)				
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)		1,699,240.00	1,615,877.00	2,354,849.00
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)	0.00	0.00		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,699,240.00	1,615,877.00	
	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)	1,699,240.00	1,615,877.00		
31 Total liabilities and net assets/fund balances (see instructions)	1,699,240.00	1,615,877.00		

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	1,699,240.00
2 Enter amount from Part I, line 27a	2	-100,158.00
3 Other increases not included in line 2 (itemize) ▶ <u>Capital Gains</u>	3	16,795.00
4 Add lines 1, 2, and 3	4	1,615,877.00
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,615,877.00

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See attached schedule			P		
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 1,244,741.00		1,227,946.00	16,795.00		
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			16,795.00		
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	16,795.00	
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 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	105,600.00	2,346,459.00	0.0450
2010	127,296.00	1,829,022.00	0.0696
2009	168,257.00	1,425,391.00	0.1180
2008	138,192.00	2,041,686.00	0.0677
2007	194,957.00	2,674,569.00	0.0729
2 Total of line 1, column (d)			0.3732
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			0.0746
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		2,425,180.00	
5 Multiply line 4 by line 3			180,669.00
6 Enter 1% of net investment income (1% of Part I, line 27b)			326.00
7 Add lines 5 and 6			180,995.00
8 Enter qualifying distributions from Part XII, line 4 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			113,531.00

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	652.00
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	652.00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	652.00
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,725.00
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3,725.00
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	3,073.00
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 3,073.00 Refunded <input type="checkbox"/> <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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)? 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		X
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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>Alabama</u>		
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

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 ► <u>N/A</u>				
14	The books are in care of ► <u>Michael W. Curl</u> Telephone no ► <u>256-350-5130</u>			
	Located at ► <u>P.O. Box 846, Decatur, AL</u> ZIP+4 ► <u>35602-0846</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>			
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
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►			X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	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)? ☐ **5b** ☒ X

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** ☒ X

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
See Attached Statement				

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
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	
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	2,218,571.00
b	Average of monthly cash balances	1b	243,541.00
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,462,112.00
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	
3	Subtract line 2 from line 1d	3	2,462,112.00
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	36,932.00
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,425,180.00
6	Minimum investment return. Enter 5% of line 5	6	121,259.00

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	121,259.00
2a	Tax on investment income for 2012 from Part VI, line 5	2a	652.00
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	652.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	120,607.00
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	120,607.00
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	120,607.00

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	113,531.00
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	113,531.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	113,531.00

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				120,607.00
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	64,725.00			
b From 2008	37,453.00			
c From 2009	97,125.00			
d From 2010	35,907.00			
e From 2011	0.00			
f Total of lines 3a through e	235,210.00			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 113,531.00				
a Applied to 2011, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				113,531.00
e Remaining amount distributed out of corpus . .				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	7,076.00			7,076.00
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	228,134.00			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	57,649.00			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	170,485.00			
10 Analysis of line 9				
a Excess from 2008 . . .	37,453.00			
b Excess from 2009 . . .	97,125.00			
c Excess from 2010 . . .	35,907.00			
d Excess from 2011 . . .	0.00			
e Excess from 2012 . . .	0.00			

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

1 a 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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))
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a The name, address, and telephone number or e-mail of the person to whom applications should be addressed
- 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<div>a <i>Paid during the year</i></div> <div>See attached schedule.</div>				88,250.00
<div>Total</div>			<div>▶ 3a</div>	88,250.00
<div>b <i>Approved for future payment</i></div> <div>See attached schedule.</div>				40,750.00
<div>Total</div>			<div>▶ 3b</div>	40,750.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	463.00	
4	Dividends and interest from securities			14	38,841.00	
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					
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)				39,304.00	
13	Total. Add line 12, columns (b), (d), and (e)				39,304.00	39,304.00

(See worksheet in line 13 instructions to verify calculations)

Part XV-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

5/10/13
Date

President
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Mark Daniel Maloney

Preparer's signature

Date

5/10/13

Check <input type="checkbox"/> if self-employed

PTIN

P01249187

Firm's name ► Blackburn, Maloney and Schuppert, LLC

Firm's EIN ▶ 63-1190364

Firm's address ► P.O. Box 1469

Decatur, AL 35602-1469

Phone no	256-353-7826
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THE BAKER FOUNDATION
2012 FORM 990-PF
PART XV, LINE 3
GRANTS AND
CONTRIBUTIONS

<u>INSTITUTION</u>	<u>RELATIONSHIP</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Line 3a - Paid During the Year				
Cummer Museum	None	Public	Chantable-Religious	7,000.00
Alabama Archives & History	None	Public	Chantable-Religious	10,000.00
Phillips Brooks House Association	None	Public	Chantable-Religious	2,000.00
Campus Crusade for Christ	None	Public	Chantable-Religious	500.00
Benedictine Sisters	None	Public	Chantable-Religious	2,000.00
Decatur General Hospital Foundation	None	Public	Chantable-Religious	5,000.00
Community Foundation of Greater Decatur - Frazier Park	None	Public	Chantable-Religious	2,750.00
Decatur Youth Symphony	None	Public	Chantable-Religious	500.00
Rebuilding Together	None	Public	Chantable-Religious	1,500.00
Mental Health Association of Morgan County	None	Public	Chantable-Religious	500.00
Hospice of the Valley	None	Public	Chantable-Religious	1,000.00
American Red Cross of Morgan County	None	Public	Chantable-Religious	1,000.00
United Way of Morgan County	None	Public	Chantable-Religious	2,500.00
PACT	None	Public	Chantable-Religious	500.00
Wolfson's Children's Hospital	None	Public	Chantable-Religious	1,000.00
UAB Span Rehab Center	None	Public	Chantable-Religious	1,000.00
Highlands - Cashiers Hospital Fdtn.	None	Public	Chantable-Religious	5,000.00
First United Methodist Church	None	Public	Chantable-Religious	500.00
Boy Scouts	None	Public	Chantable-Religious	1,000.00
Big Brothers Big Sisters	None	Public	Chantable-Religious	1,000.00
Friend of the Girl Scout Little House	None	Public	Chantable-Religious	500.00
Philippine Medical Society of Florida	None	Public	Chantable-Religious	1,500.00
Highlands Community Child Development Center	None	Public	Chantable-Religious	2,000.00
FACES	None	Public	Chantable-Religious	500.00
Decatur City Schools Foundation	None	Public	Chantable-Religious	5,000.00
Community Fdtn for Greater Decatur - Decatur Downtown Redevelopment Authority	None	Public	Chantable-Religious	21,000.00
United Way of Central Alabama	None	Public	Chantable-Religious	5,000.00
Salvation Army	None	Public	Chantable-Religious	250.00
University of North Alabama	None	Public	Scholarship FBO	
			Katelyn Quillen	1,750.00
Samford University	None	Public	Scholarship FBO	
			Jonathan Mooney	3,250.00
Florida A&M University	None	Public	Scholarship FBO	
			Jalilah Brionne Gilcrease	500.00
University of Alabama, Birmingham	None	Public	Scholarship FBO	
			Savannah Pointer	750.00
Total				88,250.00

THE BAKER FOUNDATION
2012 FORM 990-PF
PART XV, LINE 3
GRANTS AND
CONTRIBUTIONS

Line 3b - Approved for Future Payments				
Highlands - Cashier Hospital Fdn	None	Public	Chantable-Religious	20,000.00
DecaturYouth Symphony	None	Public	Chantable-Religious	2,000.00
Mental Health Association of Morgan County	None	Public	Chantable-Religious	500.00
Campus Crusade for Christ	None	Public	Chantable-Religious	500.00
Rebuilding Together	None	Public	Chantable-Religious	1,500.00
Friends of the Foundry	None	Public	Chantable-Religious	1,000.00
Calhoun Foundation, Alabama Center for the Arts Scholarship Fund	None	Public	Chantable-Religious	12,500.00
American Red Cross of Morgan County	None	Public	Chantable-Religious	1,000.00
University of North Alabama	None	Public	Scholarship - FBO Katelyn Quillen	1,750.00
Total				<u>40,750.00</u>

THE BAKER FOUNDATION

EIN: 63-0843636

2012 FORM 990-PF

PART VIII

INFORMATION ABOUT OFFICERS, DIRECTORS, TRUSTEES,
FOUNDATION MANAGERS, HIGHLY PAID EMPLOYEES, AND CONTRACTORS

OFFICERS AND BOARD OF DIRECTORS

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted to Position</u>	<u>Compensation</u>	<u>Contributions Employee Benefit Plan & Deferred Compensation</u>	<u>Expense Account Other Allowances</u>
Michael W. Curl P.O. Box 846 Decatur, AL 35602	President Director 5 hours	\$15,000.00	-0-	-0-
Patty McAnnally P.O. Box 846 Decatur, AL 35602	Director 5 hours	\$15,000.00	-0-	-0-
Cindy Strickland P.O. Box 846 Decatur, AL 35602	Secretary Director -0- hours	-0-	-0-	-0-
Becky Wachholz 5051 Yacht Club Rd. Jacksonville, FL 32210	Chair of Board Director -0- hours	-0-	-0-	-0-
Charles R. Paller P.O. Box 846 Decatur, AL 35602	Director -0- hours	-0-	-0-	-0-
Calvin J. Brown P.O. Box 846 Decatur, AL 35602	Director -0- hours	-0-	-0-	-0-

THE BAKER FOUNDATION
EIN: 63-0843636
2012 FORM 990-PF
PART IV, LINE 1

<u>DESCRIPTION OF ASSET</u>	<u>DATE SOLD</u>	<u>SALES PRICE</u>	<u>COST/BASIS</u>	<u>GAIN (LOSS)</u>
3,440 SHRS CORNING INC.	01/12/12	48,915.85	83,230.11	-34,314.26
1,200 SHRS. JOHNSON & JOHNSON	01/12/12	78,266.33	72,505.44	5,760.89
1,930 SHRS. EXELIS INC. SPIN OFF ITT CORP	01/12/12	18,431.14	13,519.54	4,911.60
1,930 SHRS. XYLEM INC. SPIN OFF ITT CORP	01/12/12	49,786.86	33,513.79	16,273.07
1,850 SHRS. INGERSOLL-RAND INC.	01/12/12	65,119.85	82,011.79	-16,891.94
2,265 SHRS. POTASH CORP OF SASKATCHEWAN	04/30/12	96,497.48	95,844.41	653.07
2,959 SHRS. KONINKLIJKE PHILIPS ELEC.	04/30/12	59,005.27	77,364.71	-18,359.44
1,900 SHRS. WALT DISNEY PRODUCTIONS	04/30/12	81,888.16	36,134.63	45,753.53
1,000 SHRS. BERKSHIRE HATHAWAY INC.	07/11/12	83,874.12	63,601.20	20,272.92
375 SHRS CITIGROUP INC	07/11/12	9,794.78	43,483.36	-33,688.58
965 SHRS. ITT CORPORATION NEW	07/11/12	17,093.43	11,140.24	5,953.19
575 SHRS. MONSANTO CO.	07/11/12	47,664.71	64,370.56	-16,705.85
1,825 SHRS JP MORGAN CHASE & COMPANY	07/11/12	63,194.50	72,667.30	-9,472.80
1,245 SHRS VARIAN MEDICAL SYSTEMS INC	07/11/12	72,083.26	45,935.89	26,147.37
0 167 SHR. ENGILITY HOLDINGS INC	08/22/12	2.51	1.71	0.80
6,305 SHRS INTEL CORP	10/09/12	137,850.68	62,871.46	74,979.22
4,599 SHRS KRONOS WORLDWIDE INC.	10/09/12	67,938.12	110,077.07	-42,138.95

THE BAKER FOUNDATION
EIN 63-0843636
2012 FORM 990-PF
PART IV, LINE 1

<u>DESCRIPTION OF ASSET</u>	<u>DATE SOLD</u>	<u>SALES PRICE</u>	<u>COST/BASIS</u>	<u>GAIN (LOSS)</u>
1,160 SHRS. TIMKEN CO.	10/09/12	44,416.68	51,513.28	-7,096.60
21,580 SHRS. FSI INTERNATIONAL INC.	10/15/12	133,796.00	110,429.18	23,366.82
5,251 SHRS. DYCOM INDUSTRIES INC.	10/15/12	<u>69,121.55</u>	<u>97,730.56</u>	<u>-28,609.01</u>
TOTAL		1,244,741.28	1,227,946.23	16,795.05

Account Number: 60 00 0158 3 01

Date: JANUARY 1, 2012 - DECEMBER 31, 2012

Portfolio Assets Detail



CASH

Description	Shares	Date Acquired	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
INCOME CASH			21,877.71		21,877.71	.94			
PRINCIPAL CASH			-21,877.71		-21,877.71	-.94			
TOTAL CASH			.00		.00				

CASH EQUIVALENTS

Description	Shares	Date Acquired	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
LIQUIDITY PRIN - OAKWORTH MONEY MARKET	60,600.62	11/15/2010	60,600.62	1.000	60,600.62	2.61	.00	.00	.00
TOTAL CASH EQUIVALENTS			60,600.62		60,600.62		.00	.00	.00

EQUITIES

Description	Shares	Date Acquired	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
AFLAC INC (AFL)	2,467.0000	04/30/2012	110,005.01	53.120	131,047.04	5.65	21,042.03	3,453.80	2.64
APPLE INC. COMMON (AAPL)	650.0000	06/07/2007	82,076.07	532.173	345,912.38	14.92	263,836.31	6,890.00	1.99
BANK OF AMERICA (BAC)	1,660.0000	09/26/2007	83,348.60	11.610	19,272.60	.83	-64,076.00	66.40	.34
CEPHEID INC (CPHD)	3,770.0000	03/29/2007	45,190.23	33.860	127,652.20	5.51	82,461.97	.00	.00
CHART INDUSTRIES INC (GTLS)	1,878.0000	12/03/2012	111,926.55	66.689	125,242.13	5.40	13,315.58	.00	.00

Account Number: 60 00 0158 3 01

Date: JANUARY 1, 2012 - DECEMBER 31, 2012

Portfolio Assets Detail

EQUITIES

Description	Shares	Date Acquired	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
CIRRUS LOGIC (CRUS)	2,982.0000	10/17/2012	121,827.65	28.970	85,809.14	3.70	-36,018.51	.00	.00
CISCO SYSTEMS INC (CSCO)	3,140.0000 2,200.0000 430.0000 5,770.0000	08/28/1996 08/27/1996 08/28/1996	18,622.83 13,046.00 2,549.90 34,218.73	19.649 19.649 19.649	61,699.12 43,228.68 8,449.24 113,377.04	2.66 1.86 .36 4.88	43,076.29 30,182.68 5,899.34 79,158.31	1,758.40 1,232.00 240.80 3,231.20	.00 .00 .00 2.85
TAX LOT TOTAL									
DANA CORPORATION (DAN)	3,593.0000	01/13/2012	52,251.92	15.610	56,086.73	2.42	3,834.81	718.60	1.28
DIRECTV NEW (DTV)	1,330.0000	08/18/2008	24,208.00	50.160	66,712.80	2.88	42,506.80	.00	.00
DSW INC - CLASS A (DSW)	1,630.0000	12/03/2012	110,463.63	65.690	107,074.70	4.62	-3,388.93	1,173.60	1.10
ENGILITY HOLDINGS, INC. (EGL)	119.0000	02/13/2002	1,221.77	19.260	2,291.94	.10	1,070.17	.00	.00
GENERAL ELECTRIC CO (GE)	4,800.0000	06/26/1996	69,780.00	20.990	100,752.00	4.35	30,972.00	3,648.00	3.62
GILDAN ACTIVEWEAR INC (GIL)	3,062.0000	12/03/2012	110,869.81	36.580	112,007.96	4.83	1,138.15	1,102.32	.98
GLATFELTER (GLT)	5,881.0000	07/11/2012	97,729.28	17.480	102,799.88	4.43	5,070.60	2,117.16	2.06
HOME DEPOT INC (HD)	4,300.0000	03/26/1997	53,487.22	61.850	265,955.00	11.47	212,467.78	4,988.00	1.88
L-3 COMMUNICATIONS HOLDINGS INC (LLL)	715.0000	02/13/2002	28,763.76	76.620	54,783.30	2.36	26,019.54	1,430.00	2.61
LSI CORPORATION (LSI)	13,819.0000	04/30/2012	110,277.00	7.070	97,700.33	4.21	-12,576.67	.00	.00

Account Number: **60 00 0158 3 01**

Date: **JANUARY 1, 2012 - DECEMBER 31, 2012**

Portfolio Assets Detail

EQUITIES

Description	Shares	Date Acquired	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
MICROSOFT CORP (MSFT)	1,869.0000	01/13/2012	52,070.15	26.710	49,920.43	2.15	-2,149.72	1,719.48	3.44
MYERS INDUSTRIES (MYE)	4,175.0000	01/13/2012	52,362.02	15.150	63,251.25	2.73	10,889.23	1,336.00	2.11
PROASSURANCE CORP (PRA)	1,361.0000	08/27/1996	16,854.35	42.190	57,420.59	2.48	40,566.24	1,361.00	
	39.0000	04/28/2000	482.82	42.190	1,645.41	.07	1,162.59	39.00	
TAX LOT TOTAL	1,400.0000		17,337.17		59,066.00	2.55	41,728.83	1,400.00	2.37
RELIANCE STEEL & ALUMINUM (RS)	1,933.0000	07/11/2012	97,607.80	62.100	120,039.30	5.18	22,431.50	1,933.00	1.61
RPC INC. (RES)	4,171.5000	01/13/2012	51,820.60	12.240	51,059.16	2.22	-761.44	1,334.88	2.61
TOTAL EQUITIES			1,518,840.97		2,257,813.31		738,972.34	-96,542.44	1.62
TOTAL ASSETS					2,316,413.99		738,972.34	39,542.44	1.56

THE BAKER FOUNDATION
EIN: 63-0843636

2012 FORM 990-PF
PART II, BALANCE SHEET
LINE 16(c) FAIR MARKET VALUE
TOTAL ASSETS

Oakworth Capital Bank Custody
Account Number 60 00 0158 3 01,
Schedule Attached:

Oakworth Money Market Account-
(Liquidity Principal): \$ 60,601.00

Equities: \$ 2,257,813.00

Total \$ 2,318,414.00

Oakworth Capital Bank Checking
Account Number 200007225: \$ 36,435.00

Total \$ 2,354,849.00

THE BAKER FOUNDATION

EIN: 63-0843636

2012 FORM 990-PF

PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(a) <u>Total</u>	(b) Net <u>Investment</u>	(d) <u>Charitable</u>
Bluecreek Investment:	\$15,525	\$15,525	\$ -0-
Oakworth Capital:	\$ 1,320	\$ 1,320	\$ -0-
Ken Creekmore;	<u>\$ 250</u>	<u>\$ -0-</u>	<u>\$ 250</u>
Total	<u>\$17,095</u>	<u>\$16,845</u>	<u>\$ 250</u>

THE BAKER FOUNDATION
EIN: 63-0843636

2012 FORM 990-PF
PART I, LINE 23
OTHER EXPENSES

Reclaim of incorrect interest posting error:	\$100.00
Federal Express Mailing:	<u>\$ 31.00</u>
Total	<u>\$131.00</u>