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 , **and ending**

Name of foundation: RUTH & LOUIS BAKER FAMILY FOUNDATION

A Employer identification number: 65-0518052

Number and street (or P O box number if mail is not delivered to street address): C/O L HUNTER - 2773 SOUTH OCEAN BLVD

Room/suite: 502

B Telephone number: 561-582-9284

City or town, state, and ZIP code: PALM BEACH, FL 33480-5521

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)* ▶$ 374,997.

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))	(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			N/A	
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	8,879.	8,879.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	0.			
b	Gross sales price for all assets on line 6a 25,000.				
7	Capital gain net income (from Part IV, line 2)		0.		
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)				
11	Other income				
12	**Total.** Add lines 1 through 11	8,879.	8,879.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 2	2,655.	1,327.		1,328.
c	Other professional fees				
17	Interest				
18	Taxes STMT 3	180.	180.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 4	2,936.	1,468.		1,468.
24	**Total operating and administrative expenses.** Add lines 13 through 23	5,771.	2,975.		2,796.
25	Contributions, gifts, grants paid	13,220.			13,220.
26	**Total expenses and disbursements.** Add lines 24 and 25	18,991.	2,975.		16,016.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-10,112.			
b	**Net investment income** (if negative, enter -0-)		5,904.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

Revenue

Operating and Administrative Expenses

223501
12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	35,770.	19,601.	19,601.
	2	Savings and temporary cash investments	5,044.	36,115.	36,115.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 5	90,371.	65,367.	66,397.
	b	Investments - corporate stock STMT 6	161,117.	161,107.	252,884.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	292,302.	282,190.	374,997.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	500.	500.	
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	500.	500.	
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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	291,802.	281,690.	
	30	**Total net assets or fund balances**	291,802.	281,690.	
	31	**Total liabilities and net assets/fund balances**	292,302.	282,190.	

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	291,802.
2	Enter amount from Part I, line 27a	2	-10,112.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	281,690.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	281,690.

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	US TREASURY NOTES	P	03/04/09	04/13/12
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	25,000.		25,000.	0.
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				0.
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	0.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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	24,125.	394,759.	.061113
2010	14,957.	375,977.	.039782
2009	22,333.	357,082.	.062543
2008	32,587.	473,864.	.068769
2007	22,449.	512,116.	.043836

2 Total of line 1, column (d)	2	.276043
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	.055209
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	408,289.
5 Multiply line 4 by line 3	5	22,541.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	59.
7 Add lines 5 and 6	7	22,600.
8 Enter qualifying distributions from Part XII, line 4	8	16,016.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	118.
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	118.
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	118.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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	0.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	118.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		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?	6	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.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
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	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ TAXPAYER Telephone no. ▶ 561-582-9284

Located at ▶ 2772 S. OCEAN BLVD., PALM BEACH, FL ZIP+4 ▶ 33480

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)* N/A	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)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

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? N/A | 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.

(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
JEREMY D. BAKER 18 ALTAMONT RD MILLBROOK, NY 12545	TRUSTEE 0.00	0.	0.	0.
LINDA B. HUNTER 2773 SOUTH OCEAN BLVD PALM BEACH, FL 33480	TRUSTEE 0.00	0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	353,749.
b	Average of monthly cash balances	1b	60,758.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	414,507.
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	414,507.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,218.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	408,289.
6	**Minimum investment return.** Enter 5% of line 5	6	20,414.

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	20,414.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 118.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	118.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	20,296.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	20,296.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	20,296.

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	16,016.
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	
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	16,016.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	16,016.

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					20,296.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007					
b From 2008					
c From 2009	8,445.				
d From 2010	14,957.				
e From 2011	24,305.				
f Total of lines 3a through e		47,707.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 16,016.					
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) **		16,016.			
d Applied to 2012 distributable amount					0.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		20,296.			20,296.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		43,427.			
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 instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		43,427.			
10 Analysis of line 9:					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010	3,106.				
d Excess from 2011	24,305.				
e Excess from 2012	16,016.				

** SEE STATEMENT 7

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

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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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					
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).)

NONE

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

NONE

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:

LINDA HUNTER, 561-582-9284
2772 SOUTH OCEAN BLVD, PALM BEACH, FL 33480

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

GENERAL REQUEST LETTER WITH DESCRIPTION OF CHARITABLE ACTIVITIES

c Any submission deadlines:

NONE

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

NONE

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*				
NATIONAL WILDLIFE FEDERATION PO BOX 1583 MERRFIFIELD, VA 22116	NONE	EXEMPT	UNRESTRICTED USE	20.
ADIRONDACK COUNCIL PO BOX D-2 ELIZABETHTOWN, NY 12932	NONE	EXEMPT	UNRESTRICTED USE	300.
ADIRONDACK NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	NONE	EXEMPT	UNRESTRICTED USE	300.
ALZHEIMER'S ASSOCIATION 225 N. MICHIGAN AVE, FL. 17 CHICAGO, IL 60601	NONE	EXEMPT	UNRESTRICTED USE	200.
AMERICAN RED CROSS 2025 E STREET, NW WASHINGTON, DC 20006	NONE	EXEMPT	UNRESTRICTED USE	200.
Total SEE CONTINUATION SHEET(S)			▶ 3a	13,220.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) 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	8,879.	
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		
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		8,879.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 8,879.

(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).

223621
12-05-12

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)		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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

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

Linda B Hester — Signature of officer or trustee

12/5/13 — Date

TRUSTEE — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STACE BALITSOS		11/21/13		P00280221

Firm's name ▶ WISS & COMPANY, LLP

Firm's EIN ▶ 22-1732349

Firm's address ▶ 14 PENN PLAZA, SUITE 300
NEW YORK, NY 10122-0397

Phone no. 212-594-8155

Form **990-PF** (2012)

223622
12-05-12

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
BARDOVAN 1869 OPERA HOUSE 601 BROADWAY KINGSTON, NY 12401	NONE	EXEMPT	UNRESTRICTED USE	100.
CONSERVATION INTERNATIONAL 2011 CRYSTAL DRIVE, SUITE 500 ARLINGTON, VA 22202	NONE	EXEMPT	UNRESTRICTED USE	300.
DUCHESS COUNTY SPCA 636 VIOLET AVE HYDE PARK, NY 12538	NONE	EXEMPT	UNRESTRICTED USE	500.
DUTCHESS LAND CONSERVANCY PO BOX 138 MILLBROOK, NY 12545	NONE	EXEMPT	UNRESTRICTED USE	300.
DUCHESS OUTREACH 29 N HAMILTON ST POUGHKEEPSIE, NY 12601	NONE	EXEMPT	UNRESTRICTED USE	500.
GRACE SMITH HOUSE 1 BROOKSIDE AVE POUGHKEEPSIE, NY 12601	NONE	EXEMPT	UNRESTRICTED USE	400.
MILLBROOK ARTS GROUP PO BOX 944 MILLBROOK, NY 12545	NONE	EXEMPT	UNRESTRICTED USE	200.
JEWISH FEDERATION OF DUTCHES 110 S GRAND AVE POUGHKEEPSIE, NY 12603	NONE	EXEMPT	UNRESTRICTED USE	500.
LUNCH BOX PO BOX 10 NEW YORK, NY 10276	NONE	EXEMPT	UNRESTRICTED USE	500.
MARINE MAMMAL STRANDING CENTER 3625 BRIGANTINE BLVD BRIGANTINE, NJ 08203	NONE	EXEMPT	UNRESTRICTED USE	300.
Total from continuation sheets				12,200.

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
MEALS ON WHEELS 415 E 93RD ST NEW YORK, NY 10128	NONE	EXEMPT	UNRESTRICTED USE	500.
METROPOLITAN OPERA BROADCAST 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	EXEMPT	UNRESTRICTED USE	200.
MILLBROOK ARTS GROUP PO BOX 944 MILLBROOK, NY 12545	NONE	EXEMPT	UNRESTRICTED USE	200.
MILLBROOK EDUCATION FOUDATION PO BOX 453 MILLBROOK, NY 12545	NONE	EXEMPT	UNRESTRICTED USE	400.
WORLD WILDLIFE FUND 1250 24TH STREET N.W. WASHINGTON, DC 20037	NONE	EXEMPT	UNRESTRICTED USE	300.
WMHT 4 GLOBAL VIEW TROY, NY 12180	NONE	EXEMPT	UNRESTRICTED USE	200.
THE GREEN GUERILLAS 232 E 11TH STEET NEW YORK, NY 10003	NONE	EXEMPT	UNRESTRICTED USE	200.
MILLBROOK FIRE DEPT 20 FRONT ST MILLBROOK, NY 12545	NONE	EXEMPT	UNRESTRICTED USE	500.
MILLBROOK PUBLIC LIBRARY 3 FRIENDLY LANE MILLBROOK, NY 12545	NONE	EXEMPT	UNRESTRICTED USE	100.
MILLBROOK ROTARY 2571 ROUTE 44 SAL POINT, NY 12578	NONE	EXEMPT	UNRESTRICTED USE	300.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NORTHWESTERN UNIVERSITY 633 CLARK ST EVANSTON, IL 60208	NONE	EXEMPT	UNRESTRICTED USE	250.
PLANNED PARENTHOOD 26 BLEECKER STREET NEW YORK, NY 10012	NONE	EXEMPT	UNRESTRICTED USE	300.
POWERHOUSE THEATER 124 RAYMOND AVE POUGHKEEPSIE, NY 12604	NONE	EXEMPT	UNRESTRICTED USE	500.
SHROON LAKE ASSOCIATION PO BOX 5 SCHROON LAKE, NY 12870	NONE	EXEMPT	UNRESTRICTED USE	400.
SIERRA CLUB 1115 BROADWAY NEW YORK, NY 10010	NONE	EXEMPT	UNRESTRICTED USE	400.
CENTER FOR PERFORMING ARTS 661 NEW YORK 308 RHINEBECK, NY 12572	NONE	EXEMPT	UNRESTRICTED USE	200.
THE DALTON SCHOOL 108 E 89TH ST NEW YORK, NY 10128	NONE	EXEMPT	UNRESTRICTED USE	250.
THE GORILLA FOUNDATION PO BOX 620530 WOODSIDE, CA 94062	NONE	EXEMPT	UNRESTRICTED USE	400.
HABITAT FOR HUMANITY 111 JOHN ST #23 NEW YORK, NY 10038	NONE	EXEMPT	UNRESTRICTED USE	100.
UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE	EXEMPT	UNRESTRICTED USE	100.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
AMERICAN FRIENDS SERVICE COMMITTEE 15 RUTHERFORD PLACE NEW YORK, NY 10003	NONE	EXEMPT	UNRESTRICTED USE	100.
DOCTORS WITHOUT BORDERS 333 7TH AVE, 2ND FL NEW YORK, NY 10001	NONE	EXEMPT	UNRESTRICTED USE	100.
FINCA 1101 14TH STREET NW WASHINGTON, DC 20005	NONE	EXEMPT	UNRESTRICTED USE	100.
ACCION 56 ROLAND STREET, SUITE 300 BOSTON, MA 02129	NONE	EXEMPT	UNRESTRICTED USE	100.
CARE PO BOX 7039 MERRIFIELD, VA 22116	NONE	EXEMPT	UNRESTRICTED USE	100.
SOS CHILDRENS VILLAGES- USA 1001 CONNECTICUT AVE, NW SUITE #1250 WASHINGTON, DC 20036	NONE	EXEMPT	UNRESTRICTED USE	100.
WXEL 3401 SOUTH CONGRESS AVE BOYNTON BEACH, FL 33426	NONE	EXEMPT	UNRESTRICTED USE	100.
FRIENDS OF WLRN ONE HERALD PLAZA MIAMI, FL 33132	NONE	EXEMPT	UNRESTRICTED USE	100.
RCMA 402 WEST MAIN STREET IMMOKALEE, FL 34142	NONE	EXEMPT	UNRESTRICTED USE	50.
MAKE A WISH FOUNDATION 200 PARK AVE #17 NEW YORK, NY 10017	NONE	EXEMPT	UNRESTRICTED USE	50.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FLORIDA WILDLIFE FEDERATION PO BOX 6870 TALLAHASSEE, FL 32314	NONE	EXEMPT	UNRESTRICTED USE	50.
WORLD WILDLIFE FUND 1250 24TH STREET, N.W. WASHINGTON, DC 20037	NONE	EXEMPT	UNRESTRICTED USE	50.
THE CARTER CENTER 453 FREEDOM PKWY ATLANTA, GA 30307	NONE	EXEMPT	UNRESTRICTED USE	50.
ENVIROMENTAL DEFENSE FUND 1875 CONNECTICUT AVE, NW, SUITE 600 WASHINGTON, DC 20009	NONE	EXEMPT	UNRESTRICTED USE	50.
WILLIAM J CLINTON FOUNDATION 77 WATER ST NEW YORK, NY 10005	NONE	EXEMPT	UNRESTRICTED USE	50.
MSKCC 1275 YORK AVE NEW YORK, NY 10065	NONE	EXEMPT	UNRESTRICTED USE	50.
PLANNED PARENTHOOD 26 BLEECKER STREET NEW YORK, NY 10012	NONE	EXEMPT	UNRESTRICTED USE	50.
CANINE COMPANIANS FOR INDEPENDENCE 286 MIDDLE ISLAND ROAD MEDFORD, NY 11763	NONE	EXEMPT	UNRESTRICTED USE	50.
OXFAM AMERICA 226 CAUSEWAY ST, 5TH FLOOR BOSTON, MA 02114	NONE	EXEMPT	UNRESTRICTED USE	50.
ACTION AGAINST HUNGER 247 W 37TH ST NEW YORK, NY 10018	NONE	EXEMPT	UNRESTRICTED USE	50.
Total from continuation sheets				

223631
05-01-12

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
BOYS TOWN 444 PARK AVE S NEW YORK, NY 10016	NONE	EXEMPT	UNRESTRICTED USE	50.
COVENANT HOUSE 460 W 41ST ST NEW YORK, NY 10036	NONE	EXEMPT	UNRESTRICTED USE	50.
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880	NONE	EXEMPT	UNRESTRICTED USE	50.
THE CHILDREN'S VILLAGE 2090 7TH AVE #9 NEW YORK, NY 10027	NONE	EXEMPT	UNRESTRICTED USE	50.
KIDS IN DISTRESS 819 NE 26TH ST WILTON MANORS, FL 33305	NONE	EXEMPT	UNRESTRICTED USE	50.
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231	NONE	EXEMPT	UNRESTRICTED USE	50.
NATIONAL BREAST CANCER COALITION 1101 17TH ST, NW, SUITE 1300 WASHINGTON, DC 20036	NONE	EXEMPT	UNRESTRICTED USE	50.
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	NONE	EXEMPT	UNRESTRICTED USE	50.
CENTER FOR JEWISH HISTORY 15 WEST 16TH STREET NEW YORK, NY 10011	NONE	EXEMPT	UNRESTRICTED USE	50.
FRIENDS OF THE SMITHSONIAN PO BOX 37012, SI BUILDING, ROOM 153, MRC 010 WASHINGTON, DC 20013	NONE	EXEMPT	UNRESTRICTED USE	50.
Total from continuation sheets				

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05-01-12

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DRIVE RESTON, VA 20190	NONE	EXEMPT	UNRESTRICTED USE	50.
NATIONAL AUDOBAN SOCIETY 225 VARICK ST NEW YORK, NY 10014	NONE	EXEMPT	UNRESTRICTED USE	50.
ARTS ALIVE BARRINGTON PO BOX 678 BARRINGTON, RI 02806	NONE	EXEMPT	UNRESTRICTED USE	100.
GIRLS ROCK - RHODE ISLAND PO BOX 3475 PROVIDENCE, RI 02909	NONE	EXEMPT	UNRESTRICTED USE	100.
SEABORY HALL 480 OLINDA RD MAKAWAO, HI 96768	NONE	EXEMPT	UNRESTRICTED USE	500.
HAMBDEN MEADOWS PTO 297 NEW MEADOWS RD BARRINGTON, RI 02806	NONE	EXEMPT	UNRESTRICTED USE	100.
Total from continuation sheets				

223631
05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY	8,883.	0.	8,883.
FIDELITY ACCRUED INTEREST	-4.	0.	-4.
TOTAL TO FM 990-PF, PART I, LN 4	8,879.	0.	8,879.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,655.	1,327.		1,328.
TO FORM 990-PF, PG 1, LN 16B	2,655.	1,327.		1,328.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX -	180.	180.		0.
TO FORM 990-PF, PG 1, LN 18	180.	180.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	2,812.	1,406.		1,406.
BANK FEES	24.	12.		12.
MISC EXP	100.	50.		50.
TO FORM 990-PF, PG 1, LN 23	2,936.	1,468.		1,468.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FEDERAL HOME LOAN BANK BD	X		0.	0.
FEDERAL HOME LOAN BANKS	X		25,156.	25,696.
FANNIE MAE	X		20,222.	20,378.
FANNIE MAE	X		19,989.	20,323.
TOTAL U.S. GOVERNMENT OBLIGATIONS			65,367.	66,397.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			65,367.	66,397.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DISNEY WALT CO	13,692.	49,790.
PROCTER AND GAMBLE CO	22,824.	26,477.
WALMART STORES INC	16,911.	20,469.
EXXON MOBIL CORP	9,711.	25,965.
SCHLUMBERGER LTD	8,858.	27,720.
MERCK AND CO INC	23,239.	20,470.
GENERAL ELECTRIC CO	16,011.	12,594.
CISCO SYSTEMS INC	16,063.	29,473.
INTEL CORP	17,423.	18,558.
MICROSOFT CORP	16,375.	21,368.
TOTAL TO FORM 990-PF, PART II, LINE 10B	161,107.	252,884.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 7

THE FOUNDATION HEREBY ELECTS UNDER REGULATION SECTION 53.4942(A)-3(D)(2) TO APPLY ALL OR PART OF THE REMAINING QUALIFYING DISTRIBUTIONS TO ANY UNDISTRIBUTED INCOME REMAINING FROM YEARS BEFORE 2008 OR TO APPLY TO CORPUS.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions: RUTH & LOUIS BAKER FAMILY FOUNDATION

Employer identification number (EIN) or: 65-0518052

Number, street, and room or suite no. If a P.O. box, see instructions.: C/O L HUNTER - 2773 SOUTH OCEAN BLVD, NO. 502

Social security number (SSN):

City, town or post office, state, and ZIP code. For a foreign address, see instructions.: PALM BEACH, FL 33480-5521

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

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

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

- The books are in the care of ▶ TAXPAYER
2772 S. OCEAN BLVD. - PALM BEACH, FL 33480

Telephone No. ▶ 561-582-9284 FAX No. ▶

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012, or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
REQUESTING ADDITIONAL TIME TO PREPARE AND FILE THE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 200.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 200.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ TRUSTEE Date ▶

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

223842
01-21-13