



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

Treated as a Private Foundation

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

OMB No 1545-0052








2012



Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE BAKER FOUNDATION		<b>A Employer identification number</b>  94-3027892	
Number and street (or P O box number if mail is not delivered to street address) 1201 PACIFIC AVENUE SUITE 1475		<b>B Telephone number</b> (see instructions)  (253) 383-7055	
City or town, state, and ZIP code TACOMA, WA 98402		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 6,737,817		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	


Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	22,328	22,328		
	4 Dividends and interest from securities. . . . .	152,833	152,833		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	64,664			
	b Gross sales price for all assets on line 6a _____ 942,131				
	7 Capital gain net income (from Part IV , line 2 ) . . . .		64,664		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	<input checked="" type="checkbox"/> 868	0		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	240,693	239,825		
	13 Compensation of officers, directors, trustees, etc	40,000	20,000		20,000
	14 Other employee salaries and wages . . . . .	44,200	22,100		22,100
	15 Pension plans, employee benefits . . . . .	48,666	24,333		24,333
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	<input checked="" type="checkbox"/> 6,995	0		6,995
	c Other professional fees (attach schedule) . . . . .	<input checked="" type="checkbox"/> 46,251	46,251		0
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	<input checked="" type="checkbox"/> 14,135	6,501		7,634
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .	41,438	20,719		20,719
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	<input checked="" type="checkbox"/> 15,383	7,075		8,308
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	257,068	146,979		110,089
	25 Contributions, gifts, grants paid . . . . .	216,520			216,520
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	473,588	146,979		326,609
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-232,895			
	b <b>Net investment income</b> (if negative, enter -0-)		92,846		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	153,751	218,301	218,301
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)	786,951	 786,951	1,007,768
	b	Investments—corporate stock (attach schedule) . . . . .	5,074,339	 4,915,905	5,266,614
	c	Investments—corporate bonds (attach schedule). . . . .	91,810	 102,185	104,430
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	250,000	 139,503	139,503
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)	 597	 1,201	 1,201
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,357,448	6,164,046	6,737,817

Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)	 5,899	 9,657	
	23	Total liabilities (add lines 17 through 22) . . . . .	5,899	9,657	

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 ▶ <input checked="" type="checkbox"/> 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	6,351,549	6,154,389	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	6,351,549	6,154,389	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	6,357,448	6,164,046	

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	6,351,549
2	Enter amount from Part I, line 27a . . . . .	2	-232,895
3	Other increases not included in line 2 (itemize) ▶ 	3	35,735
4	Add lines 1, 2, and 3 . . . . .	4	6,154,389
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	6,154,389

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	64,664
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	311,357	6,757,699	0 046074
2010	320,901	6,438,331	0 049842
2009	351,078	6,092,825	0 057622
2008	396,462	7,597,151	0 052186
2007	435,822	8,849,798	0 049247

2 Total of line 1, column (d). . . . .	2	0 254971
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . .	3	0 050994
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	6,636,801
5 Multiply line 4 by line 3. . . . .	5	338,437
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	928
7 Add lines 5 and 6. . . . .	7	339,365
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	8	326,609

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <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	1,857	
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0	
3		Add lines 1 and 2. . . . .		3	1,857	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	1,857	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,345		
b		Exempt foreign organizations—tax withheld at source . . . . .	6b			
c		Tax paid with application for extension of time to file (Form 8868)	6c	2,000		
d		Backup withholding erroneously withheld . . . . .	6d			
7		Total credits and payments Add lines 6a through 6d. . . . .		7	4,345	
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	2,488	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	2,488	Refunded	11	0

Part VII-AStatements Regarding Activities

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

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶SYDNEY PARKER Telephone no ▶(253) 383-7055 Located at ▶1201 PACIFIC AVENUE SUITE 1475 TACOMA WA ZIP +4 ▶98402			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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? ( <b>Exception.</b> 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 <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?. . . . .	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				<input type="checkbox"/>
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?				<input type="checkbox"/> Yes <input type="checkbox"/> 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?				
		6b		No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				
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?				<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
ROBERT W BETHKE	EXECUTIVE DIR	40,000	30,037	0
1201 PACIFIC AVENUE SUITE 1475 TACOMA, WA 98402	30 00			
MELISSA NELSON	DIRECTOR	0	0	0
1201 PACIFIC AVENUE SUITE 1475 TACOMA, WA 98402	0 12			
JAY PRINCE	DIRECTOR	0	0	0
1201 PACIFIC AVENUE SUITE 1475 TACOMA, WA 98402	0 12			
DEBRA PRINCE	DIRECTOR	0	0	0
1201 PACIFIC AVENUE SUITE 1475 TACOMA, WA 98402	0 12			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	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	6,390,124
b	Average of monthly cash balances. . . . .	1b	347,745
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	6,737,869
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	6,737,869
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	101,068
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,636,801
6	Minimum investment return. Enter 5% of line 5. . . . .	6	331,840

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	331,840
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	1,857
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	1,857
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	329,983
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	329,983
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	329,983

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	326,609
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	326,609
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	326,609
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				329,983
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			319,385	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				
b From 2008. . . . .				
c From 2009. . . . .				
d From 2010. . . . .				
e From 2011. . . . .				
f Total of lines 3a through e. . . . .	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 326,609				
a Applied to 2011, but not more than line 2a			319,385	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2012 distributable amount. . . . .				7,224
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).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				322,759
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

See Additional Data Table

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

SYDNEY PARKER  
1201 PACIFIC AVENUE SUITE 1475  
TACOMA, WA 98402  
(253) 383-7055

b

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

ON AN APPLICATION FORM PROVIDED BY THE FOUNDATION. INCLUDE A) COPY OF 501(C)(3) LETTER, B) CURRENT FINANCIAL STATEMENT OR BUDGET, C) LIST OF BOARD MEMBERS, AND D) RESUME OF DIRECTOR.

c

Any submission deadlines

NO

d

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

501(C)(3) ORGANIZATIONS DEDICATED PRIMARILY TO THE YOUTH OF PIERCE COUNTY, WASHINGTON, SPECIFICALLY ADDRESSING THE AREAS OF EDUCATION, FINE ARTS AND HEALTH CARE

Form 990-PF (2012)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	216,520
b Approved for future payment				
Total . . . . .			3b	0

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	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . .					
<b>3</b>	Interest on savings and temporary cash investments			14	22,328	
<b>4</b>	Dividends and interest from securities. . . .			14	152,833	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .					
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .			14	868	
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	64,664	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory. .					
<b>11</b>	Other revenue <b>a</b> _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal. Add columns (b), (d), and (e). .		0		240,693	0
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>	240,693	240,693

[illegible]

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?

<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of		
<b>(1)</b>	Cash.	<b>1a(1)</b>	<b>No</b>
<b>(2)</b>	Other assets.	<b>1a(2)</b>	<b>No</b>
<b>b</b>	Other transactions		
<b>(1)</b>	Sales of assets to a noncharitable exempt organization.	<b>1b(1)</b>	<b>No</b>
<b>(2)</b>	Purchases of assets from a noncharitable exempt organization.	<b>1b(2)</b>	<b>No</b>
<b>(3)</b>	Rental of facilities, equipment, or other assets.	<b>1b(3)</b>	<b>No</b>
<b>(4)</b>	Reimbursement arrangements.	<b>1b(4)</b>	<b>No</b>
<b>(5)</b>	Loans or loan guarantees.	<b>1b(5)</b>	<b>No</b>
<b>(6)</b>	Performance of services or membership or fundraising solicitations.	<b>1b(6)</b>	<b>No</b>
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	<b>1c</b>	<b>No</b>

**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 or fiduciary) is based on all information of which preparer has any knowledge.

\* \* \* \* \*

2013-07-12

\* \* \* \* \*

Signature of officer or trustee

Date

## Title

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ **Yes** ☐ **No**

**Paid  
Preparer  
Use  
Only**

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00048218
DEBORAH L WITTMERS	DEBORAH L WITTMERS			
Firm's name <input type="checkbox"/>	MCGLADREY LLP		Firm's EIN <input type="checkbox"/> 42-0714325	
	1145 BROADWAY PLAZA SUITE 900			
Firm's address <input type="checkbox"/>	TACOMA, WA 98402		Phone no (253) 572-7111	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
ARBITRAGE FD		2012-01-01	2012-11-08
MANNING & NAPIER EQUITY FD		2011-12-15	2012-02-22
SPDR GOLD TRUST SHS		2012-05-23	2012-12-31
B OF A CORP		2006-11-17	2012-09-15
ELI LILLY & CO		2007-07-16	2012-03-15
HARBOR CAPITAL APPRECIATION FD		2005-06-09	2012-09-12
HIGHMARK L/C CORE EQUITY FD		2002-07-26	2012-02-22
HIGHMARK VALUE FD		2002-07-12	2012-01-17
ISHARES COHEN & STEERS REALTY FD		2010-01-19	2012-09-21
ISHARES MSCI EAFE EMERGING MARKETS IDX FD		2010-01-05	2012-09-17
ISHARES MSCI EAFE EMERGING MARKETS IDX FD		2010-01-05	2012-09-21
JPM S/C GROWTH INSTL		2007-12-10	2012-01-17
JPM S/C GROWTH INSTL		2007-12-10	2012-02-22
JPM S/C GROWTH INSTL		2007-12-10	2012-08-06
JPM S/C GROWTH INSTL		2007-12-10	2012-09-12
MANNING & NAPIER EQUITY FD		2009-03-05	2012-02-22
MANNING & NAPIER EQUITY FD		2009-03-05	2012-03-14
SPDR S&P 500 ETF		2010-12-07	2012-09-21
T ROWE PRICE NEW HORIZONS FD		2005-06-09	2012-02-22
T ROWE PRICE NEW HORIZONS FD		2005-06-09	2012-09-12
VNGRD ST INVMT GRADE ADM		2010-10-18	2012-05-23
VNGRD ST INVMT GRADE ADM		2010-10-18	2012-06-14
VNGRD ST INVMT GRADE ADM		2010-10-18	2012-08-06
VNGRD TOTAL INTL STK INDX SGNL		2011-01-01	2012-09-21
PIMCO EMER MKTS CURRENCY INSTL		2012-01-01	2012-07-12
PIMCO EMER MKTS CURRENCY INSTL		2012-01-01	2012-07-12
PIMCO EMER MKTS CURRENCY INSTL		2011-01-01	2012-07-12
PIMCO TOTAL RETURN FD		2011-01-01	2012-05-16
T ROWE PRICE EQUITY		2011-01-01	2012-10-02
VANGUARD WINDSOR II FD		2011-01-01	2012-10-02

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

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



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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
11,600		12,000	-400
2,195		1,957	238
37		34	3
25,000		25,000	0
50,000		51,045	-1,045
5,000		3,384	1,616
5,000		3,194	1,806
5,000		6,748	-1,748
39,750		26,614	13,136
14,718		15,043	-325
12,567		12,894	-327
5,000		5,532	-532
5,000		5,136	-136
10,000		10,720	-720
3,000		3,006	-6
5,805		2,993	2,812
51,581		26,331	25,250
27,050		22,879	4,171
4,000		3,406	594
5,000		4,038	962
25,000		25,373	-373
20,000		20,298	-298
40,000		39,933	67
15,000		15,274	-274
607		627	-20
425		448	-23
48,968		50,702	-1,734
64,955		63,401	1,554
199,950		205,539	-5,589
199,950		213,918	-13,968

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
39,973			39,973

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-400
			238
			3
			0
			-1,045
			1,616
			1,806
			-1,748
			13,136
			-325
			-327
			-532
			-136
			-720
			-6
			2,812
			25,250
			4,171
			594
			962
			-373
			-298
			67
			-274
			-20
			-23
			-1,734
			1,554
			-5,589
			-13,968

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			39,973

**Form 990PF Part XV Line 1a - 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).**

ROBERT W BETHKE
MELISSA NELSON
JAY PRINCE
DEBRA PRINCE


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ARTSFUND 10 HARRISON ST STE 200 SEATTLE,WA 98109	NONE	501(C)(3)	PIERCE COUNTY CONTRIBUTION	500
BIRTH TO THREE DEVELOPMENT CENTER PO BOX 24269 FEDERAL WAY,WA 98093	NONE	501(C)(3)	EARLY INTERVENTION	5,000
BOYS & GIRLS CLUBS OF SOUTH PUGET SOUND 1501 PACIFIC AVE STE 301 TACOMA,WA 98402	NONE	501(C)(3)	DBM MEMORIAL GOLF TOURNAMENT/PROJECT LEARN	8,700
BROADWAY CENTER FOR THE PERFORMING ARTS 901 BROADWAY TACOMA,WA 98402	NONE	501(C)(3)	EDUCATIONAL	5,000
CHILDREN'S HOME SOCIETY 201 S 34TH STREET TACOMA,WA 98418	NONE	501(C)(3)	LITTLE BUDDIES	6,000
CHILDREN'S MUSEUM OF TACOMA 936 BROADWAY TACOMA,WA 98402	NONE	501(C)(3)	PLAY TO LEARN	7,500
DIABETES ASSOC OF PIERCE COUNTY 1722 SOUTH J STREET TACOMA,WA 98405	NONE	501(C)(3)	PANTHER DAY CAMP - 2012	4,020
FIRST TEE OF SOUTH PUGET SOUND 717 SOUTH TACOMA AVENUE TACOMA,WA 98402	NONE	501(C)(3)	NAT'L SCHOOL & LIFE SKILLS EXPERIENCE	5,000
GIG HARBOR HIGH SCHOOL PO BOX 2674 GIG HARBOR,WA 98335	NONE	501(C)(3)	SCHOLARSHIPS	8,000
GREATER METRO PARKS FOUNDATION PO BOX 64238 TACOMA,WA 98434	NONE	501(C)(3)	SUMMER PLAYGROUND PROGRAM	7,500
HARBOR WILD WATCH 3110 JUDSON ST GIG HARBOR,WA 98335	NONE	501(C)(3)	EDUCATIONAL	5,000
HELPING HAND HOUSE PO BOX 710 PUYALLUP,WA 98371	NONE	501(C)(3)	SKY'S THE LIMIT	5,000
HENRY FOSS HIGH SCHOOL 2112 S TYLER TACOMA,WA 98405	NONE	501(C)(3)	SCHOLARSHIPS	8,000
HILLTOP ARTISTS IN RESIDENCE PO BOX 6829 TACOMA,WA 98417	NONE	501(C)(3)	ALTERNATIVE GLASS ARTS	5,000
JOB CARR MUSEUM 2350 NORTH 30TH STREET TACOMA,WA 98403	NONE	501(C)(3)	2012 SCHOOL OUTREACH	5,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
JUNIOR ACHIEVEMENT 212 PLAZA 600 BLDG 600 STEWART ST SEATTLE,WA 98101	NONE	501(C)(3)	GOLF CLASSIC 2012/2012 ECONOMICS FOR SUCCESS	6,800
LINCOLN HIGH SCHOOL 701 S 37TH STREET TACOMA,WA 98408	NONE	501(C)(3)	SCHOLARSHIPS	8,000
LINDQUIST DENTAL CLINIC FOR CHILDREN 3875 S 66TH ST TACOMA,WA 98409	NONE	501(C)(3)	UNCOMPENSATED CARE FUND/ PARKLAND CLINIC EXPANSION	30,000
MARY BRIDGE CHILDRENS HOSPITAL PO BOX 5296 TACOMA,WA 98415	NONE	501(C)(3)	TREE SPONSORSHIP 2012/BRIDGES	9,500
MOUNT TAHOMA HIGH SCHOOL 6229 SOUTH TYLER STREET TACOMA,WA 98409	NONE	501(C)(3)	SCHOLARSHIPS	8,000
MUSCULAR DYSTROPHY ASSOCIATION 3300 E SUNRISE DRIVE TUCSON,AZ 85718	NONE	501(C)(3)	MDA SUMMER CAMP 2012	5,000
PALMER SCHOLARS PO BOX 7119 TACOMA,WA 98417	NONE	501(C)(3)	SCHOLARSHIPS	5,000
PEACE COMMUNITY CENTER 2106 S CUSHMAN AVE TACOMA,WA 98405	NONE	501(C)(3)	2012 HILLTOP SCHOLARS	5,000
PENINSULA HIGH SCHOOL PO BOX 283 WAUNA,WA 98395	NONE	501(C)(3)	SCHOLARSHIPS	8,000
PHOENIX HOUSING 7050 S G ST TACOMA,WA 98408	NONE	501(C)(3)	HEALTHY KIDS HEALTHY LIVES	5,000
PIERCE COUNTY PARKS & RECREATION 9112 LAKEWOOD DR SW LAKEWOOD,WA 98499	NONE	501(C)(3)	CAMP LOTS OF FUN 2012	4,000
REACH 309 SOUTH G STREET STE 3 TACOMA,WA 98405	NONE	501(C)(3)	REACH CAMP 2012	7,500
STARLIGHT CHILDREN'S FOUNDATION 4536 150TH AVE NE REDMOND,WA 98502	NONE	501(C)(3)	HOSPITAL HAPPENINGS & GREAT ESCAPES	5,000
TACOMA ART MUSEUM 1123 PACIFIC AVENUE TACOMA,WA 98402	NONE	501(C)(3)	YOUTH CONNECT 2012-2013	5,000
TACOMA SYMPHONY ORCHESTRA 901 BROADWAY TACOMA,WA 98402	NONE	501(C)(3)	SIMPLY SYMPHONIC 2012	5,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
THE NEWS TRIBUNE PO BOX 110000 TACOMA,WA 98411	NONE	501(C)(3)	NEWSPAPERS IN EDUCATION	1,500
WA STATE COURT APPOINTED ADVOCATES 1700 7TH AVE STE 116 SEATTLE,WA 98101	NONE	501(C)(3)	PIERCE COUNTY TRAINING	5,000
WILSON HIGH SCHOOL 1202 NORTH ORCHARD STREET TACOMA,WA 98406	NONE	501(C)(3)	SCHOLARSHIPS	8,000
<b>Total . . . . .</b>  <b>3a</b>				216,520



TY 2012 Accounting Fees Schedule

**Name:** THE BAKER FOUNDATION

**EIN:** 94-3027892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	6,995	0		6,995

# TY 2012 Investments Corporate Bonds Schedule

**Name:** THE BAKER FOUNDATION

**EIN:** 94-3027892

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ELI LILLY & CO	0	0
BANK OF AMERICA CORP	0	0
ISHARES TR BARCLYS TIPS	16,108	18,212
HIGHMARK BOND FUND	86,077	86,218

TY 2012 Investments Corporate  
Stock Schedule

Name: THE BAKER FOUNDATION  
EIN: 94-3027892

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DRIEHAUS ACTIVE INCM FD	400,564	380,906
PIMCO TOTAL RETURN FD	1,119,632	1,144,854
MATTHEWS ASIA DIVIDEND	55,164	60,684
T ROWE PRICE EQUITY INC FD	557,205	639,018
T. ROWE PRICE- INT'L DISCOVER	152,905	180,959
VANGUARD CAPITAL OPPORTUNITY	206,476	263,190
VANGUARD ENERGY FD	383,750	312,319
VANGUARD WINDSOR II	542,202	641,514
VANGUARD ST INVEST GRADE ADMIRAL	162,710	167,615
PIMCO HI YIELD FD	36,198	45,524
HARBOR FUND	58,496	85,151
JP MORGAN SMALL CAP GRO FD	34,422	31,695
T ROWE PRICE NEW HORIZONS FUND	33,467	37,490
MANNING & NAPIER EQUITY FUND	0	0
STRATTON FDS INC SMALL-CAP	20,744	23,779
COLUMBIA SMALL CAP VALUE FD II	21,509	23,957
VANGUARD TOTAL INTL STK INDEX FD	30,726	36,610
HIGHMARK CORE EQUITY	0	0
HIGHMARK VALUE MOMENTUM FUND	0	0
SPDR S&P 500 ETF TR TR UNIT	60,438	71,205
ISHARES TR RUSSELL MIDCAP	26,307	33,930
ISHARES TR COHEN&ST RLTY	0	0
ISHARES TR MSCI EMERG MKT	37,929	48,785
EATON VANCE EMERGING MARKETS	30,000	30,350
T ROWE GROWTH STOCK FUND	65,000	84,275
BLACKROCK EQUITY DIVIDEND FUND	40,030	46,954
DODGE & COX STOCK FUND	33,000	43,151
TIAA-CREF MID CAP VALUE INSTL FUND	30,641	36,423
EATON VANCE GLOBAL MACRO ABSOLUTE RETURN FUND	23,178	22,839
AQR MANAGED FUTURES STRATEGY FUND	16,022	16,085

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FORUM FUNDS ABSOLUTE STRATEGIES FUND	22,027	21,905
PIMCO EMERGING MARKETS	59,334	62,337
HARDING LOEVNER INTL	203,548	205,988
EATON VANCE FLOATING RATE & HIGH INCOME FUND	35,000	35,613
NUVEEN REAL ESTATE SECURITIES FUND	30,865	30,538
DODGE & COX INTL STOCK FUND	15,000	15,418
HARBOR FUND INTL	15,000	15,430
PIMCO ALL ASSETS FUND	35,000	35,059
HIGHMARK GENEVA GROWTH FUND	20,352	19,897
HIGHMARK LARGE CAP CORE EQUITY FUND	56,217	80,361
HIGHMARK VALUE FUND	95,636	81,107
SPDR GOLD TRUST	15,034	16,202
ISHARES TR S&P DEV	11,777	14,524
WISDOMTREE TRUST EMERG MKTS	22,378	22,876
BLACKROCK KELSO CAP CORP	100,022	100,097

**TY 2012 Investments Government  
Obligations Schedule****Name:** THE BAKER FOUNDATION**EIN:** 94-3027892**US Government Securities - End of  
Year Book Value:**

786,951

**US Government Securities - End of  
Year Fair Market Value:**

1,007,768

**State & Local Government  
Securities - End of Year Book  
Value:**

0

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

0

## TY 2012 Investments - Other Schedule

**Name:** THE BAKER FOUNDATION

**EIN:** 94-3027892

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MARATHON	AT COST	139,503	139,503

TY 2012 Other Assets Schedule

**Name:** THE BAKER FOUNDATION

**EIN:** 94-3027892

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND/INTEREST INC RECEIVABLE	597	1,201	1,201

**TY 2012 Other Expenses Schedule****Name:** THE BAKER FOUNDATION**EIN:** 94-3027892

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELEPHONE	3,306	1,653		1,653
DUES/LICENSES	410	0		410
EQUIPMENT RENTAL	1,933	966		967
POSTAGE	200	100		100
OFFICE EXPENSE	3,762	1,881		1,881
PARKING	3,513	1,757		1,756
MISCELLANEOUS EXPENSE	1,437	718		719
LIABILITY INSURANCE	822	0		822



# TY 2012 Other Income Schedule

**Name:** THE BAKER FOUNDATION

**EIN:** 94-3027892

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NONDIVIDEND DISTRIBUTION	868	0	868

## TY 2012 Other Increases Schedule

**Name:** THE BAKER FOUNDATION

**EIN:** 94-3027892

Description	Amount
CHARLES SCHWAB - SECURITIES COST BASIS ADJUSTMENT	35,735

**TY 2012 Other Liabilities Schedule**

**Name:** THE BAKER FOUNDATION

**EIN:** 94-3027892

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES PAYABLE	5,899	9,657

## TY 2012 Other Professional Fees Schedule

**Name:** THE BAKER FOUNDATION

**EIN:** 94-3027892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	46,251	46,251		0

**TY 2012 Taxes Schedule****Name:** THE BAKER FOUNDATION**EIN:** 94-3027892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX ON INVESTMENTS	939	939		0
PAYROLL TAXES	11,123	5,562		5,561
FEDERAL TAX	2,073	0		2,073