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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation THE BAKER FOUNDATION		A Employer identification number 94-3027892	
Number and street (or P O box number if mail is not delivered to street address) 110 S 9TH STREET SUITE 300		Room/suite	B Telephone number (see instructions) (253) 383-7055
City or town, state or province, country, and ZIP or foreign postal code TACOMA, WA 98402		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 ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 6,664,935		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3	3		
	4 Dividends and interest from securities	151,069	151,069		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	179,697			
	b Gross sales price for all assets on line 6a 1,204,483				
	7 Capital gain net income (from Part IV, line 2)		179,697		
	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)	50	0		
	12 Total. Add lines 1 through 11	330,819	330,769		
	13 Compensation of officers, directors, trustees, etc	40,000	8,000		32,000
	14 Other employee salaries and wages	51,281	25,641		25,640
	15 Pension plans, employee benefits	19,758	4,392		15,366
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	6,200	0		6,200
	c Other professional fees (attach schedule)	52,167	52,167		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	27,588	6,829		5,821
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	40,242	20,121		20,121
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	18,172	8,579		9,594
	24 Total operating and administrative expenses. Add lines 13 through 23	255,408	125,729		114,742
	25 Contributions, gifts, grants paid	249,175			249,175
	26 Total expenses and disbursements. Add lines 24 and 25	504,583	125,729		363,917
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-173,764			
	b Net investment income (if negative, enter -0-)		205,040		
	c Adjusted net income (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	-1		
	2	Savings and temporary cash investments	118,784	181,014	181,014
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,202		
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	5,907,917	5,615,800	6,173,416
	c	Investments—corporate bonds (attach schedule)	103,687	98,931	92,904
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	138,321	214,636	214,636
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	4,137	2,965	2,965
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,274,047	6,113,346	6,664,935
	17	Accounts payable and accrued expenses	8,000	8,013	
	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 ▶ _____)	19,064	22,298	
	23	Total liabilities (add lines 17 through 22)	27,064	30,311	
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	6,246,983	6,083,035	
	30	Total net assets or fund balances (see instructions)	6,246,983	6,083,035	
	31	Total liabilities and net assets/fund balances (see instructions)	6,274,047	6,113,346	

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	6,246,983
2	Enter amount from Part I, line 27a	2	-173,764
3	Other increases not included in line 2 (itemize) ▶ _____	3	9,816
4	Add lines 1, 2, and 3	4	6,083,035
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	6,083,035

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 221,229		222,551	-1,322
b 426,161		416,902	9,259
c 42,464		42,224	240
d 342,530		343,109	-579
e 172,099			172,099

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) FM V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			-1,322
b			9,259
c			240
d			-579
e			172,099

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	179,697
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 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))
2014	343,761	7,383,709	0 046557
2013	324,677	7,024,623	0 046220
2012	326,609	6,636,801	0 049212
2011	311,357	6,757,699	0 046074
2010	320,901	6,438,331	0 049842

2	Total of line 1, column (d).	2	0 237905
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 047581
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	6,929,543
5	Multiply line 4 by line 3.	5	329,715
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,050
7	Add lines 5 and 6.	7	331,765
8	Enter qualifying distributions from Part XII, line 4.	8	363,917

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	2,050
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		
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	2,050
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	2,050
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	8,920
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	8,920
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	6,870
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ▶ 6,870 Refunded ▶	11	0

Part VII-A Statements 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 Instructions for definition)? <i>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</i>	1b		No
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? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i>	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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? Website address ▶ N/A	13	Yes	
14	The books are in care of ▶ SYDNEY PARKER Telephone no ▶ (253) 383-7055 Located at ▶ 110 S 9TH STREET SUITE 300 TACOMA WA ZIP+4 ▶ 98402			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2015, 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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015).	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 2015?	4b		No

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No **5b**

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

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

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** **No**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ROBERT W BETHKE 110 S 9TH STREET SUITE 300 TACOMA, WA 98402	EXECUTIVE DIR 30 00	40,000	18,289	0
MELISSA NELSON 110 S 9TH STREET SUITE 300 TACOMA, WA 98402	DIRECTOR 0 12	0	0	0
JAY PRINCE 110 S 9TH STREET SUITE 300 TACOMA, WA 98402	DIRECTOR 0 12	0	0	0
DEBRA PRINCE 110 S 9TH STREET SUITE 300 TACOMA, WA 98402	DIRECTOR 0 12	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) 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 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	6,874,213
b	Average of monthly cash balances.	1b	160,856
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,035,069
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	7,035,069
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	105,526
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,929,543
6	Minimum investment return. Enter 5% of line 5.	6	346,477

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	346,477
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	2,050
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,050
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	344,427
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	344,427
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	344,427

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	363,917
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	363,917
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	2,050
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	361,867

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				344,427
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			359,604	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ <u>363,917</u>				
a Applied to 2014, but not more than line 2a			359,604	
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 2015 distributable amount.				4,313
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2015 (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 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				340,114
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2011. . . .				
b Excess from 2012. . . .				
c Excess from 2013. . . .				
d Excess from 2014. . . .				
e Excess from 2015. . . .				

Part XIV

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b Check box to indicate whether the organiza

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	

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(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

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(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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 address 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

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	249,175
b Approved for future payment				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|--|--------------|------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash. | 1a(1) | | No |
| (2) Other assets. | 1a(2) | | No |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization. | 1b(1) | | No |
| (2) Purchases of assets from a noncharitable exempt organization. | 1b(2) | | No |
| (3) Rental of facilities, equipment, or other assets. | 1b(3) | | No |
| (4) Reimbursement arrangements. | 1b(4) | | No |
| (5) Loans or loan guarantees. | 1b(5) | | No |
| (6) Performance of services or membership or fundraising solicitations. | 1b(6) | | No |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | | No |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[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

- (a) Name of organization

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

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.

**Sign
Here**

* * * * *

2016-10-28

* * * * *

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below

(see instr ??) ☒ Yes ☐ No

Print/Type preparer's name
DEBORAH WITTMERS

Preparer's Signature

Date

Check if self-employed ☒

PTIN

P00048218

Firm's name ▶
D WITTMERS CPA PLLC

Firm's EIN ► 47-5623328

Firm's address ▶
5801 SOUNDVIEW SUITE 151 GIG HARBOR, WA
98335

Phone no (253) 514-6773

**Paid
Preparer
Use
Only**

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)				
a Paid during the year				
ARTSFUND 10 HARRISON ST STE 200 SEATTLE,WA 98109	NONE	501(C)(3)	PIERCE COUNTY CONTRIBUTION	1,000
BIG BROTHERS BIG SISTERS 1600 S GRAHAM STREET SEATTLE,WA 98108	NONE	501(C)(3)	FAMILY SERVICES	5,000
CENTRUM FOUNDATION 223 BATTERY WA PORT TOWNSEND,WA 98368	NONE	501(C)(3)	WORKSHOPS IN THE ARTS	5,000
CHILDREN'S HOME SOCIETY 201 S 34TH STREET TACOMA,WA 98418	NONE	501(C)(3)	LITTLE BUDDIES	7,000
CHILDREN'S MUSEUM OF TACOMA 936 BROADWAY TACOMA,WA 98402	NONE	501(C)(3)	PLAY TO LEARN	10,000
DIABETES ASSOC OF PIERCE COUNTY 1722 SOUTH J STREET TACOMA,WA 98405	NONE	501(C)(3)	PANTHER DAY CAMP	4,500
EMERGENCY FOOD NETWORK 3318 92ND STREET S LAKEWOOD,WA 98499	NONE	501(C)(3)	FAMILY SERVICES	25,000
FIRST TEE OF SOUTH PUGET SOUND 717 SOUTH TACOMA AVENUE TACOMA,WA 98402	NONE	501(C)(3)	NAT'L SCHOOL & LIFE SKILLS EXPERIENCE	5,750
FOSS WATERWAY SEAPORT 705 DOCK STREET TACOMA,WA 98402	NONE	501(C)(3)	SCIENCE ON THE SEA	8,500
GIG HARBOR BOAT SHOP 3805 HARBORVIEW DRIVE NW GIG HARBOR,WA 98335	NONE	501(C)(3)	EDUCATIONAL	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	25,000
HEARING SPEECH & DEAFNESS CENTER 1625 19TH AVENUE SEATTLE,WA 98122	NONE	501(C)(3)	MEDICAL CARE	3,000
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	6,000
Total ▶ 3a				249,175

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)				
a Paid during the year				
INVESTED 911 8TH AVENUE N SEATTLE,WA 98109	NONE	501(C)(3)	EDUCATIONAL	3,500
JOB CARR MUSEUM 2350 NORTH 30TH STREET TACOMA,WA 98403	NONE	501(C)(3)	SCHOOL OUTREACH	10,000
JORDAN BINION PROJECT 27701 152ND AVENUE E GRAHAM,WA 98338	NONE	501(C)(3)	MENTAL HEALTH EDUCATION	5,000
JUNIOR ACHIEVEMENT 212 PLAZA 600 BLDG 600 STEWART ST SEATTLE,WA 98101	NONE	501(C)(3)	GOLF CLASSIC ECONOMICS FOR SUCCESS	5,500
LINCOLN HIGH SCHOOL 701 S 37TH STREET TACOMA,WA 98408	NONE	501(C)(3)	SCHOLARSHIPS	8,000
MARY BRIDGE CHILDRENS HOSPITAL PO BOX 5296 TACOMA,WA 98415	NONE	501(C)(3)	TREE SPONSORSHIP BRIDGES	2,000
MOUNT TAHOMA HIGH SCHOOL 6229 SOUTH TYLER STREET TACOMA,WA 98409	NONE	501(C)(3)	SCHOLARSHIPS	8,000
MUSEUM OF GLASS 1801 DOCK STREET TACOMA,WA 98402	NONE	501(C)(3)	SCIENCE OF ART	5,000
NORTHWEST INFANT SURVIVAL & SIDS ALLIANCCE 4649 SUNNYSIDE AVENUE N 350 SEATTLE,WA 98103	NONE	501(C)(3)	EDUCATION & CHILDCARE SUPPLIES	4,500
PACIFIC EDUCATION INSTITUTE 724 COLUMBIA ST NW OLYMPIA,WA 98501	NONE	501(C)(3)	ENVIRONMENTAL EDUCATION	7,500
PACIFIC SCIENCE CENTER 200 2ND AVENUE SEATTLE,WA 98109	NONE	501(C)(3)	SCIENCE ON WHEELS	3,500
PEACE COMMUNITY CENTER 2106 S CUSHMAN AVE TACOMA,WA 98405	NONE	501(C)(3)	HILLTOP SCHOLARS	5,000
PENINSULA HIGH SCHOOL PO BOX 283 WAUNA,WA 98395	NONE	501(C)(3)	SCHOLARSHIPS	8,000
PIERCE COUNTY PARKS & RECREATION 9112 LAKEWOOD DR SW LAKEWOOD,WA 98499	NONE	501(C)(3)	CAMP LOTS OF FUN	4,000
REACH 309 SOUTH G STREET STE 3 TACOMA,WA 98405	NONE	501(C)(3)	REACH CAMP	7,500
Total ▶ 3a				249,175

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)				
a Paid during the year				
STADIUM HIGH SCHOOL 111 N E ST TACOMA,WA 98403	NONE	501(C)(3)	SCHOLARSHIPS	8,000
TACOMA ART MUSEUM 1123 PACIFIC AVENUE TACOMA,WA 98402	NONE	501(C)(3)	YOUTH CONNECT	5,000
TACOMA SYMPHONY ORCHESTRA 901 BROADWAY TACOMA,WA 98402	NONE	501(C)(3)	SIMPLY SYMPHONIC	5,000
WASHINGTON STATE HISTORICAL SOCIETY 1911 PACIFIC AVE TACOMA,WA 98402	NONE	501(C)(3)	EDUCATOR NIGHT	4,425
WILSON HIGH SCHOOL 1202 NORTH ORCHARD STREET TACOMA,WA 98406	NONE	501(C)(3)	SCHOLARSHIPS	8,000
ZEE SPEED 2201 SOUTH TACOMA WAY 206 TACOMA,WA 98409	NONE	501(C)(3)	EDUCATIONAL	5,000
Total ► 3a				249,175

TY 2015 Accounting Fees Schedule

Name: THE BAKER FOUNDATION

EIN: 94-3027892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	6,200	0		6,200

TY 2015 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
HIGHMARK BOND FUND	98,931	92,904

TY 2015 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
PIMCO TOTAL RETURN FD	102,620	94,104
VANGUARD CAPITAL OPPORTUNITY	260,902	458,010
VANGUARD WINDSOR II	633,555	809,657
VANGUARD ST INVEST GRADE ADMIRAL	40,884	43,786
PIMCO HI YIELD FD	35,849	39,245
HARBOR FUND	43,900	91,391
JP MORGAN SMALL CAP GRO FD	29,579	30,872
T ROWE PRICE NEW HORIZONS FUND	27,060	38,803
STRATTON FDS INC SMALL-CAP	0	0
COLUMBIA SMALL CAP VALUE FD II	26,560	28,349
VANGUARD TOTAL INTL STK INDEX FD	55,726	56,721
SPDR S&P 500 ETF TR TR UNIT	60,438	101,935
ISHARES TR RUSSELL MIDCAP	26,307	48,054
ISHARES TR MSCI EMERG MKT	0	0
T ROWE GROWTH STOCK FUND	55,064	97,392
DODGE & COX STOCK FUND	68,071	89,940
TIAA-CREF MID CAP VALUE INSTL FUND	31,070	39,034
EATON VANCE GLOBAL MACRO ABSOLUTE RETURN FUND	49,861	49,570
AQR MANAGED FUTURES STRATEGY FUND	50,301	51,085
FORUM FUNDS ABSOLUTE STRATEGIES FUND	0	0
HARDING LOEVNER INTL	210,027	227,344
EATON VANCE FLOATING RATE & HIGH INCOME FUND	41,730	39,554
NUVEEN REAL ESTATE SECURITIES FUND	14,508	15,666
DODGE & COX INTL STOCK FUND	55,000	51,161
HARBOR FUND INTL	66,713	59,157
PIMCO ALL ASSETS FUND	29,403	21,330
HIGHMARK LARGE CAP CORE EQUITY FUND	54,290	97,848
HIGHMARK VALUE FUND	0	0
WISDOMTREE TR EMERG MKTS ETF	0	0
BLACKROCK KELSO CAP CORP	93,057	93,530

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OSTERWEIS STRATEGIC INCOME FD	0	0
TEMPLETON GLOBAL BOND FUND	22,052	19,566
SCHRODER EMERGING MARKET EQUITY FUND	30,000	24,336
ISHARES INTL DEVPPTY ETF	0	0
KAYNE ANDERSON MIDSTREAM	0	0
ASTON RIVER ROAD	116,019	128,781
EVERBANK FINA	62,277	63,304
FIRST REPUBLIC	47,824	52,978
JP MORGAN CHASE	75,664	78,780
VANGUARD SHORT TERM	1,146,106	1,125,835
T ROWE PRICE INTL	186,146	246,245
T ROWE PRICE EQUITY INCM	605,956	737,099
VANGUARD ENERGY FUND	426,262	248,388
ISHARES S&P GLBL ETF	199,956	184,551
PAYDEN EMERGING MARKETS BOND FUND	21,959	19,920
LOOMIS SAYLES VALUE FUND	113,366	89,788
VANGUARD INTL EQUITY INDEX F GLB EX	5,439	5,110
PRIMECAP ODYSSEY AGGRESIVE GROWTH	38,546	39,814
RIVERPARK LARGE GROWTH	101,567	91,528
WESTERN ASSET MACRO	22,819	21,352
PIMCO INCOME FUND INST	55,818	53,137
NATIONAL HIGHMARK SMALL CAP	35,872	32,132
BLACKSTONE ALTERNATIVE	36,456	35,688
OPPENHEIMER INTERNATIONAL GROWTH	26,006	25,939
ISHARES TR CORE US	77,215	75,607

TY 2015 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 EUROPEAN OPPORTUNITY FUND II	AT COST	214,636	214,636

TY 2015 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	4,137	2,965	2,965

TY 2015 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	3,694	1,847		1,847
DUES/LICENSES	475	0		475
EQUIPMENT RENTAL	2,361	1,181		1,181
POSTAGE	405	203		202
OFFICE EXPENSE	3,959	1,980		1,979
PARKING	3,404	1,702		1,702
MISCELLANEOUS EXPENSE	2,481	1,241		1,240
LIABILITY INSURANCE	875	0		875
BANK CHARGES	93	0		93
MARATHON LOSS ON INVESTMENT	425	425		0

TY 2015 Other Income Schedule**Name:** THE BAKER FOUNDATION**EIN:** 94-3027892

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NONDIVIDEND DISTRIBUTION	50	0	50

TY 2015 Other Increases Schedule**Name:** THE BAKER FOUNDATION**EIN:** 94-3027892

Description	Amount
TAXABLE/BOOK INCOME DIFFERENCE	9,816

TY 2015 Other Liabilities Schedule**Name:** THE BAKER FOUNDATION**EIN:** 94-3027892

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES PAYABLE	19,064	22,298

TY 2015 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	52,167	52,167		0

TY 2015 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	1,008	1,008		0
PAYROLL TAXES	11,642	5,821		5,821
FEDERAL TAX	14,938	0		0