### Form **990-PF**

#### **Return of Private Foundation**

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

▶ Do not enter social security numbers on this form as it may be made public. ▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf. OMB No 1545-0052

Department of the Treasury Internal Revenue Service For calendar year 2016 or tax year beginning and ending A Employer identification number Name of foundation 25-6603101 THE BAXTER FOUNDATION Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number 772-219-9695 P.O. BOX 5149 City or town, state or province, country, and ZIP or foreign postal code C If exemption application is pending, check here WESTPORT, CT 06881-5149 Initial return D 1. Foreign organizations, check here G Check all that apply: Initial return of a former public charity Final return Amended return Foreign organizations meeting the 85% test, check here and attach computation Address change Name change H Check type of organization: Section 501(c)(3) exempt private foundation E If private foundation status was terminated X Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here 1 Fair market value of all assets at end of year J Accounting method: X Cash Accrual F If the foundation is in a 60-month termination Other (specify) (from Part II, col. (c), line 16) under section 507(b)(1)(B), check here 535,791. (Part I, column (d) must be on cash basis.) ▶\$ Part I Analysis of Revenue and Expenses (d) Disbursements (c) Adjusted net (b) Net investment (a) Revenue and (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) charitable purposes (cash basis only) expenses per books income ıncome N/A Contributions, gifts, grants, etc., received 2 Check X If the foundation is not required to attach Sch B Interest on savings and temporary cash investments 2. STATEMENT 3 12,806. 12,551 STATEMENT Dividends and interest from securities 4 5a Gross rents b Net rental income or (loss) 10,978 6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a 33,325. 10,978 7 Capital gain net income (from Part IV, line 2) 뜅 Net short-term capital gain Income modifications 10a Gross sales less returns and allowances Ç b Less Cost of goods sold **8** c Gross profit or (loss) 11 Other income 23,786 23,531 12 Total. Add lines 1 through 11 0. 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees 2,800. 1,680 940. STMT 3 **b** Accounting fees c Other professional fees 17 Interest STMT 4 323. 43 0. 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 283. STMT 5 1,652 1,369 Operating 23 Other expenses 24 Total operating and administrative 4,775 3,092 1,223. expenses. Add lines 13 through 23 24,481 24,481. 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. 29,256 3,092 25,704. Add lines 24 and 25 27 Subtract line 26 from line 12: <5,470. a Excess of revenue over expenses and disbursements 20,439 b Net investment income (if negative, enter -0-) N/A c Adjusted net income (if negative, enter -0-)

823501 11-23-18 LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2016)

Balance Sheets	14.
1 Cash - non-interest-bearing 2 Savings and temporary cash investments 3 Accounts receivable Less: allowance for doubtful accounts Less. allowance for doubtful accounts Less: allowance	14.
2 Savings and temporary cash investments 3 Accounts receivable Less: allowance for doubtful accounts Less: allowance for doubtful accounts Less. allowance for doubtful accounts Less: allowance for officers, directors, trustees, and other disqualified persons 7 Other notes and loans receivable Less: allowance for doubtful accounts Less: allowance for doubtful accounts Less: allowance for sale or use 9 Prepaid expenses and deferred charges 10a Investments - U.S. and state government obligations b Investments - corporate stock STMT 6 371, 216. 348,868. 507,2 c Investments - corporate bonds 11 Investments - land, buildings, and equipment basis	
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c Investments - corporate bonds  11 Investments - land, buildings, and equipment basis	
11 Investments - land, buildings, and equipment basis	
12 Investments - mortgage loans	
13 investments - other	
14 Land, buildings, and equipment basis ▶	
Less accumulated depreciation	
15 Other assets (describe ►)	
16 Total assets (to be completed by all filers - see the	
instructions. Also, see page 1, item I) 382,852. 377,382. 535,7	<u>91.</u>
17 Accounts payable and accrued expenses	
18 Grants payable	
g 19 Deferred revenue	
Deterred revenue  20 Loans from officers, directors, trustees, and other disqualified persons  21 Mortgages and other notes payable	
21 Mortgages and other notes payable	
22 Other liabilities (describe >)	
23 Total liabilities (add lines 17 through 22) 0. 0.	
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	
Foundations that do not follow SFAS 117, check here	
and complete lines 27 through 31.  Capital stock, trust principal, or current funds  0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund  0.  0.	
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 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 382,852. 377,382.	
30 Total net assets or fund balances 382,852. 377,382.	
2 00 10tal not about 0 10tal balances	
31 Total liabilities and net assets/fund balances 382,852. 377,382.	
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)	52.
	70.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3 4 377,	82.
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	

2-story brick wa	ibe the kind(s) of property sold (e.ç rehouse; or common stock, 200 sh			b) How acqu) P - Purchas D - Donatio	se (c	) Date acquired mo., day, yr.)	(d) Date sold (mo., day, yr.)
a		1.1					
SEE ATTACHED	STATEMENT						
<u>C</u>							
<u>d</u>							
e	(f) Depreciation allowed	(n) Cos	st or other basis	1		(h) Gain or (loss	\
(e) Gross sales price	(or allowable)		expense of sale			(e) plus (f) minus (e)	
a	<del></del>					. , , , ,	
b			-,-,-				
c	4 (	<del></del>					
d							
33,325.			22,34	7.			10,978
Complete only for assets showin	g gain in column (h) and owned by	the foundation	on 12/31/69			ains (Col. (h) gain	minus
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col. (1) col. (j), if any	<u> </u>	col. (k l	i), but not less that osses (from col. (	n -0-) <b>or</b> h))
a							
b							
C							
i							
•							10,978
Capital gain net income or (net ca	pital loss) { If gain, also enter-0	er in Part I, line D- in Part I, line	7 7	} 2			10,978
Net short-term capital gain or (los	s) as defined in sections 1222(5) a						
If gain, also enter in Part I, line 8,				<i>J</i>			
If (loss), enter -0- in Part I, line 8				] 3		N/A	
Part V   Qualification U	nder Section 4940(e) to						
or optional use by domestic private	foundations subject to the section		net investment inc		nt Inco	me	
or optional use by domestic private section 4940(d)(2) applies, leave th as the foundation liable for the sect "Yes," the foundation does not qual	foundations subject to the section his part blank. from 4942 tax on the distributable are fry under section 4940(e). Do not c	4940(a) tax on mount of any ye omplete this pa	net investment inc ear in the base peri irt.	ome.) od?	nt Inco	me	Yes X No
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section 4940(d)(2) applies, leave the section 4940(d) applies, leave the section 4940(d) applies amount in 6 (a)  Base period years Calendar year (or tax year beginning 2015 2014 2013 2012 2011  Total of line 1, column (d) Average distribution ratio for the 5 the foundation has been in exister Enter the net value of noncharitab Multiply line 4 by line 3	foundations subject to the section his part blank.  Ition 4942 tax on the distributable are ify under section 4940(e). Do not control to each column for each year; see the mag in)  Adjusted qualifying distributed qualifying distributed and incendence of less than 5 years  Adjusted from Part X, and the section of the section of the section 4940(e). Do not control to t	mount of any yeomplete this painstructions between the stributions 25,097. 19,025. 20,433. 17,881. 18,455.	ear in the base peri ert. fore making any en	ome.) od? tries. (c) charitable-usi 484 432 388 384	e assets , 020. , 015. , 372. , 833.	2 3 4	(d) Pution ratio P
or optional use by domestic private section 4940(d)(2) applies, leave the section 4940(d)(2) applies, leave the set in the foundation liable for the sect in the s	foundations subject to the section his part blank.  Ition 4942 tax on the distributable are ify under section 4940(e). Do not control to each column for each year; see the mag in)  Adjusted qualifying distributed qualifying distributed and incendence of less than 5 years  Adjusted from Part X, and the section of the section of the section 4940(e). Do not control to t	mount of any yeomplete this painstructions between the stributions 25,097. 19,025. 20,433. 17,881. 18,455.	ear in the base peri ert. fore making any en	ome.) od? tries. (c) charitable-usi 484 432 388 384	e assets , 020. , 015. , 372. , 833.	2 3 4	.04892 .03930 .04725 .04598 .04804 .22951 .04590 .04590 .04590
section 4940(d)(2) applies, leave the section 4940(d). Base period years Calendar year (or tax year beginning 2015 2014 2013 2012 2011  Total of line 1, column (d) Average distribution ratio for the 5the foundation has been in exister Enter the net value of noncharitab Multiply line 4 by line 3  Enter 1% of net investment income	foundations subject to the section his part blank.  Ition 4942 tax on the distributable are ify under section 4940(e). Do not control to each column for each year; see the mag in)  Adjusted qualifying distributed qualifying distributed and incendence of less than 5 years  Adjusted from Part X, and the section of the section of the section 4940(e). Do not control to t	mount of any yeomplete this painstructions between the stributions 25,097. 19,025. 20,433. 17,881. 18,455.	ear in the base peri ert. fore making any en	ome.) od? tries. (c) charitable-usi 484 432 388 384	e assets , 020. , 015. , 372. , 833.	2 3 4	.04892 .03930 .04725 .04598 .04804 .22951 .04590 525,041 24,101
For optional use by domestic private section 4940(d)(2) applies, leave the section 4940(d)(2) applies, leave the section 4940(d)(2) applies, leave the section 4940(d) applies, leave the section 4940(d) applies, leave the section 4940(d) applies amount in 640(d) Base period years Calendar year (or tax year beginning 2015 2014 2013 2012 2011  Total of line 1, column (d) Average distribution ratio for the 540(d)	foundations subject to the section his part blank.  Ition 4942 tax on the distributable are ify under section 4940(e). Do not contact column for each year; see the major of the section 4940(e). Adjusted qualifying distributable are if it is a section 4940(e). Do not contact column for each year; see the major of the section 4940(e). Do not contact the	mount of any yeomplete this painstructions between the stributions 25,097. 19,025. 20,433. 17,881. 18,455.	ear in the base peri ert. fore making any en	ome.) od? tries. (c) charitable-usi 484 432 388 384	e assets , 020. , 015. , 372. , 833.	2 3 4	(d) pution ratio rided by col. (c))
or optional use by domestic private section 4940(d)(2) applies, leave the section 4940(d)(2) applies, leave the set of the section 4940(d)(2) applies, leave the set of the section and the se	foundations subject to the section his part blank.  Ition 4942 tax on the distributable are ify under section 4940(e). Do not contact column for each year; see the major of the section 4940(e). Adjusted qualifying distributable are if it is a section 4940(e). Do not contact column for each year; see the major of the section 4940(e). Do not contact the	mount of any yeomplete this painstructions below tributions 25,097. L9,025. 20,433. L7,881. L8,455. on line 2 by 5, line 5	ear in the base period.  fore making any en  Net value of non	ome.) od? tries. (c) charitable-use 513 484 432 388 384	e assets ,020. ,015. ,372. ,833. ,135.	2 3 4 5	(d) Putton ratio P

	990-PF (2016) THE BAXTER FOUNDATION		25-	6603	101		Page 4
-	t VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(	e), or 4	<u> 4948</u>	- see ir	ıstru	ctio	າຮ)
	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)					_	
	Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕒 🗶 and enter 1%	Ì	1_1_			2	04.
	of Part I, line 27b						
	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	J					
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	ļ			0.
	Add lines 1 and 2		3	ļ		2	04.
	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	ļ .			0.
	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5			2	<u>04.</u>
	Credits/Payments:						
	2016 estimated tax payments and 2015 overpayment credited to 2016  6a		-				
	Exempt foreign organizations - tax withheld at source  Toward with population for a strong of the state (Form 8000)		-	]			
	Tax paid with application for extension of time to file (Form 8868)  6c		-				
	Backup withholding erroneously withheld  Table and anymosts. Add lane Continues Col		┥_				^
	Total credits and payments. Add lines 6a through 6d		7				<u>0.</u>
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached		8	<del> </del>			0.4
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	<del> </del>			04.
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	<del> </del> -			
	Enter the amount of line 10 to be: Credited to 2017 estimated tax Refulert VII-A Statements Regarding Activities	naea 🚩	11	L			
	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or	unton (on	0.10			Yes	No
	any political campaign?	IIIIEI VEII	e III	ŀ	10	-00	
	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the	definitio	n\2	ŀ	<u>1a</u> 1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materia			.	IU		
	distributed by the foundation in connection with the activities.	is publis	iiieu oi	ŀ			
	Did the foundation file Form 1120-POL for this year?				1c		х
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			}	IU		
	(1) On the foundation. $\triangleright$ \$ (2) On foundation managers. $\triangleright$ \$	0.					
	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation		<u>.</u>				ł
	managers. > \$ 0.	LION					ĺ
	Has the foundation engaged in any activities that have not previously been reported to the IRS?				2		х
	If "Yes," attach a detailed description of the activities.			ŀ			
	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorp	oration.	Or				İ
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	,			3		Х
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			Ī	4a		X
	If "Yes," has it filed a tax return on Form 990-T for this year?		N	I/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?				5		Х
	If "Yes," attach the statement required by General Instruction T.						
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:						
	By language in the governing instrument, or						
	<ul> <li>By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict wit</li> </ul>	h the stat	te law				
	remain in the governing instrument?				6	X	<u> </u>
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	d Part X	V		7	X	
							l
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)						
	CT					İ	
	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designa	te)					
	of each state as required by General Instruction G? If "No," attach explanation			].	8b	X	<u> </u>
	is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(	5) for cal	lendar				
	year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV				9	ļ	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addres	ses			10	<u> </u>	X
				For	n <b>99</b> 0	)-PF	(2016)

Pa	art VII-A Statements Regarding Activities (continued)			
			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		_X_
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?			
	If "Yes," attach statement (see instructions)	12		_ <u>X</u> _
13		13	_X_	
	Website address N/A The backs are an extended to MHE FOUNDAMION.		COE	
14	The books are in care of $\blacktriangleright$ THE FOUNDATION Telephone no. $\blacktriangleright$ 772-23 Located at $\blacktriangleright$ P.O. BOX 5149, WESTPORT, CT			10
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	) O O T		X
13	and enter the amount of tax-exempt interest received or accrued during the year			0.
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No.
	securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the	"	l	
	foreign country		ļ	
Pa	art 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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes X No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available		l	
	for the benefit or use of a disqualified person)?  Yes X No		l	
	(6) Agree to pay money or property to a government official? (Exception. Check "No"		1	
	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.)			
<b>h</b>	termination of government service, if terminating within 90 days.)  If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			
U	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?  N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	10		
C	E 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 2016?	1c		х
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));	Ì		
а	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			ŀ
	before 2016?			
	If "Yes," list the years			
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 all years listed, answer "No" and attach			
_	statement - see instructions.)  N/A  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.	2b		-
		}		
32	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
va	during the year?  Wes X No			
b	of "Yes," did it have excess business holdings in 2016 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 2016.)  N/A	3ь		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		Х
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 2016?	4b		X
	Fi	orm <b>99</b>	0-PF	(2016)

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Part VII-B   Statements Regarding Activities for Which F	orm 4720 May Be F	Required (continu	ued)	
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	1 4945(e))?	☐ Ye	s X No	{ }
(2) Influence the outcome of any specific public election (see section 4955); o	r to carry on, directly or indire	ectly,		
any voter registration drive?		☐ Ye	s X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes'	?	☐ Ye	s X No	
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section			
4945(d)(4)(A)? (see instructions)		Ye	s X No	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or f			1 1
the prevention of cruelty to children or animals?			s X No	
<b>b</b> If any answer is "Yes" to 5a(1)-(5), did <b>any</b> of the transactions fail to qualify unc	ter the excentions described i			
section 53.4945 or in a current notice regarding disaster assistance (see instru	•	in riogalations	N/A 5	5 <b>b</b>
Organizations relying on a current notice regarding disaster assistance check h	•			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr		ınad		
expenditure responsibility for the grant?		I/A 🔲 Ye	s No	
		I/A L 16	15 NO	
If "Yes," attach the statement required by Regulations section 53.4945	• •			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on		s X No	
a personal benefit contract?		Ye	i	
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?		<u> </u> -t	Sb X
If "Yes" to 6b, file Form 8870.			[==]	
7a At any time during the tax year, was the foundation a party to a prohibited tax s		Ye	s X No	
b If "Yes," did the foundation receive any proceeds or have any net income attribu				7b
Part VIII Information About Officers, Directors, Trustors Paid Employees, and Contractors	ees, Foundation Ma	inagers, Highly	/	
		<del></del>		
1 List all officers, directors, trustees, foundation managers and their	<del></del>	(-) Componentian	(d) Contributions to	/ \ F
(a) Name and address	(b) Title, and average hours per week devoted	(c) Compensation (If not paid,	(d) Contributions to employee benefit plans	(e) Expense account, other
	to position	enter -0-)	and deferred compensation	allowances
	TRUSTEE			
P.O. BOX 5149				
WESTPORT, CT 06881-5149	3.00	0.	0.	0.
VIRGINIA T. BAXTER	TRUSTEE			
P.O. BOX 5149				ı
WESTPORT, CT 06881-5149	3.00	0.	0.	_ 0.
2 Compensation of five highest-paid employees (other than those inc	luded on line 1). If none,	enter "NONE."		
A New York and Advantage of the Art Control of the	(b) Title, and average		(d) Contributions to employee benefit plans and deferred compensation	(e) Expense
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	and deferred compensation	(e) Expense account, other allowances
NONE	2010100 10 pooliion		30111701130011	
				ı
	1			ı
				1
		<del>                                     </del>		
		<del> </del>		
	-			
	<u> </u>	<u> </u>		
Total number of other employees paid over \$50,000				0
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Part VIII Information About Officers, Directors, Trustees, Found Paid Employees, and Contractors (continued)		
3 Five highest-paid independent contractors for professional services. If none, ent	er "NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
	,	
Total number of others receiving over \$50,000 for professional services  Part IX-A Summary of Direct Charitable Activities		▶ 0
List the foundation's four largest direct charitable activities during the tax year. Include relevant stat number of organizations and other beneficiaries served, conferences convened, research papers pr		Expenses
1 N/A		
		******
2		
3		
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year of	on lines 1 and 2.	Amount
1N/A		
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3	<u> </u>	0 . Form <b>990-PF</b> (2016)

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	ndations, s	ee instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	512,486.
b	Average of monthly cash balances	1b	512,486. 20,551.
C	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	533,037.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	533,037.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,996.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	525,041.
6	Minimum investment return Enter 5% of line 5	6	26,252.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations ar	id certain	
	foreign organizations check here 🕨 🔛 and do not complete this part.)		
1	Minimum investment return from Part X, line 6	1	26,252.
2a	Tax on investment income for 2016 from Part VI, line 5		
b	Income tax for 2016. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	204.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	26,048.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	26,048.
6	Deduction from distributable amount (see instructions)	6	0.
<u>7_</u>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	26,048.
Р	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	25,704.
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	Surtability 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	25,704.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
	income. Enter 1% of Part I, line 27b	5	204.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	25,500.
	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.		

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### Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	( <b>d</b> ) 2016
1 Distributable amount for 2016 from Part XI,				
line 7				26,048.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			23,999.	
ь Total for prior years:				
,,		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
<b>b</b> From 2012				
c From 2013				
d From 2014				
e From 2015	_			İ
f Total of lines 3a through e	<u>0.</u>			
4 Qualifying distributions for 2016 from				
Part XII, line 4: ► \$ 25,704.				İ
a Applied to 2015, but not more than line 2a			23,999.	<u> </u>
<b>b</b> Applied to undistributed income of prior				}
years (Election required - see instructions)		0.		<del></del>
c Treated as distributions out of corpus				
(Election required - see instructions)	0.			
d Applied to 2016 distributable amount				1,705.
e Remaining amount distributed out of corpus	0.		<u> </u>	
5 Excess distributions carryover applied to 2016 (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>b</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 2015. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2017				24,343.
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 2011				
not applied on line 5 or line 7	<u> </u>			
9 Excess distributions carryover to 2017.				
Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016		l <u> </u>		5 000 PF (00.40)

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Form **990-PF** (2016)

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Part XIV Private Operating F	oundations (see in	structions and Part V	II-A, question 9)	N/A	
1 a If the foundation has received a ruling of	determination letter that	t it is a private operating			
foundation, and the ruling is effective for	2016, enter the date of	the ruling	<b>&gt;</b>		
<b>b</b> Check box to indicate whether the found	ation is a private operati	ng foundation described	in section		42(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		- <del></del>
income from Part I or the minimum	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
investment return from Part X for					
each year listed	1	}		}	
<b>b</b> 85% of line 2a					
c Qualifying distributions from Part XII,					
line 4 for each year listed					
d Amounts included in line 2c not				<del></del>	
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	<del></del>		<del></del>		
alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					<u> </u>
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</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)	į				
(2) Support from general public		<del>                                     </del>			
and 5 or more exempt					
organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from		<del>                                     </del>	<del> </del>		
an exempt organization					
(4) Gross investment income					
Part XV Supplementary Info	rmation (Comple	ete this part only	if the foundatio	n had \$5,000 or me	ore in assets
at any time during t				40,000 01 111	
1 Information Regarding Foundation	n Managers:				
a List any managers of the foundation wh	o have contributed more		ntributions received by th	e foundation before the clo	se of any tax
year (but only if they have contributed in	iore man \$5,000). (See	section 507 (u)(2).)			
SEE STATEMENT 7					
b List any managers of the foundation who other entity) of which the foundation ha			i (or an equally large por	tion of the ownership of a p	artnership or
NONE			<del></del>		
2 Information Regarding Contribut					
Check here 🕨 🗶 If the foundation of					
the foundation makes gifts, grants, etc.	(see instructions) to indi	viduals or organizations	under other conditions,	complete items 2a, b, c, and	1 d.
a The name, address, and telephone num	ber or e-mail address of	the person to whom app	olications should be addr	essed:	
		,			
b The form in which applications should t	e submitted and informa	ation and materials they	should include:		
c Any submission deadlines:					
d Any restrictions or limitations on award	s, such as by geographic	cal areas, charitable field	s, kinds of institutions, o	r other factors:	
823801 11.23-18					Form 990-PF (2016)

3 Grants and Contributions Paid During the Y	ear or Approved for Future	Payment		
Recipient	If recipient is an individual,	Foundation	Purpose of grant or	
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT		PUBLIC CHARITY	TO HELP FUND THE	
			OPERATING BUDGETS OF	
	<del></del>		THE RECIPIENTS	24,481,
•				
				<u></u>
			<u></u>	
		<del> </del>		
			,	
Total			<u>▶ 3a</u>	24,481
<b>b</b> Approved for future payment				
				•
NONE				
Total	1		<b>▶</b> 3b	
10181			F(	orm <b>990-PF</b> (2010

Part XVI-A	Analysis of	Income-Producing	<b>Activities</b>
------------	-------------	------------------	-------------------

Enter gross amounts unless otherwise indicated.	Unrelated	business income		y section 512, 513, or 514	(e)	
	(a) Business	(b)	(C) Exclu-	(d)	Related or exempt	
1 Program service revenue:	code	Amount	sion	Amount	function income	
a						
b						
c	1 1					
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash						
investments			14	2.		
4 Dividends and interest from securities			14	12,806.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal						
property						
7 Other investment income			14			
8 Gain or (loss) from sales of assets other						
than inventory		····	18	10,978.		
9 Net income or (loss) from special events					·	
O Gross profit or (loss) from sales of inventory		<del></del>			···	
1 Other revenue:						
a	_				<del></del>	
b	_	···				
C	_					
d	_					
e		<del></del>				
2 Subtotal. Add columns (b), (d), and (e)			0.	23,786.		
3 Total. Add line 12, columns (b), (d), and (e)				13	23,7	
See worksheet in line 13 instructions to verify calculations.	.)					

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).					

Form **990-PF** (2016)

623621 11-23-16

	Inder penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the not belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer (other than taxpayer) is based on all information of which preparer to the control of the contro	has any knowledge	May the IRS discuss this return with the preparer shown below (see instr)?  X Yes No
Paid Prepar	Print Type preparer's name  Preparer's signature  CHRISTINE GONZALEZ CHRISTINE GONZALE 05/04/17  Print Type preparer's name  Print Type preparer's name  Print Type preparer's name  Preparer's signature  Date  Date  CHRISTINE GONZALE 05/04/17	self- employed	PTIN P00361493 -1009205
Use O	Firm's address > 2 ENTERPRISE DRIVE SHELTON, CT 06484-4640	Phone no. 203	944-2100 Form <b>990-PF</b> (2016

Part IV   Capital Gains and Los	sses for Tax on Investment Income	<u> </u>			
(a) List and 2-story br	describe the kind(s) of property so ick warehouse; or common stock, 2	ld, e.g., real estate, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 125 SHS ADT CO	RP		P	VARIOUS	05/02/16
b 60 SHS FRONTIE	R COMMUNICATIONS	P	VARIOUS	09/19/16	
c 170 SHS ISHARE	S S&P 500 GROWTH	P	VARIOUS	09/19/16	
d 54 SHS ISHARES	S&P 500 VALUE		P	VARIOUS	09/19/16
e JOHNSON CONTRO	LS INTL CASH IN	LIEU	P	VARIOUS	09/06/16
f ADIENT PLC COM	- CASH IN LIEU		P		11/03/16
g 31 SHS MALLINC			P	VARIOUS	09/19/16
h CAPITAL GAINS	DIVIDENDS				
<u> </u>					
<u>k</u>					
1					
m					
<u>n</u>					
_0		<del></del>			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		i) Gain or (loss) plus (f) minus (g)	
a 5,250.		4,422.			828.
b 258.		583.			<325.
c 20,323.		12,058.			8,265.
d 5,060.		4,266.			794.
e 36.		21.			15.
<u>f</u> 36.		37.	<del></del>		<1.>
g 2,320.		960.			1,360.
<u>h</u> 42.					42.
1				<del></del>	
1-				<del></del>	
k					
1	•	<del> </del>			
<u>m</u>	····				
n		<u> </u>			
Complete only for accept observe		10/04/00			
Complete only for assets snowin	ng gain in column (h) and owned by	<del></del>		sses (from col. (h)) of col. (h) gain ove	
(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		not less than "-0-")	i coi. (k),
	43 01 12/3 1/03	Over cor. (j), if any	·	·	000
<u>a</u>		<del> </del>			828.
<u>b</u>			<del></del>		<325.
<u>C</u>	<del></del>	<del>                                     </del>			8,265.
<u>d</u>		<del> </del>			794. 15.
<u>e</u>		<del>                                     </del>			<1.:
<u>f</u>		<del>                                     </del>			1,360.
<u>g</u>		<del>                                     </del>			42.
<u>h</u> .					44.
<del></del>					<del></del>
L L					<del></del>
<u>n</u>		<del>                                     </del>			
<u></u>		<del> </del>			
m n	<del> </del>	†	<del></del>	···	
<u>n</u>		+	<del></del>		
0	<u> </u>				
2 Capital gain net income or (net ca	inital loss) / If gain, also ente	er in Part I, line 7 -0-" in Part I, line 7	2		10,978.
			-		10,210.
3 Net short-term capital gain or (los If gain, also enter in Part I, line 8,		ind (6):			
If (loss), enter "-0-" in Part I, line 8		ŗ	<sub>3</sub>	N/A	
·,			• i		

FORM 990-PF INTERE	ST ON SAVI	NGS AND TEM	PORARY CA	SH IN	VESTMENTS	STATEMENT	1	
SOURCE		REVE	REVENUE NET IN		(B) VESTMENT COME	(C) ADJUSTED NET INCOM		
FIDELITY			2.		2.			
TOTAL TO PART I, LI	NE 3		2.		2.			
FORM 990-PF	DIVIDEND	S AND INTER	EST FROM	SECUR	ITIES	STATEMENT	2	
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDEND	REVE	NUE	(B) NET INVES' MENT INCO			
FIDELITY	12,848	4	2. 12	,806.	12,55	1.		
TO PART I, LINE 4	12,848	4	2. 12	,806.	12,55	1.		
FORM 990-PF		ACCOUNTI	NG FEES			STATEMENT	3	
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVE MENT INC		(C) ADJUSTED NET INCOM			
ACCOUNTING	_	2,800.	1,	680.		9	40.	
TO FORM 990-PF, PG	1, LN 16B =	2,800.	1,	680.		9	40.	
FORM 990-PF		TAX	ES			STATEMENT	4	
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVE MENT INC		(C) ADJUSTED NET INCOM			
DESCRIPTION								
EXCISE TAX FOREIGN TAX		280. 43.		0. 43.			0. 0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT 5		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME				
OFFICE EXPENSE INVESTMENT FEE	283. 1,369.			283.		
TO FORM 990-PF, PG 1, LN 23	1,652.	1,369.		283.		
FORM 990-PF	CORPORAT	E STOCK		STATEMENT 6		
DESCRIPTION BOOK VALUE						
DESCRIPTION		ВО	OK VALUE	FAIR MARKET VALUE		
SEE ATTACHED SCHEDULE		BOO	OK VALUE 348,868.			
	I, LINE 10B	BO0		VALUE		

NAME OF MANAGER

THOMAS G. BAXTER VIRGINIA T. BAXTER

# THE BAXTER FOUNDATION SUMMARY OF INVESTMENTS EIN: # 25-6603101 12/31/2016

Quantity	Description	Book Value	Market Value
		Value	
250	AT&T	8,927.50	10,632 50
	Bristol Myers Squibb	9,638.15	24,837 00
	Cisco Sys Inc	7,739.00	15,110 00
	Dow Chemical Co	13,304.00	22,888 00
	Dycom Ind Inc	24,812.00	80,290 00
· · · · · · · · · · · · · · · · · · ·	General Electric Co	19,029.00	15,800.00
	Ishares Core U S. Aggregate Bond	57,797.28	61,918 38
	Ishares Barclay 1 - 3 yr TSY BD	7,147.68	7,347.15
	Ishares S&P Mid Cap 400 Value	2,376.84	4,211.09
	Ishares S&P Mid Cap 400 Growth	2,379.70	4,737 20
	Ishares S&P 500 Grwth Index	31,491.84	54,074.76
438	Ishares S&P 500 Value Index	34,606.40	44,404.44
342	Las Vegas Sands Corporation	14,642.73	18,266 22
68	Ishares Tips Bond ETF	7,123.76	7,695.56
600	Microsoft Corp	16,093.00	37,284 00
	Nuveen Multi Strat Inc	9,209.36	5,478.15
500	Oracle Corp	7,082.50	19,225 00
108	Ishares North American Natural Gas	4,730 95	3,882.60
59	Pentair Ltd	2,378.78	3,308.13
90	Vanguard Intl Equity Index Fund (Emerging)	4,910.60	3,220 20
	Vanguard Intl Equity Index Fund	24,711 58	14,957.28
75	Vanguard REIT	4,985.14	6,189.75
250	Verizon Communications	8,655.92	13,345 00
	Medtronic PLC	18,391.05	17,023 97
23	Adient PLC comm	1,034 19	1,347 80
238	Johnson Controls Intl PLC	5,669.10	9,803 22
		348,868.05	507,277.40

## THE BAXTER FOUNDATION SUMMARY OF CONTRIBUTIONS PAID EIN: 25-6603101 12/31/2016

NAME	STATUS OF RECIPIENT	PURPOSE OF CONTRIBUTION	AMOUNT
The Elliott Museum 825 NE Ocean Blvd Stuart, FL 34996	Public Charity	To fund the recipients operating budget	500
St. Mary's Parish 1200 E Main Street Pahokee, FL 33476	Public Charity	To fund the recipients operating budget	7,250
Church of the Assumption 98 Riverside Avenue Westport, CT 06880	Public Charity	To fund the recipients operating budget	2,000
The Lyric Theater 59 SW Flagler Avenue Stuart, FL 34994	Public Charity	To fund the recipients operating budget	1,000
Trinity Missions 9001 New Hampshire Ave Sılver Spring, MD 20903	Public Charity	To fund the recipients operating budget	1,100
Education and Hope PO Box 486 Norwalk, CT 06856	Public Charity	To fund the recipients operating budget	250
Education Foundation of Martin County Adpot a Class 1650 S Kanner Hwy Suite 212 Stuart, FL 34996	Public Charity	To fund the recipients operating budget	400
St Joseph Catholic Church 1200 SE 10th Street Stuart, FL 34996	Public Charity	To fund the recipients operating budget	1,000
Sisters Adorers of the Precious Blood Monastery of the Precious Blood 400 Pratt Street Watertown, NY 13601	Public Charity	To fund the recipients operating budget	500
The Briana Lawson Foundation 6009 SE Walkers Cay Court Stuart, FL 34997	Public Charity	To fund the recipients operating budget	5,150

# THE BAXTER FOUNDATION SUMMARY OF CONTRIBUTIONS PAID EIN: 25-6603101 12/31/2016

NAME	STATUS OF RECIPIENT	PURPOSE OF CONTRIBUTION	AMOUNT
Folds of Honor 5800 North Patriot Drive Owasso, OK 74055	Public Charity	To fund the recipients operating budget	2,500
Builders Beyond Borders 66 Fort Point Street Norwalk, CT 06855	Public Charity	To fund the recipients operating budget	250
Neurofibromatosis Midwest 473 Dunham Road Suite 3 St Charles, MA	Public Charity	To fund the recipients operating budget	2,000
Cupid Charities 1100 N Glebe Road #1010 Arlıngton, VA 22201	Public Charity	To fund the recipients operating budget	206
Kiwanis Club of New Canaan . P.O. Box 571 New Canaan, CT 06840	Public Charity	To fund the recipients operating budget	50
Norton Museum of Art 1451 S. Olive Ave. West Palm Beach, FL 33401	Public Charity	To fund the recipients operating budget	325
West Failth Deadti, F.E. 3040 F			24,481