

Baxter Capital Management Inc.

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Firm Brochure
(Part 2A of Form ADV)

March 28, 2012

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Additional information about Baxter Capital Management is also available on the SEC's website at www.adviserinfo.sec.gov.

This brochure provides information about the qualifications and business practices of Baxter Capital Management Inc. If you have any questions about the contents of this brochure, please contact us at 317-706-0041 or garybcm@att.net. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

While Baxter Capital Management refers to itself as being a *registered investment advisor* this registration does not imply specific training or a certain level of skill.

Material Changes

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

Since our last Brochure dated 3-25-11, we have no material changes to report.

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Advisory Business

Baxter Capital Management Inc. (BCM) was formed in 1979 for the purpose of providing a full range of investment management services to institutional clients including financial institutions, corporations, endowments, and pension funds. BCM is federally registered with the U.S. Securities and Exchange Commission as an investment advisor and maintains the records required by the Investment Advisor Act of 1940. Gary Baxter is the principal owner. We offer advice on fixed-income securities only. Our specialty is high quality, shorter-term investment portfolios. All of our clients have written investment policies and independent safekeeping agents. Investment advice is tailored to the needs of each client. We constantly analyze market and economic factors to develop investment strategies, and implement these strategies by executing trades at competitive market prices. We generate monthly or quarterly investment management reports. Our services also include general financial advice and assistance in asset/liability management using our own in-house computer simulation model.

The firm's compensation is solely from fees paid directly by our clients. No commissions or referral fees are accepted. No benefits are received from broker/dealers based on client security transactions ("soft dollar benefits"). Since our income does not depend upon what investments we recommend or whom we execute them through, our financial interests are aligned with our client's best interests.

Registered Investment Advisors:

Gary L. Baxter is the President/Chief Compliance Officer of Baxter Capital Management Inc. since inception in 1979. He earned both his B.S. and M.B.A at Ohio State University and his D.B.A at Indiana University.

James T. Herreman is Vice President/Financial Economist of Baxter Capital Management Inc. since 1982. He earned his A.B., M.A., and Ph.D. at Indiana University.

Assets under management: As of 12-31-11, our total assets under management for non-discretionary accounts was \$823,093,558.00 and for discretionary accounts \$0.00.

We offer advice on money market investments including commercial paper, CD's, banker's acceptances; corporate bonds; Federal agency securities including mortgage-backed; and municipal securities.

Our investment services include:

- Providing economic and financial market information using occasional written reports and telephone contacts with clients.
- Assisting in the writing of both Investment and Asset/Liability Management Policies.
- Making recommendations by telephone regarding the purchase, sale, or exchange of securities.
- Executing trades with brokers, dealers, commercial banks or others on behalf of our client after receiving telephone approval by authorized personnel at the client (non-discretionary).
- Notifying the client by facsimile, telephone, or e-mail in advance of settlement. The client authorizes the transaction with its safekeeping agent.
- Making recommendations about asset/liability strategies.

- We are available by telephone, email, and will make a personal visit to review any aspect of the service as needed.

Reports:

For our non-discretionary clients we offer the following Monthly reports:

- Transactions in the account during the previous month
- Total portfolio description including approximate market valuations
- Accounting reports showing accruals, etc. when requested by the client (this is intended to supplement, not replace, the accounting entries originated by the client)
- Securities Listing by Maturity
- Maturity/Weighted Average Life/Duration Listing

Please see Review of Accounts for a more detailed Report Listing.

For our discretionary clients we offer periodic reports as required by the client.

Fees and Compensation

The fee for our investment advisory service is based upon the average par amount of funds invested during the month and is payable immediately upon receipt of statement for services rendered during the previous month. We email billing statements in PDF format shortly after emailing our monthly reports normally on the first business day of each month. Our advisory agreement continues until termination by either party on thirty (30) days written notice with final payment prorated according to the number of days that service is provided during any part of a month. For new accounts, the fee is prorated for partial periods.

BASIC MONTHLY FEE SCHEDULES--NON-DISCRETIONARY ACCOUNTS

For Non-financial Institutions

$1/12 \times (.00200 \times 1^{\text{st}} \$5 \text{ million})$
 $+ 1/12 \times (.00120 \times \text{next } \$15 \text{ million})$
 $+ 1/12 \times (.00030 \times \text{next } \$80 \text{ million})$
 $+ 1/12 \times (.00015 \times \text{over } \$100 \text{ million})$

Minimum $1/12 \times \$5,000$

For Financial Institutions

$1/12 \times (.0015 \times 1^{\text{st}} \$5 \text{ million})$
 $+ 1/12 \times (.0012 \times \text{next } \$5 \text{ million})$
 $+ 1/12 \times (.0008 \times \text{next } \$5 \text{ million})$
 $+ 1/12 \times (.0005 \times \text{next } \$5 \text{ million})$
 $+ 1/12 \times (.0002 \times \text{over } 20 \text{ million})$

Minimum $1/12 \times \$9,000$

For discretionary accounts, these fixed-income portfolios are managed with the goal of achieving the best total return for the risks assumed and in accordance with client provided guidelines. The fee is based upon the average market value during the month or quarter and is payable upon receipt after the end of the period. The monthly fee is one-twelfth (quarterly is one-fourth) of the annual rate of charge as calculated using the fee schedule below.

<u>Portfolio Increments</u>	<u>Basic Fee Schedule</u>
1 st \$1 million	50.0 b.p.**
next \$2 million	20.0 b.p.
next \$2 million	17.5 b.p.
next \$15 million	15.0 b.p.
next \$30 million	10.0 b.p.
over \$50 million	negotiated

**\$5000 minimum

All fees are negotiable. Typically explicit commissions are not charged on the fixed-income investments we recommend, they are sold on a net basis. We expect our client to have his own safekeeping agent and to pay any of those costs.

Performance-Based Fees and Side-by-Side Management

Baxter Capital Management does not use a performance-bases fee structure.

Types of Clients

The types of clients we have include:

- Banks and Thrifts
- Credit Unions
- Endowments and other non-profit organizations
- Hospitals
- Corporations
- Pension and Profit Sharing Plans

We do not impose a minimum dollar value to start or maintain an account.

Methods of Analysis, Investment Strategies, and Risk of Loss

Security analysis methods are primarily fundamental. The main sources of information are ratings, filings with regulators, Bloomberg data and analysis, financial newspapers and magazines, and research material prepared by others. Maturity recommendations are determined by a client's liquidity needs with consideration given to the interest rate cycle. Almost all purchases are pre-approved by the client.

We primarily manage fixed-income liquidity portfolios of our institutional clients. Therefore, liquidity needs are a key determinant of the maturity and type of investments recommended. Because of changing liquidity positions and needs, these portfolios are not discretionary and require preapproval prior to security purchases. Surplus funds are invested in a wider array of securities. All of our clients have detailed written investment policies that include approved types of investments, acceptable ratings, and dollar limits. Almost all purchases are high quality, shorter-term investment grade securities.

Even though we try to carefully manage risk, all investments have some risks borne by the investor. Some of these risks are:

- Default risk – The risk of not receiving all of your principal back and/or timely payment of interest.
- Interest rate risk – The risk that a securities value will decline due to a change in market interest rates.
- Reinvestment risk – The risk that cash flows from a security will be reinvested at lower rates than assumed in the purchase yield-to-maturity. This is a particular concern for investments that have significant periodic cash flows such as mortgage-backed securities.
- Price risk – The risk that the price of a security will change over time, which is particularly important if a security is sold prior to maturity.
- Liquidity risk – The risk that a security will not be able to be sold or at least not at a “reasonable” price typically due to market dislocations.
- Political risk – The risk that a security's value changes due to political decisions or concerns. This is an issue particularly regarding Federal agency, financial firm, and municipal securities.
- Event risk – The risk that some unusual event, such as a terrorist attack, weather event, or a government collapse, could cause a change in the value of a security.

Disciplinary Information

The firm and its employees have not been involved in any legal or disciplinary events related to past or present activities.

Other Financial Industry Activities and Affiliations

Our firm does not participate in any other financial industry activities, nor does it have any affiliations or arrangements that are material to our advisory business.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Baxter Capital Management has a Code of Ethics Policy in place that is read and signed by each employee. We encourage our employees to reread this policy at least annually.

We expect our employees to comply with all laws, rules, and regulations applicable to BCM's operations and business. Employees should seek guidance whenever they are in doubt as to the applicability of any law, rule or regulation regarding any contemplated course of action. As a registered investment advisor, BCM is subject to regulation by the Securities and Exchange Commission, and compliance with federal, state, and local laws. BCM insists on strict compliance with the spirit and the letter of these laws and regulations. We list requirements for our employees concerning confidentiality and insider trading.

A copy of our Code of Ethics is available upon request.

While unlikely, it is possible that an employee of BCM might buy or sell a security for his or her own account at the same time we are doing so for a client's account. For this and other reasons we require all employees to submit a quarterly report of personal individual security transactions and an annual report of securities holdings. Gary Baxter, the Chief Compliance Officer, reviews these reports. James Herreman, Vice-President, reviews Gary Baxter's reports.

Brokerage Practices

Our recommended brokers are generally limited to large national institutional dealers, many of whom are Primary Government Securities Dealers reporting to the Federal Reserve Bank of New York. Dealers are selected based on their ability to fulfill commitments as evidenced by capital strength, liquidity, and operating results. This evidence is gathered from current financial data, annual reports, credit ratings, and other sources of financial information. A dealer's general reputation for financial stability and fair and honest dealings with customers is also considered. In most cases, this judgment is based upon several years of actual experience with our firm. From this group, brokers are selected based upon their overall services including such things as research, market information, inventory, and execution price. We strongly discourage, but do not prohibit, client directed brokerage because it may result in unfavorable trade execution, which can cost the client money.

The selection of a broker for a specific transaction is based upon the availability of the desired security and price.

All research and services received from brokers are those that are provided to large institutional clients at no charge, explicit or implicit. These include general market newsletters and topical studies of interest.

There are no commissions charged on the fixed income securities in which we invest, everything is done on a net price basis. The prices that our clients pay are in no way related to our receipt of dealer research or publications. We do not, nor ever have had, “soft dollar” arrangements with any dealers.

We aggregate orders whenever more than one client is trading the same security at the same time. In many cases, the aggregation benefits our clients by either enabling a better negotiated price or even enabling the transaction to occur when there are minimum order size requirements.

Review of Accounts

For each new client, the general portfolio risk level that is appropriate is mutually determined through personal visits, telephone discussions, and any relevant regulations and statutes. These levels are detailed in a written investment policy. The policies are typically reviewed annually or as the client requires.

We assist with writing both Investment and Asset-Liability Management Policies for our clients. Our investment choices are constrained by these policies for specific dollar limits for both the types of investments and specific issuers of investments. The Investment Policy also states who, within the client's institution, is allowed to approve investments. Regulations and statutes pertaining to investing and pertinent to the client are also part of the Investment Policy.

The two portfolio managers, the President and Vice-President, meet at least weekly to review economic and financial conditions and how these generally impact our portfolios. Day to day responsibility of the firm's portfolios is divided roughly equally between these two, with joint discussions of major strategies for all portfolios. A review of each liquidity portfolio is usually triggered by the availability of surplus funds either from an approaching maturity of a security or a change in overnight funds which often occur several times a month. Investment recommendations are discussed with each non-discretionary client and approved before execution.

For discretionary accounts, reviews are done at least monthly. The frequency of client conferences, in person or by phone, is negotiated with each client.

We send monthly investment reports to our non-discretionary accounts. For discretionary accounts we send monthly or quarterly investment reports as the client requires. These reports include the following:

- Securities Listing by Maturity
- Portfolio Highlights (book value by time to maturity)
- Securities Portfolio Inventory (includes approximate market values)
- Transactions Journal (listing)
- Transactions Journal (summary)
- Security Account Ledger/Activity Report (includes accruals/accretions)
- Accounting Report
- Variable Rate Securities Listing by Next Reset Date (if applicable)
- Securities Ratings (if applicable)
- Holdings by Issuer
- Distribution of Investments by Type (such as Treasury, Agency, Bank Obligation, Corporate)
- Maturity/Weighted Average Life/Duration Listing
- Security Fair Values and Sensitivities (if applicable)
- Potentially Greater Interest Rate Risk Investments (if applicable)

Reports are generated using our own in-house software. We email our reports directly to our clients. By request, we will provide a paper copy mailed via the U.S. Postal Service.

Client Referrals and Other Compensation

While Baxter Capital Management has received many referrals, which we appreciate, the firm does not pay for referrals.

Custody

We **do not** have custody of our clients' investments or funds. All assets are held at qualified safekeeping agents chosen by the client. All safekeeping reports, therefore, are sent directly to our clients. We also provide security-holding reports to our clients and strongly encourage them to reconcile any differences between our reports and those of the safekeeping agent.

Investment Discretion

For our discretionary clients, we have authority to purchase or sell securities within the parameters of the client's investment policy without pre-approval by the client. All clients provide a written investment policy spelling out limitations such as security types, ratings, and dollar limits. Typically, the client has an independent safekeeping agent. BCM does not hold any of their funds or securities.

Voting Client Securities

We do not have, nor do we accept, voting authority for our client's securities.

Financial Information

BCM does not have any financial conditions that would impair our ability to meet financial commitments to our clients. Since we do not have custody of client securities or funds, nor do we require prepayment of fees, we do not provide a balance sheet.