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2009

Form **990-PF**

Return of Private Foundation

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

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

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

BAYLEY FAMILY FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

1000 SECOND AVENUE, 34TH FLOOR

City or town, state, and ZIP code

SEATTLE, WA 98104-1022

A Employer identification number

20-8113775

B Telephone number (see page 10 of the instructions)

(206) 667-0300

C If exemption application is pending, check here ☐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 foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ☐ Accounting method: ☒ Cash ☐ Accrual3,571,575. ☐ 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 page 11 of the instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	86,043.	86,043.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-315,269.			
	b Gross sales price for all assets on line 6a	3,052,288.			
	7 Capital gain net income (from Part IV, line 2)				
	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)	75.			ATCH 2
	12 Total. Add lines 1 through 11	-229,151.	86,043.		
	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	54,204.	38,999.		10,000.
	17 Interest	142.	142.		
	18 Taxes (attach schedule) (see page 14 of the instructions)	2,528.	2,079.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	592.			
	24 Total operating and administrative expenses. Add lines 13 through 23	57,466.	41,220.		10,000.
	25 Contributions, gifts, grants paid	195,090.			195,090.
	26 Total expenses and disbursements. Add lines 24 and 25	252,556.	41,220.		205,090.
	27 Subtract line 26 from line 12	-481,707.			
a Excess of revenue over expenses and disbursements			44,823.		
b Net investment income (if negative, enter -0-)				-0-	
c Adjusted net income (if negative, enter -0-)					

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 3 JSA ** ATCH 5

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CANNED JUN 25 2010

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	1,705,325.	772,525.	772,525.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) <u>ATCH 7</u>	1,545,887.	1,297,572.	1,297,572.
	c Investments - corporate bonds (attach schedule) <u>ATCH 8</u>	952,456.	1,500,783.	1,500,783.
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ <u>ATCH 9</u>)	0.	695.	695.
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,203,668.	3,571,575.	3,571,575.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	0.	115,000.	
	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 ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	115,000.	
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	4,203,668.	3,456,575.	
	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			
	30 Total net assets or fund balances (see page 17 of the instructions)	4,203,668.	3,456,575.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,203,668.	3,571,575.	

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	4,203,668.
2 Enter amount from Part I, line 27a	2	-481,707.
3 Other increases not included in line 2 (itemize) ▶ <u>ATTACHMENT 10</u>	3	736,310.
4 Add lines 1, 2, and 3	4	4,458,271.
5 Decreases not included in line 2 (itemize) ▶ <u>ATTACHMENT 11</u>	5	1,001,696.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,456,575.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-315,269.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.					

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	240,469.	4,470,496.	0.053790
2007	159,785.	4,809,715.	0.033221
2006	0.	985,000.	0.000000
2005			
2004			
2 Total of line 1, column (d)			2 0.087011
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 0.029004
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 3,413,693.
5 Multiply line 4 by line 3			5 99,011.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 448.
7 Add lines 5 and 6			7 99,459.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 205,090.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	448.
Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	448.
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-)		3	448.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	448.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6	
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6 a	1,144.	
b Exempt foreign organizations-tax withheld at source	6 b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,144.	
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	696.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 448. Refunded ☐	11	248.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
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 • 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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☒ WA,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ FOUNDATION MGMT GROUP, LLC Telephone no. ☐ 206-667-0300			
	Located at ☐ 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA ZIP + 4 ☐ 98104-1022			
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		

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 page 20 of the instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here	☐	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No	
If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the 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 ☐		
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 2009 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 2009)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5 b** ☐ Yes ☒ No
- 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).

- 6 a** 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? **6 b** ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870

- 7 a** 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? **7 b** ☐ Yes ☒ No

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 page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 ☐

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the 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 NONE

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,329,047.
b	Average of monthly cash balances	1b	1,135,936.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	695.
d	Total (add lines 1a, b, and c)	1d	3,465,678.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,465,678.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	51,985.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,413,693.
6	Minimum investment return. Enter 5% of line 5	6	170,685.

Part XI Distributable Amount (see page 25 of the 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	170,685.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	448.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	448.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	170,237.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	170,237.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	170,237.

Part XII Qualifying Distributions (see page 25 of the 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	205,090.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	205,090.
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 page 26 of the instructions)	5	448.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	204,642.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				170,237.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			58,987.	
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008 0.				
f Total of lines 3a through e 0.	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 205,090.				
a Applied to 2008, but not more than line 2a			58,987.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				146,103.
e Remaining amount distributed out of corpus 0.	0.			
5 Excess distributions carryover applied to 2009 0.	0.			0.
(If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 0.	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				24,134.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a 0.	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009 0.	0.			

Form 990-PF (2009)

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the 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).)

ATTACHMENT 13

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

N/A

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines.

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

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 <i>Paid during the year</i> SEE ATTACHMENT A				195,090.
Total.			▶ 3a	195,090.
b <i>Approved for future payment</i>				
Total.			▶ 3b	

Form 990-PF (2009)

Enter gross amounts unless otherwise indicated

FORM 990-PF : PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					600.	
200,000.		20,000 UBS 100% PPN-ABS TRN BAR S&P 500 PROPERTY TYPE: SECURITIES 217,000.				P	07/26/2007	01/30/2009
							-17,000.	
100,000.		10,000 UBS 100% PPN-ABS TRN BAR S&P500 2 PROPERTY TYPE: SECURITIES 107,400.				P	08/28/2007	02/27/2009
							-7,400.	
15,506.		15,000 FISHER SCIENTIFIC INTL 06.750% DT PROPERTY TYPE: SECURITIES 15,188.				P	05/13/2009	12/17/2009
							318.	
5,213.		5,000 GEORGIA PAC CORP 08.125% 051511 PROPERTY TYPE: SECURITIES 5,000.				P	04/13/2009	11/02/2009
							213.	
5,163.		5,000 GRAPHIC PACKAGING INTL 09.500% 081 PROPERTY TYPE: SECURITIES 4,975.				P	06/12/2009	12/14/2009
							188.	
5,150.		5,000 TENNECO AUTOMOTIVE INC 10.250% 071 PROPERTY TYPE: SECURITIES 4,000.				P	05/06/2009	11/23/2009
							1,150.	
1,352,794.		SEE ATTACHMENT B PROPERTY TYPE: SECURITIES 1,489,946.				P	VARIOUS	VARIOUS
							-137,152.	
296,516.		SEE ATTACHMENT B PROPERTY TYPE: SECURITIES 363,652.				P	VARIOUS	VARIOUS
							-67,136.	
1,071,346.		SEE ATTACHMENT C PROPERTY TYPE: SECURITIES 1,160,396.				P	VARIOUS	VARIOUS
							-89,050.	
TOTAL GAIN(LOSS)							<u>-315,269.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	19,557.	19,557.
DIVIDEND INCOME	66,486.	66,486.
TOTAL	<u>86,043.</u>	<u>86,043.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOMEDESCRIPTION

CONSENT SOLICITATIONS

REVENUE
AND
EXPENSES
PER BOOKS

75.

TOTALS

75.

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
BROKER & COMMISSION FEES	33,999.	33,999.	
LEGAL & PROFESSIONAL FEES	205.		
MANAGEMENT FEES	20,000.	5,000.	10,000.
TOTALS	<u>54,204.</u>	<u>38,999.</u>	<u>10,000.</u>

ATTACHMENT 4

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST EXPENSE	142.	142.
TOTALS	<u>142.</u>	<u>142.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	2,079.	2,079.
FEDERAL EXCISE TAX	449.	
TOTALS	<u>2,528.</u>	<u>2,079.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
BANK FEES	527.
LICENSE FEES	35.
PENALTIES & FINES	30.
TOTALS	<u>592.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7DESCRIPTIONENDING
BOOK VALUEENDING
FMV

EQUITIES - #19260

1,032,134.

EQUITIES - #24384

192,647.

MUTUAL FUNDS - #24384

72,791.

TOTALS

1,297,572.1,297,572.

FORM 990PF, PART II - CORPORATE BONDS

<u>ATTACHMENT 8</u>		
<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BONDS - #17745	794,875.	794,875.
BONDS - #19260	192,852.	192,852.
BONDS - #28447	513,056.	513,056.
TOTALS	<u>1,500,783.</u>	<u>1,500,783.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID FEDERAL EXCISE TAX	695.	695.
TOTALS	<u>695.</u>	<u>695.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

CUMULATIVE ADJUSTMENT TO SECURITIES

736,310.

TOTAL

736,310.

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PRIOR YEAR ADJUSTMENT

1,001,696.

TOTAL

1,001,696.

BAYLEY FAMILY FOUNDATION

20-8113775

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
BJORN BAYLEY 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104-1022	PRESIDENT/DIR. 2.00	0.	0.	0.
DAVID BAYLEY 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104-1022	VICE PRESIDENT/DIR. 2.00	0.	0.	0.
DANIELLA BAYLEY 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104-1022	VICE PRESIDENT/DIR. 2.00	0.	0.	0.
DANIEL ASHER 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104-1022	SECRETARY 2.00	0.	0.	0.
JACQUELIN BAYLEY 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104-1022	TREASURER/DIR. 2.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

N.P. BJORN BAYLEY
JACQUELIN R.G. BAYLEY

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust

BAYLEY FAMILY FOUNDATION

Employer identification number

20-8113775

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-224,333.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	-224,333.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-91,536.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	600.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	-90,936.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II**Caution:** Read the instructions *before* completing this part.

	(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		-224,333.
14 Net long-term gain or (loss):			
a Total for year	14a		-90,936.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		-315,269.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	(3,000)
a The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part *only* if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part *only* if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero.	18	
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20 Add lines 18 and 19	20	
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21	
22 Subtract line 21 from line 20. If zero or less, enter -0-	22	
23 Subtract line 22 from line 17. If zero or less, enter -0-	23	
24 Enter the smaller of the amount on line 17 or \$2,300	24	
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23.	25	
26 Subtract line 25 from line 24.	26	
27 Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30; go to line 31. ☐ No. Enter the smaller of line 17 or line 22	27	
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29 Subtract line 28 from line 27	29	
30 Multiply line 29 by 15% (.15)	30	
31 Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32 Add lines 30 and 31	32	
33 Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2009

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

2009

Name of estate or trust

Employer identification number

BAYLEY FAMILY FOUNDATION

20-8113775

Part I	Short-Term Capital Gains and Losses - Assets Held One Year or Less
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[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-224,333.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

**BAYLEY FAMILY FOUNDATION
GRANTS AND ALLOCATIONS PAID DURING 2009**

<u>Recipient Name and Address</u>	<u>Relationship to Substantial Contributor and Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Congregation Beth Shalom 6800 - 35th Ave NE Seattle, WA 98115	None Exempt	Religious	20,090.00
Jewish Federation of Greater Seattle 2031 Third Avenue Seattle, WA 98121	None Exempt	Human Services	27,500.00
University of Washington Foundation 1200 Fifth Avenue, Suite 500 Seattle, WA 98101	None Exempt	Education	50,000.00
Living Judaism 1420 - 36th Ave. S. Seattle, WA 98144	None Exempt	Human Services	22,500.00
Fred Hutchinson Cancer Research Center 1100 Fairview Avenue N. Seattle, WA 98109	None Exempt	Health	25,000.00
Children's Hospital Foundation PO Box 50020/S-200 Seattle, WA 98145	None Exempt	Health	25,000.00
American Friends of the Shalom Harman Inst. One Pennsylvania Plaza, Suite 1606 New York, NY 10119	None Exempt	Education	25,000 00
Total Grants Paid			<u>195,090.00</u>

2009 Realized Gain/Loss Summary

	Purchase		Sale		Gains		Losses		Net
									Gain/Loss
Short-term Gain/Loss.	\$	1,489,946.15	\$	1,352,794.47	\$	125,259.78	\$	-262,411.46	\$ -137,151.68
Long-term Gain/Loss.		363,651.91		296,515.98		2,591.12		-69,727.05	-67,135.93
Sub Total:	\$	1,853,598.06	\$	1,649,310.45	\$	127,850.90	\$	-332,138.51	\$ -204,287.61
Total:	\$	1,853,598.06	\$	1,649,310.45	\$	127,850.90	\$	-332,138.51	\$ -204,287.61

Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
ABBOTT LABS	Trade	203,000		01/07/09	03/04/09	9,378.36	10,242.88	-864.32		Y
	Trade	598,000		01/07/09	04/22/09	25,493.09	30,173.01	-4,679.92		Y
	Trade	60,000		03/25/09	04/22/09	2,557.84	2,714.40	-156.56		Y
ALCON INC	Trade	45,000		02/26/09	03/04/09	3,672.77	3,882.08	-209.31		Y
	Trade	73,000		02/26/09	05/26/09	7,412.95	6,297.59	1,115.36		Y
	Trade	103,000		02/26/09	06/17/09	11,374.26	8,885.65	2,488.61		Y
	Trade	57,000		02/26/09	10/12/09	8,143.38	4,917.30	3,226.08		Y
	Trade	112,000		02/26/09	10/18/09	16,376.03	9,662.06	6,713.97		Y
AMCOR LTD NEW AU ADR	Trade	3,000		05/29/08	02/18/09	34.79	71.67	-36.88		Y

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
AMER TOWER CORP CL A	Trade	444,000		05/29/08	03/10/09	12,397.21	20,102.99	-7,705.78		Y
	Trade	116,000		05/29/08	05/26/09	3,575.55	5,252.13	-1,676.58		Y
	Trade	50,000		06/06/08	05/26/09	1,541.19	2,117.50	-576.31		Y
	Trade	131,000		07/07/08	05/26/09	4,037.91	5,333.43	-1,295.52		Y
ANHEUSER BUSCH COS INC 06.450% 090137 DTD082407 FC030108 CALL@M/WT+25	Trade	2,000,000		01/09/09	10/13/09	2,125.00	1,795.48	329.52		Y
AOL TIME WARNER INC 07.625% 041531 DTD041901 FC101501 MW+35BP NTS	Trade	1,000,000		06/09/08	05/27/09	845.17	1,062.66	-217.49		Y
AON CORP	Trade	87,000		01/13/09	03/04/09	3,285.74	3,721.59	-435.85		Y
	Trade	490,000		01/13/09	04/02/09	19,915.10	20,960.66	-1,045.56		Y
BANCO SANTANDER S.A SPON ADR	Trade	12,000		05/29/08	02/18/09	76.56	247.18	-170.62		Y
	Trade	283,000		05/29/08	05/26/09	2,926.28	5,829.33	-2,903.05		Y
	Trade	132,000		01/07/09	10/07/09	2,138.32	1,269.82	868.50		Y
	Trade	164,000		03/25/09	10/07/09	2,656.70	1,188.47	1,468.23		Y
	Trade	1,246,000		07/28/09	10/07/09	20,184.43	17,054.13	3,130.30		Y
	Trade	205,000		07/29/09	10/08/09	3,349.10	2,805.86	543.24		Y
	Trade	182,000		07/28/09	10/12/09	2,955.87	2,491.05	464.82		Y
BANCO SANTANDER BRASIL ADS	Trade	538,000		10/07/09	10/12/09	7,047.61	6,993.30	54.31		Y
BANK OF AMER CORP 05.125% 111514 DTD110702 FC051503	Trade	1,000,000		06/09/08	03/23/09	786.88	1,005.77	-218.89		Y
	Trade	1,000,000		06/09/08	05/27/09	918.48	1,005.77	-87.29		Y
BAXTER INTL INC	Trade	123,000		07/02/09	10/12/09	7,102.24	6,510.55	591.69		Y
BAYER A G SPON ADR	Trade	18,000		05/29/08	01/07/09	1,066.49	1,580.40	-513.91		Y
	Trade	1,000		05/29/08	02/18/09	52.71	87.80	-35.09		Y

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
BEAR STEARNS COS INC NTS 05.300% 103015 DTD103105 FC043006	Trade	1,000,000		06/09/08	03/23/09	896.64	969.90	-73.26		Y
	Trade	1,000,000		06/09/08	05/26/09	958.51	969.90	-11.39		Y
BG GROUP PLC SPON ADR	Trade	9,000		05/29/08	02/18/09	649.88	1,155.15	-505.27		Y
	Trade	40,000		05/29/08	05/26/09	3,551.50	5,134.00	-1,582.50		Y
BHP BILLITON LTD SPON ADR	Trade	133,000		03/10/09	08/02/09	7,982.84	5,255.16	2,727.68		Y
	Trade	116,000		03/10/09	08/17/09	6,412.34	4,583.45	1,828.89		Y
	Trade	14,000		03/19/09	08/17/09	773.90	645.09	128.81		Y
	Trade	20,000		03/19/09	10/12/09	1,369.36	921.56	447.80		Y
	Trade	149,000		03/19/09	12/18/09	10,783.61	6,865.64	3,917.97		Y
	Trade	201,000		04/02/09	12/18/09	14,547.02	10,011.13	4,535.89		Y
	Trade	58,000		05/14/09	12/18/09	4,197.65	2,868.98	1,328.67		Y
BLACKROCK INC	Trade	60,000		05/29/08	01/07/09	7,897.09	13,299.30	-5,402.21		Y
	Trade	123,000		05/29/08	03/04/09	11,524.03	27,263.58	-15,739.53		Y
	Trade	32,000		05/29/08	04/02/09	4,385.84	7,092.96	-2,707.12		Y
	Trade	54,000		05/29/08	05/26/09	8,226.68	11,969.37	-3,742.69		Y
BNP PARIBAS SA ADR	Trade	2,000		04/11/08	02/18/09	29.75	106.30	-76.55		Y
C H ROBINSON WORLDWIDE INC NEW	Trade	51,000		01/25/08	01/07/09	2,652.32	2,538.30	114.02		Y
	Trade	21,000		05/29/08	01/07/09	1,092.13	1,347.51	-255.38		Y
	Trade	40,000		05/29/08	03/04/09	1,589.31	2,586.69	-977.38		Y
	Trade	69,000		05/29/08	05/26/09	3,437.26	4,427.54	-990.28		Y
CANADIAN NATURAL RESOURCES LTD	Trade	75,000		05/05/09	05/26/09	4,107.64	3,752.56	355.08		Y
	Trade	155,000		05/05/09	10/12/09	11,223.77	7,755.29	3,468.48		Y
	Trade	62,000		05/05/09	10/21/09	4,587.88	3,102.11	1,485.77		Y
CAPITAL ONE FINCL CORP	Trade	608,000		04/16/09	05/11/09	16,912.60	10,420.09	6,492.51		Y
	Trade	71,000		05/07/09	05/11/09	1,974.99	1,919.13	55.86		Y
CARDINAL HEALTH INC B/E 05.850% 121517 DTD121505 FC061506	Trade	1,000,000		06/09/08	03/23/09	881.26	986.90	-105.64		Y
	Trade	1,000,000		06/09/08	05/27/09	848.17	986.90	-138.73		Y

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
CARREFOUR SA ADR	Trade	1 000		02/13/09	02/18/09	6.58	7.11	- 53		Y
	Trade	245,000		02/13/09	10/12/09	2,228.44	1,741.97	487.47		Y
CATERPILLAR INC	Trade	135,000		09/15/09	10/12/09	7,154.44	6,854.03	300.41		Y
CATERPILLAR FINL SVCS	Trade	1,000,000		06/09/08	03/23/09	962.50	1,007.77	-45.27		Y
04.850% 120712 DTD120707	Trade	1,000,000		06/09/08	05/26/09	1,007.75	1,007.77	-.02		Y
FC060708 MED TERM NTS										
CIT GROUP INC NEW B/E	Trade	4,000,000		06/09/08	04/27/09	1,880.00	3,221.00	-1,341.00		Y
05.400% 013016 DTD013006										
FC073006 IN DEFAULT										
CITIGROUP INC NTS B/E	Trade	1,000,000		06/09/08	05/26/09	833.53	946.82	-113.29		Y
05.000% 091514 DTD091604										
FC031505										
COCA COLA ENTERPRISES	Trade	1,000,000		01/12/09	05/26/09	1,077.41	1,091.88	-14.47		Y
06.125% 081511 DTD081501										
FC021502 MW+20BP										
COLGATE PALMOLIVE CO	Trade	122 000		01/07/09	05/26/09	7,917.47	8,016.03	-98.56		Y
	Trade	170,000		01/07/09	06/30/09	11,992.88	11,169.88	823.00		Y
	Trade	171,000		01/07/09	07/31/09	12,377.98	11,235.58	1,142.40		Y
	Trade	44,000		03/25/09	07/31/09	3,184.98	2,591.13	593.85		Y
	Trade	188,000		05/05/09	07/31/09	13,608.54	11,630.43	1,978.11		Y
CONOCPhillips CDA FDG	Trade	1,000,000		03/27/09	05/26/09	1,020.21	1,035.47	-15.26		Y
05.625% 101516 DTD101308										
FC041507 CALL@MW+15BP										
COVANCE INC	Trade	360,000		05/29/08	01/30/09	13,866.58	29,505.67	-15,639.09		Y
	Trade	130,000		06/30/08	01/30/09	5,007.38	11,155.33	-6,147.95		Y
	Trade	136,000		01/07/09	01/30/09	5,238.49	5,708.64	-470.15		Y
	Trade	350,000		01/07/09	02/02/09	13,557.28	14,691.36	-1,134.08		Y
DENBURY RESOURCES INC	Trade	971,000		07/11/08	02/13/09	13,543.43	32,832.23	-19,288.80		Y
NEW	Trade	239 000		07/11/08	02/26/09	3,131.84	8,081.26	-4,949.42		Y

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
DEUTSCHE TELEKOM AG DE SPON ADR	Trade	13,000		05/29/08	02/18/09	154.96	216.86	-62.00		Y
	Trade	331,000		05/29/08	05/26/09	3,806.40	5,524.22	-1,717.82		Y
DUKE ENERGY CORP 05.625% 113012 DTD112002 FC053003	Trade	1,000,000		08/09/08	03/23/09	1,048.70	1,044.51	4.19		Y
ECOLAB INC	Trade	273,000		05/29/08	03/12/09	8,520.17	12,233.16	-3,712.99		Y
	Trade	98,000		05/29/08	05/26/09	3,553.39	4,391.39	-738.00		Y
EMBARQ CORP MW+40BP NTS 07.995% 060136 DTD051706 FC120106	Trade	1,000,000		06/09/08	03/23/09	704.00	1,013.78	-309.78		Y
ENBRIDGE INC	Trade	32,000		05/29/08	01/07/09	1,051.25	1,466.14	-414.89		Y
	Trade	98,000		05/29/08	05/26/09	3,305.60	4,490.05	-1,184.45		Y
ENERGY TRANSFER PARTNERS 05.950% 020115 DTD011805 FC080105 CALL@MW+30BP	Trade	1,000,000		06/18/08	03/24/09	891.10	978.19	-87.09		Y
EXPEDITORS INTL WASH INC	Trade	620,000		05/29/08	01/07/09	20,348.32	28,929.98	-8,581.66		Y
	Trade	71,000		06/16/08	01/07/09	2,330.21	3,143.29	-813.08		Y
	Trade	153,000		06/16/08	05/26/09	5,042.77	6,773.57	-1,730.80		Y
FHLMC NTS 04.750 % DUE 111715 DTD 102105 FC 05172008	Trade	3,000,000		06/09/08	03/23/09	3,328.47	3,034.95	293.52		Y
	Trade	3,000,000		06/09/08	03/27/09	3,298.56	3,034.95	263.61		Y
	Trade	2,000,000		06/09/08	03/30/09	2,208.04	2,023.30	184.74		Y
	Trade	1,000,000		06/09/08	05/26/09	1,074.64	1,011.65	62.99		Y
FNMA PL 948121 05 5000 DUE 11/01/37 FACTOR 0.634563880000	Trade	9,000,000		06/12/08	03/23/09	8,064.67	7,655.93	408.74		Y
	Trade	6,000,000		06/12/08	05/26/09	4,939.08	4,797.97	141.11		Y
FNMA PL 985730 05.5000 DUE 06/01/38 FACTOR 0.602014540000	Trade	1,000,000		08/12/08	03/23/09	953.95	910.13	43.82		Y

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
FNMA PL 985720 05.5000 DUE 06/01/38 FACTOR 0.683768580000	Trade	5,000.000		08/14/09	10/13/09	4,124.90	4,173.11	-48.21		Y
FORTIS NL SPON ADR	Trade	449 000		05/29/08	01/07/09	606.14	10,960.09	-10,353.95		Y
	Trade	10.000		06/06/08	01/07/09	13.50	237.20	-223.70		Y
FOSTERS GROUP LTD NEW SPONS ADR SPON ADR	Trade	19.000		05/29/08	02/18/09	62.69	99.37	-36.68		Y
	Trade	204 000		05/29/08	05/26/09	781.29	1,066.92	-285.63		Y
FPL GROUP INC	Trade	60.000		03/18/09	05/26/09	3,245.91	2,847.52	398.39		Y
	Trade	87.000		03/18/09	10/12/09	4,640.46	4,128.90	511.56		Y
GENL ELECTRIC CO	Trade	1,991.000		03/12/09	05/08/09	28,710.28	18,713.41	9,996.87		Y
GENL MILLS INC MW +20BP 06.000% 021512 DTD022102 FC081502 NTS	Trade	1,000.000		01/09/09	05/26/09	1,055.45	1,059.04	-3.59		Y
GLAXO SMITHKLINE PLC ADR	Trade	6.000		05/29/08	02/18/09	202.22	263.57	-61.35		Y
	Trade	155.000		05/29/08	05/26/09	5,256.30	6,809.00	-1,552.70		Y
GOLDMAN SACHS GROUP INC	Trade	79.000		03/23/09	05/18/09	11,101.75	8,416.18	2,685.57		Y
	Trade	24.000		03/23/09	05/26/09	3,345.80	2,556.81	788.99		Y
	Trade	39.000		03/23/09	10/12/09	7,388.85	4,154.82	3,234.03		Y
	Trade	39.000		04/02/09	10/12/09	7,388.85	4,450.30	2,938.55		Y
GOLDMAN SACHS GROUP INC 05 150% 011514 DTD011304 FC071504 UNITS	Trade	1,000.000		06/09/08	03/23/09	922.35	994.16	-71.81		Y
	Trade	1,000.000		06/09/08	05/27/09	983.14	994.16	-11.02		Y
HEWLETT PACKARD CO	Trade	109.000		03/10/09	05/26/09	3,806.42	2,834.00	972.42		Y
	Trade	241 000		03/10/09	09/11/09	11,107.04	6,266.00	4,841.04		Y
	Trade	3 000		03/27/09	09/11/09	138.26	99.30	38.96		Y
	Trade	255 000		03/27/09	09/15/09	11,596.21	8,440.50	3,155.71		Y
	Trade	297 000		04/02/09	09/15/09	13,506.17	10,257.19	3,248.98		Y

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
HONG KONG ELEC HLDGS LTD (HONG KONG) SPON ADR	Trade	175,000		05/29/08	01/07/09	911.74	1,087.50	-155.76		Y
	Trade	16,000		05/29/08	02/18/09	95.19	97.60	-2.41		Y
	Trade	394,000		05/29/08	05/26/09	2,115.72	2,403.40	-287.68		Y
HOUSEHOLD FIN CORP NTS 04.750% 071513 DTD072103 FC011504	Trade	2,000,000		01/09/09	05/26/09	1,920.00	2,000.76	-80.76		Y
HSBC HOLDINGS PLC NEW GB SPON ADR	Trade	128,000		08/04/09	10/12/09	7,283.85	7,004.52	279.33		Y
IBERDROLA SA SPON ADR	Trade	1,000		01/07/09	02/18/09	26.86	35.47	-8.61		Y
	Trade	83,000		01/07/09	05/26/09	2,822.75	2,944.01	-121.26		Y
	Trade	98,000		01/07/09	10/12/09	3,748.40	3,476.06	272.34		Y
ING GROEP N V NL SPON ADR	Trade	5,000		05/29/08	05/26/09	56.75	187.94	-131.19		Y
ITC HOLDINGS CORP	Trade	52,000		04/07/09	05/26/09	2,177.70	2,243.77	-66.07		Y
	Trade	129,000		04/07/09	10/12/09	5,821.36	5,566.27	255.09		Y
J P MORGAN CHASE & CO 05 150% 100115 DTD100405 FC040106 NOTES	Trade	1,000,000		06/09/08	03/23/09	880.64	979.27	-98.63		Y
	Trade	1,000,000		06/09/08	05/26/09	962.93	979.27	-16.34		Y
JC PENNEY CO NTS 06.375% 101536 DTD042707 FC101507	Trade	4,000,000		06/09/08	02/04/09	2,450.00	3,470.20	-1,020.20		Y
JOHN DEERE CAPITAL CORP 04.500% 040313 DTD040308 FC100308 SER MTN	Trade	1,000,000		06/09/08	03/23/09	986.08	995.70	-9.62		Y
	Trade	1,000,000		06/09/08	05/26/09	1,010.71	995.70	15.01		Y
JOHNSON & JOHNSON COM	Trade	305,000		01/07/09	03/04/09	14,606.45	17,951.75	-3,345.30		Y
	Trade	90,000		01/07/09	05/26/09	4,968.97	5,297.24	-328.27		Y
	Trade	117,000		01/07/09	10/12/09	7,269.31	6,888.41	382.90		Y
	Trade	176,000		01/07/09	10/20/09	10,658.21	10,359.04	299.17		Y
	Trade	211,000		04/17/09	10/20/09	12,777.75	11,176.46	1,601.29		Y

BAYLEY FAMILY FOUNDATION

20-8113775

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ATTACHMENT B

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
JPMORGAN CHASE & CO	Trade	333 000		01/07/09	03/25/09	8,943.19	9,476.58	-533.39		Y
	Trade	170 000		01/07/09	05/26/09	6,080.83	4,837.89	1,242.94		Y
	Trade	142 000		01/07/09	10/09/09	6,457.88	4,041.06	2,416.82		Y
	Trade	196 000		01/07/09	10/12/09	8,993.02	5,577.81	3,415.21		Y
	Trade	185 000		01/07/09	10/27/09	8,171.66	5,264.77	2,906.89		Y
KANSAS CITY STHN NEW	Trade	450 000		05/29/08	03/26/09	6,418.18	21,910.59	-15,492.41		Y
	Trade	28 000		02/23/09	03/26/09	399.35	507.02	-107.67		Y
	Trade	180 000		02/23/09	05/26/09	2,937.70	3,259.39	-321.69		Y
	Trade	857 000		02/23/09	06/10/09	13,737.52	15,518.30	-1,780.78		Y
KAO CORP REPSTG 10 SHS COM SPON ADR	Trade	15 000		05/29/08	05/26/09	3,234.06	4,001.25	-767.19		Y
KELLOGG CO MW +30BP NTS 06.600% 04/01/11 DTD032901 FC100101 SER B B/E	Trade	1,000 000		06/10/08	05/26/09	1,071.92	1,049.38	22.54		Y
LLOYDS BANKING GROUP PLC SPON ADR	Trade	157 000		05/29/08	03/23/09	540.55	8,401.44	-7,860.89		Y
	Trade	1 000		06/06/08	03/23/09	3.44	66.60	-63.16		Y
	Trade	172 000		01/07/09	03/23/09	592.19	1,262.09	-669.90		Y
	Trade	390 000		05/29/08	03/23/09	1,342.76	11,700.00	-10,357.24		Y
	Trade	10 000		06/06/08	03/23/09	34.43	293.10	-258.67		Y
	Trade	56 000		01/07/09	03/23/09	192.81	416.64	-223.83		Y
	Trade	73 000		02/18/09	03/23/09	251.34	211.62	39.72		Y
LOCKHEED MARTIN CORP	Trade	154 000		02/06/09	03/04/09	9,394.48	12,233.30	-2,838.82		Y
	Trade	68 000		02/06/09	10/12/09	5,054.99	5,401.72	-346.73		Y
	Trade	163 000		02/06/09	10/22/09	11,447.90	12,948.23	-1,500.33		Y
	Trade	215 000		07/21/09	10/22/09	15,099.98	16,102.66	-1,002.68		Y
LOOMIS SAYLES SECURITIZED ASSET	Trade	3,048 000		06/09/08	03/24/09	28,761.44	29,961.84	-3,200.40		Y
	Trade	4,533 000		06/09/08	05/26/09	42,836.85	44,559.39	-1,722.54		Y
MCDONALDS CORP 05.000% 02/01/19 DTD011609 FC080109 MED TERM NTS	Trade	1,000 000		01/14/09	03/23/09	1,030.10	1,030.77	-.67		Y
	Trade	1,000 000		01/14/09	05/26/09	1,002.05	1,030.77	-28.72		Y

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
MEDCO HEALTH SOLUTIONS INC	Trade	229,000		01/07/09	03/04/09	8,973.51	9,928.98	-955.47		Y
	Trade	473,000		01/07/09	05/07/09	21,379.33	20,508.33	871.00		Y
	Trade	19,000		03/25/09	05/07/09	858.79	756.36	102.43		Y
MONSANTO CO NEW	Trade	185,000		08/12/08	03/04/09	13,584.15	20,634.29	-7,050.14		Y
	Trade	112,000		01/07/09	03/04/09	8,223.92	9,487.62	-1,263.70		Y
	Trade	29,000		01/07/09	05/28/09	2,496.54	2,456.62	39.92		Y
	Trade	31,000		01/07/09	10/12/09	2,365.02	2,626.04	-261.02		Y
	Trade	130,000		01/07/09	10/26/09	9,260.69	11,012.42	-1,751.73		Y
	Trade	81,000		08/17/09	10/26/09	5,770.12	6,486.59	-716.47		Y
MORGAN STANLEY NTS B/E 04.750% 040114 DTD033004 FC100104	Trade	5,000,000		06/09/08	03/23/09	3,987.50	4,692.90	-705.40		Y
	Trade	1,000,000		06/09/08	05/27/09	915.99	938.58	-22.59		Y
NATIONAL GRID PLC NEW SPON ADR	Trade	7,000		05/29/08	02/18/09	316.07	518.67	-202.60		Y
	Trade	18,000		05/29/08	05/28/09	874.59	1,333.71	-459.12		Y
NATL AUSTRALIA BANK LTD SPON ADR	Trade	8,000		04/11/08	02/18/09	90.55	216.43	-125.88		Y
	Trade	67,000		05/29/08	05/26/09	1,137.63	2,106.48	-968.85		Y
	Trade	16,000		01/07/09	12/01/09	416.22	233.60	182.62		Y
NIPPON TELEG & TEL CORP SPON ADR	Trade	36,000		05/29/08	02/09/09	824.44	868.68	-44.24		Y
	Trade	185,000		05/29/08	05/26/09	3,944.28	4,484.07	-519.79		Y
NOVARTIS AG SPON ADR	Trade	4,000		05/29/08	05/26/09	161.76	211.15	-49.39		Y
ONEOK PARTNERS 08 150% 100116 DTD092506 FC040107MW + 258P	Trade	1,000,000		06/09/08	03/23/09	890.80	1,004.08	-113.28		Y
ORACLE CORP	Trade	118,000		04/28/09	05/26/09	2,243.38	2,329.00	-85.62		Y
	Trade	128,000		04/28/09	09/14/09	2,915.95	2,526.37	389.58		Y
	Trade	1,329,000		04/28/09	10/12/09	27,485.80	26,230.87	1,254.93		Y
PAC GAS & ELEC CO NTS 04.800% 030114 DTD032304 FC090104	Trade	1,000,000		03/30/09	05/26/09	1,011.57	1,001.82	9.75		Y

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
PEPSICO INC	Trade	468 000		01/07/09	04/22/09	22,549.90	25,212.84	-2,662.94		Y
	Trade	133 000		04/17/09	04/22/09	6,408.41	6,908.13	-499.72		Y
PHILIP MORRIS INTL INC	Trade	214 000		07/24/09	10/12/09	10,759.96	9,886.18	873.78		Y
PLUM CREEK TIMBER CO INC REIT	Trade	163 000		08/03/09	10/12/09	5,250.33	5,172.09	78.24		Y
POTASH CORP SASK INC CANADA	Trade	230 000		09/14/09	10/12/09	20,567.31	20,328.90	238.41		Y
PRAXAIR INC	Trade	98 000		08/03/09	10/12/09	8,091.65	7,652.27	439.38		Y
PROCTER & GAMBLE CO	Trade	337 000		05/29/08	01/07/09	20,473.84	22,100.46	-1,626.62		Y
	Trade	85 000		05/29/08	05/26/09	4,577.49	5,574.30	-996.81		Y
QUALCOMM INC	Trade	140 000		03/10/09	05/26/09	6,010.35	4,881.43	1,148.92		Y
	Trade	131 000		03/10/09	09/14/09	6,035.53	4,548.91	1,486.62		Y
	Trade	186 000		03/19/09	09/14/09	8,569.52	7,028.34	1,541.18		Y
	Trade	201 000		03/19/09	09/21/09	8,987.86	7,595.15	1,392.71		Y
	Trade	240 000		04/02/09	09/21/09	10,731.78	9,806.54	925.24		Y
RANGE RESOURCES CORP	Trade	43 000		03/10/09	05/26/09	1,797.35	1,615.77	181.58		Y
	Trade	209 000		03/10/09	10/12/09	11,085.91	7,853.40	3,232.51		Y
	Trade	10 000		03/30/09	10/12/09	530.43	415.11	115.32		Y
REED ELSELVIER NV NEW REPSTG 2 ORD SHS SPON ADR	Trade	5 000		05/29/08	02/18/09	110.85	183.73	-72.88		Y
	Trade	114 000		05/29/08	05/26/09	2,704.18	4,189.06	-1,484.88		Y
ROYAL BANK SCOTLAND SPON ADR	Trade	34 000		06/11/08	02/10/09	248.12	2,929.54	-2,681.42		Y
	Trade	31 000		06/19/08	02/10/09	226.23	2,681.76	-2,455.53		Y
	Trade	109 000		01/07/09	02/10/09	795.46	1,621.90	-826.44		Y
RTS ING GROEP NV EXP 12/11/09	Tender	92 000		01/07/09	12/18/09	177.06	157.86	19.20		Y
RWE AG ADR	Trade	19 000		05/29/08	02/02/09	1,461.55	2,481.40	-1,019.85		Y

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
RWE AG ADR	Trade	1,000		05/29/08	02/18/09	68.49	130.60	-62.11		Y
	Trade	66,000		05/29/08	05/26/09	5,530.65	8,619.80	-3,089.95		Y
SASOL LTD SPON ADR	Trade	3,000		05/29/08	02/18/09	75.78	191.39	-115.61		Y
	Trade	62,000		05/29/08	05/26/09	2,153.82	3,955.41	-1,801.59		Y
SCHWAB CHARLES CORP NEW	Trade	392,000		09/24/09	10/12/09	7,503.90	7,300.06	203.84		Y
SEVEN & I HLDGS CO LTD	Trade	35,000		02/13/09	05/26/09	1,763.95	1,808.22	-44.27		Y
ADR	Trade	6,000		02/13/09	10/12/09	281.15	309.98	-28.83		Y
	Trade	35,000		03/11/09	10/12/09	1,640.06	1,422.07	217.99		Y
SIEMENS A G SPON ADR	Trade	1,000		01/07/09	02/18/09	55.38	74.55	-19.17		Y
	Trade	11,000		01/07/09	05/26/09	820.88	820.02	.66		Y
	Trade	21,000		01/07/09	10/12/09	2,043.21	1,565.50	477.71		Y
SINGAPORE TELECOM LTD	Trade	6,000		06/10/08	02/18/09	95.69	159.72	-64.03		Y
NEW 2006 SPON ADR	Trade	104,000		06/10/08	05/26/09	1,976.98	2,768.56	-791.58		Y
	Trade	43,000		07/22/08	05/26/09	817.41	1,118.99	-301.58		Y
	Trade	50,000		01/07/09	10/12/09	1,117.47	855.00	262.47		Y
SOCIETE GENERALE FRANCE	Trade	11,000		05/29/08	02/18/09	63.68	224.40	-160.72		Y
SPONS ADR ADR	Trade	230,000		05/29/08	05/26/09	2,594.33	4,692.00	-2,097.67		Y
STORA ENSO OYJ REPSTG	Trade	8,000		05/29/08	02/18/09	39.67	97.12	-57.45		Y
SER R SHS SPON ADR										
SUNCOR INC **MERGER EFF-	Trade	238,000		07/11/08	01/07/09	5,405.06	14,228.40	-8,823.34		Y
07/2009**	Trade	265,000		07/11/08	05/26/09	8,535.56	15,842.55	-7,306.99		Y
TAIWAN SEMICONDUCTOR MFG	Trade	13,000		05/29/08	02/18/09	101.92	148.48	-46.56		Y
CO LTD ADR	Trade	307,000		05/29/08	05/26/09	3,282.35	3,506.53	-224.18		Y
TAKEDA PHARMACEUTICAL CO	Trade	5,000		06/06/08	02/18/09	107.47	141.50	-34.03		Y
	Trade	104,000		06/06/08	05/26/09	2,111.14	2,943.20	-832.06		Y
	Trade	60,000		06/13/08	05/26/09	1,217.97	1,583.64	-365.67		Y
TEEKAY CORP	Trade	207,000		09/15/09	10/12/09	5,084.80	4,295.62	789.18		Y

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
TEEKAY CORP	Trade	102,000		09/16/09	10/12/09	2,505.55	2,151.28	354.27		Y
TELECOM CORP NEW ZEALAND LTD SPONSORED ADR NEW ZEALAND ADR	Trade	7,000		05/29/08	02/18/09	43.76	106.81	-63.05		Y
TELEFONICA S A SPON ADR	Trade	4,000		05/29/08	02/18/09	207.77	343.55	-135.78		Y
	Trade	33,000		05/29/08	03/18/09	1,953.46	2,834.27	-880.81		Y
	Trade	35,000		05/29/08	04/17/09	2,124.44	3,006.05	-881.61		Y
	Trade	85,000		05/29/08	05/28/09	5,399.06	7,300.40	-1,901.34		Y
TELSTRA CORP LTD (FINAL) ADR	Trade	6,000		05/29/08	02/18/09	69.29	137.34	-68.05		Y
	Trade	213,000		05/29/08	05/26/09	2,628.35	4,875.57	-2,247.22		Y
TOKIO MARINE HOLDINGS INC SPON ADR	Trade	6,000		05/29/08	02/18/09	135.11	246.00	-110.89		Y
	Trade	148,000		05/29/08	05/26/09	4,308.16	6,088.00	-1,759.84		Y
TOYOTA MOTOR CORP NEW JAPAN SPON ADR	Trade	11,000		05/29/08	05/26/09	855.78	1,088.20	-232.42		Y
UNILEVER PLC AMER SHS NEW SPON ADR	Trade	10,000		05/29/08	02/18/09	193.10	325.83	-132.73		Y
	Trade	253,000		05/29/08	05/26/09	6,036.55	8,243.60	-2,207.05		Y
UNITED STATES TREAS BOND 05.250 % DUE 02/15/29 DTD 02/15/99 FC 08/15/99	Trade	1,000,000		06/09/08	03/23/09	1,216.60	1,072.19	144.41		Y
UNITED STATES TREAS BOND 04.375 % DUE 02/15/38 DTD 02/15/08 FC 08/15/08	Trade	2,000,000		08/01/08	03/24/09	2,200.00	1,936.88	263.12		Y
	Trade	2,000,000		01/20/09	05/26/09	1,963.28	2,508.13	-544.85		Y
	Trade	2,000,000		01/20/09	09/29/09	2,113.35	2,508.13	-394.78		Y
	Trade	1,000,000		01/20/09	10/13/09	1,032.70	1,254.07	-221.37		Y
UNITED STATES TREAS BOND DUE 11/15/18 COUPON STRIP	Trade	7,000,000		06/09/08	03/23/09	5,111.05	4,581.97	529.08		Y
	Trade	2,000,000		06/09/08	05/26/09	1,385.10	1,319.74	45.36		Y

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
UNITEDHEALTH GROUP INC 05 800% 031536 DTD030206 FC091506MW + 25BP	Trade	1,000,000		06/23/09	10/13/09	927.18	803.34	123.84		Y
UNTD OVERSEAS BK LTD SPONS ADR SINGAPORE ADR	Trade	3 000		05/29/08	02/18/09	41.69	88.50	-46.81		Y
UPM KYMMENE CORP SPON ADR	Trade	6,000		05/29/08	02/18/09	50.45	116.40	-65.95		Y
US TSY NOTE 03.875 % DUE 05/15/18 DTD 05/15/08 FC 11/15/08	Trade	2,000,000		06/27/08	05/26/09	2,064.53	1,980.86	83.67		Y
	Trade	2,000,000		06/27/08	06/23/09	2,043.59	1,980.86	62.73		Y
	Trade	4,000,000		04/27/09	06/23/09	4,087.17	4,327.20	-240.03		Y
VIACOM INC NTS 06.875% 043036 DTD041206 FC103006 CALL@MMW+35BP	Trade	2,000 000		01/12/09	10/13/09	2,024.74	1,658.42	366.32		Y
VODAFONE GROUP PLC NEW SPON ADR	Trade	82,000		08/14/09	10/12/09	1,758.85	1,731.64	27.21		Y
VODAFONE GROUP PLC 06 150% 022737 DTD022707 FC082707 CALL@MMW T+25BP	Trade	1,000,000		06/09/08	03/23/09	926.22	952.62	-26.40		Y
VORNADO REALTY TRUST	Trade	61,000		04/22/09	05/26/09	2,864.48	2,799.24	65.24		Y
	Trade	166,000		04/22/09	08/28/09	9,466.40	7,617.61	1,848.79		Y
	Trade	122,000		04/22/09	10/12/09	7,693.12	5,598.48	2,094.64		Y
	Trade	90,000		04/22/09	12/21/09	6,299.83	4,130.03	2,169.80		Y
WAL MART STORES INC	Trade	164,000		01/07/09	03/04/09	7,869.49	9,068.90	-1,199.41		Y
	Trade	63,000		01/07/09	05/26/09	3,168.95	3,483.79	-314.84		Y
	Trade	321 000		01/07/09	09/11/09	16,259.10	17,750.72	-1,491.62		Y
	Trade	231,000		04/17/09	09/11/09	11,700.47	11,779.18	-78.71		Y
WELLS FARGO & CO NEW 04 950% 101613 DTD101603 FC041604 NOTES	Trade	1,000 000		06/10/08	03/23/09	892.94	992.03	-99.09		Y
	Trade	1,000,000		06/10/08	05/26/09	979.75	992.03	-12.28		Y

BAYLEY FAMILY FOUNDATION

20-8113775

2009 FORM 990-PF

ATTACHMENT B

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
ZURICH FINANCIAL SVCS SPON ADR	Trade	26.000		09/22/09	10/12/09	653.88	618.09	35.79		Y
Total Short-Term Gain/Loss							1,352,794.47	1,489,946.15	-137,151.68	

Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
AMCOR LTD NEW AU ADR	Trade	84.000		05/29/08	10/12/09	1,880.11	2,245.66	-365.55		Y
AMER TOWER CORP CL A	Trade	217.000		05/08/07	03/10/09	6,059.00	8,551.97	-2,492.97		Y
	Trade	33.000		09/28/07	03/10/09	921.41	1,447.00	-525.59		Y
	Trade	458.000		07/07/08	10/12/09	17,171.21	18,646.65	-1,475.44		Y
BANCO SANTANDER S A SPON ADR	Trade	196.000		05/29/08	07/16/09	2,481.54	4,037.28	-1,555.74		Y
	Trade	374.000		05/29/08	10/07/09	6,058.57	7,703.78	-1,645.21		Y
	Trade	20.000		06/06/08	10/07/09	323.99	393.00	-69.01		Y
BAYER A G SPON ADR	Trade	13.000		05/29/08	08/04/09	825.47	1,141.40	-315.93		Y
	Trade	26.000		05/29/08	10/12/09	1,843.35	2,282.80	-439.45		Y
BG GROUP PLC SPON ADR	Trade	33.000		05/29/08	10/12/09	2,886.10	4,235.55	-1,349.45		Y
BLACKROCK INC	Trade	61.000		05/29/08	07/30/09	11,786.07	13,520.95	-1,734.88		Y
BNP PARIBAS SA ADR	Trade	24.000		04/11/08	05/26/09	796.77	1,275.62	-478.85		Y
	Trade	20.000		04/11/08	08/21/09	814.58	1,063.02	-248.44		Y
	Trade	6.000		04/14/08	08/21/09	244.38	314.57	-70.19		Y
	Trade	2.000		04/15/08	08/21/09	81.46	104.06	-22.60		Y
	Trade	1.000		04/16/08	08/21/09	40.73	53.82	-13.09		Y
	Trade	23.000		05/29/08	08/21/09	936.77	1,168.40	-231.63		Y
	Trade	54.000		05/29/08	09/28/09	2,231.12	2,743.20	-512.08		Y
	Trade	17.000		05/29/08	10/12/09	693.75	863.60	-169.85		Y
BP PLC SPON ADR	Trade	3.000		05/08/07	02/18/09	121.64	204.78	-83.14		Y
	Trade	45.000		05/08/07	05/26/09	2,188.74	3,071.70	-882.96		Y

Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
BP PLC SPON ADR	Trade	49,000		08/20/07	05/26/09	2,383.30	3,166.53	-783.23		Y
	Trade	11,000		08/20/07	10/12/09	578.47	710.85	-132.38		Y
	Trade	65,000		05/29/08	10/12/09	3,418.26	4,710.12	-1,291.86		Y
CANON INC ADR JAPAN SPON ADR	Trade	5,000		05/08/07	02/18/09	123.80	292.65	-168.85		Y
	Trade	87,000		05/08/07	05/28/09	2,965.84	5,092.11	-2,126.27		Y
	Trade	44,000		08/20/07	05/28/09	1,499.96	2,246.90	-746.94		Y
	Trade	3,000		08/20/07	10/12/09	116.23	153.20	-36.97		Y
	Trade	104,000		05/29/08	10/12/09	4,029.37	5,503.69	-1,474.32		Y
CARDINAL HEALTH INC B/E 05.850% 121517 DTD121505 FC061506	Tender	2,000,000		06/09/08	09/25/09	2,045.00	1,973.80	71.20		
CITIGROUP INC NTS B/E 05.000% 091514 DTD091604 FC031505	Trade	1,000,000		06/09/08	10/13/09	957.34	946.82	10.52		Y
COMCAST CORP NEW 06.500% 011517 DTD071406 FC011507 MW+25BPS	Trade	1,000,000		06/09/08	10/13/09	1,088.43	1,041.35	47.08		Y
DEUTSCHE TELEKOM AG DE SPON ADR	Trade	270,000		05/29/08	10/12/09	3,729.49	4,506.17	-776.68		Y
DUKE ENERGY CORP 05.825% 113012 DTD112002 FC053003	Trade	1,000,000		06/09/08	10/15/09	1,082.05	1,044.51	37.54		Y
ECOLAB INC	Trade	85,000		07/26/07	01/07/09	2,924.25	3,607.81	-683.56		Y
	Trade	14,000		07/26/07	03/12/09	436.93	594.23	-157.30		Y
	Trade	499,000		05/29/08	08/21/09	21,409.63	22,360.24	-950.61		Y
EMBARQ CORP MW+40BP NTS 07.995% 060136 DTD051706 FC120106	Trade	2,000,000		06/09/08	10/13/09	2,038.48	2,027.56	10.92		Y
ENBRIDGE INC	Trade	165,000		05/29/08	06/02/09	5,943.62	7,559.77	-1,616.15		Y

Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
ENBRIDGE INC	Trade	173,000		05/29/08	10/12/09	7,067.47	7,926.31	-858.84		Y
ENERGY TRANSFER PARTNERS 05 950% 020115 DTD011805 FC080105 CALL@MW+30BP	Trade	1,000,000		06/18/08	10/13/09	1,050.59	978.19	72.40		Y
EXPEDITORS INTL WASH INC	Trade	223,000		06/16/08	10/21/09	7,641.39	9,872.59	-2,231.20		Y
FNMA PL 948121 05.5000 DUE 11/01/37 FACTOR 0.634563880000	Trade	24,000,000		06/12/08	12/08/09	17,681.33	16,280.78	1,390.55		Y
FOSTERS GROUP LTD NEW SPONS ADR SPON ADR	Trade	397,000		05/29/08	10/12/09	1,984.94	2,076.31	-91.37		Y
GLAXO SMITHKLINE PLC ADR	Trade	127,000		05/29/08	10/12/09	5,049.58	5,578.98	-529.40		Y
HONG KONG ELEC HLDGS LTD (HONG KONG) SPON ADR	Trade	323,000		05/29/08	10/12/09	1,737.69	1,970.30	-232.61		Y
ING GROEP N V NIL SPON ADR	Trade	8,000		07/25/07	02/18/09	48.56	350.34	-301.78		Y
	Trade	5,000		07/25/07	05/26/09	56.75	218.96	-162.21		Y
	Trade	31,000		07/26/07	05/26/09	351.84	1,334.55	-982.71		Y
	Trade	14,000		07/27/07	05/26/09	158.90	592.08	-433.18		Y
	Trade	30,000		08/20/07	05/26/09	340.49	1,196.27	-855.78		Y
	Trade	164,000		05/29/08	10/12/09	2,982.59	6,164.51	-3,171.92		Y
KAO CORP REPSTG 10 SHS COM SPON ADR	Trade	2,000		05/08/07	05/26/09	431.21	550.00	-118.79		Y
	Trade	3,000		08/20/07	05/26/09	646.81	824.01	-177.20		Y
	Trade	16,000		05/29/08	10/12/09	3,817.02	4,268.00	-450.98		Y
LOOMIS SAYLES SECURITIZED ASSET	Trade	1,656,000		06/09/08	10/13/09	16,924.32	16,278.48	645.84		Y
NATIONAL GRID PLC NEW SPON ADR	Trade	32,000		05/29/08	10/12/09	1,499.58	2,371.04	-871.46		Y

Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
NATL AUSTRALIA BANK LTD SPON ADR	Trade	150,000		04/11/08	05/26/09	2,546.93	4,058.00	-1,511.07		Y
	Trade	17,000		04/14/08	05/26/09	288.65	444.44	-155.79		Y
	Trade	4,000		04/15/08	05/26/09	67.92	106.39	-38.47		Y
	Trade	4,000		04/16/08	05/26/09	67.92	109.64	-41.72		Y
	Trade	3,000		04/17/08	05/26/09	50.94	80.56	-29.62		Y
	Trade	206,000		05/29/08	10/12/09	5,784.33	6,476.64	-692.31		Y
	Trade	106,000		05/29/08	10/26/09	2,968.98	3,332.64	-363.66		Y
	Trade	95,000		05/29/08	11/09/09	2,592.30	2,986.80	-394.50		Y
	Trade	26,000		05/29/08	12/01/09	676.37	817.44	-141.07		Y
	Trade	10,000		06/06/08	12/01/09	280.14	278.90	-18.76		Y
NIPPON TELEG & TEL CORP SPON ADR	Trade	150,000		05/29/08	10/12/09	3,248.16	3,619.52	-371.36		Y
	Trade	101,000		05/29/08	11/11/09	2,106.73	2,437.14	-330.41		Y
NOVARTIS AG SPON ADR	Trade	73,000		05/08/07	05/26/09	2,952.11	4,234.00	-1,281.89		Y
	Trade	37,000		08/20/07	05/26/09	1,496.28	1,929.23	-432.95		Y
	Trade	10,000		03/04/08	05/26/09	404.40	481.41	-77.01		Y
	Trade	3,000		03/05/08	05/26/09	121.32	145.38	-24.06		Y
	Trade	1,000		03/07/08	05/26/09	40.44	48.01	-7.57		Y
	Trade	104,000		05/29/08	10/12/09	5,261.64	5,489.83	-228.19		Y
ONEOK PARTNERS 06.150% 100116 DTD092506 FC040107MW + 258P	Trade	1,000,000		06/09/08	10/13/09	1,032.50	1,004.08	28.42		Y
PROCTER & GAMBLE CO	Trade	101,000		05/29/08	10/12/09	5,816.77	6,623.58	-806.81		Y
REED ELSERVIER NV NEW REPSTG 2 ORD SHS SPON ADR	Trade	93,000		05/29/08	10/12/09	2,096.16	3,417.39	-1,321.23		Y
RTS ING GROEP N V EXP 12/11/09	Tender	361,000		05/29/08	12/18/09	694.77	2,120.92	-1,426.15		Y
	Tender	10,000		06/06/08	12/18/09	19.25	56.97	-37.72		Y
RWE AG ADR	Trade	56,000		05/29/08	10/12/09	5,213.46	7,313.60	-2,100.14		Y
	Trade	11,000		05/29/08	11/10/09	1,000.53	1,436.60	-436.07		Y
SASOL LTD SPON ADR	Trade	49,000		05/29/08	10/12/09	1,951.44	3,126.05	-1,174.61		Y

Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
SINGAPORE TELECOM LTD NEW 2006 SPON ADR	Trade	69,000		07/22/08	10/12/09	1,542.11	1,795.59	-253.48		Y
SOCIETE GENERALE FRANCE SPONS ADR ADR	Trade	234,000		05/29/08	10/12/09	3,428.01	4,773.60	-1,345.59		Y
STORA ENSO OYJ REPSTG SER R SHS SPON ADR	Trade	210,000		05/29/08	10/12/09	1,505.66	2,549.40	-1,043.74		Y
SUNCOR ENERGY INC NEW	Trade	225,000		07/11/08	10/12/09	8,370.12	13,451.22	-5,081.10		Y
TAIWAN SEMICONDUCTOR MFG CO LTD ADR	Trade	251,000		05/29/08	10/12/09	2,492.74	2,849.85	-357.11		Y
TAKEDA PHARMACEUTICAL CO	Trade	49,000		06/13/08	10/12/09	988.79	1,293.31	-304.52		Y
	Trade	85,000		07/01/08	10/12/09	1,715.26	2,187.53	-472.27		Y
TELECOM CORP NEW ZEALAND LTD SPONSORED ADR NEW ZEALAND ADR	Trade	208,000		05/29/08	10/12/09	1,974.38	3,173.77	-1,199.39		Y
TELEFONICA S A SPON ADR	Trade	71,000		05/29/08	10/12/09	5,952.48	6,097.98	-145.50		Y
	Trade	37,000		05/29/08	10/15/09	3,170.43	3,177.82	-7.39		Y
TELSTRA CORP LTD (FINAL) ADR	Trade	172,000		05/29/08	10/12/09	2,495.65	3,937.08	-1,441.43		Y
TOKIO MARINE HOLDINGS INC SPON ADR	Trade	121,000		05/29/08	10/12/09	3,333.46	4,961.00	-1,627.54		Y
TOYOTA MOTOR CORP NEW JAPAN SPON ADR	Trade	2,000		07/25/07	02/18/09	131.65	244.68	-113.03		Y
	Trade	8,000		07/25/07	05/05/09	650.95	978.72	-327.77		Y
	Trade	14,000		07/26/07	05/05/09	1,139.17	1,721.18	-582.01		Y
	Trade	5,000		07/26/07	05/26/09	388.99	614.71	-225.72		Y
	Trade	10,000		07/27/07	05/26/09	777.98	1,222.56	-444.58		Y
	Trade	22,000		08/20/07	05/26/09	1,711.55	2,493.66	-782.11		Y
	Trade	41,000		05/28/08	10/12/09	3,235.63	4,056.00	-820.37		Y

Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
UNILEVER PLC AMER SHS	Trade	207,000		05/29/08	10/12/09	6,096.51	6,744.76	-648.25		Y
NEW SPON ADR	Trade	31,000		05/29/08	10/30/09	942.48	1,010.09	-67.61		Y
UNITED STATES TREAS BOND DUE 11/15/18	Trade	2,000,000	1,285.10	06/09/08	10/13/09	1,452.00	1,341.84	110.16		Y
COUPON STRIP										
UNTD OVERSEAS BK LTD	Trade	36,000		05/29/08	08/04/09	872.97	1,062.00	-189.03		Y
SPONS ADR SINGAPORE ADR	Trade	69,000		05/29/08	10/12/09	1,635.94	2,035.50	-399.56		Y
UPM KYMMENE CORP SPON ADR	Trade	171,000		05/29/08	10/12/09	2,009.19	3,317.40	-1,308.21		Y
VODAFONE GROUP PLC 06.150% 022737 DTD022707 FC082707 CALL@MMW T+258P	Trade	1,000,000		06/09/08	10/14/09	1,024.11	952.62	71.49		Y
WELLS FARGO & CO NEW 04 950% 101613 DTD101603 FC041604 NOTES	Trade	2,000,000		06/10/08	10/08/09	2,079.06	1,984.06	95.00		Y
Total Long-Term Gain/Loss						296,515.98	363,651.91	-67,135.93		

2009 Realized Gain/Loss Summary

	Purchase	Sale	Gains	Losses	Net Gain/Loss
Short-term Gain/Loss:					
Sub Total:	\$ 1,160,396.45	\$ 1,071,346.00	\$ 94,233.72	\$ -183,284.17	\$ -89,050.45
Total:	\$ 1,160,396.45	\$ 1,071,346.00	\$ 94,233.72	\$ -183,284.17	\$ -89,050.45

Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
UNNALLY CAPITAL MANAGEMENT INC REIT	Trade	420.000		04/22/09	09/18/09	7,874.79	5,782.36	2,092.43		Y
	Trade	390.000		04/22/09	10/15/09	6,825.43	5,369.33	1,456.10		Y
	Trade	440.000		04/23/09	10/15/09	7,700.49	5,984.00	1,716.49		Y
POLLO INVESTMENT CORP	Trade	47.000		06/26/08	02/04/09	269.10	714.12	-445.02		Y
	Trade	45.000		09/29/08	02/04/09	257.65	743.08	-485.43		Y
	Trade	85.000		12/29/08	02/04/09	486.67	769.04	-282.37		Y
	Trade	910.000		05/29/08	02/04/09	5,210.21	16,398.38	-11,186.17		Y
PPLE INC	Trade	110.000		10/13/08	05/15/09	13,496.64	11,501.60	1,995.04		
	Trade	90.000		03/23/09	05/15/09	11,042.70	9,619.71	1,422.99		

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
BANK OF NOVA SCOTIA CANADA	Trade	350.000		04/23/09	08/21/09	14,349.62	9,706.24	4,643.38		
	Trade	150.000		05/05/09	08/21/09	6,149.82	4,630.31	1,519.51		
CALL APPLE INC DUE 04/18/09 95.000 030911	Shortcover	-1.000		04/02/09	03/18/08	619.99	1,930.00	-1,310.01		
CALL BHP BILLITON LTD SP DUE 12/19/09 75.000 049AJ5	Expired	-3.000		12/21/08	11/23/09	749.98		749.98		
CALL COLGATE PALMOLIVE C DUE 08/22/09 75.000 095206	Expired	-1.000		08/24/09	07/24/09	179.99		179.99		
CALL CVS CAREMARK CORP DUE 11/21/09 38.000 0731H1	Shortcover	-5.000		11/05/09	10/22/09	449.98	25.00	424.98		
CALL FREEPORT-MCMORAN CO DUE 01 09 25 1588F6	Expired	-8.000		01/20/09	01/07/09	3,319.98		3,319.98		
CALL GENL MILLS INC DUE 08/22/09 60.000 177105	Expired	-3.000		08/24/09	07/14/09	344.99		344.99		
CALL HANSEN NAT CORP DUE 02/21/09 35.000 3236A6	Expired	-6.000		02/23/09	01/29/09	1,049.99		1,049.99		
CALL ISHARES INC MSCI CA DUE 07/18/09 20.000 2137V6	Shortcover	-7.000		07/17/09	07/08/09	279.99	1,820.00	-1,540.01		
CALL MEMC ELECTRONIC DUE 08/22/09 20.000 2841F5	Expired	-8.000		08/24/09	07/24/09	439.98		439.98		

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
ALL MONSANTO CO NEW DUE 01/09 85 2875H0	Expired	-1.000		01/20/09	01/07/09	349.99		349.99		
ALL MOSAIC CO DUE 04/18/09 50.000 305AH9	Expired	-3.000		04/20/09	03/23/09	461.78		461.78		
ALL MOSAIC CO DUE 10/17/09 55.000 305AH9	Expired	-3.000		10/19/09	09/16/09	779.97		779.97		
ALL NYSE EURONEXT DUE 02/21/09 22.500 348NZ4	Shortcover	-7.000		02/05/09	01/16/09	958.99	852.25	106.74		
ALL RESEARCH IN MOTION DUE 04/18/09 45.000 4025P5	Shortcover	-5.000		04/17/09	03/25/09	1,034.68	11,625.00	-10,590.32		
ALL TEREX CORP DELA NEW DUE 01/09 20 458411	Expired	-14.000		01/20/09	01/07/09	909.99		909.99		
ALL ULTRA PETROLEUM COR DUE 04/18/09 40.000 5092A3	Shortcover	-6.000		04/09/09	03/25/09	1,349.99	780.00	569.99		
ALL UNION PACIFIC CORP DUE 04/18/09 40.000 469106	Shortcover	-2.000		04/17/09	03/20/09	399.99	1,760.00	-1,360.01		
ALL UNION PACIFIC CORP DUE 05/16/09 50.000 469106	Expired	-6.000		05/18/09	04/24/09	989.97		989.97		
OCA COLA CO COM	Trade	400.000		05/29/08	01/02/09	18,240.10	23,083.80	-4,843.70		

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost	Purchase date	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
COLGATE PALMOLIVE CO	Trade	60,000		05/29/08	01/05/09	4,116.61	4,390.14	-273.53		Y
	Trade	240,000		05/29/08	04/17/09	14,699.60	17,560.56	-2,860.96		
	Trade	60,000		03/24/09	04/17/09	3,674.90	3,520.20	154.70		
CSX CORPORATION	Trade	400,000		07/23/09	09/18/09	17,959.53	16,302.89	1,656.64		
	Trade	10,000		07/23/09	10/14/09	489.13	407.57	61.56		Y
CVS CAREMARK CORP	Trade	600,000		05/29/08	04/17/09	17,669.54	25,950.00	-8,280.46		
	Trade	500,000		10/22/09	11/05/09	14,171.69	18,850.00	-4,678.31		Y
FREEPORT-MCMORAN COPPER & GOLD INC	Trade	190,000		08/14/08	03/13/09	6,943.08	16,652.76	-9,709.68		Y
	Trade	60,000		10/29/08	03/13/09	2,192.55	1,787.37	405.18		Y
	Trade	230,000		10/29/08	04/17/09	9,211.27	6,851.59	2,359.68		
	Trade	370,000		01/02/09	04/17/09	14,818.15	9,953.87	4,864.48		
	Trade	300,000		08/03/09	08/21/09	20,171.47	19,515.99	655.48		
GENL ELECTRIC CO	Trade	490,000		06/13/08	01/22/09	6,152.65	14,259.00	-8,106.35		Y
	Trade	500,000		12/02/08	01/22/09	6,278.22	8,488.02	-2,209.80		Y
GILEAD SCIENCES INC	Trade	200,000		06/02/09	08/21/09	9,539.75	8,592.10	947.65		
GOLDMAN SACHS GROUP INC	Trade	200,000		07/13/09	08/20/09	31,929.17	29,750.85	2,178.32		
HANSEN NAT CORP	Trade	660,000		09/24/08	03/02/09	21,962.11	19,879.43	2,082.68		Y
INTERCONTINENTALEXCHANGE INC	Trade	100,000		12/08/08	01/06/09	6,270.31	7,836.35	-1,566.04		Y
	Trade	120,000		12/16/08	01/06/09	7,524.38	9,506.19	-1,981.81		Y
ISHARES INC MSCI AUSTRALIA INDEX FD	Trade	630,000		05/19/09	08/11/09	11,994.11	10,103.75	1,890.36		Y
	Trade	420,000		06/01/09	08/11/09	7,996.07	7,235.59	760.48		Y
ISHARES INC MSCI CANADA INDEX FD	Trade	480,000		05/19/09	08/21/09	11,375.69	10,140.87	1,235.02		
	Trade	220,000		06/01/09	08/21/09	5,213.85	5,196.20	17.65		
	Trade	40,000		06/01/09	09/11/09	998.69	944.76	53.93		Y
ISHARES TRUST DOW JONES U S FINCL SECTOR INDEX FUND	Trade	650,000		01/28/09	02/10/09	22,532.61	24,485.20	-1,952.59		Y

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face Value	Purchase date Date Acquired	Original Cost Basis	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
SHARES INC MSCI BRAZIL FREE) INDEX FD	Trade	150.000	10/06/09		11,253.96	10,572.65	681.31		Y
SHARES TRUST S&P GLOBAL FINANCIALS SECTOR INDEX :UND	Trade	1,070.000	03/10/09		25,414.76	23,296.37	2,118.39		Y
IPMORGAN CHASE & CO	Trade	800.000	03/12/09		21,687.66	16,971.98	4,715.68		
MEMC ELECTRONIC MATERIALS INC	Trade	880.000	07/23/09		13,744.61	17,925.80	-4,181.19		Y
MICROSOFT CORP	Trade	700.000	05/29/08		13,698.64	20,062.00	-6,363.36		
	Trade	400.000	03/24/09		7,827.79	7,231.12	596.67		
	Trade	900.000	04/23/09		18,773.51	16,695.00	2,078.51		
MONSANTO CO NEW	Trade	150.000	12/17/08		12,734.67	11,354.74	1,379.93		
	Trade	50.000	01/28/09		4,244.89	4,016.45	228.44		
	Trade	20.000	01/28/09		1,381.42	1,606.58	-225.16		Y
	Trade	80.000	03/24/09		5,525.66	6,680.80	-1,155.14		Y
MOSAIC CO	Trade	100.000	03/23/09		5,821.41	4,409.71	1,411.70		Y
	Trade	260.000	03/23/09		13,703.41	11,465.23	2,238.18		Y
	Trade	140.000	03/24/09		7,378.76	6,220.06	1,158.70	*	Y
	Trade	300.000	07/24/09		15,599.59	16,073.06	-473.47		
NYSE EURONEXT	Trade	320.000	12/08/08		7,641.39	8,379.94	-738.55		
	Trade	280.000	12/16/08		6,886.22	8,171.44	-1,485.22		
	Trade	130.000	01/16/09		3,104.30	2,646.86	457.44		
	Trade	270.000	03/24/09		6,447.42	5,285.57	1,161.85		
ETROLEO BRASILEIRO SA ETROBRAS NON VTG SPON .DR	Trade	740.000	04/01/09		20,712.43	18,727.77	1,984.66		Y
RAXAIR INC	Trade	200.000	05/29/08		13,619.65	18,996.02	-5,376.37		
	Trade	90.000	01/06/09		7,370.79	5,984.38	1,386.41	BAYLEY FAMILY FOUNDATION	
	Trade	110.000	03/24/09		9,008.75	7,223.35	1,785.40	20-8113775	

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
PRAXAIR INC	Trade	100,000		07/23/09	10/16/09	8,189.77	7,631.12	558.65		
PROCTER & GAMBLE CO	Trade	50,000		05/29/08	01/30/09	2,757.18	3,273.50	-516.32		Y
	Trade	250,000		05/29/08	02/04/09	13,284.96	16,367.50	-3,082.54		Y
PROSHARES TRUST PROSHARES SHORT S&P 500	Trade	300,000		07/08/09	07/23/09	18,475.58	20,772.57	-2,296.99		Y
PROSHARES TRUST PROSHARES ULTRASHORT QQQ	Trade	400,000		05/14/09	06/01/09	12,997.04	15,524.80	-2,527.76		Y
	Trade	320,000		05/21/09	08/01/09	10,397.84	12,354.33	-1,956.69		Y
PROSHARES TRUST PROSHARES ULTRASHORT S&P 500	Trade	170,000		01/07/09	01/14/09	13,604.28	11,805.89	1,798.39		Y
	Trade	180,000		01/07/09	01/15/09	14,112.61	12,500.35	1,612.26		Y
	Trade	290,000		03/25/09	03/28/09	21,133.96	22,826.70	-1,692.74		Y
	Trade	330,000		04/27/09	04/30/08	20,390.34	21,788.51	-1,398.17		Y
QUALCOMM INC	Trade	400,000		11/04/09	11/20/09	17,335.54	18,815.83	519.71		
RESEARCH IN MOTION LTD	Trade	300,000		01/28/09	05/15/09	21,943.49	16,761.55	5,181.94		
	Trade	70,000		02/04/09	05/15/09	5,120.13	3,972.35	1,147.78		
	Trade	130,000		03/24/09	05/15/09	9,508.85	5,722.31	3,786.54		
SOWSTN ENERGY CO	Trade	600,000		04/16/09	05/15/09	21,269.44	19,499.89	1,769.55		
STATE STREET CORP	Trade	800,000		01/28/09	02/10/09	22,247.73	20,423.37	1,824.36		Y
SUNCOR ENERGY INC NEW	Trade	500,000		08/03/09	10/16/09	18,024.53	17,440.05	584.48		
SUNCOR INC **MERGER EFF: 07/2009**	Trade	400,000		08/21/08	03/23/09	10,214.42	23,587.12	-13,372.70		Y
	Trade	340,000		10/29/08	03/23/09	8,682.25	7,822.90	859.35		Y
TEREX CORP DELA NEW	Trade	700,000		10/30/08	04/17/09	7,684.81	11,053.45	-3,388.64		
	Trade	280,000		11/04/08	04/17/09	3,065.92	4,893.62	-1,827.70		
	Trade	420,000		01/02/09	04/17/09	4,598.88	7,697.81	-3,098.93		
	Trade	50,000		01/02/09	06/02/09	707.49	916.41	-208.92		Y

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase Date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
HERMO FISHER SCIENTIFIC NC	Trade	500.000		05/29/08	01/16/09	17,974.89	29,350.71	-11,375.82		
TRANSOCEAN LTD	Trade	170.000		09/19/08	04/17/09	11,466.19	20,940.21	-9,474.02		
	Trade	80.000		10/13/08	04/17/09	5,395.85	6,257.58	-861.73		
	Trade	50.000		03/24/09	04/17/09	3,372.41	3,145.50	226.91		
JLTRA PETROLEUM CORP CANADA) ORD	Trade	120.000		05/29/08	04/09/09	4,804.96	10,470.84	-5,665.88		Y
	Trade	160.000		08/07/08	04/09/09	6,406.62	11,384.25	-4,977.63		Y
	Trade	150.000		12/08/08	04/09/09	6,006.21	5,461.39	544.82		Y
	Trade	170.000		03/24/09	04/09/09	6,807.03	6,953.00	-145.97		Y
UNION PACIFIC CORP	Trade	260.000		09/19/08	06/22/09	13,002.98	19,837.40	-6,834.42		Y
	Trade	140.000		04/16/09	08/22/09	7,001.60	6,697.27	304.33		Y
	Trade	200.000		04/17/09	08/22/09	10,002.29	9,847.58	154.71		Y
WALT DISNEY CO (HOLDING CO) DISNEY COM	Trade	630.000		01/28/09	03/16/09	11,054.30	13,974.71	-2,920.41		Y
CL CAPITAL LTD CL A	Trade	900.000		10/30/08	05/15/09	7,745.12	8,977.15	-1,232.03		
	Trade	370.000		11/03/08	05/15/09	3,184.10	3,794.33	-610.23		
	Trade	620.000		11/04/08	05/15/09	5,335.52	6,682.57	-1,347.05		
	Trade	1,210.000		02/11/09	05/15/09	10,412.88	5,284.28	5,128.60		
ETO ENERGY INC	Trade	160.000		05/29/08	04/09/09	5,286.92	10,150.42	-4,863.50		Y
	Trade	280.000		08/07/08	04/09/09	9,252.11	12,985.09	-3,732.98		Y
	Trade	160.000		03/24/09	04/09/09	5,286.92	5,500.29	-213.37		Y
Total Short-Term Gain/Loss						1,071,346.00	1,160,396.45	-89,050.45		

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

**Type or
print**

File by the
due date for
filing your
return. See
instructions

Name of Exempt Organization

BAYLEY FAMILY FOUNDATION

Employer identification number

20-8113775

Number, street, and room or suite no. If a P.O. box, see instructions

FOUNDATION MANAGEMENT GROUP

1000 SECOND AVENUE, 34TH FLOOR

City, town or post office, state, and ZIP code. For a foreign address, see instructions

SEATTLE, WA 98104-1022

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|--|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

- The books are in the care of ▶ FOUNDATION MGMT GROUP, LLC

Telephone No ▶ 206 667-0300FAX No. ▶ 206 682-1874

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ▶ ☒ calendar year 2009 or
▶ ☐ tax year beginning _____, _____, and ending _____, _____

2 If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	1,144.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,144.
c	Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)