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

EXTENSION ATTACHED

Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, 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

Name of foundation
BAYLEY FAMILY FOUNDATION

A Employer identification number
20-8113775

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1000 SECOND AVENUE, 34TH FLOOR

B Telephone number (see page 10 of the instructions)
(206) 667-0300

City or town, state, and ZIP code
SEATTLE, WA 98104-1022

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 ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,533,401.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) ______________
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

RECEIVED
JUN 20 2011
OGDEN, UT
IRS-OSC

SCANNED JUN 21 2011

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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0.			
	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	100,847.	100,847.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	71,551.			
	b	Gross sales price for all assets on line 6a 2,142,766.				
	7	Capital gain net income (from Part IV, line 2)		71,551.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	240.	0.		ATCH 2
	12	**Total.** Add lines 1 through 11	172,638.	172,398.		
Operating and Administrative Expenses	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) *	52,930.	37,930.		15,000.
	17	Interest. ATTACHMENT 4	8.	8.		
	18	Taxes (attach schedule) (see page 14 of the instructions) **	2,759.	1,328.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	35.			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	55,732.	39,266.		15,000.
	25	Contributions, gifts, grants paid	200,000.			200,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	255,732.	39,266.		215,000.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-83,094.			
	b	**Net investment income** (if negative, enter -0-)		133,132.		
	c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions. *ATCH 3 JSA ** ATCH 5 Form **990-PF** (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	772,525.	473,401.	473,401.
	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 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	1,297,572.	1,357,684.	1,357,684.
	c	Investments - corporate bonds (attach schedule) ATCH 8	1,500,783.	1,702,316.	1,702,316.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 9)	695.	0.	0.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,571,575.	3,533,401.	3,533,401.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	115,000.	140,000.	
	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 ▶ ATCH 10)	0.	984.	
	23	Total liabilities (add lines 17 through 22)	115,000.	140,984.	
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	3,456,575.	3,392,417.	
	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)	3,456,575.	3,392,417.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,571,575.	3,533,401.	

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	3,456,575.
2	Enter amount from Part I, line 27a	2	-83,094.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 11	3	43,936.
4	Add lines 1, 2, and 3	4	3,417,417.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 12	5	25,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,392,417.

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 71,551.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2009	204,642.	3,413,693.	0.059947
2008	240,469.	4,470,496.	0.053790
2007	159,785.	4,809,715.	0.033221
2006	0.	985,000.	0.000000
2005			

2	Total of line 1, column (d)	2	0.146958
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	0.036740
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,517,006.
5	Multiply line 4 by line 3	5	129,215.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,331.
7	Add lines 5 and 6	7	130,546.
8	Enter qualifying distributions from Part XII, line 4	8	215,000.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. . . . Date of ruling or determination letter: ______________ (attach copy of 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	1	1,331.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .	2	
3	Add lines 1 and 2	3	1,331.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,331.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010. . . . | 6a | 448.		
b	Exempt foreign organizations-tax withheld at source . . . . | 6b | 0.		
c	Tax paid with application for extension of time to file (Form 8868). . . . . . . | 6c | 2,215.		
d	Backup withholding erroneously withheld . . . . | 6d |		
7	Total credits and payments. Add lines 6a through 6d	7	2,663.
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	1,332.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 1,332. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶$ 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? . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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* . .	7	X	
8a	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*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 22 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 22 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 2010 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 2010.)*	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 2010?	4b		X

Form **990-PF** (2010)

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)? 5b

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see 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 13		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 ▶

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 24 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 ▶	

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	2,997,547.
b	Average of monthly cash balances			1b	573,017.
c	Fair market value of all other assets (see page 25 of the instructions)			1c	0.
d	**Total** (add lines 1a, b, and c)			1d	3,570,564.
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	3,570,564.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)			4	53,558.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	3,517,006.
6	**Minimum investment return.** Enter 5% of line 5			6	175,850.

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	175,850.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,331.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,331.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	174,519.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	174,519.
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	174,519.

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	215,000.
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	215,000.
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	1,331.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	213,669.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					174,519.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				24,134.	
b Total for prior years 20 08 ,20 07 ,20 06					
3 Excess distributions carryover, if any, to 2010.					
a From 2005					
b From 2006					
c From 2007					
d From 2008					
e From 2009	0.				
f Total of lines 3a through e		0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 215,000.					
a Applied to 2009, but not more than line 2a				24,134.	
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 2010 distributable amount					174,519.
e Remaining amount distributed out of corpus		16,347.			
5 Excess distributions carryover applied to 2010 *(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		16,347.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions					
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		16,347.			
10 Analysis of line 9:					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008					
d Excess from 2009	0.				
e Excess from 2010	16,347.				

Form **990-PF** (2010)

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 14

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 Name and address (home or business)	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
a *Paid during the year* SEE ATTACHMENT D				200,000.
Total . . . . ▶ 3a				200,000.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	100,847.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	71,551.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b CONSENT SOLICITATIONS			01	240.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				172,638.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 172,638.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
N/A	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

X

Signature of officer or trustee

X 6/14/11

Date

X Secretary

Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WALTER R. SMITH		MAY 30 2011		P00937936

Firm's name ▶ BADER MARTIN, P.S.

Firm's EIN ▶ 91-1501421

Firm's address ▶ 1000 SECOND AVENUE, 34TH FLOOR
SEATTLE, WA 98104-1022

Phone no 206-621-1900

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					754.	
		52,521.560 SHS DWS SHORT DURATION PROPERTY TYPE: SECURITIES				P	06/08/2009	08/05/2010
500,000.		479,000.					21,000.	
		17,487.461 SHS PLUS FUND CLASS A PROPERTY TYPE: SECURITIES				P	06/08/2009	09/29/2010
167,000.		159,487.					7,513.	
		2,629.364 SHS PLUS FUND CLASS A PROPERTY TYPE: SECURITIES				P	06/08/2009	12/01/2010
25,000.		23,980.					1,020.	
		SEE ATTACHMENT A - ST PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
538,742.		529,313.					9,429.	
		SEE ATTACHMENT A - LT PROPERTY TYPE: SECURITIES					VARIOUS	VARIOUS
257,862.		256,246.					1,616.	
		SEE ATTACHMENT B - ST PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
385,697.		366,795.					18,902.	
		SEE ATTACHMENT B - LT PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
30,188.		34,608.					-4,420.	
		SEE ATTACHMENT C - ST PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
185,446.		177,066.					8,380.	
		SEE ATTACHMENT C - LT PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
51,681.		44,720.					6,961.	
		CASH IN LIEU - NATIONAL GRID PLC PROPERTY TYPE: SECURITIES				P	VARIOUS	06/22/2010
396.		0.					396.	
TOTAL GAIN(LOSS)		....					71,551.	

ATTACHMENT 1

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME		36,072.	36,072.
DIVIDEND INCOME		64,775.	64,775.
	TOTAL	100,847.	100,847.

ATTACHMENT 1

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CONSENT SOLICITATIONS	240.	0.
TOTALS	240.	0.

ATTACHMENT 2

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BROKER & COMMISSION FEES	32,930.	32,930.	0.
MANAGEMENT FEES	20,000.	5,000.	15,000.
TOTALS	52,930.	37,930.	15,000.

ATTACHMENT 4

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST EXPENSE		8.	8.
	TOTALS	8.	8.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,328.	1,328.
FEDERAL EXCISE TAX	1,431.	0.
TOTALS	2,759.	1,328.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
LICENSE FEES		35.
	TOTALS	35.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EQUITIES - #19260	1,126,838.	1,126,838.
EQUITIES - #24384	38,478.	38,478.
MUTUAL FUNDS - #24384	192,368.	192,368.
TOTALS	1,357,684.	1,357,684.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BONDS - #17745	551,644.	551,644.
BONDS - #19260	204,811.	204,811.
BONDS - #28447	945,861.	945,861.
TOTALS	1,702,316.	1,702,316.

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID FEDERAL EXCISE TAX	0.	0.
TOTALS	0.	0.

BAYLEY FAMILY FOUNDATION 20-8113775

ATTACHMENT 10

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
FEDERAL EXCISE TAX PAYABLE		984.
	TOTALS	984.

ATTACHMENT 11

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
CUMULATIVE ADJUSTMENT TO SECURITIES		43,936.
	TOTAL	43,936.

ATTACHMENT 12

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ACCRUAL/CASH ADJUSTMENT		25,000.
	TOTAL	25,000.

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
BJORN BAYLEY 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104-1022	PRESIDENT/DIRECTOR 2.00	0.	0.	0.
DAVID BAYLEY 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104-1022	VICE PRESIDENT/DIRECTOR 2.00	0.	0.	0.
DANIELLA BAYLEY 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104-1022	VICE PRESIDENT/DIRECTOR 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/DIRECTOR 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

2010

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 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	36,711.
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 2009 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	36,711.

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 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	34,086.
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	754.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 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	34,840.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2010**

JSA
0F1210 2 000

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			36,711.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			34,840.
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			71,551.

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:

a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

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 2010 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 2010 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-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust
BAYLEY FAMILY FOUNDATION

Employer identification number
20-8113775

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

	(a) Description of property (Example. 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr.)	(c) Date sold (mo , day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	SEE ATTACHMENT A - ST	VARIOUS	VARIOUS	538,742.	529,313.	9,429.
	SEE ATTACHMENT B - ST	VARIOUS	VARIOUS	385,697.	366,795.	18,902.
	SEE ATTACHMENT C - ST	VARIOUS	VARIOUS	185,446.	177,066.	8,380.

1b **Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . 36,711.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.
Schedule D-1 (Form 1041) 2010

JSA
0F1221 1 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	**Employer identification number**

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

	(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	52,521.560 SHS DWS SHORT DURATION	06/08/2009	08/05/2010	500,000.	479,000.	21,000.
	17,487.461 SHS PLUS FUND CLASS A	06/08/2009	09/29/2010	167,000.	159,487.	7,513.
	2,629.364 SHS PLUS FUND CLASS A	06/08/2009	12/01/2010	25,000.	23,980.	1,020.
	SEE ATTACHMENT A - LT	VARIOUS	VARIOUS	257,862.	256,246.	1,616.
	SEE ATTACHMENT B - LT	VARIOUS	VARIOUS	30,188.	34,608.	-4,420.
	SEE ATTACHMENT C - LT	VARIOUS	VARIOUS	51,681.	44,720.	6,961.
	CASH IN LIEU - NATIONAL GRID PLC	VARIOUS	06/22/2010	396.	0.	396.
6b	**Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b					34,086.

JSA
0F1222 1 000

2010 Realized Gain/Loss Summary (Includes sale proceeds not reported on Form 1099-B)

application of these provisions with their tax advisor

	Purchase	Sale	Gains	Losses	Net Gain/Loss
Short-term Gain/Loss:	$ 529,312.61	$ 538,741.86	$ 44,186.82	$ (34,757.57)	$ 9,429.25
Long-term Gain/Loss:	256,246.44	257,862.18	25,334.22	(23,718.48)	1,615.74
Sub Total:	**$ 785,559.05**	**$ 796,604.04**	**$ 69,521.04**	**$ (58,476.05)**	**$ 11,044.99**
Total:	**$ 785,559.05**	**$ 796,604.04**	**$ 69,521.04**	**$ (58,476.05)**	**$ 11,044.99**

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
BANCO SANTANDER S.A SPON ADR	*Trade*	223.000		07/29/09	02/10/10	3,044.27	3,052.22	(7.95)		Y
BANCO SANTANDER BRASIL ADS	*Trade*	1,840.000		10/07/09	05/03/10	21,575.47	23,917.61	(2,342.14)		Y
	Trade	483.000		01/05/10	05/03/10	5,663.56	6,706.21	(1,042.65)		Y
	Sub-Total:	**2,323.000**				**27,239.03**	**30,623.82**	**(3,384.79)**		
BAXTER INTL INC	*Trade*	231.000		07/02/09	05/14/10	10,163.82	12,227.13	(2,063.31)		Y
	Trade	185.000		07/22/09	05/14/10	8,139.86	10,026.28	(1,886.42)		Y
	Trade	125.000		12/11/09	05/14/10	5,499.91	7,280.30	(1,780.39)		Y
	Trade	1.000		12/11/09	06/25/10	41.45	58.24	(16.79)		Y
	Sub-Total:	**542.000**				**23,845.04**	**29,591.95**	**(5,746.91)**		

BAYLEY
FAMILY FOUNDATION
20-8113775
2010 FORM 990-PF
ATTACHMENT A
Page 1 of 8

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
BHP BILLITON PLC NEW SPON ADR	*Trade*	80.000		12/21/09	04/09/10	5,622.80	4,919.98	702.82		Y
	Trade	135.000		12/21/09	06/14/10	7,626.90	8,302.47	(675.57)		Y
	Sub-Total:	**215.000**				**13,249.70**	**13,222.45**	**27.25**		
BOC HONG KONG HOLDINGS LTD SPON ADR	*Trade*	42.000		01/14/10	11/04/10	2,818.02	1,810.93	1,007.09		Y
C H ROBINSON WORLDWIDE INC NEW	*Trade*	67.000		10/21/09	10/13/10	4,759.07	3,950.09	808.98		Y
	Trade	55.000		11/12/09	10/13/10	3,906.70	3,190 82	715.88		Y
	Trade	139.000		12/11/09	10/13/10	9,873.29	8,066.46	1,806.83		Y
	Sub-Total:	**261.000**				**18,539.06**	**15,207.37**	**3,331.69**		
CANADIAN NAT RESOURCES LTD CAD	*Trade*	120.000		05/05/09	04/29/10	9,214.60	6,004.09	3,210.51		Y
	Trade	200.000		08/03/09	05/13/10	14,333.87	12,815.76	1,518.11		Y
	Sub-Total:	**320.000**				**23,548.47**	**18,819.85**	**4,728.62**		
CATERPILLAR INC	*Trade*	111.000		09/15/09	04/09/10	7,219.70	5,635.54	1,584.16		Y
	Trade	156.000		09/15/09	04/29/10	10,973.29	7,920.21	3,053.08		Y
	Trade	95.000		09/15/09	06/14/10	5,861.08	4,823.21	1,037.87		Y
	Sub-Total:	**362.000**				**24,054.07**	**18,378.96**	**5,675.11**		
COCA COLA ENTERPRISES **MERGER EFF 09/2010**	*Exchange*	292.000		06/07/10	10/04/10	9,367.36	7,300.00	2,067.36		
	Exchange	434.000		06/07/10	10/04/10	13,922.72	11,016 40	2,906.32		
	Sub-Total:	**726.000**				**23,290.08**	**18,316.40**	**4,973.68**		
COCA-COLA ENTERPRISES INC NEW	*Trade*	726.000		06/07/10	12/23/10	18,221.28	16,030.08	2,191.20		Y
	Trade	349.000		10/06/10	12/23/10	8,759.26	7,847.37	911.89		Y
	Sub-Total:	**1,075.000**				**26,980.54**	**23,877.45**	**3,103.09**		
CORNING INC	*Trade*	591.000		01/21/10	03/05/10	10,674.09	11,738.68	(1,064.59)		Y
EBAY INC	*Trade*	311.000		04/29/10	10/27/10	9,018.84	7,511.27	1,507.57		Y
ECOLAB INC	*Trade*	113.000		04/29/10	12/14/10	5,558.36	5,507.06	51.30		Y
	Trade	50.000		04/29/10	12/22/10	2,505.58	2,436.75	68.83		Y
	Trade	305.000		07/30/10	12/22/10	15,284.05	14,888.91	395.14		Y
	Sub-Total:	**468.000**				**23,347.99**	**22,832.72**	**515.27**		

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
EXPEDITORS INTL WASH INC	Trade	100.000		03/25/09	01/21/10	3,523.57	2,738.96	784.61		Y
HSBC HOLDINGS PLC NEW GB SPON ADR	Trade	424.000		08/04/09	02/11/10	21,723.66	23,202.47	(1,478.81)		Y
ITC HOLDINGS CORP	Trade	63.000		04/07/09	01/06/10	3,241.89	2,718.41	523.48		Y
JPMORGAN CHASE & CO	Trade	232.000		01/05/10	10/15/10	8,618.51	10,054.35	(1,435.84)		Y
	Trade	358.000		10/01/10	10/15/10	13,299.26	13,951.44	(652.18)		Y
	Sub-Total:	**590.000**				**21,917.77**	**24,005.79**	**(2,088.02)**		
MARATHON OIL CORP NTS 05.900% 031518 DTD031708 FC091508 CALL@M/W +40BP	Tender	1,000.000		06/23/09	04/21/10	1,039.94	1,000.43	39.51		
	Trade	1,000.000		06/23/09	05/07/10	1,081.56	1,000.43	81.13		Y
	Sub-Total:	**2,000.000**				**2,121.50**	**2,000.86**	**120.64**		
MEAD JOHNSON NUTRITION CO COM STOCK	Trade	351.000		01/15/10	11/10/10	21,005.59	16,334.38	4,671.21		Y
MEDCO HEALTH SOLUTIONS INC	Trade	225.000		10/23/09	06/03/10	13,170.60	12,991.01	179.59		Y
	Trade	44.000		10/23/09	09/03/10	1,982.83	2,540.46	(557.63)		Y
	Trade	101.000		11/27/09	09/03/10	4,551.50	6,348.52	(1,797 02)		Y
	Trade	113.000		12/11/09	09/03/10	5,092.27	7,388.55	(2,296.28)		Y
	Sub-Total:	**483.000**				**24,797.20**	**29,268.54**	**(4,471.34)**		
MICROSOFT CORP	Trade	804.000		04/12/10	10/01/10	19,668.15	24,433.24	(4,765.09)		Y
NATL AUSTRALIA BANK LTD SPON ADR	Trade	56.000		03/25/09	03/11/10	1,371.19	791.84	579.35		Y
	Trade	72.000		03/25/09	03/19/10	1,773.75	1,018.08	755.67		Y
	Trade	69.000		05/01/09	04/07/10	1,787.44	1,058.52	728.92		Y
	Trade	48.000		05/01/09	04/20/10	1,280.73	736.36	544.37		Y
	Sub-Total:	**245.000**				**6,213.11**	**3,604.80**	**2,608.31**		
NORFOLK STHN CORP	Trade	235.000		10/20/09	03/08/10	12,380.32	11,636.03	744.29		Y
OCCIDENTAL PETROLEUM CRP	Trade	112.000		02/11/10	11/16/10	9,548.01	8,957.05	590.96		Y
PARTNERRE LTD ORD	Trade	77.000		11/11/09	08/13/10	5,610.17	5,927.16	(316.99)		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
PARTNERRE LTD ORD	*Trade*	75.000		11/11/09	11/03/10	6,006.18	5,773.21	232.97		Y
	Trade	158.000		12/03/09	11/03/10	12,653.02	12,110.53	542.49		Y
	Trade	14.000		01/06/10	11/03/10	1,121.15	1,018.97	102.18		Y
	Trade	12.000		01/06/10	11/04/10	978.49	873.40	105.09		Y
	Sub-Total:	**336.000**				**26,369.01**	**25,703.27**	**665.74**		
PLUM CREEK TIMBER CO INC REIT	*Trade*	244.000		08/03/09	04/23/10	10,483.52	7,742.27	2,741.25		Y
PRAXAIR INC	*Trade*	10.000		08/03/09	02/22/10	769 99	780.84	(10.85)		Y
	Trade	226.000		08/03/09	03/02/10	17,403.51	17,647.07	(243.56)		Y
	Sub-Total:	**236.000**				**18,173.50**	**18,427.91**	**(254.41)**		
RANGE RESOURCES CORP	*Trade*	93.000		04/09/10	10/29/10	3,419.29	4,681.17	(1,261.88)		Y
SCHWAB CHARLES CORP NEW	*Trade*	1,266.000		09/24/09	02/10/10	22,535.15	23,576.21	(1,041.06)		Y
	Trade	406.000		01/06/10	02/10/10	7,226 91	7,878.47	(651.56)		Y
	Sub-Total:	**1,672.000**				**29,762.06**	**31,454.68**	**(1,692.62)**		
SUNCOR ENERGY INC NEW CAD	*Trade*	84.000		05/05/09	02/16/10	2,520.23	2,315.80	204.43		Y
TEEKAY CORP	*Trade*	122.000		09/16/09	05/19/10	3,051.41	2,573.10	478.31		Y
	Trade	31.000		09/17/09	05/19/10	775.36	647.31	128.05		Y
	Sub-Total:	**153.000**				**3,826.77**	**3,220.41**	**606.36**		
US TSY NOTE 02.250 % DUE 05/31/14 DTD 05/31/09 FC 11/30/09	*Trade*	2,000.000		10/08/09	02/09/10	2,020.38	2,014.15	6 23		Y
VERISK ANALYTICS INC CL A	*Trade*	26.000		10/12/09	06/17/10	792.98	720.54	72.44		Y
	Trade	60.000		10/12/09	06/21/10	1,830.06	1,662.79	167.27		Y
	Sub-Total:	**86.000**				**2,623.04**	**2,383.33**	**239.71**		
VISA INC CL A	*Trade*	88.000		02/11/10	12/14/10	7,111.53	7,443.74	(332.21)		Y
	Trade	81.000		04/29/10	12/14/10	6,545.84	7,554 26	(1,008.42)		Y
	Trade	176.000		04/30/10	12/14/10	14,223.06	16,169.88	(1,946.82)		Y
	Trade	64.000		06/29/10	12/14/10	5,172.02	4,633.50	538.52		Y
	Sub-Total:	**409.000**				**33,052.45**	**35,801.38**	**(2,748.93)**		

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
VORNADO REALTY TRUST	*Trade*	1.000		04/22/09	01/20/10	69.99	45.89	24.10		Y
	Trade	5.000		06/12/09	02/10/10	316.14	240.49	75.65		Y
	Trade	2.000		09/14/09	02/10/10	126.45	108.54	17.91		Y
	Trade	1.000		12/14/09	02/10/10	63.23	68.77	(5.54)		Y
	Trade	16.000		04/22/09	02/10/10	1,011.63	734.23	277.40		Y
	Trade	204.000		07/23/09	02/10/10	12,898.32	10,193.82	2,704.50		Y
	Sub-Total:	**229.000**				**14,485.76**	**11,391.74**	**3,094.02**		
YAHOO INC	*Trade*	1,168.000		04/09/10	08/12/10	16,215.88	20,291.90	(4,076.02)		Y
Total Short-Term Gain/Loss						**538,741.86**	**529,312.61**	**9,429.25**		

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
AMER TOWER CORP CL A	*Trade*	155.000		07/07/08	01/14/10	6,888.93	6,310.55	578.38		Y
BAYER A G SPON ADR	*Trade*	14.000		05/29/08	02/26/10	923.16	1,229.20	(306.04)		Y
	Trade	13.000		05/29/08	03/10/10	931.17	1,141.40	(210.23)		Y
	Trade	26.000		05/29/08	11/04/10	2,053.12	2,282.80	(229.68)		Y
	Trade	19.000		05/29/08	11/15/10	1,439.28	1,668.20	(228.92)		Y
	Sub-Total:	**72.000**				**5,346.73**	**6,321.60**	**(974.87)**		
BNP PARIBAS SA ADR	*Trade*	16.000		05/29/08	01/13/10	672.03	812.80	(140.77)		Y
	Trade	31.000		01/07/09	01/13/10	1,302.05	731.60	570.45		Y
	Sub-Total:	**47.000**				**1,974.08**	**1,544.40**	**429.68**		
C H ROBINSON WORLDWIDE INC NEW	*Trade*	251.000		05/29/08	04/09/10	14,149.18	16,105.96	(1,956.78)		Y
	Trade	19.000		05/29/08	10/13/10	1,349.59	1,219.18	130.41		Y
	Trade	10.000		06/06/08	10/13/10	710.31	625.11	85.20		Y
	Sub-Total:	**280.000**				**16,209.08**	**17,950.25**	**(1,741.17)**		
CANADIAN NAT RESOURCES LTD CAD	*Trade*	6.000		05/05/09	05/13/10	430.02	300.20	129.82		Y
CANON INC ADR JAPAN SPON ADR	*Trade*	35.000		05/29/08	03/29/10	1,597.00	1,852.20	(255 20)		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 CAD	Trade	492.000		05/29/08	02/17/10	22,058.28	22,541.87	(483.59)		Y
EXPEDITORS INTL WASH INC	Trade	44.000		06/16/08	01/15/10	1,518.07	1,947.95	(429.88)		Y
	Trade	199.000		06/16/08	01/21/10	7,011.91	8,810.07	(1,798.16)		Y
	Sub-Total:	**243.000**				**8,529.98**	**10,758.02**	**(2,228.04)**		
GENL MILLS INC MW +20BP 06.000% 021512 DTD022102 FC081502 NTS	Tender	2,000.000		01/09/09	05/11/10	2,112.78	2,118.08	(5.30)		
HOUSEHOLD FIN CORP NTS 04.750% 071513 DTD072103 FC011504	Trade	2,000.000		01/09/09	02/05/10	2,109.18	2,000.76	108.42		Y
ITC HOLDINGS CORP	Trade	151.000		04/07/09	10/01/10	9,356.03	6,515.56	2,840.47		Y
JPMORGAN CHASE & CO	Trade	35.000		01/07/09	05/11/10	1,453.69	996.04	457.65		Y
	Trade	252.000		04/02/09	05/11/10	10,466.56	7,147.25	3,319.31		Y
	Trade	85.000		04/02/09	10/15/10	3,157.65	2,410.78	746.87		Y
	Trade	144.000		05/07/09	10/15/10	5,349.42	5,142.23	207.19		Y
	Sub-Total:	**516.000**				**20,427.32**	**15,696.30**	**4,731.02**		
NATL AUSTRALIA BANK LTD SPON ADR	Trade	72.000		01/07/09	03/02/10	1,654.54	1,051.20	603.34		Y
	Trade	13.000		01/07/09	03/11/10	318.31	189.80	128.51		Y
	Trade	1.000		03/25/09	04/07/10	25.90	14.14	11.76		Y
	Sub-Total:	**86.000**				**1,998.75**	**1,255.14**	**743.61**		
NEXTERA ENERGY INC COM	Trade	161.000		03/18/09	10/01/10	8,738.09	7,640.83	1,097.26		Y
	Trade	191.000		03/18/09	12/23/10	9,956.03	9,064.59	891.44		Y
	Trade	114.000		04/02/09	12/23/10	5,942.34	5,885.33	57.01		Y
	Trade	136.000		05/05/09	12/23/10	7,089.11	7,757.55	(668.44)		Y
	Sub-Total:	**602.000**				**31,725.57**	**30,348.30**	**1,377.27**		
NIPPON TELEG & TEL CORP SPON ADR	Trade	66.000		05/29/08	06/07/10	1,309 67	1,592.59	(282.92)		Y
	Trade	52.000		05/29/08	06/16/10	1,032.86	1,254.77	(221.91)		Y
	Trade	10.000		06/06/08	06/16/10	198.63	239.00	(40.37)		Y
	Trade	3.000		01/07/09	06/16/10	59.59	74 31	(14.72)		Y
	Sub-Total:	**131.000**				**2,600.75**	**3,160.67**	**(559.92)**		

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
NOVARTIS AG SPON ADR	*Trade*	28.000		05/29/08	02/11/10	1,492.83	1,478.03	14.80		Y
PHILIP MORRIS INTL INC	*Trade*	204.000		07/24/09	10/05/10	11,279.35	9,424.21	1,855.14		Y
	Trade	223.000		07/24/09	12/10/10	13,256.57	10,301.95	2,954.62		Y
	Trade	212.000		09/14/09	12/10/10	12,602.65	10,165.46	2,437.19		Y
	Sub-Total:	**639.000**				**37,138.57**	**29,891.62**	**7,246.95**		
PLUM CREEK TIMBER CO INC REIT	*Trade*	378.000		08/03/09	09/03/10	13,346.84	11,994.17	1,352.67		Y
PROCTER & GAMBLE CO	*Trade*	147.000		05/29/08	10/01/10	8,823.98	9,640.26	(816.28)		Y
	Trade	37.000		02/10/09	10/01/10	2,221.00	1,955.66	265.34		Y
	Sub-Total:	**184.000**				**11,044.98**	**11,595.92**	**(550.94)**		
RANGE RESOURCES CORP	*Trade*	220.000		03/30/09	10/29/10	8,088.65	9,132.49	(1,043.84)		Y
	Trade	232.000		04/02/09	10/29/10	8,529.84	10,247.79	(1,717.95)		Y
	Trade	99.000		10/21/09	10/29/10	3,639.89	5,929.85	(2,289.96)		Y
	Sub-Total:	**551.000**				**20,258.38**	**25,310.13**	**(5,051.75)**		
SASOL LTD SPON ADR	*Trade*	38.000		05/29/08	08/31/10	1,435.29	2,424.28	(988.99)		Y
	Trade	38.000		05/29/08	09/27/10	1,689.29	2,424.28	(734.99)		Y
	Trade	8.000		01/07/09	09/27/10	355.64	256.56	99.08		Y
	Trade	21.000		01/07/09	10/18/10	968.65	673.47	295.18		Y
	Trade	36.000		03/25/09	10/18/10	1,660.54	1,107.63	552.91		Y
	Sub-Total:	**141.000**				**6,109.41**	**6,886.22**	**(776.81)**		
SIEMENS A G SPON ADR	*Trade*	16.000		01/07/09	09/24/10	1,702.61	1,192.76	509.85		Y
	Trade	17.000		01/07/09	10/20/10	1,951.63	1,267.31	684.32		Y
	Trade	26.000		01/07/09	11/04/10	3,090.05	1,938.24	1,151.81		Y
	Sub-Total:	**59.000**				**6,744.29**	**4,398.31**	**2,345.98**		
STORA ENSO OYJ REPSTG SER R SHS SPON ADR	*Trade*	195.000		05/29/08	06/11/10	1,524.42	2,367.30	(842.88)		Y
	Trade	117.000		05/29/08	06/17/10	962.34	1,420.38	(458.04)		Y
	Trade	81.000		01/07/09	06/17/10	666.24	649.62	16.62		Y
	Sub-Total:	**393.000**				**3,153.00**	**4,437.30**	**(1,284.30)**		
SUNCOR ENERGY INC NEW CAD	*Trade*	1.000		07/11/08	02/11/10	29.99	59.78	(29.79)		Y
	Trade	181.000		07/11/08	02/16/10	5,430.51	10,820.76	(5,390.25)		Y
	Sub-Total:	**182.000**				**5,460.50**	**10,880.54**	**(5,420.04)**		

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
TOYOTA MOTOR CORP NEW JAPAN SPON ADR	Trade	17.000		05/29/08	01/12/10	1,510.08	1,681.76	(171.68)		Y
UNILEVER PLC AMER SHS NEW SPON ADR	Trade	41.000		05/29/08	08/03/10	1,179.25	1,335.92	(156.67)		Y
UNITED STATES TREAS BOND	Trade	3,000.000		01/20/09	07/01/10	3,269.99	3,762.20	(492.21)		Y
04.375 % DUE 02/15/38	Trade	2,000.000		02/04/09	07/01/10	2,179.99	2,238.91	(58.92)		Y
DTD 02/15/08 FC 08/15/08										
	Sub-Total:	**5,000.000**				**5,449.98**	**6,001.11**	**(551.13)**		
UPM KYMMENE CORP SPON ADR	Trade	47.000		05/29/08	04/16/10	660.33	911.80	(251.47)		Y
	Trade	125.000		05/29/08	04/21/10	1,792.22	2,425 00	(632.78)		Y
	Trade	81.000		05/29/08	09/02/10	1,202.53	1,571.40	(368.87)		Y
	Trade	67.000		01/07/09	09/02/10	994.68	867.65	127.03		Y
	Sub-Total:	**320.000**				**4,649.76**	**5,775.85**	**(1,126.09)**		
VERISK ANALYTICS INC CL A	Trade	162.000		10/12/09	12/03/10	5,114.25	4,489.54	624.71		Y
VODAFONE GROUP PLC NEW SPON ADR	Trade	22.000		08/14/09	11/03/10	615.19	464.59	150.60		Y
	Trade	44.000		08/24/09	11/03/10	1,230.39	951.53	278.86		Y
	Sub-Total:	**66.000**				**1,845.58**	**1,416.12**	**429.46**		
Total Long-Term Gain/Loss						**257,862.18**	**256,246.44**	**1,615.74**		

	Purchase	Sale	Gains	Losses	Net Gain/Loss
Short-term Gain/Loss:	$ 366,794.82	$ 385 696.87	$ 35 959 15	$ (17.057.10)	$ 18 902.05
Long-term Gain/Loss:	34,608.33	30,188.03	1.169.93	(5,590.23)	(4,420 30)
Sub Total:	$ 401,403.15	$ 415,884.90	$ 37.129.08	$ (22.647.33)	$ 14.481.75
Total:	$ 401,403.15	$ 415,884.90	$ 37.129.08	$ (22.647.33)	$ 14.481.75

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*
ADOBE SYSTEMS INC (DELAWARE)	*Trade*	450.000		04/14/10	06/29/10	12.257.08	15,686.89	(3,429.81)		Y
BANK OF NOVA SCOTIA CANADA CAD	*Trade*	20 000		05/05/09	01/26/10	855.74	617.37	238.37		Y
BERKSHIRE HATHAWAY INC NEW CL B	*Trade*	150.000		03/31/09	01/29/10	11,552 03	8,729.98	2,822.05		Y
	Trade	100.000		07/13/09	04/16/10	8.159.84	5,668.83	2,491.01		
	Trade	150.000		03/26/10	04/16/10	12.239.79	12.243 98	(4.19)		
	Sub-Total:	**400.000**				**31.951.66**	**26.642.79**	**5.308.87**		

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
BHP BILLITON LTD SPON ADR	*Trade*	160.000		10/06/09	01/15/10	12,675.46	10,613.72	2,061.74		Y
	Trade	70.000		10/06/09	01/26/10	5,133.25	4,643.50	489.75		Y
	Trade	70.000		11/23/09	01/26/10	5,133.25	5,220.95	(87.70)		Y
	Sub-Total:	**300.000**				**22,941.96**	**20,478.17**	**2,463.79**		
CALL NYSE EURONEXT DUE 11/20/10 30.000 346NZ4	*Expired*	(4.000)		11/22/10	10/05/10	335.99		335.99		
COCA COLA CO COM	*Trade*	400.000		05/28/10	08/20/10	22,343.61	20,682.16	1,661.45		
COLGATE PALMOLIVE CO	*Trade*	100.000		04/17/09	01/26/10	8,036.31	6,109.97	1,926.34		Y
CSX CORPORATION	*Trade*	300.000		04/14/10	05/25/10	14,685.56	16,576.90	(1,891.34)		Y
FEDERATED PRUDENT BEAR FUND CLASS A	*Trade*	854.304		07/23/10	12/31/10	4,040.86	4,468.01	(427.15)		Y
GENL MILLS INC	*Trade*	300.000		07/06/09	01/26/10	21,263.95	17,867.93	3,396.02		Y
GILEAD SCIENCES INC	*Trade*	40.000		06/02/09	01/26/10	1,797.55	1,718.42	79.13		Y
HARRIS CORP DELA	*Trade*	400.000		08/13/09	01/26/10	18,291.25	13,736.65	4,554.60		Y
IPATH S&P 500 VIX SHORT TERM FUTURES ETF *REVERSE SPLIT EFF 11/10	*Trade*	550.000		12/31/09	01/19/10	15,269.58	18,441.26	(3,171.68)		Y
NYSE EURONEXT	*Trade*	600.000		03/02/10	04/16/10	17,837.69	16,413.15	1,424.54		
PEPSICO INC	*Trade*	270.000		06/02/09	01/26/10	16,301.89	15,003 57	1,298.32		Y
PETROLEO BRASILEIRO SA PETROBRAS NON VTG SPON ADR	*Trade*	500.000		07/23/09	01/26/10	18,355.40	17,237.09	1,118.31		Y
PIMCO STOCKPLUS TRUST SHORT STRATEGY FUND A	*Trade*	14.079		09/16/10	12/31/10	59.69	67.30	(7.61)		Y
	Trade	3,967.908		08/26/10	12/31/10	16,823 93	20,633 12	(3,809.19)		Y
	Sub-Total:	**3,981.987**				**16,883.62**	**20,700.42**	**(3,816.80)**		

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
QUALCOMM INC	Trade	500.000		03/23/10	05/20/10	17,824 30	20.243.72	(2.419.42)		Y
SOWSTN ENERGY CO	Trade	500.000		09/08/09	01/15/10	24 974 66	19.563.03	5.411 63		
	Trade	400.000		03/09/10	06/18/10	17.639.69	17.565.10	74.59		
	Sub-Total:	**900.000**				**42.614.35**	**37.128.13**	**5.486.22**		
SPDR GOLD TRUST	Trade	200 000		06/07/10	11/19/10	26.877 54	24.347.03	2,530.51		
TEVA PHARMACEUTICALS IND	Trade	260.000		02/23/09	01/26/10	14.805 43	11 861.42	2,944.01		Y
LTD ISRAEL ADR	Trade	140 000		01/04/10	01/26/10	7 972.15	8 116 11	(143.96)		Y
	Sub-Total:	**400.000**				**22,777.58**	**19,977.53**	**2.800.05**		
VERIZON COMMUNICATIONS INC	Trade	500 000		12/24/09	01/26/10	15,042.04	16.707.09	(1.665 05)		Y
WISDOMTREE DREYFUS CHINESE YUAN FUND	Trade	620 000		12/15/09	11/23/10	15.716.84	15,661.20	55.64		Y
XL CAPITAL LTD CL A "NAME CHANGE EFF. 07/20"	Trade	80.000		02/11/09	01/14/10	1,394.52	349 37	1.045.15		Y
Total Short-Term Gain/Loss						**385.696.87**	**366,794.82**	**18,902.05**		

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
BERKSHIRE HATHAWAY INC NEW CL B	Trade	50 000		03/31/09	04/16/10	4,079.92	2,909 99	1,169 93		
FEDERATED PRUDENT BEAR FUND CLASS A	Trade	1,734 653		08/28/09	12/31/10	8,204.91	10.095 68	(1,890 77)		Y
	Trade	867.698		09/09/09	12/31/10	4,104.21	5.058 68	(954.47)		Y
	Trade	1,019.158		09/18/09	12/31/10	4 820.62	5.819.39	(998 77)		Y
	Trade	334.389		10/05/09	12/31/10	1,581.66	1,936.11	(354 45)		Y
	Trade	676 934		10/22/09	12/31/10	3,201.90	3.804 37	(602 47)		Y
	Trade	886 852		11/09/09	12/31/10	4,194.81	4,984.11	(789 30)		Y
	Sub-Total:	**5.519.684**				**26,108.11**	**31,698.34**	**(5.590.23)**		
Total Long-Term Gain/Loss						30,188.03	34,608.33	(4.420.30)		

	Purchase	Sale	Gains	Losses	Net Gain/Loss
Short-term Gain/Loss:	$ 177,065.65	$ 185,446.20	$ 8,448.05	$ (67.50)	$ 8,380.55
Long-term Gain/Loss:	44,719.88	51,680.80	6,960.92		6,960.92
Sub Total:	**$ 221,785.53**	**$ 237,127.00**	**$ 15,408.97**	**$ (67.50)**	**$ 15,341.47**
Total:	**$ 221,785.53**	**$ 237,127.00**	**$ 15,408.97**	**$ (67.50)**	**$ 15,341.47**

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 B/E 05.125% 040119 DTD030309 FC100109 CALL@MW+35BP	Trade	5,000.000		05/29/09	03/30/10	5,231.55	5,057.45	174.10		Y
AMERIGAS PARTNER EAGLE 07.125% 052016 DTD012806 FC052006	Trade	2,000.000		07/22/09	03/30/10	2,010.00	1,910.00	100.00		Y
	Trade	3,000.000		07/22/09	06/16/10	2,970.00	2,865.00	105.00		Y
	Sub-Total:	**5,000.000**				**4,980.00**	**4,775.00**	**205.00**		
APACHE CORP NTS 06.900% 091518 DTD100108 FC031509 CALL@MW+50BP	Trade	5,000.000		04/28/09	03/30/10	5,801.60	5,467.80	333.80		Y
AT&T INC NTS B/E 05.800% 021519 DTD020309 FC081509 CALL@MW+45BP	Trade	5,000.000		06/04/09	03/30/10	5,328.85	5,152.95	175.90		Y
BEAR STEARNS COS INC NTS 06.400% 100217 DTD100207 FC040208	Trade	5,000.000		04/28/09	03/30/10	5,505.70	4,873.65	632.05		Y
BECTON DICKINSON & CO 05.000% 051519 DTD051509 FC111509 NTS	Trade	5,000.000		05/11/09	03/30/10	5,145.35	4,967.40	177.95		Y
BIOMET INC NTS 10.375% 101517 DTD041508 FC101508 CALL@MW+50BP	Trade	2,000.000	1.950.00	06/03/09	03/30/10	2,195.00	1,950.00	245.00		
BK OF NY MED TERM NTS 05.450% 051519 DTD051209 FC111509	Trade	5,000.000		05/05/09	03/30/10	5.272.05	5,037.95	234.10		Y
BRISTOL MYERS SQUIBB CO 05.450% 050118 DTD050108 FC110108 NTS CAL@MW+30BP	Trade	5,000.000		04/22/09	03/30/10	5,358.55	5,177.35	181.20		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
CATERPILLAR FINL SVCS 07 150% 021519 DTD021209 FC081509 NTS	*Trade*	5,000.000		05/08/09	03/30/10	5,841.55	5,084.75	756.80		Y
CHESAPEAKE ENERGY CORP 09.500% 021515 DTD020209 FC081509 NTS	*Trade*	2,000.000	1,970.00	05/18/09	03/30/10	2,175 00	1,973.55	201.45		Y
	Trade	2,000.000		04/06/10	07/22/10	2,250.00	2,165.00	85.00		Y
	Sub-Total:	**4,000.000**				**4,425.00**	**4,138.55**	**286.45**		
COMCAST CORP NEW 06.500% 011517 DTD071406 FC011507 MW+25BPS	*Trade*	5,000.000		04/13/09	03/30/10	5,532.65	4,996.95	535.70		Y
COMMUNITY HEALTH SYSTEMS 08.875% 071515 DTD072507 FC011508 CALL @M/W +50BP	*Trade*	2,000.000		05/29/09	03/30/10	2,077.50	1,977.50	100.00		Y
CONOCOPHILLIPS NTS B/E 06.000% 011520 DTD052109 CALL @ MW +50BPS	*Trade*	5,000.000		05/19/09	03/30/10	5,532.55	5,062.00	470.55		Y
CONSTELLATION BRANDS INC 07.250% 090116 DTD081506 FC030107 CALL@M/W+50BP	*Trade*	2,000.000		04/08/09	03/30/10	2,055.00	1,940.00	115.00		Y
CROWN CASTLE INT CORP 09.000% 011515 DTD012709 FC071509 M\W +50BP	*Trade*	2,000.000		12/23/09	03/30/10	2,180.00	2,142.50	37.50		Y
	Trade	3,000.000		12/23/09	11/22/10	3,322.50	3,213.75	108.75		Y
	Sub-Total:	**5,000.000**				**5,502.50**	**5,356.25**	**146.25**		
CSC HLDGS INC 07.625% 071518 DTD072198 FC011599 SENIOR NOTES	*Trade*	2,000.000		06/10/09	03/30/10	2,085.00	1,880 00	205.00		Y
DANAHER CORP 05.625% 011518 DTD121107 FC071508 CALL@M/W+25BPS	*Trade*	5,000.000		06/02/09	03/30/10	5,404.85	5,111.20	293.65		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
DOLLAR GENL CORP NTS	*Trade*	2,000.000		04/30/09	03/30/10	2,191 00	2,095.00	96.00		Y
10.625% 071515 DTD011508	*Trade*	3,000.000		04/30/09	04/28/10	3,341.25	3,142.50	198.75		Y
CALL @M W +50BP										
	Sub-Total:	**5,000.000**				**5,532.25**	**5,237.50**	**294.75**		
EMERSON ELEC CO NTS 05.000% 041519 DTD041709 FC101509 CALL@MW+37.5BP	*Trade*	5,000.000		04/15/09	03/30/10	5,171.75	5,035.55	136.20		Y
EOG RESOURCES INC NTS 05.625% 060119 DTD052109 FC120109 M/W +37.5BP	*Trade*	5,000.000		05/18/09	03/30/10	5,366.35	5,075.70	290.65		Y
FERRELLGAS PARTNERS LP 08.750% 061512 DTD092402 FC121502 NTS B/E	*Trade*	5,000.000		06/05/09	03/16/10	5,031.25	4,700.00	331.25		Y
FORD MOTOR CREDIT CO LLC	*Redemption*	335.000		10/25/10	12/23/10	8,375.00	8,391.75	(16.75)		Y
7.375% SENIOR NOTES B/E	*Redemption*	115.000		11/02/10	12/23/10	2,875.00	2,909.50	(34.50)		Y
DUE 10/15/31 CALLABLE										
	Sub-Total:	**450.000**				**11,250.00**	**11,301.25**	**(51.25)**		
FORD MOTOR CREDIT CO NTS 07.000% 100113 DTD092303 FC040104 GLOBAL	*Trade*	5,000.000		12/28/09	04/06/10	5,162.50	5,025.00	137.50		Y
FORD MOTOR CREDIT CO LLC 07.000% 041515 DTD040910 FC101510 NTS B/E	*Trade*	5,000.000		04/06/10	07/28/10	5,168.75	4,973.90	194.85		Y
GSC HOLDINGS	*Trade*	1,000.000		10/20/09	03/23/10	1,038.75	1,040.00	(1.25)		Y
08.000% 100112 DTD040106	*Trade*	4,000.000		10/20/09	04/29/10	4,145.00	4,160.00	(15.00)		Y
FC100106 CALL@M/W+75BP										
	Sub-Total:	**5,000.000**				**5,183.75**	**5,200.00**	**(16.25)**		
LESLIES POOLMART NTS B/E 07.750% 020113 DTD012505 FC080105	*Trade*	5,000.000		10/13/09	08/20/10	5,043 75	4,993.75	50.00		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
NALCO CO NTS B/E	*Trade*	3,000.000		05/05/09	01/11/10	3,090.00	3,082.50	7.50		Y
08.875% 111513 DTD051504	*Trade*	2,000.000		05/05/09	04/29/10	2,062.50	2,055.00	7.50		Y
FC111504										
	Sub-Total:	**5,000.000**				**5,152.50**	**5,137.50**	**15.00**		
PIONEER NAT RES CO	*Trade*	5,000.000		08/26/09	05/12/10	5,025.00	4,612.50	412.50		Y
06.650% 031517 DTD031207										
FC091507 MW T+50BP										
PSYCHIATRIC SOLUTIONS	*Trade*	1,000 000		09/16/09	09/09/10	1,038.75	970.00	68.75		Y
07.750% 071515 DTD070605										
CALL@MW+50BP INC B/E										
QWEST CORP B/E	*Trade*	10,000.000		08/18/10	09/09/10	9,876.00	9,750.00	126.00		Y
06.875% 091533 DTD091593										
FC031594										
SILGAN HOLDINGS INC NTS	*Trade*	2,000.000		07/22/09	03/23/10	2,030.00	1,975.00	55.00		Y
06.750% 111513 DTD111403	*Trade*	3,000.000		07/22/09	04/21/10	3,075.00	2,962.50	112.50		Y
FC051504 B/E										
	Sub-Total:	**5,000.000**				**5,105.00**	**4,937.50**	**167.50**		
STEWART ENTERPRISES INC	*Trade*	5,000.000		09/08/09	05/26/10	4,893.75	4,787 50	106.25		Y
06 250% 021513 DTD021506										
FC081506 NTS B/E										
SUBURBAN PROPANE	*Tender*	5,000.000		07/30/09	03/23/10	4,977.10	4,812.50	164.60		
06.875% 121513 DTD122303										
FC061504 PARTNERS NOTES										
TEEKAY SHIPPING MW+50BP	*Trade*	5,000.000		04/21/09	03/31/10	5,237.50	4,850.00	387.50		Y
08.875% 071511 DTD062201										
FC011502 NTS										
TRANSOCEAN SEDCO FOREX	*Trade*	2,000 000		06/16/10	10/21/10	1,962 50	1,785.00	177.50		Y
01.500% 121537 DTD121107										
FC061508 CONV NTS SER B										

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
TRANSOCEAN SEDCO FOREX 01 500% 121537 DTD121107 FC061508 NTS CONV	Trade	1,000.000		06/22/10	10/21/10	967.50	861.25	106.25		Y
VIDEOTRON LTEE B/E 06.875% 011514 DTD100803 FC071504	Trade	5,000.000		10/08/09	06/28/10	5,025.00	5,012.50	12.50		Y
Total Short-Term Gain/Loss						**185,446.20**	**177,065.65**	**8,380.55**		

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
CHESAPEAKE ENERGY CORP 09.500% 021515 DTD020209 FC081509 NTS	Trade	3,000.000	2,955.00	05/18/09	07/22/10	3,375.00	2,962.33	412.67		Y
MEDIACOM BROADBAND LLC 08.500% 101515 DTD021306 CALL@M/W+50BP NTS	Trade	5,000.000		06/08/09	11/12/10	5,200.00	4,600.00	600.00		Y
MERRILL LYNCH & CO INC 05.000% 011515 DTD112204 FC011505 NOTES	Trade	15,000.000		05/21/09	12/08/10	15,376.80	13,118.70	2,258.10		Y
NBTY NTS B/E 07.125% 100115 DTD040106 FC100106 CALL@MW+50BP	Trade	5,000.000		08/19/09	09/29/10	5,193.75	4,800.00	393.75		Y
PSYCHIATRIC SOLUTIONS 07.750% 071515 DTD070605 CALL@MW+50BP INC B/E	Trade	4,000.000		05/04/09	09/09/10	4,155.00	3,660.00	495.00		Y
XTO ENERGY INC 06.250% 080117 DTD071907 FC020108 CALL@M/W+20BPS	Tender	15,000.000		06/03/09	11/18/10	18,380.25	15,578.85	2,801.40		Y
Total Long-Term Gain/Loss						**51,680.80**	**44,719.88**	**6,960.92**		

BAYLEY FAMILY FOUNDATION
GRANTS AND ALLOCATIONS PAID DURING 2010

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Jewish Family Service 1601 - 16th Avenue Seattle, WA 98122	None Exempt	Human Services	30,000 00
University of Washington Medical Development Box 358045 Seattle, WA 98105-9950	None Exempt	Health	50,000 00
Congregation Beth Shalom 6800 - 35th Ave NE Seattle, WA 98115	None Exempt	Religious	20,000 00
Make the Dash Count Foundation 5114 Point Fosdick Drive NW, #E Gig Harbor, WA 98335	None Exempt	Youth Social Services	15,000 00
American Friends of Leket Israel 1402 Teaneck Road, Suite #223 Teaneck, NJ 07666-5000	None Exempt	Human Services	2,500 00
Hope for Heroism 5901 Wilson Avenue South Seattle, WA 98118	None Exempt	Human Services	25,000 00
Jewish Federation of Greater Seattle 2031 Third Avenue Seattle, WA 98121	None Exempt	Human Services	32,500 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	200,000 00

BAYLEY FAMILY FOUNDATION
20-8113775
2010 FORM 990-PF
ATTACHMENT D
PAGE 1 OF 1

Form **8868**

(Rev January 2011)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- 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

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs gov/efile* and click on *e-file for Charities & Nonprofits*

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

COPY

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 1000 SECOND AVENUE, 34TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SEATTLE, WA 98104-1022	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

Telephone No. ▶ 206 667-0300 FAX 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 is for

COPY

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 11 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ ☒ calendar year 20 10 or

▶ ☐ tax year beginning ______________, 20____, and ending ______________, 20____

2 If the tax year entered in line 1 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**	$ 2,663.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 448.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**3c**	$ 2,215.

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 Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev 1-2011)

JSA
0F8054 4 000