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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

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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
BARON & BLUE FOUNDATION

% LARA ASHMORE

Number and street (or P O box number if mail is not delivered to street address)
3811 TURTLE CREEK BLVD SUITE 800

Room/suite

City or town, state, and ZIP code
DALLAS, TX 75219

A Employer identification number
75-2965720

B Telephone number (see page 10 of the instructions)
(214) 692-5789

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 foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 4,728,471

J Accounting method ☒ Cash ☐ Accrual

☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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.	154,675	154,675		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	233,070			
	b Gross sales price for all assets on line 6a _____ 1,112,706				
	7 Capital gain net income (from Part IV , line 2)		233,070		
	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)	 718	718		
	12 Total. Add lines 1 through 11	388,463	388,463		
	13 Compensation of officers, directors, trustees, etc	8,343	834		
	14 Other employee salaries and wages	54,664	5,466		
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	 3,212	1,606	0	0
	c Other professional fees (attach schedule)	 52	26		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	 13,873	1,969		
	19 Depreciation (attach schedule) and depletion	 427			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 18,539	10,049		
	24 Total operating and administrative expenses. Add lines 13 through 23	99,110	19,950	0	0
	25 Contributions, gifts, grants paid	616,700			616,700
	26 Total expenses and disbursements. Add lines 24 and 25	715,810	19,950	0	616,700
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-327,347			
	b Net investment income (if negative, enter -0-)		368,513		
c Adjusted net income (if negative, enter -0-)					

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		28,909	20,542	20,542	
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	145,011	28,476	28,476
	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			
	10a	Investments—U S and state government obligations (attach schedule)	58,979	0	0
	b	Investments—corporate stock (attach schedule)	2,532,913	2,198,878	3,389,897
	c	Investments—corporate bonds (attach schedule).	987,471	1,173,467	1,284,219
	11	Investments—land, buildings, and equipment basis ▶ _____ 4,786 Less accumulated depreciation (attach schedule) ▶ _____ 4,449	764	337	337
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	0	5,000	5,000	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,754,047	3,426,700	4,728,471	
Liabilities	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,754,047	3,426,700	
	30	Total net assets or fund balances (see page 17 of the instructions)	3,754,047	3,426,700	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,754,047	3,426,700		

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	3,754,047
2	Enter amount from Part I, line 27a	2	-327,347
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	3,426,700
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,426,700

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 Additional Data Table				
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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 See Additional Data Table			
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	233,070
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))
2010	472,500	5,219,460	0 090527
2009	596,000	4,725,097	0 126135
2008	947,808	6,196,001	0 152971
2007	713,300	6,482,757	0 11003
2006	459,153	4,031,721	0 113885

2 Total of line 1, column (d).	2	0 593548
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 11871
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	5,086,068
5 Multiply line 4 by line 3.	5	603,767
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,685
7 Add lines 5 and 6.	7	607,452
8 Enter qualifying distributions from Part XII, line 4.	8	616,700

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	3,685
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	3,685
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	3,685
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,200	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	2,500	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	7,700
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	4,015
11		Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 4,000	Refunded ☐	11	15

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	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	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	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?	6		No
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ TX			
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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  www.baronandbluefdn.org	13	Yes	
14	The books are in care of  LARA ASHMORE Telephone no  (214) 692-5789 Located at  3811 TURTLE CREEK BLVD SUITE 800 DALLAS TX ZIP +4  75219			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here  and enter the amount of tax-exempt interest received or accrued during the year. 	15		
16	At any time during calendar year 2011, 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	Yes	No
See 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 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. 	1b		
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 2011?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?.  Yes  No If "Yes," list the years  20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?.  Yes  No			
b	If "Yes," did it have excess business holdings in 2011 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 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)? Organizations relying on a current notice regarding disaster assistance check here.	☐	5b	
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes ☐ No		
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
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	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
See Additional Data Table				
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
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
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see 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	
2	
All other program-related investments. See page 24 of the instructions	
3	
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	4,997,326
b	Average of monthly cash balances.	1b	161,409
c	Fair market value of all other assets (see page 24 of the instructions).	1c	4,786
d	Total (add lines 1a, b, and c).	1d	5,163,521
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	5,163,521
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	77,453
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,086,068
6	Minimum investment return. Enter 5% of line 5.	6	254,303

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	254,303
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	3,685
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,685
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	250,618
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	250,618
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	250,618

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	616,700
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	616,700
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	3,685
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	613,015
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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				250,618
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.			0	
b	Total for prior years 2009 , 2008 , 2007		0		
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				274,261
b	From 2007.				399,340
c	From 2008.				651,676
d	From 2009.				361,826
e	From 2010.				216,449
f	Total of lines 3a through e.	1,903,552			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 616,700				
a	Applied to 2010, but not more than line 2a			0	
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 2011 distributable amount.				250,618
e	Remaining amount distributed out of corpus	366,082			
5	Excess distributions carryover applied to 2011 (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	2,269,634			
b	Prior years' undistributed income Subtract line 4b from line 2b.		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
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 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	274,261			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,995,373			
10	Analysis of line 9				
a	Excess from 2007. . . .				399,340
b	Excess from 2008. . . .				651,676
c	Excess from 2009. . . .				361,826
d	Excess from 2010. . . .				216,449
e	Excess from 2011. . . .				366,082

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 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) 2011	(b) 2010	(c) 2009	(d) 2008	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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))

LISA A BLUE BARON

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

NONE

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

EXECUTIVE DIRECTOR
PO BOX 25464
DALLAS, TX 75225
(214) 692-5789

b

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

COMPLETED BARON AND BLUE FOUNDATION APPLICATION WITH THE FOLLOWING A ONE PAGE COVER LETTER GIVING A BRIEF HISTORY OF THE ORGANIZATION B DESCRIPTION OF HOW THE FUNDS WILL BE USED INCLUDE A LIST OF ANTICIPATED RESULTS AND A TIMETABLE OF IMPLEMENTATION ALSO INCLUDE HOW THE PROJECT WILL BE SUPPORTED AFTER THE GRANT PERIOD (INCLUDE PROJECTED INCOME SOURCES) THIS SHOULD BE 3 TO 4 PAGES DOUBLE-SPACED C DOCUMENTATION OF ORGANIZATION'S 501C (3) TAX EXEMPT STATUS D LIST OF BOARD OFFICERS/TRUSTEES (INCLUDE THEIR PROFESSIONS) E PROGRAM/PROJECT BUDGET (INCOME AND EXPENSES) F CURRENT OPERATING BUDGET FOR ENTIRE ORGANIZATION (INCOME AND EXPENSES) G CURRENT YTD INCOME/EXPENSE STATEMENT H IRS FORM 990 FROM LAST 2 YEARS I COPY OF ORGANIZATION ANNUAL REPORT J LIST OTHER GRANTS OR MATCHING FUNDS APPLIED FOR BY YOUR ORGANIZATION FOR THIS PROGRAM K LIST OTHER FUNDS/GRANTS RECEIVED BY YOUR ORGANIZATION FOR THIS PROGRAM L COPIES OF THE LAST TWO BOARD MEETING MINUTES

c

Any submission deadlines

APRIL 1 OCTOBER 1

d

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

THE BOARD OF DIRECTORS OF THE CORPORATION WILL AUTHORIZE CONTRIBUTIONS TO IRC SECTION 501(C)(3) ORGANIZATIONS TO SUPPORT CHARITABLE, EDUCATIONAL, RELIGIOUS, SCIENTIFIC, LITERARY OR CULTURAL PURPOSES

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	616,700
b Approved for future payment				
Total			3b	

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	154,675	
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	233,070	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a OTHER INCOME _____			14	718	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .				388,463	
13 Total. Add line 12, columns (b), (d), and (e).			13		388,463

[illegible]

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

[illegible]

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

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				
	*****			2012-10-08	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature  Bruce Levi		Date	Check if self-employed ☒
		Firm's name  LANE GORMAN TRUBITT PLLC		Firm's EIN 	
Firm's address  2626 HOWELL STREET SUITE 700 DALLAS, TX 752044064		Phone no (214) 871-7500			

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Additional Data

Software ID:
Software Version:
EIN: 75-2965720
Name: BARON & BLUE FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
700 SHS AIR PRODS & CHEMS INC	P	1993-04-06	2011-02-22
1000 SHS ANADARKO PETE CORP		2003-11-12	2011-02-22
500 SHS ANADARKO PETE CORP		2003-11-12	2011-06-10
50 SHS BERKSHIRE HATHAWAY INC DEL		1992-02-24	2011-02-22
250 SHS BERKSHIRE HATHAWAY INC DEL		1993-11-24	2011-02-22
8758 985 SHS COLUMBIA MULTI-ADVISOR INTL		2002-02-14	2011-08-30
2315 828 SHS COLUMBIA MULTI-ADVISOR INTL		2002-02-14	2011-08-30
13856 52 SHS COLUMBIA MULTI-ADVISOR INTL		2003-06-02	2011-08-30
1000 SHS DUKE RLTY CORP		2002-01-04	2011-02-22
1000 SHS DUKE RLTY CORP		2005-02-03	2011-02-22
1500 SHS DUKE RLTY CORP		2006-06-19	2011-02-22
1000 SHS EMERSON ELEC CO		1993-01-28	2011-02-22
300 SHS EMERSON ELEC CO		1993-01-28	2011-05-26
168 SHS FRONTIER COMMUNICATIONS CORP		2003-03-18	2011-02-11
25000 UNITS GENERAL ELEC CAP CORP		2004-03-25	2011-02-18
3000 SHS GENERAL ELEC CO		2006-12-15	2011-11-02
300 SHS INTERNATIONAL BUSINESS MACHS		2010-05-28	2011-11-02
400 SHS JOHNSON & JOHNSON		2006-06-19	2011-11-02
2000 SHS NOKIA CORP		1996-05-16	2011-02-11
1500 SHS NOKIA CORP		2005-01-05	2011-02-11
1500 SHS NOKIA CORP		2005-01-10	2011-02-11
200 SHS PEPSICO INC		2006-12-15	2011-05-26
300 SHS SIGMA ALDRICH CORP		1994-11-17	2011-05-26
400 SHS TEXAS INSTRS INC		2009-04-21	2011-05-26
1000 SHS WAL-MART STORES INC		2005-01-05	2011-11-02
\$61680 UNITED STATES TREAS NT		2003-07-09	2011-11-02
\$25000 WAL-MART STORES INC		2004-03-03	2011-02-15
\$25000 ABBOTT LABS		2004-03-15	2011-03-15
\$25000 ALCOA INC		2002-05-30	2011-05-26
\$50000 FEDERAL NATL MTG ASSN		2006-04-26	2011-04-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BASIS ADJUSTMENT		2000-01-01	2011-12-31
RETURN OF PRINCIPAL		2009-01-01	2011-12-31
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
65,613		14,907	50,706
80,332		21,515	58,817
36,898		10,758	26,140
4,223		880	3,343
21,114		5,272	15,842
95,736		72,425	23,311
25,312		19,149	6,163
151,452		99,993	51,459
13,623		22,367	-8,744
13,623		31,038	-17,415
20,434		50,270	-29,836
61,206		13,398	47,808
16,006		4,019	11,987
1,580		1,522	58
25,000		24,906	94
48,884		110,040	-61,156
55,480		37,494	17,986
25,530		24,609	921
18,843		4,574	14,269
14,132		23,363	-9,231
14,132		23,370	-9,238
13,991		12,597	1,394
20,598		2,628	17,970
13,606		6,851	6,755
57,029		53,495	3,534
65,005		61,121	3,884
25,000		25,193	-193
25,000		25,000	
25,708		25,381	327
50,000		50,000	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
0		1,501	-1,501
2,576		0	2,576
			5,040

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			50,706
			58,817
			26,140
			3,343
			15,842
			23,311
			6,163
			51,459
			-8,744
			-17,415
			-29,836
			47,808
			11,987
			58
			94
			-61,156
			17,986
			921
			14,269
			-9,231
			-9,238
			1,394
			17,970
			6,755
			3,534
			3,884
			-193
			327

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-1,501
			2,576

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
LISA A BLUE BARON	DIRECTOR/PRESIDENT/TREASURER 1 0	0	0	0
3811 TURTLE CREEK BLVD SUITE 800 DALLAS,TX 75219				
ROBERT M GREENBERG	DIRECTOR 1 0	0	0	0
3811 TURTLE CREEK BLVD SUITE 800 DALLAS,TX 75219				
COURTNEY BARON	DIRECTOR/VICE PRES/SECRETARY 1 0	0	0	0
3811 TURTLE CREEK BLVD SUITE 800 DALLAS,TX 75219				
LAURA MILLER	DIRECTOR 1 0	0	0	0
3811 TURTLE CREEK BLVD SUITE 800 DALLAS,TX 75219				
LARA ASHMORE	EXECUTIVE DIRECTOR 40 0	8,343	0	0
3811 TURTLE CREEK BLVD SUITE 800 DALLAS,TX 75219				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AUSTIN STREET CENTRE2929 HICKORY DALLAS,TX 75226	NONE	PUBLIC	GENERAL OPERATING SUPPORT	20,000
DALLAS LIFE FOUNDATION1100 CADIZ STREET DALLAS,TX 75215	NONE	PUBLIC	GENERAL OPERATING SUPPORT	20,000
GENESIS WOMEN'S SHELTER4411 LEMMON AVENUE STE 201 DALLAS,TX 75219	NONE	PUBLIC	ANNIE'S HOUSE PROGRAM	25,000
VOGEL ALCOVE7557 RAMBLER ROAD SUITE 262 DALLAS,TX 75231	NONE	PUBLIC	EARLY EDUCATION & CHILD DEVELOPMENT PROGRAM	20,000
INTERFAITH HOUSING COALITION5610 ROSS AVENUE DALLAS,TX 75206	NONE	PUBLIC	HOME AND HOPE FAMILY RESIDENTIAL PROGRAM	17,000
RAINBOW DAYS INC8150 N CENTRAL EXPRESSWAY SUITE 1600 DALLAS,TX 75206	NONE	PUBLIC	FAMILY CONNECTION PROGRAM	15,000
SHARED HOUSING CENTER INC 402 N GOOD LATIMER EXPWY DALLAS,TX 75204	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
DALLAS FURNITURE BANKPO BOX 815788 DALLAS,TX 75381	NONE	PUBLIC	FURNITURE FOR FAMILIES	10,000
PROMISE HOUSE224 W PAGE AVENUE DALLAS,TX 75208	NONE	PUBLIC	EMERGENCY YOUTH SHELTER	22,000
UNION GOSPEL MISSION3211 IRVING BOULEVARD DALLAS,TX 75247	NONE	PUBLIC	MEDICAL CLINICS	15,000
BRIGHTER TOMORROWS INCPO BOX 532151 GRAND PRAIRIE,TX 75053	NONE	PUBLIC	TRANSITIONAL HOUSING PROGRAM	20,000
ATTITUDES & ATTIREWORLD TRADE CENTER PO BOX 421107 DALLAS,TX 75342	NONE	PUBLIC	CLIENT SPONSORSHIP FOR WOMEN	7,500
CAPTAIN HOPE'S KIDS10555 NEWKIRK SUITE 580 DALLAS,TX 75220	NONE	PUBLIC	CAPTAIN HOPE'S CLOSET	12,000
AIDS SERVICES OF DALLASPO BOX 4338 DALLAS,TX 75208	NONE	PUBLIC	SERVICE-ENRICHED HOUSING	30,000
METRO DALLAS HOMELESS ALLIANCE1818 CORSICANA STREET DALLAS,TX 75201	NONE	PUBLIC	THE BRIDGE HOMELESS ASSISTANCE CENTER	50,000
LEGACY COUNSELING CENTER 4054 MCKINNEY AVENUE SUITE 108 DALLAS,TX 75204	NONE	PUBLIC	LEGACY FOUNDERS COTTAGE	13,000
HOMEWARD BOUND INC315 SUNSET AVENUE DALLAS,TX 75208	NONE	PUBLIC	RESIDENTIAL SCHOLARSHIPS FOR THE HOMELESS	20,000
MOSAIC FAMILY SERVICES4144 N CENTRAL EXPRESSWAY SUITE 530 DALLAS,TX 75204	NONE	PUBLIC	MOSAIC HOUSE	10,000
NEW BEGINNIG CENTER218 NORTH TENTH STREET GARLAND,TX 75040	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000
SOUPMOBILE INC3017 COMMERCE STREET DALLAS,TX 75226	NONE	PUBLIC	SOUPMOBILE VILLAGE	7,500
THE STEWPOT OF FIRST PRESBYTERIAN CHURCH408 PARK AVENUE DALLAS,TX 75201	NONE	PUBLIC	CASE MANAGEMENT	20,000
CITY SQUARE511 N AKARD STREET SUITE 302 DALLAS,TX 75201	NONE	PUBLIC	TRANSITION RESOURCE ACTION CENTER AND DESTINATION HOME	25,000
HOUSING CRISIS CENTER4210 JUNIUS STREET DALLAS,TX 75246	NONE	PUBLIC	PERMANENT SUPPORTIVE HOUSING FOR VETERANS	12,000
COMMUNITY PARTNERS OF DALLAS1215 SKILES STREET DALLAS,TX 75204	NONE	PUBLIC	KIDS IN CRISIS PROGRAM	10,000
FRAZIER REVITALIZATION INC 1409 SOUTH LAMAR SUITE 201 DALLAS,TX 75215	NONE	PUBLIC	GENERAL OPERATING SUPPORT	80,000
METRO CARE SERVICES1380 RIVER BEND DRIVE DALLAS,TX 75247	NONE	PUBLIC	EFFICIENCY APARTMENT SUPPORTIVE HOUSING	10,000
JONATHAN'S PLACEPO BOX 140085 DALLAS,TX 75214	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000
LETOT CENTER CAPITAL FOUNDATION10505 DENTON DR DALLAS,TX 75220	NONE	PUBLIC	CAPITAL LETOT GIRLS' RESIDENTIAL TREATMENT CENTER	10,000
LIFELINE SHELTER FOR FAMILIES 202 COLLEGE STREET GRAND PRAIRIE,TX 75050	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000
RECOVERY INNPO BOX 271461 DALLAS,TX 75227	NONE	PUBLIC	GENERAL OPERATING EXPENSES	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST PHILIP'S SCHOOL AND COMMUNITY CENTER1600 PENNSYLVANIA AVENUE DALLAS,TX 75215	NONE	PUBLIC	SCHOLARSHIPS FOR TWO STUDENTS	18,200
NEXUS RECOVERY CENTER (CRYSTAL CHARITY BALL)8733 LA PRADA DRIVE DALLAS,TX 75228	NONE	PUBLIC	HOUSING SUPPORT/CONSTRUCTION COST FOR ADOLESCENT FACILITY	5,000
DALLAS CHILDREN'S ADVOCACY CENTER3611 SWISS AVENUE DALLAS,TX 75204	NONE	PUBLIC	FAMILY EMERGENCY FUND	5,000
THE FAMILY PLACE7424 GREENVILLE AVE 202 DALLAS,TX 75231	NONE	PUBLIC	GENERAL OPERATING SUPPORT	12,000
NETWORK OF COMMUNITY MINISTRIES741 SHERMAN STREET RICHARDSON,TX 75081	NONE	PUBLIC	TRANSIENT TRAVEL PACKS	1,000
RESOLANAPO BOX 225175 DALLAS,TX 75222	NONE	PUBLIC	REHABILITATION PROGRAM	2,500
TURTLE CREEK RECOVERY CENTER 2820 SWISS AVENUE DALLAS,TX 75204	NONE	PUBLIC	PROJECT ARCH	10,000
LIFENET9708 SKILLMAN STREET DALLAS,TX 75243	NONE	PUBLIC	PERMANENT SUPPORTIVE HOUSING	20,000
Total  3a				616,700

Form

4562

Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2011

Attachment
Sequence No 179

Department of the Treasury
Internal Revenue Service (99)

See separate instructions. Attach to your tax return.

Name(s) shown on return BARON & BLUE FOUNDATION	Business or activity to which this form relates GENERAL DEPRECIATION	Identifying number 75-2965720
--	---	----------------------------------

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	\$ 500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$ 2,000,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost	
7 Listed property Enter the amount from line 29	7		
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9 Tentative deduction Enter the smaller of line 5 or line 8	9		
10 Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10		
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13 Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A		
17 MACRS deductions for assets placed in service in tax years beginning before 2011	17	427
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	427
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No						24b If "Yes," is the evidence written? ☐ Yes ☐ No			
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost	
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25		
26 Property used more than 50% in a qualified business use									
		%							
		%							
		%							
27 Property used 50% or less in a qualified business use									
		%				S/L -			
		%				S/L -			
		%				S/L -			
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28			
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29		

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2011 tax year (see instructions)					
43 Amortization of costs that began before your 2011 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

TY 2011 Accounting Fees Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,212	1,606		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER	2007-02-22	2,627	2,173	M5		303			
COMPUTER	2008-09-09	2,160	769	M5		124			

**TY 2011 Investments Corporate
Bonds Schedule**

Name: BARON & BLUE FOUNDATION
EIN: 75-2965720

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BONDS	1,173,467	1,284,219

TY 2011 Investments Corporate Stock Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCK	2,198,878	3,389,897

**TY 2011 Investments Government
Obligations Schedule****Name:** BARON & BLUE FOUNDATION**EIN:** 75-2965720**US Government Securities - End of
Year Book Value:**

0

**US Government Securities - End of
Year Fair Market Value:**

0

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2011 Land, Etc. Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
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TY 2011 Other Assets Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OTHER RECEIVABLE	0	5,000	5,000

TY 2011 Other Expenses Schedule**Name:** BARON & BLUE FOUNDATION**EIN:** 75-2965720

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	10,049	10,049		
WEBSITE EXPENSE	420			
OFFICE EXPENSES	61			
PAYROLL SERVICES	2,392			
INSURANCE	4,617			
MEMBERSHIP DUES	1,000			

TY 2011 Other Income Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS	718	718	

TY 2011 Other Professional Fees Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	52	26		

TY 2011 Taxes Schedule**Name:** BARON & BLUE FOUNDATION**EIN:** 75-2965720

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	1,969	1,969		
PAYROLL TAXES	4,182			
FEDERAL EXCISE TAX EXPENSE	7,722			