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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

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 Suite

Room/suite

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

A Employer identification number
75-2965720

B Telephone number (see 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 ☐

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

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)* ▶$ 4,417,706

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 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	189,646	189,646		
	5a	Gross rents	3	3		
	b	Net rental income or (loss) 3				
	6a	Net gain or (loss) from sale of assets not on line 10	1,481,782			
	b	Gross sales price for all assets on line 6a 4,894,629				
	7	Capital gain net income (from Part IV, line 2)		1,481,778		
	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)	1,656	1,656		
	12	**Total.** Add lines 1 through 11	1,673,087	1,673,083		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	42,892	4,289		
	14	Other employee salaries and wages	33,482	3,348		
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	10,077	5,039	0	0
	c	Other professional fees (attach schedule)	2,399	1,200		
	17	Interest	9	9		
	18	Taxes (attach schedule) (see instructions)	18,872	1,836		
	19	Depreciation (attach schedule) and depletion	275			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	30,479	19,042		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	138,485	34,763	0	0
	25	Contributions, gifts, grants paid	587,883			587,883
	26	**Total expenses and disbursements.** Add lines 24 and 25	726,368	34,763	0	587,883
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	946,719			
	b	**Net investment income** (if negative, enter -0-)		1,638,320		
	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)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	20,542	12,175	12,175
2	Savings and temporary cash investments	28,476	22,211	22,211
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)			
b	Investments—corporate stock (attach schedule)	2,198,878	2,668,428	2,641,628
c	Investments—corporate bonds (attach schedule)	1,173,467	0	0
11	Investments—land, buildings, and equipment basis ▶ 4,786 Less accumulated depreciation (attach schedule) ▶ 4,724	337	62	62
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	0	1,677,050	1,737,049
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	5,000	4,581	4,581
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,426,700	4,384,507	4,417,706
Liabilities				
17	Accounts payable and accrued expenses			
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 ▶)	0	11,088	
23	**Total liabilities** (add lines 17 through 22)	0	11,088	
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	3,426,700	4,373,419	
30	**Total net assets or fund balances** (see page 17 of the instructions)	3,426,700	4,373,419	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,426,700	4,384,507	

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	3,426,700
2	Enter amount from Part I, line 27a	2	946,719
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,373,419
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	4,373,419

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	1,481,778
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 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))
2011	613,015	5,086,068	0 120528
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

2	**Total** of line 1, column (d).	2	0 600191
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 120038
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	4,665,599
5	Multiply line 4 by line 3.	5	560,049
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	16,383
7	Add lines 5 and 6.	7	576,432
8	Enter qualifying distributions from Part XII, line 4.	8	587,883

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

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 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	16,383
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	16,383
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	16,383
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	17,930		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	17,930
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	1,547
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,547	**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		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)?	1b		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? *If "Yes," attach a detailed description of the activities.*	2		No
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? *If "Yes," attach the statement required by General Instruction T.*	5		No
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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *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)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶www baronandbluefdn org

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 |

			Yes	No
16	At any time during calendar year 2012, 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		No

See 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)?	1b		No
	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 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 2012 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 2012.)*	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 2012?	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 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 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		No
	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		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 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 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 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 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 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	4,531,647
b	Average of monthly cash balances	1b	200,359
c	Fair market value of all other assets (see instructions)	1c	4,643
d	**Total** (add lines 1a, b, and c)	1d	4,736,649
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	4,736,649
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	71,050
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,665,599
6	**Minimum investment return.** Enter 5% of line 5	6	233,280

Part XI Distributable Amount (see 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	233,280
2a	Tax on investment income for 2012 from Part VI, line 5	2a	16,383		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	16,383
3	Distributable amount before adjustments Subtract line 2c from line 1			3	216,897
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	216,897
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	216,897

Part XII Qualifying Distributions (see 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	587,883
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	587,883
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 instructions)	5	16,383
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	571,500

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					216,897
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 2010 , 2009 , 2008			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.	399,340				
b From 2008.	651,676				
c From 2009.	361,826				
d From 2010.	216,449				
e From 2011.	366,082				
f **Total** of lines 3a through e.		1,995,373			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 587,883					
a Applied to 2011, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2012 distributable amount.					216,897
e Remaining amount distributed out of corpus		370,986			
5 Excess distributions carryover applied to 2012 *(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		2,366,359			
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 instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		399,340			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		1,967,019			
10 Analysis of line 9					
a Excess from 2008. . . .	651,676				
b Excess from 2009. . . .	361,826				
c Excess from 2010. . . .	216,449				
d Excess from 2011. . . .	366,082				
e Excess from 2012. . . .	370,986				

Part XIV Private Operating Foundations (see 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 2012, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a 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 organization had $5,000 or more in assets at any time during the year—see 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail 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 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 Additional Data Table				
Total . . . . ▶ **3a**				587,883
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 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	189,646	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	3	
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	1,481,782	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a OTHER INCOME			14	1,656	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				1,673,087	

13 Total. Add line 12, columns (b), (d), and (e). **13** 1,673,087

(See worksheet in line 13 instructions 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 instructions)

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)**		**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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

******	2013-11-04	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Bruce Levi	Bruce Levi			
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	

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)
U S TRUST, N A - CAPITAL GAIN DISTRIBUTION	P	2000-01-01	2012-12-31
0 69 SHS THORNBURG INVT TR INTL VALUE F	P	2011-08-30	2012-06-28
SEE ATTACHMENT - U S TRUST, N A	P	2000-01-01	2012-12-31
PERSHING, LLC - CAPITAL GAIN DISTRIBUTION	P	2000-01-01	2012-12-31
SEE ATTACHMENT - PERSHING, LLC	P	2011-08-30	2012-07-20
SEE ATTACHMENT - PERSHING, LLC	P	2000-01-01	2012-12-31
4,067 381 SHS PIMCO TOTAL RETURN INST	P	2012-01-01	2012-12-19
TWM INTERNATIONAL EQUITIES 2006, L P - SHORT-TERM CAPITAL GAIN	P	2012-01-01	2012-12-31
TWM INTERNATIONAL EQUITIES 2006, L P - LONG-TERM CAPITAL GAIN	P	2000-01-01	2012-12-31
TWM HIGH YIELD 2008 PARTNERSHIP, L P - SHORT-TERM CAPITAL GAIN	P	2000-01-01	2012-12-31
TWM HIGH YIELD 2008 PARTNERSHIP, L P - LONG-TERM CAPITAL GAIN	P	2000-01-01	2012-12-31
TWM SELECT EQUITY PARTNERSHIP, L P - SHORT-TERM CAPITAL GAIN	P	2012-01-01	2012-12-31
TWM SELECT EQUITY PARTNERSHIP, L P - LONG-TERM CAPITAL GAIN	P	2000-01-01	2012-12-31

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)
2,520			2,520
17		18	-1
342,259		315,378	26,881
13,368		0	13,368
244,297		249,982	-5,685
4,228,309		2,800,422	1,427,887
46,000		46,149	-149
995		0	995
5,318		0	5,318
476		0	476
2,963		0	2,963
0		898	-898
8,103		0	8,103

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	
			2,520
			-1
			26,881
			13,368
			-5,685
			1,427,887
			-149
			995
			5,318
			476
			2,963
			-898
			8,103

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 3811 TURTLE CREEK BLVD SUITE 800 DALLAS,TX 75219	DIRECTOR/PRESIDENT/TREASURER 1 0	0		
ROBERT M GREENBERG 3811 TURTLE CREEK BLVD SUITE 800 DALLAS,TX 75219	DIRECTOR 1 0	0		
COURTNEY BARON 3811 TURTLE CREEK BLVD SUITE 800 DALLAS,TX 75219	DIRECTOR/VICE PRES/SECRETARY 1 0	0		
LAURA MILLER 3811 TURTLE CREEK BLVD SUITE 800 DALLAS,TX 75219	DIRECTOR 1 0	0		
LARA ASHMORE 3811 TURTLE CREEK BLVD SUITE 800 DALLAS,TX 75219	EXECUTIVE DIRECTOR 40 0	42,892		

Form 990PF Part XV Line 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*				
AUSTIN STREET CENTRE 2929 HICKORY DALLAS,TX 75226	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000
DALLAS LIFE FOUNDATION 1100 CADIZ STREET DALLAS,TX 75215	NONE	PUBLIC	GENERAL OPERATING SUPPORT	20,000
GENESIS WOMEN'S SHELTER 4411 LEMMON AVENUE STE 201 DALLAS,TX 75219	NONE	PUBLIC	ANNIE'S HOUSE PROGRAM	12,500
VOGEL ALCOVE 7557 RAMBLER ROAD SUITE 262 DALLAS,TX 75231	NONE	PUBLIC	EARLY EDUCATION & CHILD DEVELOPMENT PROGRAM	20,000
INTERFAITH HOUSING COALITION PO BOX 720206 DALLAS,TX 75372	NONE	PUBLIC	HOME AND HOPE FAMILY RESIDENTIAL PROGRAM	15,000
DALLAS FURNITURE BANK PO BOX 815788 DALLAS,TX 75381	NONE	PUBLIC	FURNITURE FOR FAMILIES	10,000
PROMISE HOUSE 224 W PAGE AVENUE DALLAS,TX 75208	NONE	PUBLIC	EMERGENCY YOUTH SHELTER	20,000
UNION GOSPEL MISSION 3211 IRVING BOULEVARD DALLAS,TX 75247	NONE	PUBLIC	MEDICAL CLINICS	10,000
ATTITUDES & ATTIRE 2050 N STEMMONS FREEWAY SUITE 181 MAIL UNIT 102 DALLAS,TX 75207	NONE	PUBLIC	CLIENT SPONSORSHIP FOR WOMEN	7,500
CAPTAIN HOPE'S KIDS 10555 NEWKIRK STREET SUITE 580 DALLAS,TX 75220	NONE	PUBLIC	CAPTAIN HOPE'S CLOSET	12,000
LEGACY COUNSELING CENTER 4054 MCKINNEY AVENUE SUITE 102 DALLAS,TX 75204	NONE	PUBLIC	LEGACY FOUNDERS COTTAGE	15,000
NEW BEGINNIG CENTER 218 NORTH TENTH STREET GARLAND,TX 75040	NONE	PUBLIC	GENERAL OPERATING SUPPORT	7,500
SOUPMOBILE INC 3017 COMMERCE STREET DALLAS,TX 75226	NONE	PUBLIC	SOUPMOBILE VILLAGE	10,000
THE STEWPOT OF FIRST PRESBYTERIAN CHURCH 1835 YOUNG STREET DALLAS,TX 75201	NONE	PUBLIC	CASE MANAGEMENT	20,000
CITYSQUARE 511 N AKARD STREET SUITE 302 DALLAS,TX 75201	NONE	PUBLIC	TRANSITION RESOURCE ACTION CENTER AND DESTINATION HOME	20,000

Form 990PF Part XV Line 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*				
HOUSING CRISIS CENTER 4210 JUNIUS STREET DALLAS,TX 75246	NONE	PUBLIC	PERMANENT SUPPORTIVE HOUSING FOR VETERANS	10,000
FRAZIER REVITALIZATION INC PO BOX 796368 DALLAS,TX 75379	NONE	PUBLIC	GENERAL OPERATING SUPPORT	50,000
LIFELINE SHELTER FOR FAMILIES 123 W MAIN STREET SUITE 300 GRAND PRAIRIE,TX 75050	NONE	PUBLIC	GENERAL OPERATING SUPPORT	25,000
ST PHILIP'S SCHOOL AND COMMUNITY CENTER 1600 PENNSYLVANIA AVENUE DALLAS,TX 75215	NONE	PUBLIC	SCHOLARSHIPS	18,150
NEXUS RECOVERY CENTER (CRYSTAL CHARITY BALL) 8733 LA PRADA DRIVE DALLAS,TX 75228	NONE	PUBLIC	HOUSING SUPPORT/CONSTRUCTION COST FOR ADOLESCENT FACILITY	5,000
THE FAMILY PLACE PO BOX 7999 DALLAS,TX 75209	NONE	PUBLIC	GENERAL OPERATING SUPPORT	20,000
LIFENET 9708 SKILLMAN STREET DALLAS,TX 75243	NONE	PUBLIC	PERMANENT SUPPORTIVE HOUSING	10,000
JUNIOR LEAGUE OF DALLAS 8003 INWWOD ROAD DALLAS,TX 75209	NONE	PUBLIC	HABITAT FOR HUMANITY DONATION	10,000
GRAND PRAIRIE UNITED CHARITIES 1417 DENSMAN STREET GRAND PRAIRIE,TX 75051	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000
NEW FRIENDS NEW LIFE PO BOX 192378 DALLAS,TX 75219	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000
BRIDGE STEPS 1818 CORSICANA DALLAS,TX 75201	NONE	PUBLIC	GENERAL OPERATING SUPPORT	25,000
LARRY HAGMAN FOUNDATION 3811 TURTLE CREEK BLVD SUITE 800 DALLAS,TX 75219	NONE	PUBLIC	GENERAL OPERATING SUPPORT	102,733
AIDS SERVICES OF DALLAS PO BOX 4338 DALLAS,TX 75208	NONE	PUBLIC	GENERAL OPERATING SUPPORT	12,500
FAMILY GATEWAY 300 SAN JACINTO STREET DALLAS,TX 75204	NONE	PUBLIC	TRANSITIONAL HOUSIG PROGRAM	25,000
HUMAN RIGHTS INITIATIVE 2801 SWISS AVENUE DALLAS,TX 75204	NONE	PUBLIC	EMERGENCY HOUSING PILOT PROJECT	5,000

Form 990PF Part XV Line 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*				
OUR FRIENDS PLACE 2501 OAKLAWN AVENUE SUITE 500 DALLAS,TX 75219	NONE	PUBLIC	PAULINE'S PLACE - CAPITAL CAMPAIGN	10,000
UNDER 1 ROOF 7501 CHESTERFIELD DR SUITE 206 DALLAS,TX 75237	NONE	PUBLIC	UNDER 1 ROOF HOUSING PROGRAMS	10,000
DALLAS INDEPENDENT SCHOOL DISTRICT 3700 ROSS AVENUE BOX 109 DALLAS,TX 75204	NONE	PUBLIC	DISD HOMELESS EDUCATION PROGRAM	25,000
Total . . . . ▶ **3a**				587,883

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Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment Sequence No **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
BARON & BLUE FOUNDATION	GENERAL DEPRECIATION	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	
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
6			

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 2011 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 2013 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 2012	17	275
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 2012 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 2012 Tax Year Using the Alternative Depreciation System

(a)	(b)	(c)	(d)	(e)	(f)	(g)
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	275
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
25 Special 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

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles) . .												
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												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
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)

	Yes	**No**
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
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 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 2012 tax year (see instructions)					

43 Amortization of costs that began before your 2012 tax year **43**

44 Total. Add amounts in column (f) See the instructions for where to report **44**

TY 2012 Accounting Fees Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	10,077	5,039		

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

TY 2012 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	2,476	M5		151			
COMPUTER	2008-09-09	2,160	893	M5		124			

TY 2012 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	0	0

TY 2012 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	2,668,428	2,641,628

TY 2012 Investments - Other Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TWM INT'L EQUITIES 2006, LP	AT COST	324,727	351,258
TWM SELECT EQUITY PTRSHP, LP	AT COST	640,191	657,638
TWM HIGH YIELD 2008 PRTSHP, LP	AT COST	712,132	728,153

TY 2012 Land, Etc. Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

TY 2012 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	5,000	0	0
DIVIDENDS RECEIVABLE	0	4,581	4,581

TY 2012 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
US TRUST - INVESTMENT EXPENSES	45	45		
US TRUST - INV MANAGEMENT FEE	5,352	5,352		
PERSHING - INV MANAGEMENT FEE	8,268	8,268		
TWM INT'L EQUITIES - MISC	1,031	1,031		
TWM HIGH YIELD 2008 - MISC	1,151	1,151		
TWM SELECT EQUITY - MISC	3,195	3,195		
ADVERTISING & PROMOTION	420			
AUTOMOBILE EXPENSE	117			
MEALS & ENTERTAINMENT	5,128			
OFFICE SUPPLIES	961			
POSTAGE & DELIVERY	79			
REIMBURSED EXPENSES	856			
PAYROLL PROCESSING FEES	2,208			
INSURANCE	1,581			
BANK SERVICE CHARGES	87			

TY 2012 Other Income Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
U S TRUST, N A - MISCELLANEOUS INCOME	873	873	
TWM INTERNATIONAL EQUITIES 2006 - MISC	-103	-103	
TWM SELECT EQUITY PARTNERSHIP - ORDINARY	3	3	
TWM SELECT EQUITY PARTNERHSIP - MISC	138	138	
OTHER INCOME	745	745	

TY 2012 Other Liabilities Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Description	Beginning of Year - Book Value	End of Year - Book Value
OTHER PAYABLES	0	11,088

TY 2012 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	2,399	1,200		

TY 2012 Taxes Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
US TRUST - FOREIGN TAX PAID	1,459	1,459		
PAYROLL TAXES	3,121			
FEDERAL EXCISE TAX EXPENSE	13,915			
TWM INT'L EQ - FOREIGN TAX	340	340		
TWM SELECT EQ - FOREIGN TAX	37	37		

Proceeds From Broker Transactions

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
PEPSICO INC NT		713448BF4	100000	05/22/07	05/15/12	$100,000 00	$100,000 00	$0 00
HEWLETT PACKARD CO	HPQ	428236103	1000	01/04/02	05/25/12	$21,709 51	$22,950 00	$-1,240 49
ABBOTT LABS	ABT	002824100	500	05/28/10	05/25/12	$31,344 29	$24,059 95	$7,284 34
HEWLETT PACKARD CO	HPQ	428236103	1200	12/30/03	05/25/12	$26,051.41	$27,432.00	$-1,380 59
SCHLUMBERGER LTD	SLB	806857108	1000	09/10/08	05/25/12	$65,928.52	$84,275 60	$-18,347 08
SIGMA ALDRICH CORP	SIAL	826552101	500	11/17/94	05/25/12	$35,754 19	$4,380.00	$31,374 19
XCEL ENERGY INC	XEL	98389B100	1300	05/28/10	05/25/12	$36,191.18	$26,785 72	$9,405 46
PITNEY BOWES INC SR NT		724479AF7	25000	03/03/04	06/30/12	$25,279 50	$25,495 00	$-215.50
Total long term gain/loss from sales:						$342,258 60	$315,378.27	$26,880 33

Tolleson Wealth Management

Realized Gains and Losses w/o Money Market Transactions

Baron and Blue Foundation Transition Account

From 01-01-12 Through 12-31-12

TWM Advent Code bbftran

Open Date	Close Date	Quantity	Security	Total Cost	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
05-28-10	07-20-12	2,000	***royal Dutch Shell Plc Sponsored Adr Rep	105,440 80		138,557 29		33,116 49
02-24-92	07-20-12	1,500 0000	Berkshire Hathaway Inc Cl B	26,389 51		125,817 18		99,427 67
03-18-03	07-20-12	100 0000	Verizon Communications Inc	3,225 77		4,445 08		1,219 31
03-18-03	07-20-12	100 0000	Verizon Communications Inc	3,225 77		4,445 07		1,219 30
03-18-03	07-20-12	500 0000	Verizon Communications Inc	16,128 86		22,225 99		6,097 13
11-17-94	07-20-12	100 0000	Sigma Aldrich Corp	876 00		7,098 85		6,222 85
11-17-94	07-20-12	100 0000	Sigma Aldrich Corp	876 00		7,098 84		6,222 84
11-17-94	07-20-12	100 0000	Sigma Aldrich Corp	876 00		7,097 85		6,221 85
11-17-94	07-20-12	100 0000	Sigma Aldrich Corp	876 00		7,097 86		6,221 86
11-17-94	07-20-12	800 0000	Sigma Aldrich Corp	7,008 00		56,782 87		49,774 87
01-05-04	07-20-12	100 0000	Sonoco Products Co	2,471 43		2,959 94		488 51
01-05-04	07-20-12	100 0000	Sonoco Products Co	2,471 43		2,958 94		487 51
01-05-04	07-20-12	100 0000	Sonoco Products Co	2,471 43		2,957 94		486 51
01-05-04	07-20-12	100 0000	Sonoco Products Co	2,471 43		2,957 94		486 51
01-05-04	07-20-12	100 0000	Sonoco Products Co	2,471 43		2,957 94		486 51
01-05-04	07-20-12	300 0000	Sonoco Products Co	7,414 29		8,873 80		1,459 51
01-05-04	07-20-12	1,200 0000	Sonoco Products Co	29,657 16		35,483 43		5,826 27
04-21-09	07-20-12	800 0000	Sonoco Products Co	18,251 76		23,655 62		5,403 86
04-21-09	07-20-12	100 0000	Sonoco Products Co	2,281 47		2,957 93		676 46
04-21-09	07-20-12	100 0000	Sonoco Products Co	2,281 47		2,957 93		676 46
01-17-96	07-20-12	125 0000	Southwest Airlines Co	582 47		1,124 98		542 51
01-17-96	07-20-12	175 0000	Southwest Airlines Co	815 46		1,574 96		759 50
01-17-96	07-20-12	100 0000	Southwest Airlines Co	465 98		900 07		434 09
01-17-96	07-20-12	100 0000	Southwest Airlines Co	465 98		900 07		434 09
01-17-96	07-20-12	100 0000	Southwest Airlines Co	465 98		900 07		434 09
01-17-96	07-20-12	100 0000	Southwest Airlines Co	465 98		899 98		434 00
01-17-96	07-20-12	1,100 0000	Southwest Airlines Co	5,125 73		9,905 28		4,779 55
01-17-96	07-20-12	300 0000	Southwest Airlines Co	1,397 93		2,699 94		1,302 01
01-17-96	07-20-12	100 0000	Southwest Airlines Co	465 98		899 98		434 00
01-17-96	07-20-12	100 0000	Southwest Airlines Co	465 98		899 98		434 00
01-17-96	07-20-12	500 0000	Southwest Airlines Co	2,329 88		4,499 90		2,170 02
01-17-96	07-20-12	2,138 0000	Southwest Airlines Co	9,962 55		19,241 57		9,279 02
09-17-96	07-20-12	4,862 0000	Southwest Airlines Co	21,927 98		43,757 01		21,829 03
09-17-96	07-20-12	200 0000	Southwest Airlines Co	902 02		1,799 95		897 93
01-04-02	07-20-12	100 0000	Sysco Corp	2,582 00		2,879 94		297 94
01-04-02	07-20-12	300 0000	Sysco Corp	7,746 00		8,639 81		893 81
01-04-02	07-20-12	400 0000	Sysco Corp	10,328 00		11,520 94		1,192 94
01-10-06	07-20-12	2,200 0000	Sysco Corp	69,228 06		63,365 17		-5,862 89
02-24-92	07-20-12	200 0000	Texas Instruments Inc	733 77		5,498 88		4,765 11
02-24-92	07-20-12	200 0000	Texas Instruments Inc	733 77		5,498 88		4,765 11
02-24-92	07-20-12	100 0000	Texas Instruments Inc	366 88		2,748 94		2,382 06
02-24-92	07-20-12	2,124 0000	Texas Instruments Inc	7,792 59		58,398 06		50,605 47
12-22-93	07-20-12	376 0000	Texas Instruments Inc	1,459 12		10,337 89		8,878 77
04-21-09	07-20-12	600 0000	Texas Instruments Inc	10,275 78		16,496 63		6,220 85
05-20-05	07-20-12	594 0000	Tortoise Energy Infr Com	11,172 00		24,401 03		13,229 03
05-23-05	07-20-12	906 0000	Tortoise Energy Infr Com	17,101 09		37,217 73		20,116 64
03-13-07	07-20-12	100 0000	United Parcel Service Inc - Cl B	7,057 89		7,893 83		835 94
03-13-07	07-20-12	100 0000	United Parcel Service Inc - Cl B	7,057 89		7,893 83		835 94
03-13-07	07-20-12	200 0000	United Parcel Service Inc - Cl B	14,115 78		15,787 65		1,671 87
03-13-07	07-20-12	1,100 0000	United Parcel Service Inc - Cl B	77,636 79		86,821 25		9,184 46
01-16-97	07-20-12	1,000 0000	Wal-Mart Stores Inc	11,592 50		72,391 38		60,798 88
06-19-06	07-20-12	1,000 0000	Wal-Mart Stores Inc	48,603 80		72,391 37		23,787 57
08-30-11	07-20-12	9,611 00000	Thornburg Invt Tr Global Value I	249,982 11		244,296 62	-5,685 49	
05-28-10	07-20-12	200 0000	Xcel Energy Inc	4,120 88		5,853 87		1,732 99
05-28-10	07-20-12	200 0000	Xcel Energy Inc	4,120 88		5,853 87		1,732 99
05-28-10	07-20-12	200 0000	Xcel Energy Inc	4,120 88		5,853 87		1,732 99
05-28-10	07-20-12	200 0000	Xcel Energy Inc	4,120 88		5,853 87		1,732 99
05-28-10	07-20-12	2,700 0000	Xcel Energy Inc	55,631 88		79,035 33		23,403 45
05-28-10	07-20-12	200 0000	Xcel Energy Inc	4,120 88		5,853 86		1,732 98
06-19-06	07-20-12	50 0000	Plum Creek Timber Co Inc Com	1,767 25		2,007 96		240 71
06-19-06	07-20-12	100 0000	Plum Creek Timber Co Inc Com	3,534 50		4,015 91		481 41
06-19-06	07-20-12	100 0000	Plum Creek Timber Co Inc Com	3,534 50		4,015 91		481 41
06-19-06	07-20-12	150 0000	Plum Creek Timber Co Inc Com	5,301 75		6,023 89		722 14

Tolleson Wealth Management

Realized Gains and Losses w/o Money Market Transactions

Baron and Blue Foundation Transition Account

From 01-01-12 Through 12-31-12

TWM Advent Code bbftran

							Gain Or Loss	
Open Date	Close Date	Quantity	Security	Total Cost	Amort. or Accretion	Proceeds	Short Term	Long Term
06-19-06	07-20-12	550 0000	Plum Creek Timber Co Inc Com	19,439 75		22,087 61		2,647 86
06-19-06	07-20-12	100 0000	Plum Creek Timber Co Inc Com	3,534 50		4,015 93		481 43
06-19-06	07-20-12	100 0000	Plum Creek Timber Co Inc Com	3,534 50		4,015 93		481 43
06-19-06	07-20-12	50 0000	Plum Creek Timber Co Inc Com	1,767 25		2,007 97		240 72
09-27-10	07-20-12	800 0000	Plum Creek Timber Co Inc Com	28,112 48		32,127 44		4,014 96
09-27-10	07-20-12	28 0000	Plum Creek Timber Co Inc Com	983 94		1,124 46		140 52
09-24-10	07-20-12	144 0000	Plum Creek Timber Co Inc Com	5,051 70		5,782 94		731 24
09-24-10	07-20-12	28 0000	Plum Creek Timber Co Inc Com	982 27		1,124 46		142 19
01-04-02	07-20-12	63 0000	Plum Creek Timber Co Inc Com	1,740 61		2,530 03		789 42
01-04-02	07-20-12	43 0000	Plum Creek Timber Co Inc Com	1,188 03		1,726 85		538 82
01-04-02	07-20-12	100 0000	Plum Creek Timber Co Inc Com	2,762 86		4,015 93		1,253 07
01-04-02	07-20-12	44 0000	Plum Creek Timber Co Inc Com	1,215 66		1,767 01		551 35
01-04-02	07-20-12	56 0000	Plum Creek Timber Co Inc Com	1,547 20		2,248 91		701 71
01-04-02	07-20-12	44 0000	Plum Creek Timber Co Inc Com	1,215 66		1,767 00		551 34
01-04-02	07-20-12	100 0000	Plum Creek Timber Co Inc Com	2,762 86		4,015 91		1,253 05
01-04-02	07-20-12	44 0000	Plum Creek Timber Co Inc Com	1,215 66		1,767 00		551 34
01-04-02	07-20-12	56 0000	Plum Creek Timber Co Inc Com	1,547 20		2,248 91		701 71
01-04-02	07-20-12	44 0000	Plum Creek Timber Co Inc Com	1,215 66		1,767 00		551 34
01-04-02	07-20-12	100 0000	Plum Creek Timber Co Inc Com	2,762 86		4,015 91		1,253 05
01-04-02	07-20-12	43 0000	Plum Creek Timber Co Inc Com	1,188 03		1,726 84		538 81
01-04-02	07-20-12	63 0000	Plum Creek Timber Co Inc Com	1,740 60		2,530 02		789 42
12-15-06	07-20-12	200 0000	Pepsico Inc	12,597 00		13,967 69		1,370 69
12-15-06	07-20-12	200 0000	Pepsico Inc	12,597 00		13,967 69		1,370 69
12-15-06	07-20-12	200 0000	Pepsico Inc	12,597 00		13,968 29		1,371 29
12-15-06	07-20-12	200 0000	Pepsico Inc	12,597 00		13,968 29		1,371 29
07-29-94	07-20-12	800 0000	Pepsico Inc	11,260 70		55,873 14		44,612 44
07-29-94	07-20-12	200 0000	Pepsico Inc	2,815 18		13,968 28		11,153 10
01-25-02	07-20-12	600 0000	Microsoft Corp	19,263 00		18,187 39		-1,075 61
12-30-03	07-20-12	500 0000	Microsoft Corp	13,755 00		15,156 16		1,401 16
01-05-05	07-20-12	400 0000	Microsoft Corp	10,786 00		12,124 93		1,338 93
01-05-05	07-20-12	500 0000	Microsoft Corp	13,482 50		15,156 16		1,673 66
01-05-05	07-20-12	100 0000	Microsoft Corp	2,696 50		3,031 23		334 73
01-10-06	07-20-12	100 0000	Microsoft Corp	2,669 00		3,031 23		362 23
01-10-06	07-20-12	900 0000	Microsoft Corp	24,021 00		27,281 09		3,260 09
08-05-03	07-20-12	900 0000	Microsoft Corp	23,436 00		27,281 09		3,845 09
12-30-03	07-20-12	100 0000	Kimberly Clark Corp	5,783 13		8,516 81		2,733 68
12-30-03	07-20-12	300 0000	Kimberly Clark Corp	17,349 39		25,551 33		8,201 94
12-30-03	07-20-12	100 0000	Kimberly Clark Corp	5,783 13		8,517 11		2,733 98
01-04-02	07-20-12	400 0000	Kimberly Clark Corp	22,908 35		34,068 43		11,160 08
06-19-06	07-20-12	100 0000	Johnson & Johnson	6,152 26		6,850 85		698 59
06-19-06	07-20-12	100 0000	Johnson & Johnson	6,152 26		6,850 85		698 59
06-19-06	07-20-12	200 0000	Johnson & Johnson	12,304 52		13,701 70		1,397 18
06-19-06	07-20-12	100 0000	Johnson & Johnson	6,152 26		6,851 15		698 89
06-19-06	07-20-12	100 0000	Johnson & Johnson	6,152 26		6,851 14		698 88
12-30-03	07-20-12	400 0000	Johnson & Johnson	20,620 00		27,404 58		6,784 58
08-05-03	07-20-12	600 0000	Johnson & Johnson	30,066 00		41,106 87		11,040 87
05-28-10	07-20-12	100 0000	International Business Machines Corp	12,498 11		19,379 57		6,881 46
05-28-10	07-20-12	500 0000	International Business Machines Corp	62,490 55		96,887 93		34,397 38
05-28-10	07-20-12	100 0000	International Business Machines Corp	12,498 11		19,377 56		6,879 45
01-05-05	07-20-12	200 0000	Exxon Mobil Corp	9,953 00		17,097 62		7,144 62
01-05-05	07-20-12	100 0000	Exxon Mobil Corp	4,976 50		8,548 81		3,572 31
01-05-05	07-20-12	100 0000	Exxon Mobil Corp	4,976 50		8,548 81		3,572 31
01-05-05	07-20-12	100 0000	Exxon Mobil Corp	4,976 50		8,548 11		3,571 61
01-05-05	07-20-12	100 0000	Exxon Mobil Corp	4,976 50		8,548 11		3,571 61
01-05-05	07-20-12	200 0000	Exxon Mobil Corp	9,953 00		17,096 22		7,143 22
12-30-03	07-20-12	200 0000	Exxon Mobil Corp	8,138 00		17,096 21		8,958 21
12-30-03	07-20-12	400 0000	Exxon Mobil Corp	16,276 00		34,192 43		17,916 43
01-04-02	07-20-12	100 0000	Exxon Mobil Corp	3,994 00		8,548 11		4,554 11
01-04-02	07-20-12	400 0000	Exxon Mobil Corp	15,976 00		34,192 43		18,216 43
01-04-02	07-20-12	100 0000	Exxon Mobil Corp	3,994 00		8,548 80		4,554 80
08-20-98	07-20-12	100 0000	Cullen Frost Bankers Inc	2,477 50		5,662 88		3,185 38

Tolleson Wealth Management

Realized Gains and Losses w/o Money Market Transactions

Baron and Blue Foundation Transition Account

From 01-01-12 Through 12-31-12

TWM Advent Code bbftran

Open Date	Close Date	Quantity	Security	Total Cost	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
08-20-98	07-20-12	100 0000	Cullen Frost Bankers Inc	2,477 50		5,662 88		3,185 38
08-20-98	07-20-12	100 0000	Cullen Frost Bankers Inc	2,477 50		5,662 87		3,185 37
08-20-98	07-20-12	100 0000	Cullen Frost Bankers Inc	2,477 50		5,661 88		3,184 38
08-20-98	07-20-12	100 0000	Cullen Frost Bankers Inc	2,477 50		5,660 88		3,183 38
08-20-98	07-20-12	1,000 0000	Cullen Frost Bankers Inc	24,775 00		56,608 92		31,833 92
08-20-98	07-20-12	100 0000	Cullen Frost Bankers Inc	2,477 50		5,660 89		3,183 39
08-20-98	07-20-12	100 0000	Cullen Frost Bankers Inc	2,477 50		5,660 89		3,183 39
08-20-98	07-20-12	100 0000	Cullen Frost Bankers Inc	2,477 50		5,660 89		3,183 39
08-20-98	07-20-12	100 0000	Cullen Frost Bankers Inc	2,477 50		5,660 87		3,183 37
08-20-98	07-20-12	100 0000	Cullen Frost Bankers Inc	2,477 50		5,660 87		3,183 37
02-28-93	07-20-12	100 0000	Emerson Electric Co	1,339 75		4,651 90		3,312 15
02-28-93	07-20-12	100 0000	Emerson Electric Co	1,339 75		4,651 90		3,312 15
02-28-93	07-20-12	100 0000	Emerson Electric Co	1,339 75		4,651 90		3,312 15
05-18-92	07-20-12	100 0000	Emerson Electric Co	1,242 87		4,651 90		3,409 03
05-18-92	07-20-12	100 0000	Emerson Electric Co	1,242 87		4,651 90		3,409 03
05-18-92	07-20-12	100 0000	Emerson Electric Co	1,242 87		4,650 90		3,408 03
05-18-92	07-20-12	100 0000	Emerson Electric Co	1,242 88		4,650 89		3,408 01
05-18-92	07-20-12	1,600 0000	Emerson Electric Co	19,886 00		74,419 11		54,533 11
05-18-92	07-20-12	200 0000	Emerson Electric Co	2,485 75		9,302 39		6,816 64
05-18-92	07-20-12	100 0000	Emerson Electric Co	1,242 87		4,651 20		3,408 33
05-18-92	07-20-12	100 0000	Emerson Electric Co	1,242 88		4,651 19		3,408 31
12-15-06	07-20-12	100 0000	Atmos Energy Corp Com	3,199 49		3,646 92		447 43
12-15-06	07-20-12	100 0000	Atmos Energy Corp Com	3,199 49		3,646 92		447 43
12-15-06	07-20-12	100 0000	Atmos Energy Corp Com	3,199 49		3,646 92		447 43
12-15-06	07-20-12	100 0000	Atmos Energy Corp Com	3,199 49		3,646 92		447 43
12-15-06	07-20-12	100 0000	Atmos Energy Corp Com	3,199 49		3,646 92		447 43
12-15-06	07-20-12	100 0000	Atmos Energy Corp Com	3,199 49		3,646 92		447 43
12-15-06	07-20-12	100 0000	Atmos Energy Corp Com	3,199 49		3,645 92		446 43
12-15-06	07-20-12	100 0000	Atmos Energy Corp Com	3,199 49		3,644 92		445 43
12-15-06	07-20-12	100 0000	Atmos Energy Corp Com	3,199 49		3,644 92		445 43
12-15-06	07-20-12	100 0000	Atmos Energy Corp Com	3,199 49		3,644 92		445 43
12-15-06	07-20-12	100 0000	Atmos Energy Corp Com	3,199 49		3,644 92		445 43
12-15-06	07-20-12	100 0000	Atmos Energy Corp Com	3,199 49		3,644 92		445 43
12-15-06	07-20-12	100 0000	Atmos Energy Corp Com	3,199 49		3,644 92		445 43
12-15-06	07-20-12	100 0000	Atmos Energy Corp Com	3,199 49		3,644 92		445 43
12-15-06	07-20-12	100 0000	Atmos Energy Corp Com	3,199 49		3,644 92		445 43
10-28-04	07-20-12	200 0000	Atmos Energy Corp Com	5,128 00		7,289 83		2,161 83
10-28-04	07-20-12	1,100 0000	Atmos Energy Corp Com	28,204 00		40,094 08		11,890 08
10-28-04	07-20-12	200 0000	Atmos Energy Corp Com	5,128 00		7,289 83		2,161 83
02-11-11	07-20-12	100	Anheuser Busch Inbev Sponsored Adr	5,599 96		7,775 83		2,175 87
02-11-11	07-20-12	100	Anheuser Busch Inbev Sponsored Adr	5,599 96		7,774 83		2,174 87
02-11-11	07-20-12	100	Anheuser Busch Inbev Sponsored Adr	5,599 96		7,774 83		2,174 87
02-11-11	07-20-12	100	Anheuser Busch Inbev Sponsored Adr	5,599 96		7,774 83		2,174 87
02-11-11	07-20-12	700	Anheuser Busch Inbev Sponsored Adr	39,199 72		54,423 91		15,224 19
02-11-11	07-20-12	100	Anheuser Busch Inbev Sponsored Adr	5,599 96		7,774 84		2,174 88
02-11-11	07-20-12	100	Anheuser Busch Inbev Sponsored Adr	5,599 96		7,774 85		2,174 89
02-11-11	07-20-12	100	Anheuser Busch Inbev Sponsored Adr	5,599 96		7,774 84		2,174 88
02-11-11	07-20-12	100	Anheuser Busch Inbev Sponsored Adr	5,599 96		7,774 82		2,174 86
11-12-03	07-20-12	100 0000	Anadarko Petroleum Corp	2,151 50		7,184 84		5,033 34
11-12-03	07-20-12	100 0000	Anadarko Petroleum Corp	2,151 50		7,184 84		5,033 34
11-12-03	07-20-12	100 0000	Anadarko Petroleum Corp	2,151 50		7,184 84		5,033 34
11-12-03	07-20-12	100 0000	Anadarko Petroleum Corp	2,151 50		7,184 84		5,033 34
11-12-03	07-20-12	100 0000	Anadarko Petroleum Corp	2,151 50		7,184 86		5,033 36
08-05-03	07-20-12	500 0000	Anadarko Petroleum Corp	10,210 00		35,924 29		25,714 29
08-05-03	07-20-12	500 0000	Anadarko Petroleum Corp	10,210 00		35,924 29		25,714 29

Tolleson Wealth Management

Realized Gains and Losses w/o Money Market Transactions

Baron and Blue Foundation Transition Account

From 01-01-12 Through 12-31-12

TWM Advent Code bbftran

Open Date	Close Date	Quantity	Security	Total Cost	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
02-17-93	07-20-12	80 0000	Allergan Inc Com	460 41		6,859 05		6,398 64
02-17-93	07-20-12	20 0000	Allergan Inc Com	115 10		1,714 76		1,599 66
02-17-93	07-20-12	20 0000	Allergan Inc Com	115 10		1,714 57		1,599 47
02-17-93	07-20-12	760 0000	Allergan Inc Com	4,373 93		65,153 48		60,779 55
02-17-93	07-20-12	20 0000	Allergan Inc Com	115 10		1,714 57		1,599 47
02-17-93	07-20-12	20 0000	Allergan Inc Com	115 10		1,714 56		1,599 46
02-17-93	07-20-12	80 0000	Allergan Inc Com	460 42		6,858 24		6,397 82
04-06-93	07-20-12	100 0000	Air Products & Chemicals Inc	2,129 50		8,074 82		5,945 32
04-06-93	07-20-12	100 0000	Air Products & Chemicals Inc	2,129 50		8,074 82		5,945 32
04-06-93	07-20-12	100 0000	Air Products & Chemicals Inc	2,129 50		8,074 82		5,945 32
04-06-93	07-20-12	200 0000	Air Products & Chemicals Inc	4,259 00		16,149 68		11,890 68
04-06-93	07-20-12	200 0000	Air Products & Chemicals Inc	4,259 00		16,149 68		11,890 68
09-10-93	07-20-12	200 0000	Air Products & Chemicals Inc	4,109 00		16,149 67		12,040 67
09-10-93	07-20-12	200 0000	Air Products & Chemicals Inc	4,096 50		16,149 68		12,053 18
09-10-93	07-20-12	200 0000	Air Products & Chemicals Inc	4,096 50		16,149 67		12,053 17
05-28-10	07-20-12	200 0000	Abbott Laboratories	9,623 98		13,025 71		3,401 73
05-28-10	07-20-12	100 0000	Abbott Laboratories	4,811 99		6,512 86		1,700 87
05-28-10	07-20-12	100 0000	Abbott Laboratories	4,811 99		6,512 86		1,700 87
05-28-10	07-20-12	700 0000	Abbott Laboratories	33,683 93		45,592 07		11,908 14
05-28-10	07-20-12	100 0000	Abbott Laboratories	4,811 99		6,513 15		1,701 16
05-28-10	07-20-12	100 0000	Abbott Laboratories	4,811 99		6,513 15		1,701 16
05-28-10	07-20-12	200 0000	Abbott Laboratories	9,623 98		13,026 31		3,402 33
01-04-02	07-20-12	500 0000	At&t Inc	20,420 00		17,716 10		-2,703 90
04-29-08	07-20-12	1,000 0000	At&t Inc	38,462 00		35,432 20		-3,029 80
12-30-03	07-20-12	1,000 0000	At&t Inc	25,980 00		35,432 21		9,452 21
12-30-03	07-20-12	500 0000	At&t Inc	12,990 00		17,716 10		4,726 10
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,927 96		1,507 33
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,927 96		1,507 34
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,927 96		1,507 34
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,927 96		1,507 34
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,927 96		1,507 34
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,927 96		1,507 34
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,926 96		1,506 34
07-22-92	07-20-12	300 0000	Abm Industries Inc	1,261 88		5,780 87		4,519 00
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,926 96		1,506 34
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,926 96		1,506 34
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,926 96		1,506 34
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,924 96		1,504 34
07-22-92	07-20-12	300 0000	Abm Industries Inc	1,261 88		5,774 87		4,513 00
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,924 96		1,504 34
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,924 96		1,504 34
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,924 96		1,504 34
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,923 97		1,503 35
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,923 97		1,503 34
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 62		1,923 98		1,503 36
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,923 97		1,503 34
07-22-92	07-20-12	300 0000	Abm Industries Inc	1,261 87		5,771 93		4,510 06
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,923 97		1,503 34
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 62		1,923 98		1,503 36
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,923 97		1,503 34
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 62		1,923 98		1,503 36
07-22-92	07-20-12	300 0000	Abm Industries Inc	1,261 87		5,771 92		4,510 05
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 62		1,923 98		1,503 36
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,923 97		1,503 34
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,923 98		1,503 35
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 62		1,923 97		1,503 35
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 62		1,923 98		1,503 36
07-22-92	07-20-12	100 0000	Abm Industries Inc	420 63		1,923 97		1,503 34
01-02-08	07-23-12	100,000	Anheuser Busch Cos Inc 5 00% due 01-15-15	100,252 49	-163 47	110,032 00		9,942 98
11-19-07	07-23-12	100,000	Bristol Myers Squibb Co 5 25% due 08-15-13	100,384 43	-313 13	105,006 00		4,934 70
03-03-11	07-23-12	100,000	Cisco Sys Inc 4 95% due 02-15-19	105,557 74	-971 19	120,003 00		15,416 45

Tolleson Wealth Management

Realized Gains and Losses w/o Money Market Transactions

Baron and Blue Foundation Transition Account

From 01-01-12 Through 12-31-12

TWM Advent Code bbftran

							Gain Or Loss	
Open Date	**Close Date**	**Quantity**	**Security**	**Total Cost**	**Amort. or Accretion**	**Proceeds**	**Short Term**	**Long Term**
01-02-08	07-23-12	100,000	J P Morgan Chase & Co Mtn Be 5 38% due 01-15-14	100,581.48	-438 85	105,815 00		5,672 37
04-04-08	07-23-12	100,000	Metlife Inc 5 00% due 06-15-15	100,290 19	-173.45	109,961.00		9,844 26
03-03-11	07-23-12	100,000	Total Capital 3.13% due 10-02-15	101,336 05	-405.15	107,084 00		6,153 10
03-03-11	07-23-12	100,000	Shell International Fin Bv 4 30% due 09-22-19	102,318.99	-376 70	118,422 00		16,479 71
06-18-10	07-24-12	50,000	Burlington Northn Santa Fe Cp 4 70% due 10-01-19	51,773 84	-400 82	57,522 00		6,148.98
08-15-06	07-24-12	50,000	Caterpillar Inc Del 5 70% due 08-15-16	50,043 89	-26 07	58,948 50		8,930 68
04-26-06	07-24-12	50,000	Cisco Sys Inc 5 50% due 02-22-16	49,476 84	332 55	58,343 50		8,534 11
05-03-04	07-24-12	25,000	Credit Suisse Usa Inc 5.13% due 01-15-14	24,912 80	73.95	26,141 25		1,154 50
01-02-08	07-24-12	34,000	Du Pont E I De Nemours & Co 5 00% due 01-15-13	34,071 73	-64 93	34,685 44		678 64
01-16-03	07-24-12	25,000	General Elec Cap Corp Mtn Be 5 45% due 01-15-13	25,038 61	-36 76	25,556 50		554 65
09-16-03	07-24-12	25,000	Goldman Sachs Group Inc 5.25% due 04-01-13	25,019 26	-17 87	25,669 00		667 61
10-09-08	07-24-12	50,000	Hewlett Packard Co 5 40% due 03-01-17	46,935 82	1,383 19	55,765 50		7,446 49
03-03-04	07-24-12	25,000	Wells Fargo & Co New 5 00% due 11-15-14	25,147.40	-115 61	26,880 75		1,848 96
TOTAL GAINS								1,440,560 14
TOTAL LOSSES							-5,685 49	-12 672 20
				3,052,118.05	-1,714.32	4,472,606 18	-5,685 49	1,427,887 94
TOTAL REALIZED GAIN/LOSS			1,422,202 45					