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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation BAYLEY FAMILY FOUNDATION		A Employer identification number 20-8113775	
% FOUNDATION MGMT GROUP LLC		B Telephone number (see instructions) (206) 667-0300	
Number and street (or P O box number if mail is not delivered to street address) 1000 SECOND AVENUE 34TH FLOOR Suite		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 981041022		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,083,511	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

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.	135,036	135,036		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	87,843			
	b Gross sales price for all assets on line 6a 1,134,662				
	7 Capital gain net income (from Part IV, line 2) . . .		87,843		
	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)	-97	-97	0	
	12 Total. Add lines 1 through 11	222,782	222,782	0	
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	61,880	46,880	0	15,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,516	1,366	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,953	0	0	5,953
	22 Printing and publications				
	23 Other expenses (attach schedule)	25	0	0	25
	24 Total operating and administrative expenses. Add lines 13 through 23	70,374	48,246	0	20,978
	25 Contributions, gifts, grants paid	201,000			201,000
	26 Total expenses and disbursements. Add lines 24 and 25	271,374	48,246	0	221,978
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-48,592			
	b Net investment income (if negative, enter -0-)		174,536		
	c Adjusted net income (if negative, enter -0-)			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	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	177,793	297,293	297,293	
	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 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)	181,976		176,901	176,901
	b	Investments—corporate stock (attach schedule)	2,348,393		2,748,857	2,748,857
	c	Investments—corporate bonds (attach schedule).	1,114,102		860,460	860,460
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)	5,928			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)	1,943				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,830,135	4,083,511	4,083,511		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable	165,000	165,000		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities (add lines 17 through 22)	165,000	165,000		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	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	3,665,135	3,918,511		
	30	Total net assets or fund balances (see page 17 of the instructions)	3,665,135	3,918,511		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,830,135	4,083,511			

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	3,665,135
2	Enter amount from Part I, line 27a	2	-48,592
3	Other increases not included in line 2 (itemize) ▶ 	3	301,968
4	Add lines 1, 2, and 3	4	3,918,511
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	3,918,511

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)
1 a	VARIOUS SHORT TERM STOCK SALES	P	2013-01-01	2013-12-31
b	VARIOUS LONG TERM STOCK SALES	P	2010-01-01	2013-12-31
c	CAPITAL GAIN DIVIDENDS	P		
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 173,917		178,787	-4,870
b 952,694		868,032	84,662
c			8,051
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-4,870
b			84,662
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	87,843
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			

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))
2012	192,850	3,760,996	0 051276
2011	164,464	3,598,102	0 045709
2010	213,669	3,517,006	0 060753
2009	204,642	3,413,693	0 059947
2008	240,469	4,470,496	0 05379

2	Total of line 1, column (d).	2	0 271475
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 054295
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	3,939,982
5	Multiply line 4 by line 3.	5	213,921
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,745
7	Add lines 5 and 6.	7	215,666
8	Enter qualifying distributions from Part XII, line 4.	8	221,978

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	1,745
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2.	3	1,745
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	1,745
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,152
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	2,400
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	3,552
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	1,807
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ 1,807 Refunded ☒	11	

Part VII-A Statements 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? ☒	1a	Yes	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
<i>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.</i>			
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
<i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes.</i> ☒	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
<i>If "Yes," attach the statement required by General Instruction T.</i> ☒			
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	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions): ☒ WA _____			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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 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 N/A				
14	The books are in care of FOUNDATION MGMT GROUP LLC Telephone no (206) 667-0300 Located at 1000 SECOND AVENUE 34TH FLOOR SEATTLE WA ZIP+4 981041022			
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 2013, 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 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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		
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?			
b	If "Yes," did it have excess business holdings in 2013 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 2013.).	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 2013?	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		

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 N/A	
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	3,710,947
b	Average of monthly cash balances.	1b	289,035
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,999,982
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	3,999,982
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	60,000
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,939,982
6	Minimum investment return. Enter 5% of line 5.	6	196,999

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	196,999
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,745
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,745
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	195,254
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	195,254
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	195,254

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	221,978
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	221,978
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	1,745
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	220,233
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				195,254
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011 , 2010 , 2009		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010. 6,978				
d From 2011.				
e From 2012. 7,100				
f Total of lines 3a through e.	14,078			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 221,978				
a Applied to 2012, 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 2013 distributable amount.				195,254
e Remaining amount distributed out of corpus	26,724			
5 Excess distributions carryover applied to 2013 (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	40,802			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	40,802			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . . 6,978				
c Excess from 2011. . . .				
d Excess from 2012. . . . 7,100				
e Excess from 2013. . . . 26,724				

Part XIV

4942(j)(3) or 4942(j)(5)

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

1

See Additional Data Table

2

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

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

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

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

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to

Form **990-PF** (2013)

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
BJORN BAYLEY	PRESIDENT/DIRECTOR 2 0	0	0	0
1000 SECOND AVENUE 34TH FLOOR SEATTLE,WA 981041022				
DAVID BAYLEY	VICE PRESIDENT/DIRECTOR 2 0	0	0	0
1000 SECOND AVENUE 34TH FLOOR SEATTLE,WA 981041022				
DANIELLA BAYLEY	VICE PRESIDENT/DIRECTOR 2 0	0	0	0
1000 SECOND AVENUE 34TH FLOOR SEATTLE,WA 981041022				
DANIEL ASHER	SECRETARY 2 0	0	0	0
1000 SECOND AVENUE 34TH FLOOR SEATTLE,WA 981041022				
JACQUELIN BAYLEY	TREASURER/DIRECTOR 2 0	0	0	0
1000 SECOND AVENUE 34TH FLOOR SEATTLE,WA 981041022				

Form 990PF Part XV Line 1a - 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).

NP BJORN BAYLEY
JACQUELIN RG BAYLEY

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

TY 2013 Depreciation Schedule

Name: BAYLEY FAMILY FOUNDATION

EIN: 20-8113775

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
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**TY 2013 Investments Corporate
Bonds Schedule**

Name: BAYLEY FAMILY FOUNDATION
EIN: 20-8113775

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BONDS - CORP/INTL	860,460	860,460

**TY 2013 Investments Corporate
Stock Schedule****Name:** BAYLEY FAMILY FOUNDATION**EIN:** 20-8113775

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITIES	2,337,743	2,337,743
MUTUAL FUNDS	411,114	411,114

**TY 2013 Investments Government
Obligations Schedule****Name:** BAYLEY FAMILY FOUNDATION**EIN:** 20-8113775**US Government Securities - End of
Year Book Value:**

176,901

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

176,901

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

TY 2013 Investments - Land Schedule**Name:** BAYLEY FAMILY FOUNDATION**EIN:** 20-8113775

TY 2013 Land, Etc. Schedule**Name:** BAYLEY FAMILY FOUNDATION**EIN:** 20-8113775

TY 2013 Other Expenses Schedule

Name: BAYLEY FAMILY FOUNDATION

EIN: 20-8113775

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LICENSE FEES	25	0	0	25

TY 2013 Other Income Schedule

Name: BAYLEY FAMILY FOUNDATION

EIN: 20-8113775

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PUBLICALLY TRADED PARTNERSHIPS	-97	-97	0

TY 2013 Other Increases Schedule

Name: BAYLEY FAMILY FOUNDATION

EIN: 20-8113775

Description	Amount
UNREALIZED GAINS/LOSSES	301,968

TY 2013 Other Professional Fees Schedule

Name: BAYLEY FAMILY FOUNDATION

EIN: 20-8113775

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKER FEES - MORGAN STANLEY	41,880	41,880	0	
MANAGEMENT FEES - FOUNDATION	20,000	5,000		15,000
MANAGEMENT GROUP				

TY 2013 Taxes Schedule**Name:** BAYLEY FAMILY FOUNDATION**EIN:** 20-8113775

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,366	1,366	0	0
FEDERAL EXCISE TAX	1,150			

BAYLEY FAMILY FOUNDATION
EIN: 20-8113775
2013 990-PF Part I Grants Paid Support
Attachment A

<u>Recipient Name and Address</u>	<u>Relationship to Substantial Contributor and Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
American Friends of Leket Israel 1402 Teaneck Road, Suite #223 Teaneck, NJ 07666-5000	None Exempt	Human Services	5,000 00
Water 1st International 1904 - 3rd Avenue, Suite 1012 Seattle, WA 98101	None Exempt	Human Services	7,500 00
Jewish Day School of Metropolitan Seattle 15749 NE 4th Street Bellevue, WA 98008	None Exempt	Education	4,000 00
Jewish Family Service 1601 - 16th Avenue Seattle, WA 98122	None Exempt	Human Services	30,000 00
Hope for Heroism 5901 Wilson Avenue South Seattle, WA 98118	None Exempt	Human Services	33,000 00
Fred Hutchinson Cancer Research Center PO Box 19024 Seattle, WA 98109	None Exempt	Health Services	27,500 00
American Friends of the Shalom Hartman Inst One Pennsylvania Plaza, Suite 1606 New York, NY 10119	None Exempt	Education	25,000 00
Jewish Federation of Greater Seattle 2031 Third Avenue Seattle, WA 98121	None Exempt	Human Services	25,000 00
FareStart 700 Virginia Street	None Exempt	Human Services	6,000 00

BAYLEY FAMILY FOUNDATION
EIN: 20-8113775
2013 990-PF Part I Grants Paid Support
Attachment A

<u>Recipient Name and Address</u>	<u>Relationship to Substantial Contributor and Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Seattle, WA 98101			
UW Harborview Medical Center Box 358045 Seattle, WA 98195	None Exempt	Health Services	27,500 00
Keck Medical Center of USC 1510 San Pablo St., Suite 600 Los Angeles, CA 90033	None Exempt	Health Services	1,000 00
WA State Holocaust Education Resource Ctr 2031 Third Avenue Seattle, WA 98121	None Exempt	Human Services	7,500 00
Chabad at UNLV 716 Cragin Park Drive Las Vegas, NV 89107	None Exempt	Education	2,000 00
		Total Grants Paid	<u>201,000 00</u>

HOLDINGS

This section reflects positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. "Market Value" and "Unrealized Gain/(Loss)" are representative values as of the last business day of the statement period indicated, may not reflect the value that could be obtained in the market. See "Pricing of Securities" in the Expanded Disclosures. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date. Estimated annual income and estimated yield for certain securities may include return of principal or capital gains which could overstate such estimates. Actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment and, it does not reflect changes in its price, which may fluctuate. Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, see "Special Considerations Regarding Structured Products" in the Disclosures. New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Refer to the Expanded Disclosures for additional information.

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis. Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions.

Description	Value	Estimated Annual Income	7 Day Current Yield %	Annual Percentage Yield %
MS ACTIVE ASSETS MONEY TRUST	\$67,802.02	\$6.78	0.010	—
	Percentage of Assets %	Market Value	Estimated Annual Income	Accrued Interest
CASH, BDP, AND MMFS	69.3%	\$67,802.02	\$6.78	\$0.00

Money market funds seek to maintain a share price of \$1.00, therefore the dollar amounts listed equal the number of shares. Additional information concerning these transactions is available upon request. For more information about the pricing of Money Market Funds, please see the Expanded Disclosures.

The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ESCROW ABSOLUTE RETURN BARRIER PPN ON SPX BY LEH (C5K9Y)	10/3/13	20,000.000	— Pending Corp. Action		\$20,000.00	N/A	—	—
Share Price: \$1,000, Structured Products								
ESCROW LEHMAN BROTHERS HOLDINGS (C5K8Y)	10/3/13	10,000.000	— Pending Corp. Action		10,000.00	N/A	—	—
Share Price: \$1,000, Structured Products								

005514 NSGCD506 017120

10/19

BAYLEY FAMILY FOUNDATION
 EIN 20-8113775
 2013 990-PF
 ATTACHMENT B

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	30.7%	\$0.00	\$30,000.00		\$0.00 \$0.00	
TOTAL MARKET VALUE	100.0%	\$0.00	\$97,802.02		\$6.78 \$0.00	0.01%
TOTAL VALUE (includes accrued interest)			\$97,802.02			

EXCHANGE-TRADED & CLOSED-END FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
VANGUARD HIGH DIV YIELD ETF (VYM)								
	10/7/11	2 000	41 179	82 36	124 64	42 28 LT		
	10/4/12	127 000	51 140	6,494.78	7,914.64	1,419.86 LT		
	6/21/13	36 000	56 174	2,022.27	2,243.52	221.25 ST		
	7/30/13	109 000	59 016	6,432.69	6,792.88	360.19 ST		
Total		274 000		15,032.10	17,075.68	1,462.14 LT 581.44 ST	479.23	2.80
Share Price \$62.320, Next Dividend Payable 03/2014								
VANGUARD REIT ETF (VNQ)								
	7/30/13	68,000	70.980	4,826.67	4,390.08	(436.59) ST	189.79	4.32
Share Price, \$64.560, CG IAR Status AL, Next Dividend Payable 03/2014								
VANGUARD SMALL CAP ETF (VB)								
	2/4/13	74 000	86 110	6,372.14	8,136.30	1,764.16 ST		
	2/25/13	31 000	87.485	2,712.02	3,408.45	696.43 ST		
	4/5/13	3 000	88.550	265.65	329.85	64.20 ST		
	6/21/13	6 000	91.770	550.62	659.70	109.08 ST		
Total		114,000		9,900.43	12,534.30	2,633.87 ST	162.11	1.29
Share Price \$109.950, CG IAR Status AL, Next Dividend Payable 12/2014								
EXCHANGE-TRADED & CLOSED-END FUNDS								
	Percentage of Assets %			Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
	87.3%			\$184,582.66	\$200,813.56	\$8,353.57 LT 7,877.33 ST	\$7,444.18 \$0.00	3.71%
TOTAL MARKET VALUE								
	Percentage of Assets %			Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
	100.0%			\$207,078.09	\$230,099.42	\$10,481.43 LT \$8,019.45 ST	\$9,038.32 \$0.00	3.93%

TOTAL VALUE (includes accrued interest)

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

\$230,099.42