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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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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 BARON & BLUE FOUNDATION		A Employer identification number 75-2965720	
% LARA ASHMORE		B Telephone number (see instructions) (214) 692-5789	
Number and street (or P O box number if mail is not delivered to street address) 3811 TURTLE CREEK BLVD SUITE 800 Suite			
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75219		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 (<i>from Part II, col. (c), line 16</i>)▶ \$ 4,329,687		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	
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)	88,500			
	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.	87,721	87,721		
	5a Gross rents	13	13		
	b Net rental income or (loss) _____ 13				
	6a Net gain or (loss) from sale of assets not on line 10	110,774			
	b Gross sales price for all assets on line 6a _____ 597,817				
	7 Capital gain net income (from Part IV, line 2) . . .		110,633		
	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)	185	326		
	12 Total. Add lines 1 through 11	287,193	198,693		
	13 Compensation of officers, directors, trustees, etc	20,880	2,088		
	14 Other employee salaries and wages	42,718	4,271		
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	11,638	5,819	0	0
	c Other professional fees (attach schedule)				
	17 Interest	25	25		
	18 Taxes (attach schedule) (see instructions)	22,283	1,007		
	19 Depreciation (attach schedule) and depletion . . .	62			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	68,040	52,219		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	165,646	65,429	0	0
	25 Contributions, gifts, grants paid	464,500			464,500
	26 Total expenses and disbursements. Add lines 24 and 25	630,146	65,429	0	464,500
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-342,953			
	b Net investment income (if negative, enter -0-)		133,264		
	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	12,175	0	0
	2	Savings and temporary cash investments	22,211	19,877	19,877
	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)			
	b	Investments—corporate stock (attach schedule)	2,668,428	2,225,611	2,270,428
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,677,050	1,806,903	2,038,521
	14	Land, buildings, and equipment basis ▶ _____ 4,787 Less accumulated depreciation (attach schedule) ▶ 4,787			
15	Other assets (describe ▶ _____)	4,581	861	861	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,384,507	4,053,252	4,329,687	
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 ▶ _____)	11,088	21,176	
	23	Total liabilities (add lines 17 through 22)	11,088	21,176	
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	4,373,419	4,032,076	
	30	Total net assets or fund balances (see page 17 of the instructions)	4,373,419	4,032,076	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,384,507	4,053,252	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	4,373,419
2	Enter amount from Part I, line 27a	2	-342,953
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,610
4	Add lines 1, 2, and 3	4	4,032,076
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	4,032,076

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a 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	110,633
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))
2012	571,500	4,665,599	0 122492
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

2	Total of line 1, column (d).	2	0 612653
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 122531
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	4,385,946
5	Multiply line 4 by line 3.	5	537,414
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,333
7	Add lines 5 and 6.	7	538,747
8	Enter qualifying distributions from Part XII, line 4.	8	464,500

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	2,665
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	2,665
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	2,665
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	16,400
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	16,400
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	13,735
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 2,800 Refunded	11	10,935

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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)? <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>	1b		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	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? <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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <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): ☐ 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? <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	Yes	

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? Website address  www.baronandbluefdn.org	13	Yes	
14	The books are in care of  LARA ASHMORE Telephone no  (214) 692-5789 Located at  3811 TURTLE CREEK BLVD SUITE 800 DALLAS TX ZIP +4  75219			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here  and enter the amount of tax-exempt interest received or accrued during the year. 	15		
16	At any time during calendar year 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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country 	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?.  Yes  No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.  Yes  No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).  Yes  No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. 	1b		No
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?.  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 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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))?

YesNo

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3) Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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?

YesNo

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?

YesNo

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?

YesNo

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.

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Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see 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	4,357,094
b	Average of monthly cash balances.	1b	94,782
c	Fair market value of all other assets (see instructions).	1c	861
d	Total (add lines 1a, b, and c).	1d	4,452,737
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	4,452,737
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	66,791
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,385,946
6	Minimum investment return. Enter 5% of line 5.	6	219,297

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	219,297
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	2,665
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,665
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	216,632
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	216,632
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	216,632

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	464,500
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	464,500
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	464,500
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				216,632
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.	651,676			
b From 2009.	361,826			
c From 2010.	216,449			
d From 2011.	366,082			
e From 2012.	370,986			
f Total of lines 3a through e.	1,967,019			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 464,500				
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.				216,632
e Remaining amount distributed out of corpus	247,868			
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	2,214,887			
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). . .	651,676			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,563,211			
10 Analysis of line 9				
a Excess from 2009. . . .	361,826			
b Excess from 2010. . . .	216,449			
c Excess from 2011. . . .	366,082			
d Excess from 2012. . . .	370,986			
e Excess from 2013. . . .	247,868			

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 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address of the person to whom applications should be addressed

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

b

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

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

c

Any submission deadlines

APRIL 1 OCTOBER 1

d

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

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	464,500
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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)
20,814 699 SHS PIMCO TOTAL RETURN	P	2000-01-01	2013-12-31
TWM INTERNATIONAL EQUITIES 2006, L P - SHORT TERM CAPITAL GAIN	P	2013-01-01	2013-12-31
TWM INTERNATIONAL EQUITITIES 2006, LP- LONG-TERM CAPITAL GAIN	P	2000-01-01	2013-12-31
TWM HIGH YIELD 2008 PARTNERSHIP, L P - SHORT-TERM CAPITAL GAIN	P	2013-01-01	2013-12-31
TWM HIGH YIELD 2008 PARTNERSHIP, L P - LONG-TERM CAPITAL GIAN	P	2000-01-01	2013-12-31
TWM SELECT EQUITY PARTNERSHIP, L P - SHORT-TERM GAIN	P	2013-01-01	2013-12-31
TWM SELECT EQUITY PARTNERSHIP, L P - LONG-TERM CAPITAL GAIN	P	2000-01-01	2013-12-31
7,936 56 SHS WESTWOOD INCOME OPPORTUNITY FUND	P	2013-01-01	2013-12-31
9,303 721 SHS PIMCO ALL ASSET ALL AUTHORITY	P	2013-01-01	2013-05-31
4,035 494 SHS WESTWOOD INCOME OPPORTUNITY FUND		2012-07-03	2013-11-29
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
230,000		238,508	-8,142
1,859		0	1,859
6,732		0	6,732
13,809		0	13,809
17,873		0	17,873
5,710		0	5,710
53,329		0	53,329
106,364		98,126	8,238
100,000		101,368	-1,299
55,636		49,476	6,160
			6,364

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	
			-8,508
			1,859
			6,732
			13,809
			17,873
			5,710
			53,329
			8,238
			-1,368
			6,160

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LISA A BLUE BARON	DIRECTOR/PRESIDENT/TREASURER 1 0	0	0	0
3811 TURTLE CREEK BLVD SUITE 800 DALLAS,TX 75219				
ROBERT M GREENBERG	DIRECTOR 1 0	0	0	0
3811 TURTLE CREEK BLVD SUITE 800 DALLAS,TX 75219				
COURTNEY BARON	DIRECTOR/VICE PRES/SECRETARY 1 0	0	0	0
3811 TURTLE CREEK BLVD SUITE 800 DALLAS,TX 75219				
LAURA MILLER	DIRECTOR 1 0	0	0	0
3811 TURTLE CREEK BLVD SUITE 800 DALLAS,TX 75219				
LARA ASHMORE	EXECUTIVE DIRECTOR 40 0	20,880	0	0
3811 TURTLE CREEK BLVD SUITE 800 DALLAS,TX 75219				
BETH TAYLOR	DIRECTOR 1 0	0	0	0
3811 TURTLE CREEK BLVD SUITE 800 DALLAS,TX 75219				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
DALLAS FURNITURE BANK PO BOX 815788 DALLAS,TX 75381	NONE	PC	FURNITURE FOR FAMILIES	10,000
PROMISE HOUSE 224 W PAGE AVENUE DALLAS,TX 75208	NONE	PC	EMERGENCY YOUTH SHELTER	20,000
UNION GOSPEL MISSION 3211 IRVING BOULEVARD DALLAS,TX 75247	NONE	PC	MEDICAL CLINICS	25,000
ATTITUDES & ATTIRE 2050 N STEMMONS FREEWAY SUITE 181 MAIL UNIT 102 DALLAS,TX 75207	NONE	PC	GENERAL OPERATING SUPPORT	5,000
CAPTAIN HOPE'S KIDS 10555 NEWKIRK STREET SUITE 580 DALLAS,TX 75220	NONE	PC	CAPTAIN HOPE'S CLOSET	25,000
LEGACY COUNSELING CENTER 4054 MCKINNEY AVENUE SUITE 102 DALLAS,TX 75204	NONE	PC	LEGACY FOUNDERS COTTAGE	16,000
SOUPMOBILE INC 3017 COMMERCE STREET DALLAS,TX 75226	NONE	PC	SOUPMOBILE VILLAGE	10,000
THE STEWPOT OF FIRST PRESBYTERIAN CHURCH 1835 YOUNG STREET DALLAS,TX 75201	NONE	PC	CASE MANAGEMENT	20,000
FRAZIER REVITALIZATION INC PO BOX 796368 DALLAS,TX 75379	NONE	PC	LOW INCOME NEIGHBORHOOD IMPROVEMENT AND TWEENERS AFTER SCHOOL INITIATIVE	30,000
LIFELINE SHELTER FOR FAMILIES 123 W MAIN STREET SUITE 300 GRAND PRAIRIE,TX 75050	NONE	PC	GENERAL OPERATING SUPPORT	20,000
ST PHILIP'S SCHOOL AND COMMUNITY CENTER 1600 PENNSYLVANIA AVENUE DALLAS,TX 75215	NONE	PC	TRANSPORTATION	2,500
NEXUS RECOVERY CENTER (CRYSTAL CHARITY BALL) 8733 LA PRADA DRIVE DALLAS,TX 75228	NONE	PC	HOUSING SUPPORT/CONSTRUCTION COST FOR ADOLESCENT FACILITY	12,500
THE FAMILY PLACE PO BOX 7999 DALLAS,TX 75209	NONE	PC	GENERAL OPERATING SUPPORT	7,500
GRAND PRAIRIE UNITED CHARITIES 1417 DENSMAN STREET GRAND PRAIRIE,TX 75051	NONE	PC	LOW INCOME PROGRAM ASSISTANCE	10,000
NEW FRIENDS NEW LIFE PO BOX 192378 DALLAS,TX 75219	NONE	PC	GENERAL OPERATING SUPPORT	10,000
Total  3a				464,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BRIDGE STEPS 1818 CORSICANA DALLAS,TX 75201	NONE	PC	GENERAL OPERATING SUPPORT	25,000
AIDS SERVICES OF DALLAS PO BOX 4338 DALLAS,TX 75208	NONE	PC	GENERAL OPERATING SUPPORT	10,000
FAMILY GATEWAY 300 SAN JACINTO STREET DALLAS,TX 75204	NONE	PC	TRANSITIONAL HOUSING PROGRAM	15,000
HUMAN RIGHTS INITIATIVE 2801 SWISS AVENUE DALLAS,TX 75204	NONE	PC	EMERGENCY HOUSING PILOT PROJECT	7,500
UNDER 1 ROOF 7501 CHESTERFIELD DRIVE SUITE 206 DALLAS,TX 75237	NONE	PC	UNDER 1 ROOF HOUSING PROGRAMS	10,000
DALLAS INDEPENDENT SCHOOL DISTRICT 3700 ROSS AVENUE BOX 109 DALLAS,TX 75204	NONE	PC	DISD HOMELESS EDUCATION PROGRAM	15,000
CROSSROADS COMMUNITY SERVICES 1822 YOUNG STREET DALLAS,TX 75201	NONE	PC	CLOTHING PANTRY UTILIZATION PROJECT	8,500
MOSAIC FAMILY SERVICES INC 4144 N CENTRAL EXPRESSWAY 530 DALLAS,TX 75204	NONE	PC	EMERGENCY SHELTER	15,000
RAINBOW DAYS INC 8150 N CENTRAL EXPRESSWAY DALLAS,TX 75206	NONE	PC	AFTER SCHOOL/SUMMER PROGRAM	25,000
RECOVERY INN 101 E PARK BOULEVARD 203 PLANO,TX 75074	NONE	PC	GENERAL OPERATING SUPPORT	7,500
NORTH TEXAS FOOD BANK 4500 S COCKERELL HILL ROAD DALLAS,TX 75236	NONE	PC	GENERAL OPERATING SUPPORT	15,000
SOUL'S HARBOR HOMELESS SHELTER 13134 NILE DRIVE DALLAS,TX 75253	NONE	PC	HOMELESS SUBSTANCE ABUSE RECOVERY PROGRAM	15,000
VETERANS COALITION OF NORTH CENTRAL TEXAS PO BOX 132275 DALLAS,TX 75201	NONE	PC	WE HOUSE OURSELVES PROGRAM	10,000
HOPEFUL SOLUTIONS PO BOX 270674 DALLAS,TX 75227	NONE	PC	GENERAL OPERATION EXPENSES	7,500
FAMILY PLACE PO BOX 7999 DALLAS,TX 75209	NONE	PC	SUPPORTIVE LIVING PROGRAM	7,500
Total  3a				464,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOMEWARD BOUND INC 315 SUNSET AVENUE DALLAS,TX 75208	NONE	PC	HOUSING FOR HIV AND HOMELESS	20,000
DWELL WITH DIGNITY 3112 HOOD STREET DALLAS,TX 75219	NONE	PC	RESIDENTIAL HOME INSTALLATIONS	5,000
SHARED HOUSING INC 402 N GOOD LATIMER EXPRESSWAY DALLAS,TX 75204	NONE	PC	TRANSITIONAL GROUP RESIDENCE	15,000
DALLAS AREA HABITAT FOR HUMANITY 2800 N HAMPTON ROAD DALLAS,TX 75212	NONE	PC	GRANT IN MEMORY OF PRICE STONE	5,000
FAMILY PROMISE OF IRVING 121 S STORY RD IRVING,TX 75060	NONE	PC	GENERAL OPERATIONS	2,500
Total  3a				464,500

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

2013

Attachment
Sequence No **179**

Name(s) shown on return
BARON & BLUE FOUNDATION

Business or activity to which this form relates
GENERAL DEPRECIATION

Identifying number

75-2965720

Part I Election To Expense Certain Property Under Section 179

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

1	Maximum amount (see instructions)	1	
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	\$ 2,600,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2012 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 2014 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 2013	17	62
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 2013 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 2013 Tax Year Using the Alternative Depreciation System

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

Part IV Summary (see instructions.)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	62
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

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

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

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

Section B—Information on Use of Vehicles

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

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

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

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

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of 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 2013 tax year (see instructions)					
43 Amortization of costs that began before your 2013 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

TY 2013 Accounting Fees Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	11,638	5,819		

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

TY 2013 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	2,627	M5					
COMPUTER	2008-09-09	2,160	2,098	M5		62			

**TY 2013 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	2,225,611	2,270,428

TY 2013 Investments - Land Schedule**Name:** BARON & BLUE FOUNDATION**EIN:** 75-2965720

TY 2013 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	345,790	396,997
TWM SELECT EQUITY PTRSHP, LP	AT COST	704,585	850,947
TWM HIGH YIELD 2008 PRTSHP, LP	AT COST	756,528	790,577

TY 2013 Land, Etc. Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER	2,627	2,627		
COMPUTER	2,160	2,160		

TY 2013 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
DIVIDENDS RECEIVABLE	4,581	861	861

TY 2013 Other Expenses Schedule**Name:** BARON & BLUE FOUNDATION**EIN:** 75-2965720

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGMT FEES	36,970	36,970		
TWM INT'L EQUITIES - MISC	2,721	2,721		
TWM HIGH YIELD 2008 - MISC	2,096	2,096		
TWM SELECT EQUITY - MISC	10,432	10,432		
ADVERTISING & PROMOTION	3,415			
OFFICE SUPPLIES	3,668			
PAYROLL PROCESSING FEES	2,654			
INSURANCE	3,239			
EVENT EXPENSE	325			
RENT EXPENSE	124			
UTILITIES EXPENSE	1,173			
MISC EXPENSE	1,073			
DUES AND SUBSCRIPTIONS	150			

TY 2013 Other Income Schedule**Name:** BARON & BLUE FOUNDATION**EIN:** 75-2965720

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
TWM INTERNATIONAL EQUITIES 2006 - MISC	12	12	
TWM SELECT EQUITY PARTNERSHIP - ORDINARY	94	94	
TWM SELECT EQUITY PARTNERHSIP - MISC	65	65	
TWM SELECT EQUITY PARTNERSHIP - ROYALTY	10	10	
TWM HIGH YIELD- MISC	4	4	
TWM SELECT EQUITY PARTNERSHIP - 1231	0	141	

TY 2013 Other Increases Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Description	Amount
CHANGE IN UNREALIZED GAIN (LOSS) ON	0
INVESTMENT ASSETS	1,610

TY 2013 Other Liabilities Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Description	Beginning of Year - Book Value	End of Year - Book Value
BANK OVERDRAFTS	0	3,123
OTHER PAYABLES	11,088	18,053

TY 2013 Substantial Contributors Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Name	Address
MIKE KAESKE	PO BOX 802023 DALLAS,TX 75380

TY 2013 Taxes Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	3,223			
TWM INT'L EQ - FOREIGN TAX	803	803		
TWM SELECT EQ - FOREIGN TAX	204	204		
EXCISE TAXES	18,053			