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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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
BARON & BLUE FOUNDATION

% LARA ASHMORE

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 802044

City or town, state or province, country, and ZIP or foreign postal code
DALLAS, TX 75380

A Employer identification number
75-2965720

B Telephone number (see instructions)
(214) 692-5789

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 5,946,139

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)	2,034,115			
	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	56,379	56,379		
	5a	Gross rents	11	11		
	b	Net rental income or (loss) 11				
	6a	Net gain or (loss) from sale of assets not on line 10	137,566			
	b	Gross sales price for all assets on line 6a 1,898,787				
	7	Capital gain net income (from Part IV, line 2)		137,478		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	27,955	13,908		
	12	**Total.** Add lines 1 through 11	2,256,026	207,776		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	25,785	2,578		23,207
	14	Other employee salaries and wages	30,000	3,000		27,000
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)		0		
	b	Accounting fees (attach schedule)	11,073	5,536	0	0
	c	Other professional fees (attach schedule)				
	17	Interest	106	106		
	18	Taxes (attach schedule) (see instructions)	4,499	962		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	586			
	22	Printing and publications				
	23	Other expenses (attach schedule)	60,007	40,358		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	132,056	52,540	0	50,207
	25	Contributions, gifts, grants paid	530,119			530,119
	26	**Total expenses and disbursements.** Add lines 24 and 25	662,175	52,540	0	580,326
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,593,851			
	b	**Net investment income** (if negative, enter -0-)		155,236		
	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	0	64,262	64,262
	2	Savings and temporary cash investments	19,877	1,079,820	1,079,820
	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)	2,225,611	1,318,604	1,433,374
	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)	1,806,903	3,164,766	3,368,665
	14	Land, buildings, and equipment basis ▶ 4,787			
		Less accumulated depreciation (attach schedule) ▶ 4,787			
	15	Other assets (describe ▶)	861	18	18
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,053,252	5,627,470	5,946,139
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 ▶)	21,176	1,543	
	23	**Total liabilities** (add lines 17 through 22)	21,176	1,543	
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	4,032,076	5,625,927	
	30	**Total net assets or fund balances** (see instructions)	4,032,076	5,625,927	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,053,252	5,627,470	

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	4,032,076
2	Enter amount from Part I, line 27a	2	1,593,851
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,625,927
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	5,625,927

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) 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	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	137,478
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 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))
2013	464,500	4,385,946	0 105906
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

2	**Total** of line 1, column (d).	2	0 565588
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 113118
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	4,207,050
5	Multiply line 4 by line 3.	5	475,893
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,552
7	Add lines 5 and 6.	7	477,445
8	Enter qualifying distributions from Part XII, line 4.	8	580,326

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	1,552
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	1,552
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	1,552
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a — 2,800		
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	2,800
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	1,248
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 1,248 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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

Website address ▶www baronandbluefdn org

14 The books are in care of ▶LARA ASHMORE Telephone no ▶(214) 692-5789

Located at ▶PO BOX 802044 DALLAS TX ZIP+4 ▶75380

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 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 2014.)*	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 2014?	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 4945(d)(4)(A)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

Total number of other employees paid over $50,000 ▶

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See 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	4,113,720
b	Average of monthly cash balances	1b	157,379
c	Fair market value of all other assets (see instructions)	1c	18
d	**Total** (add lines 1a, b, and c)	1d	4,271,117
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	4,271,117
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	64,067
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,207,050
6	**Minimum investment return.** Enter 5% of line 5	6	210,353

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	210,353
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,552		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,552
3	Distributable amount before adjustments Subtract line 2c from line 1			3	208,801
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	208,801
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	208,801

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	580,326
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	580,326
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	1,552
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	578,774

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7					208,801
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only.				0	
b Total for prior years 2012 , 2011 , 2010			0		
3 Excess distributions carryover, if any, to 2014					
a From 2009.	361,826				
b From 2010.	216,449				
c From 2011.	366,082				
d From 2012.	370,986				
e From 2013.	247,868				
f **Total** of lines 3a through e.		1,563,211			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 580,326					
a Applied to 2013, 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 2014 distributable amount.					208,801
e Remaining amount distributed out of corpus		371,525			
5 Excess distributions carryover applied to 2014					
(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		1,934,736			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)					
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .		361,826			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		1,572,910			
10 Analysis of line 9					
a Excess from 2010. . . .	216,449				
b Excess from 2011. . . .	366,082				
c Excess from 2012. . . .	370,986				
d Excess from 2013. . . .	247,868				
e Excess from 2014. . . .	371,525				

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 2014, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

LISA A BLUE BARON

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				530,119
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	56,379	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	11	
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	137,566	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a OTHER INCOME			14	15,504	
b FROM PASS-THROUGH			18	12,451	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				221,911	

13 Total. Add line 12, columns (b), (d), and (e). **13** 221,911

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
1	N/A

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2015-11-16	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Bruce Levi				P00047409

Firm's name ▶ LANE GORMAN TRUBITT PLLC

Firm's EIN ▶

Firm's address ▶ 2626 HOWELL STREET SUITE 700 DALLAS, TX 752044064

Phone no (214) 871-7500

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
105 740 SHS WESTWOOD INCOME OPPORTUNITY FUND INSTITUTIONAL CLASS	P	2013-12-13	2014-02-06
165 010 SHS PIMCO ALL ASSET ALL AUTHORITY FUND INSTITUIONAL SHARES	P	2013-09-19	2014-01-29
11,878 496 SHS WESTWOOD INCOME OPPORTUNITY FUND INSTRITUTIONAL CLASS	P		
19,674 510 SHS PIMCO ALL ASSET ALL AUTHORITY FUND INSTITUTIONAL SHARES	P		2014-01-29
504 013 SHS PIMCO TOTAL RETURN FUND INSTITUTIONAL CLASS	P		2014-11-17
50,079 457 SHS PIMCO TOTAL RETURN FUND INSTITUTIONAL CLASS	P		2014-11-17
3,532 992 SHS MAINSTAY MARKETFIELD FUND CLASS I	P		2014-11-17
6,271 380 SHS THE FX STRATEGY FUND CLASS A	P	2014-01-30	2014-11-17
19,639 705 SHS MAINSTAY MARKETFIELD FUND CLASS I	P		2014-11-17
24,301 994 SHS THE FX STRATEGY FUND CLASS A	P		2014-11-17

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)
1,444		1,427	17
1,625		1,701	-76
168,556		145,633	22,923
193,779		213,050	-19,271
5,509		5,421	88
647,339		676,783	-29,444
58,047		65,041	-6,994
64,470		55,000	9,470
322,680		296,401	26,279
300,824		300,217	607

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	
			17
			-76
			22,923
			-19,271
			88
			-29,444
			-6,994
			9,470
			26,279
			607

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)
RB INTERNATIONAL EQUITY PARTNERSHIP, L P	P		
RB INTERNATIONAL EQUITY PARTNERSHIP, L P	P		
RB DOMESTIC EQUITY PARTNERSHIP, L P	P		
RB DOMESTIC EQUITY PARTNERSHIP, L P	P		
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)
0		547	-547
10,465		0	10,465
8,655		0	8,655
109,803		0	109,803
			5,503

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	
			-547
			10,465
			8,655
			109,803

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 PO BOX 802044 DALLAS,TX 75380	DIRECTOR/PRESIDENT/TREASURER 1 0	0	0	0
BETH TAYLOR PO BOX 802044 DALLAS,TX 75380	DIRECTOR 1 0	0	0	0
COURTNEY BARON PO BOX 802044 DALLAS,TX 75380	DIRECTOR/VICE PRES/SECRETARY 1 0	0	0	0
LAURA MILLER PO BOX 802044 DALLAS,TX 75380	DIRECTOR 1 0	0	0	0
LARA ASHMORE PO BOX 802044 DALLAS,TX 75380	EXECUTIVE DIRECTOR 25 0	25,785	0	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PROMISE HOUSE 224 W PAGE AVENUE DALLAS,TX 75208	NONE	PC	EMERGENCY YOUTH SHELTER	10,000
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	35,000
LEGACY COUNSELING CENTER 4054 MCKINNEY AVENUE SUITE 102 DALLAS,TX 75204	NONE	PC	LEGACY FOUNDERS COTTAGE	16,000
THE STEWPOT OF FIRST PRESBYTERIAN CHURCH 1835 YOUNG STREET DALLAS,TX 75201	NONE	PC	CASE MANAGEMENT	15,000
LIFELINE SHELTER FOR FAMILIES 123 W MAIN STREET SUITE 300 GRAND PRAIRIE,TX 75050	NONE	PC	GENERAL OPERATING SUPPORT	15,000
NEXUS RECOVERY CENTER (CRYSTAL CHARITY BALL) 8733 LA PRADA DRIVE DALLAS,TX 75228	NONE	PC	HOUSING SUPPORT/CONSTRUCTION COST FOR ADOLESCENT FACILITY	12,500
GRAND PRAIRIE UNITED CHARITIES 1417 DENSMAN STREET GRAND PRAIRIE,TX 75051	NONE	PC	LOW INCOME PROGRAM ASSISTANCE	20,000
NEW FRIENDS NEW LIFE PO BOX 192378 DALLAS,TX 75219	NONE	PC	GENERAL OPERATING SUPPORT	10,000
BRIDGE STEPS 1818 CORSICANA DALLAS,TX 75201	NONE	PC	GENERAL OPERATING SUPPORT	20,000
AIDS SERVICES OF DALLAS PO BOX 4338 DALLAS,TX 75208	NONE	PC	GENERAL OPERATING SUPPORT	15,000
FAMILY GATEWAY 300 SAN JACINTO STREET DALLAS,TX 75204	NONE	PC	TRANSITIONAL HOUSING PROGRAM	15,000
UNDER 1 ROOF 7501 CHESTERFIELD DRIVE SUITE 206 DALLAS,TX 75237	NONE	PC	UNDER 1 ROOF HOUSING PROGRAMS	15,000
MOSAIC FAMILY SERVICES INC 4144 N CENTRAL EXPRESSWAY 530 DALLAS,TX 75204	NONE	PC	EMERGENCY SHELTER	10,000
RAINBOW DAYS INC 8150 N CENTRAL EXPRESSWAY DALLAS,TX 75206	NONE	PC	AFTER SCHOOL/SUMMER PROGRAM	10,000
Total . . . . ▶ **3a**				530,119

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
RECOVERY INN 101 E PARK BOULEVARD 203 PLANO,TX 75074	NONE	PC	GENERAL OPERATING SUPPORT	7,500
FAMILY PLACE PO BOX 7999 DALLAS,TX 75209	NONE	PC	SUPPORTIVE LIVING PROGRAM	10,000
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	CARTER BUILD	5,500
VOGEL ALCOVE 1738 GANO ST DALLAS,TX 75215	NONE	PF	GENERAL OPERATIONS	148,619
AUSTIN STREET CENTRE 2929 HICKORY STREET DALLAS,TX 75226	NONE		GENERAL OPERATING SUPPORT	15,000
DALLAS LIFE 1100 CADIZ STREET DALLAS,TX 75215	NONE	PF	CHILDREN'S PROGRAM	10,000
RESTORED HOPE MINISTRIES BAND BOX PLACE DALLAS,TX 75371	NONE	PF	GENERAL OPERATING SUPPORT	5,000
METROPLEX MILITARY CHARITABLE TRUST 3510 RANKIN STREET DALLAS,TX 75205	NONE	PF	VETERAN LEGAL SERVICES	10,000
DALLAS SERVICES 4242 OFFICE PARKWAY DALLAS,TX 75204	NONE		LOW VISION CLINIC SUPPORT	10,000
GENESIS WOMEN'S SHELTER 4411 LEMMON AVENUE SUITE 201 DALLAS,TX 75219	NONE		EMERGENCY SHELTER OPERATIONS	10,000
CITY SQUARE 511 N AKARD STREET SUITE 302 DALLAS,TX 75201	NONE	PF	TRAC HOUSING	10,000
LIFENET SERVICES INC 9708 SKILLMAN STREET DALLAS,TX 75243	NONE	PF	BUENA VISTA ESTATES PROJECTS BASED VOUCHER PROGRAM	15,000
INTERFAITH HOUSING COALITION 5600 ROSS AVENUE DALLAS,TX 75206	NONE	PF	HOUSING & SELF-SUFFICIENCY PROGRAMS	15,000
JULIETTE FOWLER COMMUNITIES 1234 ABRAMS ROAD DALLAS,TX 75214	NONE	PF	THE EBBY HOUSE	10,000
Total . . . . ▶ **3a**				530,119

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE MIRACLE HOUSE FOUNDATION 7904 ARKAN PARKWAY DALLAS,TX 75241	NONE	PF	GENERAL OPERATING SUPPORT	5,000
METRO DALLAS HOMELESS ALLIANCE 2816 SWISS AVENUE DALLAS,TX 75204	NON	PF	GENERAL OPERATING SUPPORT	5,000
Total . . . . ▶ **3a**				530,119

TY 2014 Accounting Fees Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	11,073	5,536		

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

TY 2014 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	2,160	M5					

TY 2014 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	1,318,604	1,433,374

TY 2014 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
RB INTERNATIONAL EQUITY P'SHIP	AT COST	580,548	591,132
RB DOMESTIC EQUITY P'SHIP	AT COST	652,690	761,788
RB STRATEGIC FIXED INCOME	AT COST	931,528	1,005,209
RB HEDGE FUND OFFSHORE P'SHIP	AT COST	1,000,000	1,010,536

TY 2014 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 2014 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	861	18	18

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TY 2014 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	25,646	25,646		
RB INTL EQUITY	3,193	3,193		
RB DOMESTIC EQUITY	11,519	11,519		
ADVERTISING & PROMOTION	1,318			
OFFICE SUPPLIES	1,026			
PAYROLL PROCESSING FEES	2,772			
INSURANCE	3,506			
EVENT EXPENSE	5,254			
RENT EXPENSE	128			
UTILITIES EXPENSE	3,153			
MISC EXPENSE	893			
BUSINESS GIFTS	1,344			
POSTAGE	70			
MEALS & ENTERTAINMENT	185			

TY 2014 Other Income Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PERSHING #4219 NONDIVIDEND DISTRIBUTION	1,369	1,369	
RB DOMESTIC EQUITY PARTNERSHIP-ORDINARY	201	201	
RB DOMESTIC EQUITY PARTNERSHIP-1231	0	88	
RB DOMESTIC EQUITY PARTNERSHIP- MISC	257	257	
RB DOMESTIC EQUITY PARTNERSHIP- ROYALTY	30	30	
RB INTERNATIONAL EQUITIES-MISC	11,963	11,963	
EXCISE TAX REFUND	14,135		

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TY 2014 Other Liabilities Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Description	Beginning of Year - Book Value	End of Year - Book Value
OTHER PAYABLES	18,053	1,543

TY 2014 Taxes Schedule

Name: BARON & BLUE FOUNDATION

EIN: 75-2965720

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	3,537			
RB INT'L EQ - FOREIGN TAX	786	786		
RB DOMESTIC EQ - FOREIGN TAX	176	176		

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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2014

Name of the organization
BARON & BLUE FOUNDATION

Employer identification number
75-2965720

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the $33\frac{1}{3}$% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
BARON & BLUE FOUNDATION	75-2965720

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LISA BARON PO BOX 802044 DALLAS, TX75380	$ 2,000,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	JOHN EDDIE WILLIAMS PO BOX 802044 DALLAS, TX75380	$ 32,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	**Employer identification number**
BARON & BLUE FOUNDATION	75-2965720

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
BARON & BLUE FOUNDATION

Employer identification number
75-2965720

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e) and** the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $ ______
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee