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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.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

1912

OMB No 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning , and ending

Name of foundation

BARON & BLUE FOUNDATION

A Employer identification number

75-2965720

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

P.O. BOX 802044

B Telephone number

(214) 692-5789

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

DALLAS, TX 75380

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 ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 3,561,306.

J Accounting method: [X] 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))

	Line	(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	10,000.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	20,462.	20,462.		STATEMENT 1
	4 Dividends and interest from securities	70,870.	67,374.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	93,296.			
	b Gross sales price for all assets on line 6a 3,539,774.				
	7 Capital gain net income (from Part IV, line 2)		93,296.		
	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)				
	11 Other income	1,647.	1,647.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	196,275.	182,779.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	8,640.	864.		7,776.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	600.	300.		300.
	b Accounting fees STMT 5	10,500.	5,250.		5,250.
	c Other professional fees STMT 6	29,744.	29,744.		0.
	17 Interest				
	18 Taxes STMT 7	3,181.	1,086.		595.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	7,671.	2,850.		4,821.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	60,336.	40,094.		18,742.
	25 Contributions, gifts, grants paid	1,108,100.			1,108,100.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,168,436.	40,094.		1,126,842.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-972,161.			
	b **Net investment income** (if negative, enter -0-)		142,685.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	183,905.	271,569.	271,569.
	2 Savings and temporary cash investments			
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	3,893,862.	2,844,770.	3,289,737.
	14 Land, buildings, and equipment: basis ▶ 4,787.			
	Less accumulated depreciation STMT 10 ▶ 4,787.			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,077,767.	3,116,339.	3,561,306.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	52,564.	52,564.	
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	52,564.	52,564.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ [X] and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	0.	0.	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	28 Retained earnings, accumulated income, endowment, or other funds	4,025,203.	3,063,775.	
	29 Total net assets or fund balances	4,025,203.	3,063,775.	
	30 Total liabilities and net assets/fund balances	4,077,767.	3,116,339.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	4,025,203.
2	Enter amount from Part I, line 27a	2	-972,161.
3	Other increases not included in line 2 (itemize) ▶ NONDIVIDEND DISTRIBUTIONS	3	19,525.
4	Add lines 1, 2, and 3	4	3,072,567.
5	Decreases not included in line 2 (itemize) ▶ TIMING DIFFERENCE	5	8,792.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	3,063,775.

Form **990-PF** (2019)

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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	UBS 3A 09150	P		
b	UBS 3A 09152	P		
c	UBS 3A 09153	P		
d	UBS 3A 09151	P		
e	UBS 3A 09154	P		
f	UBS 3A 09156	P		
g	UBS 3A 09157	P		
h	UBS 3A 09230	P		
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(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	1,914,277.		1,909,373.	4,904.
b	183,125.		158,322.	24,803.
c	113,380.		100,481.	12,899.
d	180,308.		185,851.	-5,543.
e	66,571.		52,944.	13,627.
f	736,826.		706,461.	30,365.
g	205,797.		197,491.	8,306.
h	138,192.		135,555.	2,637.
i	1,298.			1,298.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				4,904.
b				24,803.
c				12,899.
d				-5,543.
e				13,627.
f				30,365.
g				8,306.
h				2,637.
i				1,298.
j				
k				
l				
m				
n				
o				

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	93,296.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

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Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

	(a) List and describe the kind(s) of property sold (for example, 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				
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				
b				
c				
d				
e	3,539,774.		3,446,478.	93,296.

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

	(i) FMV 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				
b				
c				
d				
e				93,296.

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	93,296.
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) If (loss), enter -0- in Part I, line 8		3	N/A

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 doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see 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))
2018	383,053.	4,502,233.	.085081
2017	579,429.	4,823,338.	.120130
2016	804,261.	5,374,672.	.149639
2015	383,508.	5,773,897.	.066421
2014	580,326.	4,207,050.	.137941

2 **Total** of line 1, column (d)	2	.559212
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	.111842
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	3,856,567.
5 Multiply line 4 by line 3	5	431,326.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,427.
7 Add lines 5 and 6	7	432,753.
8 Enter qualifying distributions from Part XII, line 4	8	1,126,842.

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.

3

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 ▶ [X] and enter 1% of Part I, line 27b	1	1,427.
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	0.
3	Add lines 1 and 2	3	1,427.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,427.
6	Credits/Payments		
a	2019 estimated tax payments and 2018 overpayment credited to 2019 — 6a: 2,036.		
b	Exempt foreign organizations - tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 1,500.		
d	Backup withholding erroneously withheld — 6d: 0.		
7	Total credits and payments. Add lines 6a through 6d	7	3,536.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	0.
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	2,109.
11	Enter the amount of line 10 to be: **Credited to 2020 estimated tax** ▶ 2,109. **Refunded** ▶	11	0.

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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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		X
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		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
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		X
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	X	
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	X	
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 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

2

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ WWW.BARONANDBLUEFOUNDATION.ORG			
14	The books are in care of ▶ LARA ASHMORE Telephone no. ▶ 214-692-5789			
	Located at ▶ P.O. 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 N/A			
16	At any time during calendar year 2019, 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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. 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		X
	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 2019?	1c		X
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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,			
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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,			
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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
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 2019?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
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	N/A	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? N/A	☐ 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		X
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?	N/A	7b		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes ☒ No			

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

1 List all officers, directors, trustees, and 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
SEE STATEMENT 11		8,640.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,470,426.
b	Average of monthly cash balances	1b	444,870.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,915,296.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,915,296.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	58,729.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,856,567.
6	**Minimum investment return.** Enter 5% of line 5	6	192,828.

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	192,828.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	1,427.		
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,427.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	191,401.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	191,401.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	191,401.

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	1,126,842.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,126,842.
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	5	1,427.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,125,415.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				191,401.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014 371,525.				
b From 2015 97,456.				
c From 2016 535,527.				
d From 2017 340,104.				
e From 2018 159,829.				
f **Total** of lines 3a through e	1,504,441.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ $ 1,126,842.				
a Applied to 2018, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2019 distributable amount				191,401.
e Remaining amount distributed out of corpus	935,441.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,439,882.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				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)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	371,525.			
9 **Excess distributions carryover to 2020.** Subtract lines 7 and 8 from line 6a	2,068,357.			
10 Analysis of line 9:				
a Excess from 2015 97,456.				
b Excess from 2016 535,527.				
c Excess from 2017 340,104.				
d Excess from 2018 159,829.				
e Excess from 2019 935,441.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	(e) Total
2 a 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 foundation 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed. SEE STATEMENT 13

SEE STATEMENT 12

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

c Any submission deadlines:

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

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				
ATTITUDES & ATTIRE 2050 N. STEMMONS FREEWAY, UNIT 102 DALLAS, TX 75207	NONE	PC	SUPPORT GENERAL OPERATIONS	20,000.
AUSTIN STREET CENTER PO BOX 710729 DALLAS, TX 75371	NONE	PC	SUPPORT GENERAL OPERATIONS	20,000.
CITIZENS FOR RESPONSIBILITY & ETHICS IN WASHINGTON 455 MASSACHUSETTS AVE, NW 6TH FLOOR WASHINGTON, DC 20001	NONE	PC	ETHICS AND TRANSPARENCY IN GOVERNMENT	10,000.
DALLAS AREA HABITAT FOR HUMANITY 2800 N. HAMPTON ROAD DALLAS, TX 75212	NONE	PC	HOMEOWNERSHIP	5,000.
DALLAS MISSION FOR LIFE, INC 1100 CADIZ STREET DALLAS, TX 75215	NONE	PC	ACCOUNTABILITY-BASED RECOVERY PROGRAMS	35,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,108,100.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
DAYL FOUNDATION 2101 ROSS AVENUE DALLAS, TX 75201	NONE	PC	LAW EDUCATION	2,000.
ENVIRONMENT TEXAS RESEARCH AND POLICY CENTER 815 BRAZOS ST SUITE 600 AUSTIN, TX 78701	NONE	PC	ENVIRONMENTAL	5,000.
EXODUS MINISTRIES 4630 MUNGER AVENUE, #110 DALLAS, TX 75204	NONE	PC	SUPPORT GENERAL OPERATIONS	5,000.
FAMILY GATEWAY 711 S. ST. PAUL STREET DALLAS, TX 75201	NONE	PC	EMERGENCY SHELTER PROGRAM	40,000.
GENESIS WOMEN'S SHELTER 4411 LEMMON AVE, SUITE 201 DALLAS, TX 75219	NONE	PC	EMERGENCY SHELTER AND TRANSITIONAL HOUSING PROGRAMS	20,000.
GHETS 8 NORTH MAIN STREET, STE 404 ATTLEBORO, MA 02703	NONE	PC	HEALTH AND EDUCATION	10,000.
GRAND PRAIRIE UNITED CHARITIES 1417 DENSMAN GRAND PRAIRIE, TX 75051	NONE	PC	LOW-INCOME PROGRAM ASSISTANCE.	32,000.
GUATEMALA SANA CHILDRENS PROJECT 6810 FM 1960 WEST HOUSTON, TX 77069	NONE	PC	HEALTHCARE AND EDUCATION	5,000.
HOPEFUL SOLUTIONS PO BOX 270674 DALLAS, TX 75227	NONE	PC	SUPPORT GENERAL OPERATIONS	20,000.
LEGACY COUNSELING CENTER 4054 MCKINNEY AVE, STE 102 DALLAS, TX 75204	NONE	PC	FOUNDERS COTTAGE PROGRAM	18,000.
Total from continuation sheets				1,018,100.

923631
04-01-19

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LEGAL AID OF NORTHWEST TEXAS 600 E. WEATHERFORD STREET FORT WORTH, TX 76102	NONE	PC	SUPPORT GENERAL OPERATIONS	202,000.
LIFELINE SHELTER FOR FAMILIES, INC. 123 W. MAIN, SUITE 300 GRAND PRAIRIE, TX 75050	NONE	PC	SUPPORT GENERAL OPERATIONS	30,000.
METROPLEX MILITARY CHARITABLE TRUST 3510 RANKIN STREET DALLAS, TX 75205	NONE	PC	SUPPORT OF LEGAL AID CLINICS	20,000.
MOSAIC FAMILY SERVICES 12225 GREENVILLE AVE, STE 800 DALLAS, TX 75243	NONE	PC	SUPPORT GENERAL OPERATIONS	17,500.
RAINBOW DAYS 8150 NORTH CENTRAL EXPRESSWAY, SUITE M1003 DALLAS, TX 75206	NONE	PC	UNRESTRICTED FUNDS	45,000.
RESOURCE CENTER OF DALLAS, INC. P.O. BOX 190869 DALLAS, TX 75219	NONE	PC	SUPPORT HIV NUTRITION PROGRAM	15,000.
RESTORED HOPE MINISTRIES P.O. BOX 710127 DALLAS, TX 75371	NONE	PC	SUPPORT GENERAL OPERATIONS	21,000.
SHARED HOUSING CENTER, INC 402 N GOOD LATIMER EXPY DALLAS, TX 75204	NONE	PC	SUPPORT GROUP RESIDENCE PROGRAM	20,000.
SOUPMOBILE 3017 COMMERCE ST DALLAS, TX 75226	NONE	PC	SUPPORT GENERAL OPERATIONS	10,000.
TEXAS CIVIL RIGHTS PROJECT 1405 MONTOPOLIS DRIVE AUSTIN, TX 78741	NONE	PC	SUPPORT GENERAL OPERATIONS	2,500.
Total from continuation sheets				

923631
04-01-19

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
TEXAS DEMOCRACY FOUNDATION DBA TEXAS OBSERVER 54 CHICON STREET AUSTIN, TX 78702	NONE	PC	SUPPORTING TEXAS OBSERVER MAGAZINE	5,000.
TEXAS FREEDOM NETWORK EDUCATION FUND P.O. BOX 1624 AUSTIN, TX 78767	NONE	PC	SUPPORT GENERAL OPERATIONS	3,500.
TEXAS JUSTICE AND EDUCATION FUND P.O. BOX 15242 WASHINGTON, DC 20003	NONE	PC	SUPPORT GENERAL OPERATIONS	75,000.
TEXAS WATCH FOUNDATION 2121 E. 6TH ST, SUITE 201 AUSTIN, TX 78702	NONE	PC	PUBLIC EDUCATION AND RESEARCH	7,500.
THE BAIRS FOUNDATION 737 MAIN STREET, SUITE 100 BUFFALO, NY 14203	NONE	PC	SUPPORT GENERAL OPERATIONS	2,000.
THE BRIDGE 1818 CORSICANA STREET DALLAS, TX 75201	NONE	PC	SUPPORT GENERAL OPERATIONS	20,000.
THE CRYSTAL CHARITY BALL 3838 OAK LAWN AVE #L150 DALLAS, TX 75219	NONE	PC	CHILDREN'S CHARITIES IN DALLAS COUNTY	2,500.
THE FAMILY PLACE PO BOX 7999 DALLAS, TX 75209	NONE	PC	SUPPORTIVE LIVING PROGRAM	10,000.
THE HOCKADAY SCHOOL 11600 WELCH ROAD DALLAS, TX 75229	NONE	PC	2019-2020 ANNUAL FUND	10,000.
THE STEWPOT OF FIRST PRESBYTERIAN CHURCH 1835 YOUNG STREET DALLAS, TX 75201	NONE	PC	CASEWORK SERIVCES PROGRAM	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
UNDER 1 ROOF 5787 S. HAMPTON, STE 270 DALLAS, TX 75232	NONE	PC	SUPPORT GENERAL OPERATIONS	25,000.
UNLOCKING DOORS 12225 GREENVILLE AVE, STE 850 DALLAS, TX 75243	NONE	PC	2019 TEXAS REENTRY SYMPOSIUM	2,000.
UNT DALLAS FOUNDATION 7300 UNIVERSITY HILLS BLVD DALLAS, TX 75241	NONE	PC	UNT DALLAS COLLEGE OF LAW COMMUNITY LAWYERING CENTER (FRAZIER) PLEDGE	100,000.
VOGEL ALCOVE 1738 GANO ST DALLAS, TX 75215	NONE	PC	SUPPORT GENERAL OPERATIONS	10,000.
BE THE DIFFERENCE FOUNDATION P.O. BOX 540954 DALLAS, TX 75354	NONE	PC	ASSIST WOMEN WITH OVARIAN CANCER	250.
BIG D CHARITY HORSE SHOW 915 BRIDGES DR ARLINGTON, TX 76012	NONE	PC	SUPPORT GENERAL OPERATIONS	250.
DALLAS WOMEN LAWYERS ASSOCIATION P.O. BOX 700353 DALLAS, TX 75370	NONE	PC	ELEVATE WOMEN IN THE LEGAL PROFESSION	1,500.
HUMAN RIGHTS CAMPAIGN FOUNDATION 1640 RHODE ISLAND AVE, NW WASHINGTON, DC 20036	NONE	PC	SUPPORT GENERAL OPERATIONS	5,000.
INTERDENOMINATIONAL MINISTERIAL ALLIANCE 8350 FOREST LANE DALLAS, TX 75243	NONE	PC	SUPPORT GENERAL OPERATIONS	10,000.
INTERNATIONAL ACADEMY OF TRIAL LAWYERS FOUNDATION 5841 CEDAR LAKE RD STE 204 MINNEAPOLIS, MN 55416	NONE	PC	SUPPORT GENERAL OPERATIONS	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JACK AND JILL OF AMERICA, INC 1930 17TH ST NW WASHIINGTON, DC 20009	NONE	PC	PROMOTE FAMILY TOGETHERNESS	150.
KID NET FOUNDATION DBA JONATHAN'S PLACE PO BOX 140085 DALLAS, TX 75214	NONE	PC	A CHANCE TO SOAR LUNCHEON	10,000.
THE LEUKEMIA & LYMPHOMA SOCIETY 3 INTERNATIONAL DRIVE SUITE 200 RYE BROOK, NY 10573	NONE	PC	SUPPORT RESEARCH FOR A CURE	1,000.
NATIONAL MS SOCIETY 733 THIRD AVENUE 3RD FLOOR NEW YORK, NY 10017	NONE	PC	RESEARCH	1,350.
TEMPLE EMANU-EL 8500 HILLCREST AVE DALLAS, TX 75225	NONE	PC	CREATING POSSIBILITIES TOGETHER	11,000.
THE WALDEN WOODS PROJECT 44 BAKER FARM ROAD LINCOLN, MA 01773	NONE	PC	2019 GLOBAL ENVIRONMENTAL LEDERSHIP AWARD DINNER	20,000.
PROJECT XCELLENCE PO BOX 763312 DALLAS, TX 75376	NONE	PC	PROMOTE COMMUNITY LEADERSHIP GLOBALLY	100.
DALLAS SERVICES VISION CLINIC 5442 LA SIERRA DRIVE DALLAS, TX 75231	NONE	PC	SUPPORT VISUALLY IMPAIRED INDIVIDUALS	20,000.
HOPE SUPPLY CO 10480 SHADY TRAIL SUITE 104 DALLAS, TX 75220	NONE	PC	CRITICAL NEEDS PROGRAM	10,000.
IRVING - THE MAIN PLACE 600 BELLAH DRIVE IRVING, TX 75062	NONE	PC	PROVIDE NEW CLOTHING FOR HOMELESS TEENS	2,500.
Total from continuation sheets				

923631
04-01-19

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JULIETTE FOWLER COMMUNITIES 1234 ABRAMS RD DALLAS, TX 75214	NONE	PC	THE EBBY HOUSE FUND	15,000.
PRISM HEALTH NORTH TEXAS 351 W. JEFFERSON BLVD, SUITE 300 DALLAS, TX 75208-7860	NONE	PC	HIV TESTING AND PREVENTION	7,500.
PROMISE HOUSE 224 W PAGE AVENUE DALLAS, TX 75208	NONE	PC	SUPPORT GENERAL OPERATIONS	40,000.
SHELTER MINISTRIES OF DALLAS P.O. BOX 151085 DALLAS, TX 75315	NONE	PC	PROVIDE SHELTER FOR THOSE IN NEED	20,000.
Total from continuation sheets				

923631
04-01-19

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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			14	20,462.	
4 Dividends and interest from securities			14	70,870.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	5.	
8 Gain or (loss) from sales of assets other than inventory			18	93,296.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 14				1,642.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		186,275.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 186,275.

(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)

923621 12-17-19

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) (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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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
N/A		

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

Lisa Blue Baron | 11/13/2020 | OFFICER

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
JASON A. DUFFNER	JASON A. DUFFNER	11/12/20		P00632092

Firm's name ▶ CLIFTONLARSONALLEN LLP — Firm's EIN ▶ 41-0746749

Firm's address ▶ 5001 SPRING VALLEY ROAD, SUITE 600W DALLAS, TX 75244 — Phone no (972) 383-5700

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

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2019

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 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 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 Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 990-PF, Part I, line 2, to certify that it doesn't 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	MARK AND BECKY LANIER 10940 W SAM HOUSTON PKWY, SUITE 100 HOUSTON, TX 77064	$ 10,000.	Person [X] 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)
		$	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 info once) ▶ $

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
APOLLO GLOBAL MANAGEMENT, LLC	22.	22.	
UBS #9149 - INTEREST	53.	53.	
UBS #9150 - BOND INTEREST	5,959.	5,959.	
UBS #9150 - INTEREST	11,321.	11,321.	
UBS #9150 - LESS ACCRUED INTEREST	-10,648.	-10,648.	
UBS #9150 - LESS ACCRUED INTEREST	-2,804.	-2,804.	
UBS #9150 - LESS ACQUISITION PREMIUM	-404.	-404.	
UBS #9150 - LESS BOND PREMIUM	-616.	-616.	
UBS #9150 - LESS BOND PREMIUM	-209.	-209.	
UBS #9150 - OID	723.	723.	
UBS #9151 - INTEREST	21,948.	21,948.	
UBS #9151 - LESS ACCRUED INTEREST PAID	-2,431.	-2,431.	
UBS #9151 - LESS BOND PREMIUM	-2,650.	-2,650.	
UBS #9152 - INTEREST	27.	27.	
UBS #9153 - INTEREST	31.	31.	
UBS #9154 - INTEREST	42.	42.	
UBS #9156 - INTEREST	35.	35.	
UBS #9157 - INTEREST	6.	6.	
UBS #9228 - INTEREST	26.	26.	
UBS #9230 - INTEREST	31.	31.	
TOTAL TO PART I, LINE 3	20,462.	20,462.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
APOLLO GLOBAL MANAGEMENT, LLC	104.	0.	104.	104.	
UBS #9149 - DIVIDENDS	27.	0.	27.	27.	
UBS #9150 - DIVIDENDS	20,658.	0.	20,658.	20,658.	
UBS #9150 - EXEMPT INTEREST DIVIDENDS	3,495.	0.	3,495.	-1.	
UBS #9150 - LTCG DISTRIBUTIONS	149.	149.	0.	0.	
UBS #9152 - DIVIDENDS	9,206.	0.	9,206.	9,206.	
UBS #9152 - LTCG DISTRIBUTIONS	957.	957.	0.	0.	
UBS #9153 - DIVIDENDS	7,715.	0.	7,715.	7,715.	
UBS #9153 - LTCG DISTRIBUTIONS	192.	192.	0.	0.	
UBS #9154 - DIVIDENDS	6,248.	0.	6,248.	6,248.	
UBS #9156 - DIVIDENDS	12,185.	0.	12,185.	12,185.	
UBS #9230 - DIVIDENDS	11,232.	0.	11,232.	11,232.	
TO PART I, LINE 4	72,168.	1,298.	70,870.	67,374.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	5.	5.	
ANDEAVOR LOGISTICS - OTHER INCOME	956.	956.	
ENERGY TRANSFER OPERATING- SERIES D OTHER INCOME	240.	240.	
MPLX LP - OTHER INCOME	446.	446.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,647.	1,647.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	600.	300.		300.
TO FM 990-PF, PG 1, LN 16A	600.	300.		300.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,500.	5,250.		5,250.
TO FORM 990-PF, PG 1, LN 16B	10,500.	5,250.		5,250.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	29,744.	29,744.		0.
TO FORM 990-PF, PG 1, LN 16C	29,744.	29,744.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,020.	1,020.		0.
PAYROLL TAXES	661.	66.		595.
FEDERAL TAXES	1,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,181.	1,086.		595.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	422.	0.		422.
PAYROLL PROCESSING FEES	1,937.	194.		1,743.
INSURANCE	5,312.	2,656.		2,656.
TO FORM 990-PF, PG 1, LN 23	7,671.	2,850.		4,821.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - SEE ATTACHMENT	COST	2,844,770.	3,289,737.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,844,770.	3,289,737.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	2,627.	2,627.	0.
COMPUTER	2,160.	2,160.	0.
TOTAL TO FM 990-PF, PART II, LN 14	4,787.	4,787.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LISA A. BLUE BARON P.O. BOX 802044 DALLAS, TX 75380	DIRECTOR/PRESIDENT/TREASUR 1.00	0.	0.	0.
BETH TAYLOR P.O. BOX 802044 DALLAS, TX 75380	DIRECTOR 1.00	3,870.	0.	0.
COURTNEY BARON P.O. BOX 802044 DALLAS, TX 75380	DIRECTOR/VP/SECRETARY 1.00	0.	0.	0.
LAURA MILLER P.O. BOX 802044 DALLAS, TX 75380	DIRECTOR 1.00	0.	0.	0.
LARA ASHMORE P.O. BOX 802044 DALLAS, TX 75380	EXECUTIVE DIRECTOR 25.00	4,770.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		8,640.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

EXECUTIVE DIRECTOR
P.O. BOX 25464
DALLAS, TX 75225

TELEPHONE NUMBER

214-692-5789

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

APRIL 1
OCTOBER 1

RESTRICTIONS AND LIMITATIONS ON AWARDS

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.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A - 2D (CONTINUATION)

FORM AND CONTENT OF APPLICATIONS

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

FORM 990-PF OTHER REVENUE STATEMENT 14

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ANDEAVOR LOGISTICS - OTHER INCOME			14	956.	
ENERGY TRANSFER OPERATING- SERIES D OTHER INCOME			14	240.	
MPLX LP - OTHER INCOME			14	446.	
TOTAL TO FORM 990-PF, PG 12, LN 11				1,642.	

2019 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
11	COMPUTER	01/01/10		5.00	HY	16	2,627.				2,627.	2,627.		0.	2,627.
12	COMPUTER	01/01/10		5.00	HY	16	2,160.				2,160.	2,160.		0.	2,160.
	* TOTAL 990-PF PG 1 DEPR						4,787.				4,787.	4,787.		0.	4,787.

928111 04-01-19

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone