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 separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning , 2015, and ending

Name of foundation
BAYTREE FUND

A Employer identification number
26-0084354

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
44 E. FOOTHILL BLVD. | 100

B Telephone number (see instructions)
(626) 462-9280

City or town, state or province, country, and ZIP or foreign postal code
ARCADIA CA 91006

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 ☒ 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, column (c), line 16) ► $ 35,993,785.

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 Ck ► ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	688,040.	688,040.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,384,010.			
	b Gross sales price for all assets on line 6a 4,263,193.				
	7 Capital gain net income (from Part IV, line 2)		1,384,009.		
	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) PARTNERSHIP INCOME	-174,016.	-174,016.		
	12 Total. Add lines 1 through 11	1,898,034.	1,898,033.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	9,703.	1,941.		7,762.
	b Accounting fees (attach sch) L-16b Stmt	73,490.	14,698.		58,792.
	c Other prof fees (attach sch) L-16c Stmt	85,135.	25,000.		60,135.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) FOREIGN TAXES	18,723.	18,723.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	2,446.	959.		1,487.
	24 Total operating and administrative expenses. Add lines 13 through 23	189,497.	61,321.		128,176.
	25 Contributions gifts, grants paid	1,620,128.			1,620,128.
	26 Total expenses and disbursements. Add lines 24 and 25	1,809,625.	61,321.		1,748,304.
	27 Subtract line 26 from line 12. a Excess of revenue over expenses and disbursements	88,409.			
	b Net investment income (if negative, enter -0-)		1,836,712.		
	c Adjusted net income (if negative, enter -0-)				

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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	17,659.	12,071.	12,071.
	2 Savings and temporary cash investments	1,088,202.	1,567,206.	1,567,206.
	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 sch) ►			
	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)	393,334.		
	b Investments — corporate stock (attach schedule) L-10b. Stmt	10,251,198.	11,176,398.	13,537,517.
	c Investments — corporate bonds (attach schedule) L-10c. Stmt	11,140,851.	11,412,223.	11,072,057.
	11 Investments — land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	10,345,228.	9,357,425.	9,758,336.
	14 Land, buildings, and equipment. basis ►			
	Less accumulated depreciation (attach schedule) ►	49,530.		
	15 Other assets (describe ► L-15 Stmt)	42,797.	46,598.	46,598.
	16 **Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)	33,328,799.	33,571,921.	35,993,785.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
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	33,328,799.	33,571,921.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	33,328,799.	33,571,921.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	33,328,799.	33,571,921.	

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	33,328,799.
2	Enter amount from Part I, line 27a	2	88,409.
3	Other increases not included in line 2 (itemize) ► NET NONTAXABLE ACTIVITY	3	190,919.
4	Add lines 1, 2, and 3	4	33,608,127.
5	Decreases not included in line 2 (itemize) ► See Other Decreases Stmt	5	36,206.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	33,571,921.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SCHEDULE ATTACHED	P	Various	Various
b	CAPITAL GAIN DIVIDENDS	P	Various	Various
c	GAIN ON DISTRIBUTION IN EXCESS OF PARTERNSHIP BASIS	P	Various	Various
d	GAINS FROM PARTNERSHIP K-1S	P	Various	Various
e	LAND- SCOTLAND UK	D	12/17/97	10/23/15

	(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	3,056,807.		2,719,400.	337,407.
b	99,763.		0.	99,763.
c	28,842.		0.	28,842.
d	927,216.		0.	927,216.
e	150,565.		159,784.	-9,219.

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	0.	0.	0.	337,407.
b	0.	0.	0.	99,763.
c	0.	0.	0.	28,842.
d	0.	0.	0.	927,216.
e				-9,219.

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,384,009.
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	0.

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 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))
2014	1,652,583.	37,109,126.	0.044533
2013	2,618,668.	35,420,140.	0.073932
2012	2,385,209.	35,092,001.	0.067970
2011	2,448,814.	36,176,050.	0.067692
2010	2,258,254.	36,873,403.	0.061243

2	**Total** of line 1, column (d)	2	0.315370
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	0.063074
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	36,218,286.
5	Multiply line 4 by line 3	5	2,284,432.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,367.
7	Add lines 5 and 6	7	2,302,799.
8	Enter qualifying distributions from Part XII, line 4	8	1,748,304.

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 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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	36,734.
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	36,734.
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	36,734.
6	Credits/Payments.		
a	2015 estimated tax pmts and 2014 overpayment credited to 2015 — 6a: 40,802.		
b	Exempt foreign organizations — tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 45,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	85,802.
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	49,068.
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 49,068. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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 ▶ $ _____ (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		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?	4b	X	
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) ▶ _____			
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 2015 or the taxable year beginning in 2015 (see 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

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		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 ► N/A

14 The books are in care of ► EUGENE LEWIS & ASOCIATES Telephone no. ► (626) 462-9280

Located at ► 44 E. FOOTHILL BLVD., SUITE 100, ARCADIA, CA ZIP + 4 ► 91006

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 2015, 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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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		
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 2015 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 2015.)*	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 2015?	4b		X

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 X
	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 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?			7b X

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
JUDITH AVERY 44 E. FOOTHILL BLVD., SUITE 100 ARCADIA CA 91006	DIRECTOR/ PRESIDENT 15.00	0.	0.	0.
JOHN LEWIS 44 E. FOOTHILL BLVD., SUITE 100 ARCADIA CA 91006	SECRETARY/TREASURER 15.00	0.	0.	0.

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
NONE				

Total number of other employees paid over $50,000 ▶ None

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
ROCKEFELLER PHILANTHROPIC ADVISORS 50 CALIFORNIA STREET SUITE 3165 SAN FRANCISCO CA 94111	GRANT ADMINISTRATION	60,135.
EUGENE LEWIS & ASSOCIATES 44 E. FOOTHILL BLVD ARCADIA CA 91006	ACCOUNTING	57,490.
Total number of others receiving over $50,000 for professional services ►		None

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	23,999,252.
b	Average of monthly cash balances	1b	1,742,671.
c	Fair market value of all other assets (see instructions)	1c	11,027,910.
d	**Total** (add lines 1a, b, and c)	1d	36,769,833.
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	
3	Subtract line 2 from line 1d	3	36,769,833.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	551,547.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	36,218,286.
6	**Minimum investment return.** Enter 5% of line 5	6	1,810,914.

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	1,810,914.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	36,734.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	36,734.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,774,180.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,774,180.
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	1,774,180.

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	1,748,304.
b	Program-related investments — total from Part IX-B	1b	
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	1,748,304.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,748,304.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,774,180.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2015				
a From 2010 417,560.				
b From 2011 650,317.				
c From 2012 648,874.				
d From 2013 874,774.				
e From 2014 0.				
f **Total** of lines 3a through e	2,591,525.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► $ 1,748,304.				
a Applied to 2014, but not more than line 2a				
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 2015 distributable amount				1,748,304.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	25,876.			25,876.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,565,649.			
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 2014 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7 (see instructions)	391,684.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	2,173,965.			
10 Analysis of line 9:				
a Excess from 2011 650,317.				
b Excess from 2012 648,874.				
c Excess from 2013 874,774.				
d Excess from 2014 0.				
e Excess from 2015 0.				

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 2015, 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)

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	Tax year (a) 2015	Prior 3 years (b) 2014	(c) 2013	(d) 2012	(e) Total
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).)

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.

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

Check here ► [X] 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:

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*				
CITIZENS FOR RESPONSIBILITY & ETHICS 455 MASSACHUSETTS AVE NW 6TH FLOOR WASHINGTON DC 20001	N/A	PC	GENERAL SUPPORT	20,000.
FIDELITY CHARITABLE GIFT FUND 200 Seaport Blvd. BOSTON MA 02210	N/A	PC	ACME CHARITABLE GIFT FUND THE JUDY AVERY FUND DICKINSON CHARITABLE GIFT FUND	115,000.
CONTRIBUTIONS MADE THROUGH PARTNERSHIPS	N/A	PC	VARIOUS	128.
THE DURFEE FOUNDATION 1453 3rd St., Suite 312 SANTA MONICA CA 90401	N/A	PF	GENERAL SUPPORT	1,000,000.
AMERICAN CONSTITUION SOCIETY FOR LAW AND PLICY 1333 H. Street , NW 11th Floor WASHINGTON DC 20005	N/A	PC	GENERAL SUPPORT	20,000.
PLANNED PARENTHOOD NORTHERN CALIFORNIA 2185 PACHECO STREET CONCORD CA 94520	N/A	PC	SUPPORT OF RURAL CENTERS	50,000.
COMMUNITY FOOD BANK FRESNO 3403 E. CENTRAL AVENUE FRESNO CA 93725	N/A	PC	GENERAL SUPPORT	25,000.
ALAMEDA COUNTY COMMUNITY FOOD BANK 7900 EDGEWATER DRIVE OAKLAND CA 94621	N/A	PC	GENERAL SUPPORT	25,000.
FOOD BANK OF CONTRA COSTA 4010 NELSON AVENUE CONCORD CA 94524	N/A	PC	GENERAL SUPPORT	25,000.
See Line 3a statement				340,000.
Total ► **3a**				1,620,128.
b *Approved for future payment*				
THE DURFEE FOUNDATION 1453 3rd St., Suite 312 SANTA MONICA CA 90410	N/A	PF	GENERAL SUPPORT	4,000,000.
Total ► **3b**				4,000,000.

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)
	(a) Business code	(b) Amount	(c) Exclu-sion code	(d) Amount	Related or exempt function income (See instructions.)
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		
4 Dividends and interest from securities			14	688,040.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property			14		
6 Net rental income or (loss) from personal property					
7 Other investment income			14		
8 Gain or (loss) from sales of assets other than inventory			18	1,384,010.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Partnership Income			18	-174,016.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,898,034.	
13 **Total.** Add line 12, columns (b), (d), and (e)					13 1,898,034.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

2 a 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

Judith Avery — 10/07/2016 — President

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
John T. Lewis		10/4/16		P01431185
Firm's name ► Eugene Lewis & Associates			Firm's EIN ► 95-4885412	
Firm's address ► 44 E. Foothill Blvd. #100 Arcadia CA 91006			Phone no (626) 462-9280	

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
MISC EXPENSE	811.	811.		
PORTFOLIO EXPENSES				
FILING FEES	160.			160.
INSURANCE	1,475.	148.		1,327.
MISCELLANEOUS				
Total	2,446.	959.		1,487.

Form 990-PF, Page 2, Part III, Line 5
Other Decreases Stmt

EXCISE TAX	31,319.
OTHER TAXES	4,880.
ROUNDING	7.
Total	36,206.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

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	Person or Business Checkbox / Amount
a *Paid during the year*				
VOTER PARTICIPATION CENTER 1640 RHODE ISLAND AVE NW SUITE 825 WASHINGTON DC 20036	N/A	PC	GENERAL SUPPORT	Person or Business 35,000.
AVERY MEMORIAL ASSOCIATION P.O. BOX 7245 GROTON CT 06340		PC	RESTORATION PROJECTS	Person or Business 30,000.
STORYCORPS 80 HANSON PLACE 2ND FLOOR BROOKLYN NY 11217		PC	BAY AREA OPERATION & OUTREACH	Person or Business 75,000.
HEYDAY P.O. BOX 9146 BERKELEY CA 94709		PC	THE FUTURE FUND	Person or Business 100,000.
PLANNED PARENTHOOD OF AMERICA 123 WILLIAM ST., FL 10 NEW YORK NY 10038		PC	GENRAL SUPPORT	Person or Business 50,000.
GENERATION CITIZEN 156 2ND ST., 2ND FLOOR SAN FRANCISCO CA 94105		PC	GENERAL SUPPORT	Person or Business 25,000.
BERKELEY REPERTORY THEATRE 999 HARRISON STREET BERKELEY CA 94710		PC	FELLOWS PROGRAM	Person or Business 25,000.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GALILEO PLANNING GROUP INC	INVESTMENT COUNSEL	25,000.	25,000.		
ROCKEFELLER PHILANTHROPY ADVISORS	GRANT ADVISORY SERVICES	60,135.			60,135.
Total		85,135.	25,000.		60,135.

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	End of Year State and Local Obligations FMV	End of Year US Government Obligations Book Value	End of Year US Government Obligations FMV
BONDS SCHEDULE ATTACHED - SCHWAB				
Total				

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
STOCKS SCHEDULE ATTACHED - SCHWAB	2,937,102.	3,404,560.
STOCKS (MUTUAL FUNDS) SCHEDULE ATTACHED - SCHWAB	8,239,296.	10,132,957.
Total	11,176,398.	13,537,517.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
VANGUARD SHORT-TERM INVESTMENT GRADE FUND	6,089,451.	5,945,745.
BONDS (MUTUAL FUNDS) SCHEDULE ATTACHED - SCHWAB	5,322,772.	5,126,312.
Total	11,412,223.	11,072,057.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
INVESTMENT IN PARTNERSHIP - CORE PLUS REAL ESTATE FUND	996,157.	1,073,509.
INVESTMENT IN PARTNERSHIP - CS STRATEGIC IV	292,286.	298,820.
INVESTMENT IN PARTNERSHIP - CSFB STRATEGIC PARTNERS III	977,266.	648,826.
INVESTMENT IN PARTNERSHIP - LEGACY VENTURES III, LLC	338,277.	517,481.
INVESTMENT IN PARTNERSHIP - LEGACY VENTURES IV, LLC	569,017.	1,127,779.
INVESTMENT IN PARTNERSHIP - LEGACY VENTURES V	699,263.	1,075,721.
INVESTMENT IN PARTNERSHIP - NORTHGATE IV	691,382.	1,183,929.
INVESTMENT IN PARTNERSHIP - NORTHGATE PRIVATE EQUITY PARTNERS II-B	570,536.	710,972.
INVESTMENT IN PARTNERSHIP - NORTHGATE PRIVATE EQUITY PARTNERS III-B	903,300.	1,160,669.
INVESTMENT IN PARTNERSHIP - SAMSON TAX EFFECIENT INFLATION PROTECTION STRATEGY LLC	2,415,309.	1,008,574.
INVESTMENT IN PARTNERSHIP - STRATEGIC REAL ESTATE FUND III	904,632.	952,056.
Total	9,357,425.	9,758,336.

Form 990-PF, Page 2, Part II, Line 15
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	End of Year Fair Market Value
PREPAID EXCISE TAX	42,797.	46,598.	46,598.
Total	42,797.	46,598.	46,598.

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DFA ONE YEAR FIXED INCM (M),◊ PORT INSTL SYMBOL: DFIHX	122,362.5620	10.2800	1,257,887.14	6%	10.35	1,265,974.69 [1]	(8,087.55)
DFA TWO YEAR GLBL FIXED (M),◊ INCM PORT INSTL SYMBOL: DFGFX	101,372.3990	9.9300	1,006,627.92	5%	10.07	1,020,621.13	(13,993.21)
RIDGEWORTH SEIX FLOAT (M),◊ RATE HIGH INC I SYMBOL: SAMBX	227,552.3240	8.2600	1,879,582.20	9%			
RIDGEWORTH SEIX FLOAT (M),◊ RATE HIGH INC I SYMBOL: SAMBX	67.2240	8.2600	555.27	<1%	8.91	2,027,863.67	(147,726.20)
VANGUARD SHORT TERM INFL (M),◊ PROT SEC INDEX ADM SYMBOL: VTAPX	40,624.2890	24.1700	981,889.07	5%	24.83	1,008,542.20	(26,653.13)
[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
ARBITRAGE FUND CLASS I (M),◊ SYMBOL: ARBNX	79,911.4100	12.8600	1,027,660.73	5%	12.89	1,029,954.16	(2,293.43)
DFA GLOBAL REAL ESTATE (M),◊ SECURITIES PORT SYMBOL: DFGEX	80,434.3790	10.2700	826,061.07	4%	10.33	830,886.70	(4,825.63)

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DFA INTL SMALL CO PORT (M),◊ INSTL SYMBOL: DFISX	67,819.6550	17.2100	1,167,176.26	6%	18.70	1,268,143.58 t	(100,967.32)
DFA US SMALL CAP PORT (M),◊ INSTL SYMBOL: DFSTX	50,190.7610	28.3600	1,423,409.98	7%	18.65	935,911.88 t	487,498.10
HARDING LOEVNER EMERGING (M),◊ MARKETS ADV CL SYMBOL: HLEMX	29,038.4730	39.2200	1,138,888.91	6%	30.55	887,241.29 t	251,647.62
MERGER FUND (M),◊ SYMBOL: MERFX	65,991.2730	15.3100	1,010,326.39	5%	16.28	1,074,627.14	(64,300.75)
VANGUARD 500 INDEX FD (M),◊ ADMIRAL SHRS SYMBOL: VFIAX	18,778.8310	188.4800	3,539,434.07	17%	117.82	2,212,530.98 t	1,326,903.09
[redacted]							
[redacted]							

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

BAYTREE FUND
12/31/2015
Form 990-PF

	Date Acquired	Date Sold	Proceeds	Tax Basis	Wash Sales Adjustment	Gain/Loss
583.567 VANGUARD STIGF/VAN_SLD`5	Jan 15 15	Jan 14 15	6,250.00	6,322.61	72.61	0.00
3,738.32 VANGUARD STIGF/VAN_SLD`6	Jan 15 15	Jan 21 15	40,000.00	40,497.35	497.35	0.00
201.869 VANGUARD STIGF/VAN_SLD`7	Jan 21 15	Jan 22 15	2,160.00	2,186.85	26.85	0.00
70.028 VANGUARD STIGF/VAN_SLD`8	Jan 23 15	Jan 27 15	750.00	758.63	8.63	0.00
93,196.65 VANGUARD STIGF/VAN_SLD`9	Jan 30 15	Jan 30 15	1,000,000.00	1,009,608.27	2,691.95	(6,916.32)
67.884 VANGUARD STIGF/VAN_SLD{0	Jan 30 15	Feb 9 15	725.00	735.42	0.00	(10.42)
1,417.15 VANGUARD STIGF/VAN_SLD{1	Jan 30 15	Feb 11 15	15,135.18	15,352.77	0.00	(217.59)
359.082 VANGUARD STIGF/VAN_SLD{2	Jan 30 15	Feb 13 15	3,835.00	3,890.13	0.00	(55.13)
238.296 VANGUARD STIGF/VAN_SLD{3	Feb 27 15	Mar 13 15	2,545.00	2,581.03	36.03	(0.00)
17.071 VANGUARD STIGF/VAN_SLD{4	Mar 18 15	Mar 18 15	183 00	184.90	1 90	(0.00)
6,989.75 VANGUARD STIGF/VAN_SLD{5	May 29 15	Apr 1 15	75,000.00	75,693.77	693 77	(0.00)
168.063 VANGUARD STIGF/VAN_SLD{6	Mar 31 15	Apr 14 15	1,805.00	1,820.23	15.23	(0 00)
36.837 VANGUARD STIGF/VAN_SLD{7	Mar 31 15	Apr 15 15	396.00	398.97	2.97	(0.00)
581.395 VANGUARD STIGF/VAN_SLD{8	Mar 31 15	Apr 20 15	6,250.00	6,296.89	46.89	(0.00)
930.233 VANGUARD STIGF/VAN_SLD{9	Apr 21 15	Apr 27 15	10,000.00	10,074.61	74.61	(0 00)
1,862.20 VANGUARD STIGF/VAN_SLD|0	Apr 27 15	Apr 28 15	20,000.00	20,168.24	168.24	(0.00)
1,397.95 VANGUARD STIGF/VAN_SLD|1	Apr 27 15	Apr 29 15	15,000.00	15,140.74	140.74	0 00
944.383 VANGUARD STIGF/VAN_SLD|2	Apr 30 15	May 12 15	10,105.00	10,228.53	123.53	(0.00)
431.989 VANGUARD STIGF/VAN_SLD|3	Jun 4 15	Jun 16 15	4,605.00	4,676.45	71.45	0.00
187.617 VANGUARD STIGF/VAN_SLD|4	Jun 29 15	Jun 30 15	2,000.00	2,030.68	30.68	(0.00)
20.065 VANGUARD STIGF/VAN_SLD|5	Jun 30 15	Jul 8 15	214.50	217.18	2.68	(0.00)
310.15 VANGUARD STIGF/VAN_SLD|6	Jul 8 15	Jul 8 15	3,315 50	3,356.95	41.45	0.00
586.304 VANGUARD STIGF/VAN_SLD|7	Jul 8 15	Jul 14 15	6,250.00	6,345.98	95.98	0.00
432.458 VANGUARD STIGF/VAN_SLD|8	Jul 14 15	Jul 14 15	4,610.00	4,680.88	70.88	(0.00)
135.446 VANGUARD STIGF/VAN_SLD|9	Jul 31 15	Aug 4 15	1,442.50	1,465.80	23.30	0 00
1,409.77 VANGUARD STIGF/VAN_SLD}0	Aug 4 15	Aug 17 15	15,000 00	15,256.67	256.67	0.00
435 62 VANGUARD STIGF/VAN_SLD}1	Aug 18 15	Aug 18 15	4,635 00	4,713.92	78.92	0.00
590 994 VANGUARD STIGF/VAN_SLD}2	Aug 18 15	Aug 21 15	6,300 00	6,395.33	95.33	0 00
1,877.93 VANGUARD STIGF/VAN_SLD}3	Aug 24 15	Aug 25 15	20,000 00	20,315.68	315 68	0 00
3,766.48 VANGUARD STIGF/VAN_SLD}4	Aug 25 15	Aug 31 15	40,000.00	40,746.95	746.95	0.00
80.151 VANGUARD STIGF/VAN_SLD}5	Aug 31 15	Sep 8 15	852.00	867.21	15.21	(0.00)
4,712.54 VANGUARD STIGF/VAN_SLD}6	Sep 16 15	Sep 16 15	50,000 00	50,983 39	983 39	0 00
9,398.50 VANGUARD STIGF/VAN_SLD}7	Sep 16 15	Sep 21 15	100,000.00	101,696.21	1,696.21	(0.00)
629 699 VANGUARD STIGF/VAN_SLD}8	Sep 22 15	Sep 24 15	6,700 00	6,815.27	115.27	(0.00)
122.535 VANGUARD STIGF/VAN_SLD}9	Sep 29 15	Sep 29 15	1,305.00	1,326.13	21.13	(0.00)
20 VANGUARD STIGF/VAN_SLD~0	Sep 30 15	Oct 8 15	213.00	216.44	3.44	0.00
585.206 VANGUARD STIGF/VAN_SLD~1	Oct 8 15	Oct 14 15	6,250.00	6,333.19	83.19	0 00
1,177.97 VANGUARD STIGF/VAN_SLD~2	Nov 4 15	Nov 17 15	12,510.00	12,743.04	233.04	(0.00)
2,351.83 VANGUARD STIGF/VAN_SLD~3	Nov 30 15	Dec 1 15	25,000 00	25,426.47	426.47	(0.00)
2,822.20 VANGUARD STIGF/VAN_SLD~4	Dec 1 15	Dec 1 15	30,000.00	30,509 27	509.27	(0.00)
14 675 VANGUARD STIGF/VAN_SLD~5	Dec 1 15	Dec 1 15	156.00	158.64	2.64	0.00
2,354.05 VANGUARD STIGF/VAN_SLD~6	Dec 1 15	Dec 2 15	25,000 00	25,452.17	452.17	0 00
94.34 VANGUARD STIGF/VAN_SLD~7	Dec 2 15	Dec 3 15	1,000.00	1,020.09	20.09	(0.00)
4,721.44 VANGUARD STIGF/VAN_SLD~8	Dec 14 15	Dec 14 15	50,000 00	51,043 29	1,043.29	0 00
2,360.72 VANGUARD STIGF/VAN_SLD~9	Dec 14 15	Dec 14 15	25,000.00	25,525.97	525.97	(0.00)
4,725.90 VANGUARD STIGF/VAN_SLD 0	Dec 14 15	Dec 15 15	50,000 00	51,106.29	1,106.29	0.00
886.106 VANGUARD STIGF/VAN_SLD 1	Dec 15 15	Dec 15 15	9,375.00	9,582.11	207.11	(0.00)
1,419.11 VANGUARD STIGF/VAN_SLD 2	Dec 23 15	Dec 23 15	15,000.00	15,345.15	345.15	0.00
3,317.54 VANGUARD STIGF/VAN_SLD 3	Dec 28 15	Dec 30 15	35,000.00	35,880.65	880.65	(0.00)

BAYTREE FUND
12/31/2015
Form 990-PF

		Date Acquired	Date Sold	Proceeds	Tax Basis	Wash Sales Adjustment	Gain/Loss
4,739.34	VANGUARD STIGF/VAN_SLD 4	Dec 30 15	Dec 30 15	50,000.00	51,247.57	1,247.57	0.00
1,420.46	VANGUARD STIGF/VAN_SLD 5	Dec 31 15	Dec 31 15	15,000.00	15,362.66	362.66	0 00
				1,826,872.68	1,850,783.62	16,711.48	(7,199.46)
2,444	ISHARES CORE S & P ETF MID/SC_SLD#.	Oct 1 10	Nov 12 15	348,979.67	202,583.16		146,396.51
18,003.27	DFA US SMALL CAP PORT/SC_SLD#1	Sep 9 15	Nov 12 15	549,955.00	289,411.31		260,543.69
331	UST INFL IDX 1.625% 01-15-15/SC	Feb 6 06	Jan 15 15	331,000.00	393,334.05		(62,334.05)
				1,229,934.67	885,328.52		344,606.15
	TOTAL CAPITAL GAINS			3,056,807.35	2,736,112.14	16,711.48	337,406.69
		Adjusted cost basis			2,719,400.66		

BAYTREE FUND 26-0084354
AVERAGE FAIR MARKET VALUE OF ASSETS
2015

Form 990PF, Part X, Line 1a:

	Vanguard Investments	Charles Schwab	Total FMV
January	5,187,755	18,222,437	23,410,192
February	5,410,927	18,864,043	24,274,970
March	5,510,817	18,814,939	24,325,756
April	5,433,800	18,978,247	24,412,047
May	5,657,003	19,081,174	24,738,177
June	5,701,205	18,836,683	24,537,888
July	5,753,711	18,886,649	24,640,360
August	5,822,123	18,121,172	23,943,295
September	5,765,949	17,728,497	23,494,446
October	5,915,120	14,561,809	20,476,929
November	6,133,717	18,987,569	25,121,286
December	5,945,745	18,669,931	24,615,676
Average FMV			23,999,252

Form 990PF, Part X, Line 1b:

	Vanguard Investments	Charles Schwab	Bank of America	Total
January	0	1,502,131	17,659	1,519,790
February	0	1,502,143	17,659	1,519,802
March	0	1,780,331	17,659	1,797,990
April	0	1,679,363	15,856	1,695,219
May	0	1,679,376	16,039	1,695,415
June	0	1,824,764	16,039	1,840,803
July	0	1,824,780	16,039	1,840,819
August	0	1,824,794	16,039	1,840,833
September	0	1,988,002	16,039	2,004,041
October	0	1,994,710	12,876	2,007,586
November	0	1,494,495	12,873	1,507,368
December	0	1,630,319	12,071	1,642,390
Average FMV				1,742,671

Form 990PF, Part X, Line 1c:

	Accrued Interest	Investments in Partnerships	Investments in CRTs	Accounts Receivable	Land	Prepaid Excise tax	Total
January	0	11,512,788	0	57,067	49,530	42,797	11,662,182
February	0	11,263,573	0	57,067	49,530	42,797	11,412,967
March	0	11,240,617	0	32,366	49,530	42,797	11,365,310
April	0	11,293,827	0	32,366	49,530	72,797	11,448,520
May	0	11,059,627	0	32,366	49,530	72,797	11,214,320
June	0	10,841,928	0	32,366	49,530	72,797	10,996,621
July	0	10,793,939	0	32,366	49,530	72,797	10,948,632
August	0	10,666,680	0	32,366	49,530	72,797	10,821,373
September	0	10,874,504	0	32,366	49,530	72,797	11,029,197
October	0	10,874,504	0	0	49,530	36,598	10,960,632
November	0	10,643,631	0	0	0	36,598	10,680,229
December	0	9,758,336	0	0	0	36,598	9,794,934
Average FMV							11,027,910

MEMORANDUM

DATE: January 6, 2016

TO: Joanne Greenstein
BayTree Fund
c/o Rockefeller Philanthropy Advisors

FROM: Carrie Avery and Claire Peeps
The Durfee Foundation

RE: First Progress Report on Five-Year Grant, 2015-2019

We are pleased to submit this report to the BayTree Fund on the first year of its five-year grant to the Durfee Foundation.

Background

On January 5, 2015, the BayTree Fund made a grant commitment of $5,000,000 over five years to the Durfee Foundation for general operating support. The first payment of $1,000,000 was received on January 29, 2015.

Durfee affirms that the BayTree grant funds were used solely for charitable purposes and not for any prohibited purposes, as outlined in the grant agreement.

Durfee's Mission

The operating grant from BayTree is meant to support Durfee's mission, which states:

> The Durfee Foundation is a family foundation that seeks to adhere to the values of our founders, Dorothy Durfee Avery and R. Stanton Avery, by rewarding individual initiative and leadership.
>
> The majority of our grantmaking focuses on the Los Angeles region, where the foundation's history lies, and where funding needs are great.
>
> We build partnerships with individuals and institutions that share our ideals of creativity, risk-taking, fiscal care, integrity, entrepreneurial spirit and continuous learning
>
> We seek to build community in unexpected ways.

We make grants where our dollars will have the greatest impact. We hope that Durfee funds provide leverage for other funding opportunities.

Durfee is a patient investor. We are willing to make grants where the outcome may be hard to measure or not measurable for many years.

Above all, Durfee's focus is on extraordinary people who make things happen.

BayTree's grant has helped Durfee accomplish its mission in many ways.

Durfee Programs

Durfee operates several grant programs, all of which align with the foundation's mission. The board periodically reviews all of its programs, ascertains that they continue to support Durfee's mission, and sets goals for each program. These programs are:

Sabbatical Program

The Sabbatical Program makes six grants every two years to support outstanding leaders of exemplary nonprofit organizations to take a minimum three-month leave from work. The program also seeks to build capacity of nonprofits by supporting shared leadership among deputy staff of the recipient organizations. In addition, the foundation brings together alumni of the program for cross-sector discussions over semiannual lunches and biannual retreats.

Specific progress this year:

Durfee was pleased to announce the selection of a new class of Sabbatical Fellows in June 2015 They are:

Kay Buck joined the Coalition to Abolish Slavery & Trafficking (CAST) as its CEO in 2003 bringing 25 years of prior experience leading anti-trafficking initiatives. Kay leads one of the longest-running anti-slavery organizations in the nation, serving thousands of survivors and their families with a continuum of services to rebuild their lives. CAST was awarded the *Presidential Award for Extraordinary Efforts to Combat Trafficking in Persons* in 2014 for championing a survivor-centered approach to combatting human trafficking.

Michelle Christie founded No Limits for Deaf Children in 1996, which started as a theater program for deaf children and evolved to provide intensive educational therapy for low-income deaf children and their families, audiology services, public speaking and leadership training, and college preparation. No Limits' transformative theater productions have traveled from local L.A. stages to the Kennedy Center for the Performing Arts in Washington, D.C

Elizabeth Forer is the CEO of the Venice Family Clinic, which serves over 20,000 low-income, uninsured and homeless families and individuals in its ten locations. VFC's partnerships with many west-side health systems and clinics, such as UCLA's Geffen School of Medicine, ensure the delivery of high quality care to those most in need. Liz and VFC have adapted to the rapid changes required by the Affordable Care Act and recently opened a new Children's Health & Wellness Center.

Margie Martinez is the CEO of the Community Health Alliance of Pasadena (ChapCare), which has grown from a small community clinic to a premier multi-site comprehensive health provider in the San Gabriel Valley. Margie has dedicated her career to public health, previously serving as the Executive Director of the Clinica Msr. Oscar A. Romero. She and ChapCare have long been on the forefront of innovation as early adopters of electronic health records and telemedicine.

Tammy Membreño is the Executive Director of Barrio Action, which serves Northeast L.A from its 22,000 square foot Youth and Family Center in El Sereno. Barrio Action provides youth and their families with sports and recreation, counseling, educational support and the College Bridge Academy. Tammy assumed leadership of Barrio Action more than 20 years ago from its founder, has grown the organization enormously during that time, and is known as a skilled collaborator with other organizations.

Mark Wilson is the Founding Executive Director of the Coalition for Responsible Community Development in South Los Angeles. CRCD focuses on youth 17-24 to provide education, job training, supportive housing and restorative justice programs. In just ten years since CRCD's founding, the organization has restored the historic 28th Street YMCA and the Dunbar Hotel in the Vernon-Central corridor, both of which now provide homes and services to community.

Stanton Fellowships

The Stanton Fellowships provide six grants every two years to innovative leaders to think deeply about the intractable problems in their sector, and to tease out solutions that will improve life for the people of L.A. The fellows come together once each quarter to share their work and progress.

Specific progress this year: The 2014-15 Stanton Fellows have just finished their fellowships, which will culminate in a retreat at Casa de Maria in Santa Barbara in January.

A new class of 2016-17 Stanton Fellows was selected in November 2015 and will start their fellowships at the Santa Barbara retreat. The outgoing fellows and incoming fellows have one day and an evening together, and then overlap with the other class to share information in between.

The 2016-17 Stanton Fellows are:

Tim Carpenter is the Founder and CEO of EngAge, a nonprofit that transforms affordable senior apartment communities into vibrant centers of learning, wellness and creativity. Tim serves on the board of the National Center for Creative Aging, and catalyzed the creation of the Burbank Senior Arts Colony, a first-of-its kind program in the nation. He will look for the next big idea to fuse housing, environmental design and program design to benefit healthy aging. The senior population is both expanding and evolving, and this requires a new examination of the design of the environments in which people age.

Helmi Hisserich is the Assistant General Manager in the Housing and Community Investment Department of the City of Los Angeles. A former banker and Deputy Mayor who has worked in local government for over 20 years, Helmi has seen how multiple public agencies work on housing and homelessness but do not effectively pool their knowledge to move problem solving. She wants to shift the way that city departments working on housing and homelessness communicate with one another, elected officials, community and other partners by creating a platform for open access to information.

Leslie Ito is the President and CEO of the Japanese American Cultural and Community Center, a cornerstone institution in Little Tokyo that offers everything from dance performances to a Ukelele Center. A former Program Officer at the California Community Foundation, Leslie has worked deeply with visual, performing and traditional arts organizations in Los Angeles. She will investigate how community-based, ethnic specific organizations can reinvent themselves for a new generation in a changing social context and evolving cultural ecology.

Hilda Maldonado is the Executive Director of the Multilingual and Multicultural Education Department at the Los Angeles Unified School District, where she oversees policy, leadership and instructional issues that affect students for whom English language learning can become a barrier to college, career and a life out of poverty. A former teacher and school principal, she wants to explore how we might leverage the multiple languages in L.A. as assets rather than deficits. She seeks to influence not only LAUSD, but parents, employers and the broader society.

Kerry Morrison is the Executive Director of the Hollywood Property Owners Alliance, a Business Improvement District, where she maintains liaison with city government, homeless service providers and community organizations. During her tenure, she has become intimately acquainted with many of the chronically homeless, severely mentally ill people living on the Hollywood streets, and has been able to transform the lives of a few. She seeks to find a new path for helping homeless mentally ill people obtain the medical attention and other assistance they need.

Johng Ho Song is the Executive Director of the Koreatown Youth and Community Center, where he began his career as a mental health community worker. The agency serves recently immigrated, economically disadvantaged youth and families, and promotes community socioeconomic empowerment. Like much of Los Angeles, Koreatown is experiencing enormous change: new development, rapidly shifting demographics and a new label of "America's hippest neighborhood." He will convene diverse participants to explore the vision for Koreatown's future.

Our last report to RPA mentioned the Social Network Analysis that Network Impact prepared for Durfee, but the report was still in progress at that time. The final report was completed in early 2015 and we shared it with the fellows at the Stanton alumni retreat in January Overall, the study showed that the Stanton Fellowship creates a strong network to accelerate creativity and problem solving in Los Angeles.

Here is an article in Philanthropy News Digest about the report:

http://pndblog typepad com/pndblog/2015/10/loose-ties-strong-trust-innovation-in-los-angeles html

Springboard Fund

The Springboard Fund supports dynamic leaders of new social-benefit ventures in Los Angeles who apply innovative strategies to complex community challenges with a $70,000 grant over two years. In addition, Springboard grantees have a mentor (a Sabbatical alum) who is paid as a consultant to work with the Springboard leader.

Specific progress this year: We entered our second year of working with the following two organizations in 2015:

Urban Teens Exploring Technology (Urban TxT)
Urban Txt, founded by Oscar Menjivar, uses coding as the catalyst to turn young men of color into technology leaders who build positive communities. Their intensive 15-week summer program focuses on coding, entrepreneurship and public speaking.

Leadership for Urban Renewal Network (LURN)
LURN is a nonprofit founded by Rudy Espinoza that works to catalyze multi-disciplinary collaborations focused on designing, building, and promoting sustainable communities in which people can live to their greatest potential. To do so, it coordinates LURNlabs, purpose-driven innovation labs that bring together diverse people to develop solutions to urban issues. One current LURNlab focuses on the development of an LA strategy to incubate community-based, worker cooperatives. Through its LURNcapital initiative, it also works to increase low-income communities' ability to access capital. For example, it is currently working to help street vendors who want to sell at farmers' markets purchase the equipment they need to do so.

We also added a new Springboard organization:

We Are the Next

We Are the Next aims to cultivate civic investment in place by encouraging young people to engage with the cultural heritage and narratives of the built environment. Through civic construction management, workshops and educational programs, the organization works to dispel an attitude that our cities are disposable. We Are the Next was founded by Katie Rispoli, who holds a Master of Heritage Conservation degree from USC.

Durfee continues to support former Springboard grantees FoodForward and DIY Girls because they have demonstrated exceptional wise growth and leadership that signaled the benefits of additional support.

Earthwatch Ignite

In partnership with Earthwatch Institute, Durfee offers high school students gifted in the arts and humanities an opportunity to spend two intensive weeks during the summer at a scientific research station. The aim is to excite the students' imagination, expand their potential, and stimulate their curiosity about science and technology. Ignite also sent a team of teachers from the L.A. Unified School District to a research station in the Canadian Arctic.

Specific progress this year: Because of Baytree's support, Durfee increased the number of available spots for students from 50 to 70 for the 2016 program. Earthwatch has contracted with a part-time recruiter, Ellie Perry, who works with students and schools to encourage applications. Durfee brought together students and their parents after their expeditions to give them an opportunity to present about their experiences and to obtain feedback about the program. Durfee also sent representatives to visit several of the sites during the summer.

Durfee Operations

Because of the increased workload at the foundation, especially the greater emphasis on providing excellent in-person events like the Stanton retreats, we decided that we needed to add another administrative position. Durfee now has two senior executives and two administrative positions.

Durfee has also engaged a communications consultant and a web design firm to design a new website in 2016. Our current website, while serviceable, does not promote Durfee's work in a sufficiently clear and comprehensive way and needs some housecleaning. Further, our fellows want to connect with one another and promote their work with Durfee and the new website can facilitate that.

Durfee Governance

The Durfee board has two non-family Community Trustees who serve two-year terms. Our latest Community trustees finished their terms at the end of 2014 and we welcomed Belen Vargas, Vice President of Programs at the Weingart Foundation, and Bruce Saito, former Executive Director of the LA Conservation Corps and now the Director of the statewide California Conservation Corps (and a former Durfee Sabbatical Fellow). They join family members Carrie Avery, Chris Avery, Sara Avery, Diana McKee, Michael Newkirk and Jonathan Newkirk. Halina Avery is on a one-year leave but will return in 2016, and we are very happy that Theo Avery will begin the one-year onboarding process in 2016 to see if Durfee trusteeship is a good fit.

Impact of the BayTree Funding

Without the multi-year grant from BayTree, Durfee's reach would have been substantially lessened The $1M grant from Bay Tree for 2015 was a significant portion of Durfee's grant budget of $2.3 million

Durfee is extremely grateful for the opportunities that the BayTree grant is providing to allow Durfee to further its mission.

Financial Statements

Durfee's fiscal audit for 2015 will be completed by Clifton Larson Allen in April, and will be forwarded to RPA at that time

A summary of 2015 grant distributions is attached.

THE DURFEE FOUNDATION

SUMMARY OF CONTRIBUTIONS AND REQUIRED PAYOUT

The Durfee Foundation's 2015 Grants Distribution

1 in 6 Inc		$ 100,000
Alliance for Justice		50,000
California Community Foundation		50,000
Community Partners (Talent Philanthropy Project)		50,000
Community Arts Resources		25,000
Earthwatch Institute		646,750
Food Forward		100,000
Grantmakers in the Arts		10,000
HeyDay Books		75,000
LEAD Residency		
ExEd		3,020
artworxLA		1,401
Downtown Women's Center		1,000
Children's Law Center of California		1,000
National Center for Family Philanthropy		10,000
Sabbatical		
Coalition For Responsible Community Development		5,000
No Limits for Deaf Children		5,000
Venice Family Clinic		5,000
Community Health Alliance of Pasadena		5,000
The Coalition to Abolish Slavery & Trafficking		5,000
Barrio Action Youth & Family Center		5,000
Springboard		
Food Forward		50,000
Community Partners (Txt)		50,000
DIY Girls		100,000
LA Makerspace		60,000
LAWT		25,000
LURN		50,000
We Are the Next		35,000
Stanton		
Clean Air Coalition		45,991
ExEd (fiscal sponsor to Debra Duardo)		36,152
Inner City Law Center		31,792
LA River Revitalization Corp		29,986
Los Angeles Alliance for a New Economy		37,154
	Total grants	1,704,245
Direct expenses (over $2500)		
Awards Ceremony		24,716
Earthwatch Site Visit		6,337
NCFP		5,606
Sabbatical		39,478
Sage Fellowship		3,306
Springboard		21,027
Stanton Fellowship		40,379
Other		5,206
	Total direct expenses	146,055
Deductible dues		
Grantmakers for Effective Organizations		7,500
Grantmakers in the Arts		2,500
Northern California Grantmakers		2,500
National Center for Family Philanthropy		2,500
Southern California Grantmakers		3,480
	Total deductible dues	18,480
	Total matching gifts	4,975
	Total Board designated gifts	8,600
	Total disbursed 2015	1,882,355
Operating Overhead		
Personnel and Contracted Services		351,649
Occupancy		63,868
Supplies and Misc Program Expenses		14,153
	Total operating overhead	429,670
	Total payout	**2,312,025**

10/3/2016