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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2010

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

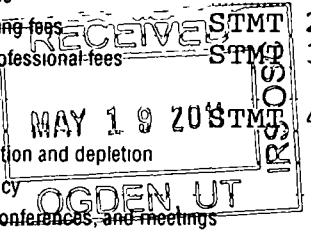
For calendar year **2010**, or tax year beginning _____, and ending _____

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

Name of foundation BAILEY FAMILY FOUNDATION, INC.		A Employer identification number 22-3768811
Number and street (or P O box number if mail is not delivered to street address) 7839 VIZCAYA WAY	Room/suite	B Telephone number (239) 598-4848
City or town, state, and ZIP code NAPLES, FL 34108		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,346,526. (Part I, column (d) must be on cash basis)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	60,773.	60,773.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	43,565.			
	b Gross sales price for all assets on line 6a 492,588.				
	7 Capital gain net income (from Part IV, line 2)		43,565.		
	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					
12 Total. Add lines 1 through 11	104,338.	104,338.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	3,500.	0.		0.
	c Other professional fees	9,500.	9,500.		0.
	17 Interest				
	18 Taxes	73.	73.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23	13,073.	9,573.		0.	
25 Contributions, gifts, grants paid	238,316.			238,316.	
26 Total expenses and disbursements. Add lines 24 and 25	251,389.	9,573.		238,316.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-147,051.				
b Net investment income (if negative, enter -0-)		94,765.			
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		End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		14,366.	7,543.	7,543.		
	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	STMT 5		935,142.	789,900.	841,128.	
11	Investments - land, buildings, and equipment basis							
	Less accumulated depreciation							
12	Investments - mortgage loans							
13	Investments - other	STMT 6		462,991.	468,005.	497,855.		
14	Land, buildings, and equipment basis							
	Less accumulated depreciation							
15	Other assets (describe)							
16	Total assets (to be completed by all filers)			1,412,499.	1,265,448.	1,346,526.		
Liabilities	17	Accounts payable and accrued expenses						
	18	Grants payable						
	19	Deferred revenue						
	20	Loans from officers, directors, trustees, and other disqualified persons						
	21	Mortgages and other notes payable						
	22	Other liabilities (describe)						
23	Total liabilities (add lines 17 through 22)			0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>							
	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 <input checked="" type="checkbox"/>							
	and complete lines 27 through 31.							
27	Capital stock, trust principal, or current funds			0.	0.			
28	Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds			1,412,499.	1,265,448.			
30	Total net assets or fund balances			1,412,499.	1,265,448.			
31	Total liabilities and net assets/fund balances			1,412,499.	1,265,448.			

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	1,412,499.
2	Enter amount from Part I, line 27a	2	-147,051.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	1,265,448.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,265,448.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT D-1	P	VARIOUS	VARIOUS
b SEE STATEMENT D-1	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 96,745.		92,146.	4,599.
b 390,437.		356,877.	33,560.
c 5,406.			5,406.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (j) over col (k), if any	
a			4,599.
b			33,560.
c			5,406.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	43,565.
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 does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	251,624.	1,380,001.	.182336
2008	147,589.	1,840,313.	.080198
2007	212,242.	2,128,883.	.099696
2006	143,278.	2,081,006.	.068850
2005	186,880.	2,053,517.	.091005

2 Total of line 1, column (d)	2	.522085
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	.104417
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,338,067.
5 Multiply line 4 by line 3	5	139,717.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	948.
7 Add lines 5 and 6	7	140,665.
8 Enter qualifying distributions from Part XII, line 4 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	8	238,316.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	948.
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	948.
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	948.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,016.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	1,016.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	68.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CT		
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	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

STMT 7

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)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of JAMES L. BAILEY Telephone no (239) 598-4848
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
16 At any time during calendar year 2010, 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?

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.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official?
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?
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 2010?
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?
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?
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?
b If "Yes," did it have excess business holdings in 2010 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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2010?

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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) N/A

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? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
JAMES L. BAILEY 7839 VIZCAYA WAY NAPLES, FL 34108	DIRECTOR/PRESIDENT AS REQ'D	0.	0.	0.
JUDITH A. BAILEY 7839 VIZCAYA WAY NAPLES, FL 34108	DIRECTOR/VICE-PRESIDENT AS REQ'D	0.	0.	0.
SARA F. BAILEY 278 JUNIPER STREET BOULDER, CO 80304	DIRECTOR/SECRETARY AS REQ'D	0.	0.	0.
ELIZABETH BAILEY RODGERS 39 EAST 29TH STREET NEW YORK, NY 10016	DIRECTOR/TREASURER AS REQ'D	0.	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	

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	1,348,886.
b	Average of monthly cash balances	1b	9,558.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,358,444.
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	1,358,444.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,377.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,338,067.
6	Minimum investment return. Enter 5% of line 5	6	66,903.

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	66,903.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	948.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	948.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	65,955.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	65,955.
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	65,955.

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	238,316.
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	238,316.
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	948.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	237,368.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				65,955.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	89,244.			
b From 2006	48,072.			
c From 2007	109,676.			
d From 2008	57,375.			
e From 2009	183,756.			
f Total of lines 3a through e	488,123.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$	238,316.			
a Applied to 2009, 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 2010 distributable amount				65,955.
e Remaining amount distributed out of corpus	172,361.			
5 Excess distributions carryover applied to 2010 (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	660,484.			
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 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	89,244.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	571,240.			
10 Analysis of line 9				
a Excess from 2006	48,072.			
b Excess from 2007	109,676.			
c Excess from 2008	57,375.			
d Excess from 2009	183,756.			
e Excess from 2010	172,361.			

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 2010, 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				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 the 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))

JAMES L. BAILEY

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

NONE

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

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

- a** The name, address, and telephone number 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 8				
Total			▶ 3a	238,316.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

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

Table with 2 columns: 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).

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash, (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with columns Yes and No. Rows 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c. All 'No' boxes are checked with an 'X'.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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) of the Code (other than section 501(c)(3)) or in section 527? [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains '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 or fiduciary) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature], Date: 5/15/11, Title: President

Paid Preparer Use Only Print/type preparer's name: JOHN M. DANISH, Preparer's signature: [Signature], Date: 5/10/11, Check self-employed: [], PTIN: P00173472, Firm's name: CLARFELD FINANCIAL ADVISORS, INC., Firm's address: TARRYTOWN, NY 10591-5112, Firm's EIN: [], Phone no: 914-846-0100

February 25, 2011

Realized Gains and Losses
Fiscal Year Ending 12/31/2010

STATEMENT D-1

Family Foundation Bailey Schwab One Acct # 27135651

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
TCW Inc Tot Ret Bd Fd	03/16/2009	01/11/2010	5,497,800	54,741	50,000	4,741		4,741
TCW Inc Tot Ret Bd Fd	03/31/2009	01/11/2010	48,226	480	440	40		40
TCW Inc Tot Ret Bd Fd	04/30/2009	01/11/2010	48,121	479	444	35		35
TCW Inc Tot Ret Bd Fd	05/29/2009	01/11/2010	45,733	455	434	22		22
TCW Inc Tot Ret Bd Fd	06/30/2009	01/11/2010	45,913	457	437	20		20
TCW Inc Tot Ret Bd Fd	07/14/2009	01/11/2010	1,146,813	11,419	11,000	419		419
TCW Inc Tot Ret Bd Fd	07/31/2009	01/11/2010	50,547	503	495	8		8
TCW Inc Tot Ret Bd Fd	08/31/2009	01/11/2010	50,053	498	499	(1)		(1)
TCW Inc Tot Ret Bd Fd	09/30/2009	01/11/2010	49,867	497	503	(6)		(6)
TCW Inc Tot Ret Bd Fd	11/02/2009	01/11/2010	46,212	460	471	(11)		(11)
TCW Inc Tot Ret Bd Fd	11/10/2009	01/11/2010	2,445,645	24,351	25,000	(649)		(649)
TCW Inc Tot Ret Bd Fd	11/30/2009	01/11/2010	62,457	622	640	(18)		(18)
TCW Inc Tot Ret Bd Fd	12/30/2009	01/11/2010	135,425	1,348	1,345	4		4
			9,672,812	96,311	91,707	4,604		4,604
DFA US Large Co Port	11/29/2002	04/09/2010	567,376	19,975	15,642		4,333	4,333
PIMCo Total Return Fd Inst	09/05/2001	04/09/2010	1,813,237	19,975	19,331		644	644
DFA US Large Co Port	11/29/2002	04/12/2010	141,603	4,980	3,904		1,076	1,076
PIMCo Total Return Fd Inst	09/05/2001	04/12/2010	452,489	4,980	4,824		156	156
DFA US Large Co Port	11/29/2002	04/30/2010	224,451	7,852	6,188		1,664	1,664
DFA US Large Co Port	12/16/2002	04/30/2010	51,483	1,801	1,373		428	428
DFA US Large Co Port	03/10/2003	04/30/2010	29,724	1,040	704		336	336
DFA US Large Co Port	06/10/2003	04/30/2010	31,744	1,110	917		193	193
DFA US Large Co Port	09/09/2003	04/30/2010	34,333	1,201	1,031		170	170
DFA US Large Co Port	12/22/2003	04/30/2010	48,994	1,714	1,570		144	144
DFA US Large Co Port	03/09/2004	04/30/2010	7,353	257	246		11	11
			428,082	14,975	12,028		2,947	2,947
PIMCo Total Return Fd Inst	09/05/2001	04/30/2010	5,390,836	59,975	57,473		2,502	2,502
Vanguard Energy Fund	12/27/2002	04/30/2010	73,304	4,474	1,690		2,785	2,785
Vanguard Energy Fund	12/12/2003	04/30/2010	21,729	1,326	617		709	709
Vanguard Energy Fund	12/12/2003	04/30/2010	59,679	3,643	1,695		1,947	1,947

Realized Gains and Losses
Fiscal Year Ending 12/31/2010

STATEMENT D-1

Family Foundation Bailey Schwab One Acct # 27135651

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
Vanguard Energy Fund	12/12/2003	04/30/2010	90 627	5,532	2,575	2,957	2,957	2,957
			245 339	14,975	6,577	8,398	8,398	8,398
Cullen High Dividend	06/16/2009	06/30/2010	2,394 636	24,970	23,000	1,970	1,970	1,970
Loomis Sayles Global Bd	11/10/2006	06/30/2010	1,595 405	24,970	25,056	(86)	(86)	(86)
PIMCo Total Return Fd Inst	09/05/2001	06/30/2010	2,220 249	24,970	23,671	1,299	1,299	1,299
Royce Total Return Fund	09/07/2001	06/30/2010	1,230 826	13,084	10,290	2,794	2,794	2,794
Royce Total Return Fund	09/10/2001	06/30/2010	17 971	191	150	42	42	42
Royce Total Return Fund	12/05/2001	06/30/2010	15 142	161	126	35	35	35
Royce Total Return Fund	12/05/2001	06/30/2010	18 025	192	150	42	42	42
Royce Total Return Fund	12/05/2001	06/30/2010	136 993	1,456	1,140	316	316	316
Royce Total Return Fund	03/08/2002	06/30/2010	10 058	107	93	14	14	14
Royce Total Return Fund	06/10/2002	06/30/2010	10,219	109	93	16	16	16
Royce Total Return Fund	09/10/2002	06/30/2010	14 615	155	124	32	32	32
Royce Total Return Fund	12/05/2002	06/30/2010	7 368	78	62	16	16	16
Royce Total Return Fund	12/05/2002	06/30/2010	18 420	196	155	41	41	41
Royce Total Return Fund	03/10/2003	06/30/2010	8 091	86	62	24	24	24
Royce Total Return Fund	06/10/2003	06/30/2010	20 252	215	187	28	28	28
Royce Total Return Fund	09/10/2003	06/30/2010	19 118	203	188	15	15	15
Royce Total Return Fund	12/04/2003	06/30/2010	11 145	118	116	2	2	2
Royce Total Return Fund	12/04/2003	06/30/2010	13 675	145	142	3	3	3
Royce Total Return Fund	12/04/2003	06/30/2010	38 555	410	402	8	8	8
Royce Total Return Fund	03/10/2004	06/30/2010	11 570	123	127	(4)	(4)	(4)
Royce Total Return Fund	06/10/2004	06/30/2010	17 292	184	191	(7)	(7)	(7)
Royce Total Return Fund	09/10/2004	06/30/2010	11 334	120	127	(7)	(7)	(7)
Royce Total Return Fund	12/02/2004	06/30/2010	19 376	206	233	(27)	(27)	(27)
Royce Total Return Fund	12/02/2004	06/30/2010	25 745	274	309	(36)	(36)	(36)
Royce Total Return Fund	12/02/2004	06/30/2010	71 132	756	855	(99)	(99)	(99)
Royce Total Return Fund	03/10/2005	06/30/2010	10 573	112	130	(18)	(18)	(18)
Royce Total Return Fund	06/10/2005	06/30/2010	15 989	170	195	(25)	(25)	(25)
Royce Total Return Fund	09/09/2005	06/30/2010	20 134	214	261	(47)	(47)	(47)
Royce Total Return Fund	12/02/2005	06/30/2010	17 949	191	229	(38)	(38)	(38)
Royce Total Return Fund	12/02/2005	06/30/2010	28 411	302	363	(61)	(61)	(61)
Royce Total Return Fund	12/02/2005	06/30/2010	251 694	2,676	3,212	(536)	(536)	(536)
Royce Total Return Fund	03/10/2006	06/30/2010	15 491	165	205	(41)	(41)	(41)
Royce Total Return Fund	06/09/2006	06/30/2010	26 374	280	343	(63)	(63)	(63)
Royce Total Return Fund	09/11/2006	06/30/2010	21 083	224	275	(51)	(51)	(51)
Royce Total Return Fund	12/05/2006	06/30/2010	2 139	23	30	(7)	(7)	(7)

Realized Gains and Losses
Fiscal Year Ending 12/31/2010

STATEMENT D-1

Family Foundation Bailey Schwab One Acct # 27135651

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
Royce Total Return Fund	12/05/2006	06/30/2010	13 168	140	182	(42)	(42)	(42)
Royce Total Return Fund	12/05/2006	06/30/2010	188 922	2,008	2,615	(606)	(606)	(606)
Royce Total Return Fund	03/09/2007	06/30/2010	15 289	163	212	(50)	(50)	(50)
Royce Total Return Fund	06/11/2007	06/30/2010	17 951	191	266	(75)	(75)	(75)
Royce Total Return Fund	09/11/2007	06/30/2010	11 935	127	168	(41)	(41)	(41)
Royce Total Return Fund	12/07/2007	06/30/2010	8 930	95	118	(23)	(23)	(23)
Royce Total Return Fund	12/07/2007	06/30/2010	24 393	259	322	(62)	(62)	(62)
Royce Total Return Fund	12/07/2007	06/30/2010	229 848	2,443	3,032	(588)	(588)	(588)
Royce Total Return Fund	03/11/2008	06/30/2010	13 585	144	163	(19)	(19)	(19)
Royce Total Return Fund	06/10/2008	06/30/2010	12,755	136	164	(28)	(28)	(28)
Royce Total Return Fund	09/09/2008	06/30/2010	15 409	164	183	(19)	(19)	(19)
Royce Total Return Fund	12/09/2008	06/30/2010	1 831	19	15	4	4	4
Royce Total Return Fund	12/09/2008	06/30/2010	39 562	421	325	95	95	95
Royce Total Return Fund	03/11/2009	06/30/2010	22 261	237	148	88	88	88
Royce Total Return Fund	06/10/2009	06/30/2010	14 175	151	131	20	20	20
Royce Total Return Fund	09/09/2009	06/30/2010	11 145	118	112	6	6	6
Royce Total Return Fund	12/09/2009	06/30/2010	8 380	89	88	2	2	2
Royce Total Return Fund	03/11/2010	06/30/2010	8 571	91	98	(7)	(7)	(7)
Royce Total Return Fund	06/10/2010	06/30/2010	12 748	136	141	(5)	(5)	(5)
			2,827 617	30,058	29,046	(5)	1,017	1,012
PIMCo Foreign Bond Unhnd I	07/14/2009	10/06/2010	908 165	10,319	8,383		1,936	1,936
PIMCo Total Return Fd Inst	09/05/2001	10/06/2010	3,608 174	42,132	38,468		3,664	3,664
PIMCo Total Return Fd Inst	09/28/2001	10/06/2010	121 958	1,424	1,326	98	98	98
PIMCo Total Return Fd Inst	10/31/2001	10/06/2010	145 808	1,703	1,613	90	90	90
PIMCo Total Return Fd Inst	11/30/2001	10/06/2010	182 957	2,136	1,985	151	151	151
PIMCo Total Return Fd Inst	12/12/2001	10/06/2010	298 203	3,482	3,119	363	363	363
PIMCo Total Return Fd Inst	12/12/2001	10/06/2010	778 957	9,096	8,148	948	948	948
PIMCo Total Return Fd Inst	12/31/2001	10/06/2010	155 492	1,816	1,626	189	189	189
PIMCo Total Return Fd Inst	01/31/2002	10/06/2010	149 311	1,743	1,575	168	168	168
PIMCo Total Return Fd Inst	02/28/2002	10/06/2010	139 745	1,632	1,490	142	142	142
PIMCo Total Return Fd Inst	03/28/2002	10/06/2010	155 245	1,813	1,616	197	197	197
PIMCo Total Return Fd Inst	04/30/2002	10/06/2010	158 208	1,847	1,677	170	170	170
PIMCo Total Return Fd Inst	05/31/2002	10/06/2010	172 699	2,017	1,838	179	179	179
PIMCo Total Return Fd Inst	06/28/2002	10/06/2010	142 873	1,668	1,519	150	150	150
PIMCo Total Return Fd Inst	07/31/2002	10/06/2010	150 008	1,752	1,598	154	154	154
PIMCo Total Return Fd Inst	08/30/2002	10/06/2010	144 673	1,689	1,561	128	128	128
PIMCo Total Return Fd Inst	09/30/2002	10/06/2010	127 106	1,484	1,383	101	101	101
PIMCo Total Return Fd Inst	10/31/2002	10/06/2010	149 219	1,742	1,618	125	125	125
PIMCo Total Return Fd Inst	11/29/2002	10/06/2010	154 827	1,808	1,678	130	130	130

Realized Gains and Losses
Fiscal Year Ending 12/31/2010

STATEMENT D-1

Family Foundation Bailey Schwab One Acct # 27135651

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
PIMCo Total Return Fd Inst	12/10/2002	10/06/2010	392 820	4,587	4,144		443	443
PIMCo Total Return Fd Inst	12/10/2002	10/06/2010	957 929	11,185	10,106		1,079	1,079
PIMCo Total Return Fd Inst	12/31/2002	10/06/2010	153 399	1,791	1,637		154	154
PIMCo Total Return Fd Inst	01/31/2003	10/06/2010	148 188	1,730	1,583		148	148
PIMCo Total Return Fd Inst	02/28/2003	10/06/2010	123 554	1,443	1,334		108	108
PIMCo Total Return Fd Inst	03/31/2003	10/06/2010	128 525	1,501	1,387		114	114
PIMCo Total Return Fd Inst	04/30/2003	10/06/2010	132 605	1,548	1,443		106	106
PIMCo Total Return Fd Inst	05/30/2003	10/06/2010	132 508	1,547	1,462		86	86
PIMCo Total Return Fd Inst	06/30/2003	10/06/2010	85 677	1,000	942		58	58
			<u>9,190 668</u>	<u>107,317</u>	<u>97,874</u>		<u>9,443</u>	<u>9,443</u>
Loomis Sayles Bond Fund	11/10/2006	10/18/2010	692 521	9,976	10,019		(43)	(43)
DFA Large Cap Intl Port	11/10/2006	10/22/2010	513 611	9,976	11,953		(1,977)	(1,977)
Loomis Sayles Bond Fund	11/10/2006	10/22/2010	589 868	8,480	8,534		(54)	(54)
Short Term Gains				96,745	92,146	4,600		
Total Long Gains				390,437	356,877		33,559	
Total (Sales)				487,182	449,023	4,600	33,559	38,159
Total Gains						4,600	33,559	38,159

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCHWAB INSTITUTIONAL	66,179.	5,406.	60,773.
TOTAL TO FM 990-PF, PART I, LN 4	66,179.	5,406.	60,773.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,500.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	3,500.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	9,500.	9,500.		0.
TO FORM 990-PF, PG 1, LN 16C	9,500.	9,500.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	73.	73.		0.
TO FORM 990-PF, PG 1, LN 18	73.	73.		0.

FORM 990-PF CORPORATE BONDS STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 10	789,900.	841,128.
TOTAL TO FORM 990-PF, PART II, LINE 10C	789,900.	841,128.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 9	COST	468,005.	497,855.
TOTAL TO FORM 990-PF, PART II, LINE 13		468,005.	497,855.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 7

NAME OF CONTRIBUTOR	ADDRESS
JAMES L. BAILEY	7839 VIZCAYA WAY NAPLES, FL 34108

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BAY COLONY GOLF CLUB COMM. SCHOLAR FD 9740 BENT GRASS BEND NAPLES, FL 34108	NONE SOCIAL PURPOSES	PUBLIC	345.
BGSU FOUNDATION BOWLING GREEN, OH 43403	NONE EDUCATIONAL PURPOSES	PUBLIC	110,471.
CATHOLIC EDUCATION CLUSTER INITIATIVE BRIDGEPORT, CT 06604	NONE RELIGIOUS PURPOSES	PUBLIC	18,500.
DIOCESE OF BRIDGEPORT 238 JEWETT AVENUE BRIDGEPORT, CT 06606	NONE RELIGIOUS PURPOSES	PUBLIC	100,000.
IMMOKALEE FOUNDATION 1390 NORTH 15TH STREET IMMOKALEE, FL 34142	NONE SOCIAL PURPOSES	PUBLIC	5,000.
NEW COVENANT HOUSE 90 FAIRFIELD AVENUE STAMFORD, CT 06904	NONE SOCIAL PURPOSES	PUBLIC	1,000.
ST. THOMAS MORE OUTREACH 374 MIDDLESEX ROAD DARIEN, CT 06820	NONE RELIGIOUS PURPOSES	PUBLIC	1,000.
UNIVERSITY OF COLORADO FOUNDATION 4740 WALNUT STREET BOULDER, CO 80301	NONE EDUCATIONAL PURPOSES	PUBLIC	1,000.

BAILEY FAMILY FOUNDATION, INC.

22-3768811

THE MENTAL HEALTH ASSOCIATION OF NONE
WESTCHESTER COUNTY, INC SOCIAL PURPOSES
2269 SAW MILL RIVER ROAD,
BUILDING 1A ELMSFORD, NY 10523

PUBLIC

1,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

238,316.

# Shs	Description	Book Value	Fair Market Value
3,067.161	AQR Managed Futures	30,711	31,592
920.966	DFA Real Estate Securities Portfolio	21,919	19,856
3,965.625	DFA U.S. Small Cap Port	63,226	84,574
6,132.573	DFA U.S. Large Co Port	61,776	60,712
7,820.726	Pimco Commodity Real Return Strategy Fd Instl	86,035	72,655
506.052	Vanguard Energy Fund	29,453	32,838
3,000.983	DFA Large Cap Intl Port	51,715	59,750
3,017.590	Cullen High Dividend	29,241	36,211
578.938	DFA Emerging Markets	10,220	12,829
4,732.690	Hussman Strategic Growth	60,131	58,165
4,747.182	Gold Sachs Tr Comm Str Fd	23,578	28,673
		<u>468,005</u>	<u>497,855</u>

# Shs	Description	Book Value	Fair Market Value
4,967.498	Doubleline Total Return	55,018	54,295
23,341.715	Pimco Total Return Fund	246,693	253,258
3,893.592	GS Local Emerg Debt	34,418	37,067
9,674.318	Loomis Sayles Bond Fund	123,202	138,053
5,516.484	Loomis Sayles Global Bond	85,179	91,629
3,710.626	Metropolitan West Total	37,326	38,479
5,147.350	Pimco Low Duration Fd Inst	54,969	53,481
11,585.888	Pimco Real Return Bond Fund Inst	112,110	131,616
4,099.537	Pimco Foreign Bond Unhd I	40,985	43,250
		<u>789,900</u>	<u>841,128</u>